



**ZINC OF IRELAND NL**  
**(ACN 124 140 889)**

**NOTICE OF ANNUAL GENERAL MEETING**

**Annual General Meeting to be held at  
Automic Group, Level 5, 191 St Georges Terrace  
Perth Western Australia, 6000  
on 17 November 2023 at 11.00am (AWST).**

**Important**

The Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

**Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary by telephone on (08) 9287 4600.**

**NOTICE OF ANNUAL GENERAL MEETING**

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Notice is hereby given that the Annual General Meeting of Shareholders of Zinc of Ireland NL (ACN 124 140 889) (“Company”) will be held at **Automic Group, Level 5, 191 St Georges Terrace, Perth** on **Friday 17 November 2023** commencing at **11.00am (AWST)**.

The Explanatory Memorandum that accompanies and forms part of this Notice describes in more detail the matters to be considered.

**BUSINESS**

**Annual Report**

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To receive and consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2023, which includes the Financial Report, the Directors' Report, the Remuneration Report and the Auditor's Report.

**Note:** there is no requirement for Shareholders to approve the Annual Report.

**Resolution 1 – Remuneration Report**

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

*“That, for the purpose of section 250R(2) of the Corporations Act and all other purposes, the Remuneration Report for the financial year ended 30 June 2023 be adopted.”*

**Note:** The votes on this Resolution are advisory only and do not bind the Directors or the Company.

<p><b>Voting Prohibition Statement</b></p> <p>In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:</p> <ul style="list-style-type: none"><li>• a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; and</li><li>• a Closely Related Party of such a member.</li></ul> <p>However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:</p> <ul style="list-style-type: none"><li>• the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or</li><li>• the voter is the Chair and the appointment of the Chair as proxy:<ul style="list-style-type: none"><li>○ does not specify the way the proxy is to vote on this Resolution; and</li><li>○ expressly authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.</li></ul></li></ul>
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**Resolution 2 – Re-election of Dr Julian Barnes**

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

*“That, for all purposes, Dr Julian Barnes, who retires in accordance with Clauses 11.1(c) and (f) of the Constitution and Listing Rule 14.4, and being eligible and offering himself for re-*

*election, is re-elected as a Director on the terms and conditions in the Explanatory Memorandum."*

### **Resolution 3 – Election of Mr Peter Huljich**

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

*"That, for all purposes, Mr Peter Huljich, who retires in accordance with Clause 11.4 (b) of the Constitution and Listing Rule 14.4, and being eligible and offering himself for re-election, is re-elected as a Director on the terms and conditions in the Explanatory Memorandum."*

### **Resolution 4 – Election of Mr Jerry Monzu**

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

*"That, for all purposes, Mr Jerry Monzu, who retires in accordance with Clause 11.4 (b) of the Constitution and Listing Rule 14.4, and being eligible and offering himself for re-election, is re-elected as a Director on the terms and conditions in the Explanatory Memorandum."*

### **Resolution 5 – Approval for the Issue of Director Incentive Options to Mr Peter Huljich**

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

*"That, for the purpose of Listing Rule 10.11, Section 195(4) of the Corporations Act, and for all other purposes, Shareholders approve the issue of 1,500,000 Director Incentive Options to Mr Peter Huljich (or his nominee) on the terms and conditions set out in the Explanatory Memorandum."*

#### **Voting exclusion statement**

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

- Peter Huljich (and/or his nominee(s)); or
- an Associate of Peter Huljich (and/or his nominee(s)); or
- any other person who will obtain a material benefit as a result of the issue of the Director Incentive Options (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- an associate of that person (or those persons);

However, the Company need not disregard any vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- the Chair of the meeting 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;
- It is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**Resolution 6 – Approval for the Issue of Director Incentive Options to Mr Jerry Monzu**

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

*“That, for the purpose of Listing Rule 10.11, Section 195(4) of the Corporations Act, and for all other purposes, Shareholders approve the issue of 750,000 Director Incentive Options to Mr Jerry Monzu (or his nominee) on the terms and conditions set out in the Explanatory Memorandum.”*

**Voting exclusion statement**

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

- Jerry Monzu (and/or his nominee(s)); or
- an Associate of Jerry Monzu (and/or his nominee(s)); or
- any other person who will obtain a material benefit as a result of the issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- an associate of that person (or those persons);

However, the Company need not disregard any vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- the Chair of the meeting 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;
- It is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**Resolution 7 – Approval of 10% Placement Facility**

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

*“That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities totalling up to 10% of the issued capital of the Company, on the terms and conditions in the Explanatory Memorandum.”*

**Voting exclusion statement**

The Company will disregard any votes cast in favour of this Resolution if at the time of the Meeting, the Company is proposing to make an issue of Equity Securities under Listing Rule 7.1A.2, by or on behalf of any persons who are expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder), or any of their respective Associates, or their nominees.

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

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

## **OTHER BUSINESS**

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In accordance with section 250S(1) of the Corporations Act, Shareholders are invited to ask questions about or make comments on the management of the Company and to raise any other business which may lawfully be brought before the Meeting.

## **BY ORDER OF THE BOARD**

Jerry Monzu  
**Company Secretary**  
16 October 2023

## EXPLANATORY MEMORANDUM

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### Important information

This Explanatory Memorandum has been prepared for the information of the shareholders of Zinc of Ireland NL (ACN 124 140 889) (“**Company**”) in connection with the Resolutions to be considered at the Annual General Meeting to be held at the offices of **Automic Group, Level 5, 191 St Georges Terrace, Perth Western Australia, 6000** on **Friday, 17 November 2023** commencing at **11.00am (AWST)**.

The purpose of this Explanatory Memorandum is to provide Shareholders with all information known to the Company, which is material to a decision on how to vote on the Resolutions in the accompanying Notice of Meeting.

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

### Interpretation

Capitalised terms which are not otherwise defined in this Notice of Meeting and Explanatory Memorandum have the meanings given to those terms under the Definitions section of this Notice of Meeting.

References to “\$” and “A\$” in this Notice of Meeting and Explanatory Memorandum are references to Australian currency unless otherwise stated.

References to time in this Notice of Meeting and Explanatory Memorandum relate to the time in Perth, Western Australia.

### Voting exclusion statements

Certain voting restrictions apply to the Resolutions as detailed beneath the applicable Resolutions in this Notice of Meeting.

### Voting in person

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

### Voting by proxy

Please note that:

- a Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- a proxy need not be a Shareholder; and
- Shareholders entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

### The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);

- (a) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
- (b) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (c) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Section 250BC of the Corporations Act provides that, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- (b) the appointed proxy is not the chair of the meeting;
- (c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA on the resolution; and
- (d) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

To vote by proxy, please complete and sign the enclosed Proxy Form and send by:

- post to c/- Automic Group, GPO Box 5193, Sydney NSW 2001;
- email to [meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au); or
- online at [www.automicgroup.com.au](http://www.automicgroup.com.au) (refer to instructions on Proxy Form),

so that it is received by no later than 11:00am (AWST) on Wednesday 15 November 2023. Proxy Forms received later than this time will be invalid.

### **Voting entitlements**

In accordance with Regulations 7.11.37 and 7.11.38 of the *Corporations Regulations 2001* (Cth), the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register of Shareholders as 5.00pm (AWST) on Wednesday 15 November 2023. Accordingly, transactions registered after that time will be disregarded in determining a Shareholder's entitlement to attend and vote at the Annual General Meeting.

### **Chair's voting intentions**

If the Chair is your proxy, either by appointment or by default, and you have not indicated your voting intention, you expressly authorise the Chair to exercise the proxy in respect of Resolution 1 even

though this Resolution is connected directly or indirectly with the remuneration of the Company's Key Management Personnel.

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

### **Submitting questions**

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at [jerry@monzucorp.com.au](mailto:jerry@monzucorp.com.au) by 11.00am AWST on Monday 13 November 2023.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will attempt to respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

## **REGULATORY INFORMATION**

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### **1. Annual Report**

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report, the Remuneration Report and the Auditor's Report for the financial year ended 30 June 2023.

There is no requirement for Shareholders to approve the Annual Report. However, the Chair will allow a reasonable opportunity for Shareholders to ask questions or make comments about the Annual Report and the management of the Company.

A representative of the Company's auditor, Hall Chadwick, will be in attendance to respond to any questions raised of the auditor or on the Auditor's Report in accordance with section 250T of the Corporations Act.

The Company will not provide a hard copy of the Company's Annual Report to Shareholders unless specifically requested to do so.

### **2. Resolution 1 – Remuneration Report**

The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

Section 249L(2) of the Corporations Act requires a company to inform shareholders that a resolution on the remuneration report will be put at an annual general meeting. In accordance with subsection 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. Resolution 1 seeks this approval.

In accordance with subsection 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

If the Company's Remuneration Report receives a 'no' vote of 25% or more ("**Strike**") at two consecutive Annual General Meetings, Shareholders will have the opportunity to remove the whole Board, except the managing director (if any).

Where a resolution on the Remuneration Report receives a Strike at two consecutive Annual General Meetings, the Company will be required to put to Shareholders at the second Annual General Meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director, if any) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's Remuneration Report did not receive a Strike at the 2022 Annual General Meeting. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2024 Annual General Meeting, this may result in the re-election of the Board.

Following consideration of the Remuneration Report, the Chair, in accordance with section 250SA of the Corporations Act, will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on, the Remuneration Report.

## **2.1 Additional information**

Resolution 1 is an advisory only resolution.

## **2.2 Directors' recommendations**

Given the personal interests of all Directors in the outcome of this Resolution, the Board declines to make a recommendation to Shareholders regarding this Resolution.

## **3. Resolution 2 – Re-election of Dr Julian Barnes**

Resolution 2 is an ordinary resolution which seeks to approve the re-election of Dr Julian Barnes as Non-Executive Director of the Company.

Clause 11.1(f) of the Constitution provides that no Director (other than the Managing Director) shall be entitled to hold office for more than 3 years without submitting themselves for re-election.

In addition, Clause 11.1(c) of the Constitution requires that at each annual general meeting, one third of the Directors (excluding the Managing Director) for the time being must retire, or, if their number is not 3 nor a multiple of 3, then such number as is appropriate to ensure that no Director (other than the Managing Director) holds office for more than 3 years.

A retiring director is eligible for re-election in accordance with Clause 11.1(d) of the Constitution.

Dr Julian Barnes is currently a Non-Executive Director and was last elected at the annual general meeting of the Company held on 19 November 2021. Accordingly, Dr Barnes retires at this Meeting and, being eligible, seeks re-election as Non-Executive Director of the Company.

A brief biography of Dr Barnes is set out below.

### **3.1 Dr Julian Barnes Biography**

Dr Barnes is a geologist with 35 years of experience in over 52 countries in a wide variety of commodities and has over 25 years' experience in undertaking bank due diligence studies for the majority of the major resource lending institutions. Dr Barnes co-founded Resource Service Group (subsequently RSG Global) in 1986. In 2004, he joined Dundee Precious Metals Inc. and was responsible for their worldwide exploration activities, project acquisition and investment due diligence. Following this, Dr Barnes was responsible for all technical aspects including exploration, project management, development, and management of Preliminary Economic Assessment (PEA) studies and due diligence for various companies as a specialist consultant.

Dr Barnes has extensive experience in due diligence studies, company and project reviews for major global resource lending institutions and mining companies located throughout the world.

Dr Barnes is also a Non-Executive Director of ASX listed Adriatic Metals Limited (ASX:ADT) (LSE:ADT1) and TSX-V listed Thor Explorations Ltd (TSX-V:THX).

The Board confirms (with Dr Barnes abstaining) that Dr Barnes, if re-elected, will be considered to be a Non-Independent Director. Although Dr Barnes is not considered by the Board to hold any (direct) significant interest in voting shares in the Company, by virtue of his association with Dundee Resources Limited (being a major shareholder of the Company), it might be perceived that this relationship may influence, in a material respect his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the entity as a whole rather than in the interests of an individual security holder or other party.

Dr Barnes has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director. Dr Barnes brings to the Board extensive leadership and mining industry experience as detailed in his biography above.

### **3.2 Additional information**

Resolution 2 is an ordinary resolution.

### **3.3 Directors' recommendation**

The Directors (other than Dr Barnes) unanimously recommend that Shareholders vote in favour of Resolution 2.

The Chair intends to exercise all available proxies in favour of Resolution 2.

## **4. Resolution 3 – Re-election of Mr. Peter Huljich**

Resolution 3 is an ordinary resolution which seeks to approve the election of Mr Peter Huljich as a Non-Executive Director of the Company.

Clause 11.4(b) of the Constitution states that any director appointed to fill a casual vacancy holds office until the next General Meeting and is then eligible for re-election. Similarly, Listing Rule 14.4 provides that a director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the entity.

Mr Huljich was appointed to the position of Non-Executive Chairman and Director of the Company on 8 March 2023 under Clause 11.4(a) of the Company's Constitution in order to fill a casual vacancy. Accordingly, Mr Huljich, being eligible, seeks re-election as Non-Executive Chairman and Director of the Company.

A brief biography of Mr Huljich is set out below.

### **4.1 Mr Peter Huljich**

Mr Huljich has over 25 years' experience in the legal, natural resources and banking sectors with particular expertise in capital markets, mining and commodities. He has worked in London for several prestigious investment banks, including Goldman Sachs, Barclays Capital, Lehman Brothers and Macquarie Bank, with a focus on Commodities, Equity and Debt Capital markets. He has extensive on-the-ground mining, oil & gas and infrastructure experience as the Senior Negotiator and Advisor for Power, Mining and Infrastructure at Industrial Promotion Services,

the global infrastructure development arm of the Aga Khan Fund for Economic Development (AKFED).

Mr Huljich holds a Bachelor of Commerce and a Bachelor of Laws from the University of Western Australia and is a Graduate of the Securities Institute of Australia, with national prizes in Applied Valuation and Financial Analysis. He is also a graduate of the Australian Institute of Company Directors' course and a Fellow of the Governance Institute of Australia.

The Board confirms (with Mr Huljich abstaining) that Mr Huljich, if re-elected, will be considered to be an Independent Director. The Board considers this to be the case because Mr Huljich does not own any material interest in the Company, is not employed in a fulltime executive capacity, and has no material business relationship with the Company.

Mr Huljich has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as Non-Executive Director and Chairman.

#### **4.2 Additional information**

Resolution 3 is an ordinary resolution.

#### **4.3 Directors' recommendation**

The Directors (other than Mr Huljich) unanimously recommend that Shareholders vote in favour of Resolution 3.

The Chair intends to exercise all available proxies in favour of Resolution 3.

### **5. Resolution 4 – Re-election of Mr Jerry Monzu**

Resolution 4 is an ordinary resolution which seeks to approve the election of Jerry Monzu as a Non-Executive Director of the Company.

Clause 11.4(b) of the Constitution states that any director appointed to fill a casual vacancy holds office until the next General Meeting and is then eligible for re-election. Similarly, Listing Rule 14.4 provides that a director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the entity.

Mr Monzu was appointed to the position of Non-Executive Director of the Company on 8 March 2023 under Clause 11.4(a) of the Company's Constitution in order to fill a casual vacancy. Accordingly, Mr Monzu, being eligible, seeks re-election as Non-Executive Director of the Company.

A brief biography of Mr Monzu is set out below.

#### **5.1 Mr Jerry Monzu.**

Mr Monzu is a founding director of Capella Corporate Consulting, a company specialising in providing company secretarial, corporate governance and corporate advisory services. Prior to establishing Capella Corporate Consulting, Mr Monzu had extensive corporate and commercial experience as a finance professional for large and medium sized public multinational companies, predominantly in the mining and oil and gas industries. Mr Monzu was also responsible for Joint Venture Management of the Woodside North West Shelf Joint venture project. He has provided Company Secretarial, CFO and Directorial services to a number of unlisted and ASX, AIM and JSE listed entities.

Mr Monzu holds a Bachelor of Business from Curtin University, is a CPA and is a fellow of the Governance Institute of Australia.

The Board confirms (with Mr Monzu abstaining) that Mr Monzu, if re-elected, will be considered to be an Independent Director. The Board considers this to be the case because Mr Monzu does not own any material interest in the Company, is not employed in a fulltime executive capacity, and has no other material business relationship with the Company. Mr Monzu will continue in his capacity as Company Secretary of Zinc of Ireland NL.

Mr Monzu has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Non-Executive Director.

## **5.2 Additional information**

Resolution 4 is an ordinary resolution.

## **5.3 Directors' recommendation**

The Directors (other than Mr Monzu) unanimously recommend that Shareholders vote in favour of Resolution 4.

The Chair intends to exercise all available proxies in favour of Resolution 4.

## **6. Resolutions 5 & 6 – Approval for the Issue of Director Incentive Options**

Resolutions 5 and 6 are ordinary resolutions that seek Shareholder approval under Section 195(4) of the Corporations Act and Listing Rule 10.11 for the issue of:

- (i) 1,500,000 Director Incentive Options to Mr Peter Huljich (and/or his nominee(s)); and
- (ii) 750,000 Director Incentive Options to Mr Jerry Monzu (and/or his nominee(s)),

each exercisable at \$0.10 each, on or before 26 July 2025.

### **6.1 Background**

The Board, taking into account the Company's present circumstances, considers the issue of the Director Incentive Options to the Directors to be cost effective and efficient way by the Company to appropriately incentivise and reward the continued performance of the Board and ensure alignment of the Board with the strategic goals and targets of the Company.

Given the speculative nature of the Company's activities and the small management team responsible for its running, the Board considers the performance of the Directors and the performance and value of the Company to be closely related. As such, the Director Incentive Options proposed to be granted to the Board will generally only be of benefit if the performance is to the level whereby the value of the Company increases sufficiently to warrant exercising those Director Incentive Options.

### **6.2 Chapter 2E of the Corporations Act**

Section 208(1)(a) of the Corporations Act prohibits a public company from giving a financial benefit (including an issue of securities) to a related party of the company without the approval of shareholders by a resolution passed at a general meeting at which no votes are cast in relation to the resolution in respect of any shares held by the related party (or an associate of such related party), unless the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act.

The issue of Director Incentive Options to Mr Peter Huljich (and/or his nominee(s)) constitutes giving a financial benefit and Mr Peter Huljich is (subject to the approval of Resolution 3) a related party by virtue of being a Director. However, the Board (other than Mr Peter Huljich who has a material personal interest in the resolution) consider that Shareholder approval pursuant to Section 208 of the Corporations Act is not required in respect of the issue of Director Incentive Options, given the provision of the financial benefit is to be considered reasonable remuneration in the circumstances.

The issue of Director Incentive Options to Mr Jerry Monzu (and/or his nominee(s)) constitutes giving a financial benefit and Mr Jerry Monzu is (subject to the approval of Resolution 4) a related party by virtue of being a Director. However, the Board (other than Mr Jerry Monzu who has a material personal interest in the resolution) consider that Shareholder approval pursuant to Section 208 of the Corporations Act is not required in respect of the issue of Director Incentive Options, given the provision of the financial benefit is to be considered reasonable remuneration in the circumstances.

### **6.3 Corporations Act Section 195**

Section 195 of the Corporations Act provides that a director of a public company may not vote or be present during meetings of Directors when matters in which that director holds a material personal interest are being considered, except in certain limited circumstances.

Section 195(4) relevantly provides that if there are not enough directors to form a quorum for a directors meeting because of this restriction, one or more of the directors may call a general meeting and the general meeting may pass a resolution to deal with the matter.

Each of Mr Peter Huljich and Mr Jerry Monzu may be considered to have a material personal interest in the outcome of Resolutions 5 and 6. If each does have such an interest, then a quorum could not be formed to consider the matters contemplated by Resolutions 5 and 6 at Board level.

Accordingly, for the avoidance of any doubt, and for the purpose of transparency and good corporate governance, the Company seeks Shareholder approval for Resolutions 5 and 6 for the purposes of Section 195(4) of the Corporations Act in respect of the reliance on the reasonable remuneration exception under Section 211 of the Corporations Act and the decision not to seek Shareholder approval under Section 208 of the Corporations Act.

### **6.4 Listing Rule 10.11**

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

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

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

unless it obtains the approval of its shareholders.

The issue of the Director Incentive Options falls within Listing Rule 10.11.1 (a related party) and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

## 6.5 Information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of securities the subject of Resolutions 5 and 6:

### (a) Name of the person and category of person for the purposes of Listing Rule 10.11

The names of the allottees of the securities are:

- (i) for Resolution 5, Mr Peter Huljich; and
- (ii) for Resolution 6, Mr Jerry Monzu,

each of whom (subject to the approval of Resolutions 3 and 4 respectively) are Directors, being related parties pursuant to Listing Rule 10.11.1.

### (b) Maximum number of securities to be issued

The maximum number of securities to be issued pursuant to Resolution 5 and 6 respectively are as follows:

Director	Number of Director Incentive Options
Mr Peter Huljich (and/or his nominee(s))	1,500,000
Mr Jerry Monzu (and/or his nominee(s))	750,000
<b>Total</b>	<b>2,250,000</b>

### (c) Terms of the Securities

The Director Incentive Options will be issued on the terms and conditions set out in the Schedule.

### (d) Date by which the entity will issue the securities

The Director Incentive Options will be issued shortly after the meeting. In any event, no Director Incentive Options will be issued later than one (1) month following the date of the Meeting (or any such other later date as permitted by ASX).

### (e) Relationship that requires Shareholder approval

Mr Peter Huljich and Mr Jerry Monzu are both related parties for the purposes of Listing Rule 10.11.1 by virtue of being Directors of the Company (subject to the approval of Resolutions 3 and 4).

(f) **Issue price of the securities**

The Director Incentive Options will be issued for nil consideration, however, if exercised in accordance with the terms and conditions (as set out in the Schedule), the Director Incentive Options have an exercise price of \$0.10 per option.

(g) **Purpose of the issue and intended use of funds raised**

The purpose of the issue of the Director Incentive Options is to incentivise and reward the continued performance of Mr Peter Huljich and Mr Jerry Monzu in a cost effective and efficient way.

The Director Incentive Options will be issued for nil consideration. Accordingly, no funds will be raised from the issue of the Director Incentive Options. However, if all of the Director Incentive Options issued are exercised in accordance with the terms and conditions (as set out in the Schedule), a total of \$225,000 will be raised from the exercise thereof which will be used towards general working capital expenses.

(h) **Directors' total remuneration for the current financial year**

The table below sets out the total remuneration package for the current financial year for each Director.

Director	Remuneration package for the current financial year
Mr Peter Huljich	\$60,000
Mr Jerry Monzu	\$21,000
<b>Total</b>	<b>\$81,000</b>

(i) **If the securities are to be issued under an agreement, a summary of the material terms of the agreement**

The Director Incentive Options are not being issued under an agreement.

**6.6 Listing Rule 14.1A**

Listing Rule 14.1A provides that a notice of meeting which contains a resolution approval of security holders under the Listing Rules must summarise the relevant Listing Rule (see summary at section 6.4 above) and what will happen if security holders give, or do not give, that approval.

If Resolutions 5 and 6 are passed, the Company will be able to proceed with the issue of the Director Incentive Options to Mr Peter Huljich and Mr Jerry Monzu (and/or nominee(s)) thereof) respectively. As approval pursuant to Listing Rule 7.1 is not required for the issue of Director Incentive Options to the Directors (as approval is being obtained under Listing Rule 10.11), the issue of Director Incentive Options to the Directors will not use up any of the Company's 15% annual placement capacity.

If Resolutions 5 and 6 are not passed, the Company will not be able to proceed with the issue of the Director Incentive Options to Mr Huljich and Mr Monzu respectively.

**6.1 Additional information**

Resolutions 5 and 6 are both ordinary resolutions.

## **6.7 Directors' recommendation**

The Directors (other than Mr Peter Huljich and Mr Jerry Monzu who each have a material personal interest in the outcomes of Resolutions 5 and 6 respectively) unanimously recommend that Shareholders vote in favour of Resolutions 5 and 6.

The Chair intends to exercise all available proxies in favour of Resolutions 5 and 6.

## **7. Resolution 7 – Approval of 10% Placement Facility**

### **7.1 General**

Resolution 7 is a special resolution which seeks Shareholder approval for the issue of Equity Securities totalling up to 10% of the issued capital of the Company under and in accordance with Listing Rule 7.1A (“**10% Placement Facility**”).

### **7.2 Listing Rule 7.1A**

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

Resolution 7 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

If Resolution 7 is passed, the Company will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further shareholder approval.

If Resolution 7 is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities to issue equity securities without shareholder provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without shareholder approval set out in Listing Rule 7.1.

#### **Is the Company an eligible entity?**

An ‘eligible entity’ means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300,000,000 or less. The Company is an eligible entity for these purposes.

#### **What Equity Securities can be issued?**

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

As at the date of the Notice, the Company has on issue one quoted class of Equity Securities, being Shares.

#### **When can Equity Securities be issued?**

Approval of the 10% Placement Facility is valid from the date of the Annual General Meeting until the earlier of:

- 12 months after the Annual General Meeting;

- the time and date of the Company's next annual general meeting; and
- the date shareholders approve a transaction under Listing Rule 11.1.2 (significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

("10% Placement Period").

#### **How many Equity Securities can be issued?**

The number of Equity Securities that the Company will have the capacity to issue under the 10% Placement Facility will be calculated in accordance with the following formula:

$$(A \times D) - E$$

**A =** has the same meaning as in Listing Rule 7.1 when calculating an entity's 15% placement capacity – i.e. the number of shares on issue 12 months before the date of issue or agreement:

- plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2 other than exceptions 9, 16 or 17;
- plus the number of fully paid Equity Securities issued in the relevant period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
  - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
  - the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under rule 7.1 or rule 7.4,
- plus the number of fully paid Equity Securities issued in the relevant period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
  - the agreement was entered into before the commencement of the relevant period; or
  - the agreement or issue was approved, or taken under these rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4,
- plus the number of any other Equity Securities issued in the relevant period with approval under Listing Rule 7.1 or Listing Rule 7.4;
- plus the number of partly paid Equity Securities that became fully paid in the relevant period;
- less the number of fully paid Equity Securities cancelled in the relevant period;

**D =** is 10%; and

**E =** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under Listing Rule 7.4.

#### **What is the interaction with Listing Rule 7.1?**

The Company's ability to issue Equity Securities under Listing Rule 7.1A will be in addition to its 15% annual placement capacity under Listing Rule 7.1.

### What is the effect of Resolution 7?

The effect of Resolution 7 will be to allow the Company to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without further Shareholder approval or using the Company's 15% annual placement capacity under Listing Rule 7.1.

### 7.3 Listing Rule 7.3A

For the purposes of Listing Rule 7.3A, the following information is provided to Shareholders in relation to Resolution 7:

(a) **Minimum price at which the securities may be issued**

In accordance with Listing Rule 7.1A.3, any Equity Securities issued under the 10% Placement Facility will be issued for at least 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- the date on which the price of the Equity Securities is agreed; or
- if the Equity Securities are not issued within 10 Trading Days of the above date, the date on which the Equity Securities are issued.

(b) **Risk of economic and voting dilution**

Any issue of Equity Securities under the 10% Placement Facility will dilute Shareholders who do not participate in the issue.

If this Resolution 7 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' economic and voting power in the Company may be diluted as shown in the below table (in the case of convertible securities only if those convertible securities are converted into Shares).

The table below shows the potential economic and voting dilution of existing Shareholders as a result of the Company issuing Shares under the 10% Placement Facility, based on different issue prices and values for variable 'A' in the formula above.

Variable 'A' (Shares on issue)		Issue price		
		\$0.011 (50% decrease)	\$0.022 (Current) <sup>2</sup>	\$0.044 (100% increase)
213,144,281 (Current) <sup>1</sup>	Shares issued	21,314,428	21,314,428	21,314,428
	Funds raised	\$234,459	\$468,917	\$937,835
319,716,422 (50% increase)	Shares issued	31,971,642	31,971,642	31,971,642
	Funds raised	\$351,688	\$703,376	\$1,406,752
426,288,562 (100% increase)	Shares issued	42,628,856	42,628,856	42,628,856
	Funds raised	\$468,917	\$937,835	\$1,875,670

**Notes:**

1. The current variable 'A' is assumed to be the number of Shares on issue as at the date of this Notice. The number of Shares on issue could increase as a result of, for example, an issue that does not require Shareholder approval (e.g. a pro rata offer to Shareholders) or an issue with Shareholder approval under Listing Rule 7.1.
2. The current price of Shares is the closing price on the ASX on 27 September 2023.
3. The table assumes that no Options or other convertible securities are exercised or converted into Shares prior to an issue under the 10% Placement Facility.
4. The table assumes that the Company issues the maximum number of Shares available under the 10% Placement Facility.
5. The table assumes that issues of Equity Securities under the 10% Placement Facility consist only of Shares.
6. The table does not show examples of dilution that may be caused to a particular Shareholder by reason of issues under the 10% Placement Facility. Shareholders should consider the potential dilution caused in the context of their own circumstances.
7. The table only shows the effect of issues under Listing Rule 7.1A, and not issues under the 15% placement capacity under Listing Rule 7.1.

Shareholders should further note that:

- the market price for the Equity Securities may be significantly lower on the date of issue than on the date of the Annual General Meeting; and
- the Equity Securities may be issued at a price that is at a discount to the market price for the Equity Securities on the date of issue.

**(c) Date by which the securities may be issued**

In accordance with Listing Rule 7.1A.1, any Equity Securities issued under the 10% Placement Facility will be issued during the 10% Placement Period. The 10% Placement Facility will cease to be valid in the event that shareholders approve a transaction under Listing Rule 11.1.2 (significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

**(d) Purposes for which the securities may be issued**

Any Equity Securities issued under the 10% Placement Facility may only be issued for the following purposes (without limitation) for cash consideration to raise funds. In such circumstances, the Company may apply the funds raised towards the exploration activities at its existing projects and/or for acquisition of new assets or investments (including expenses associated with such acquisition) and general working capital.

**(e) Allocation policy for issues of securities**

The Company's allocation policy for any Equity Securities issued under the 10% Placement Facility will depend on the prevailing market conditions at the relevant time, however, recipients will not be related parties of the Company. The identity of recipients of Equity Securities will otherwise be determined on a case-by-case basis having regard to the following factors (without limitation):

- the purpose of the issue;
- alternative methods for raising funds that are available to the Company including rights issues or other issues in which existing Shareholders can participate;
- the effect of the issue on the control of the Company;

- the financial situation and solvency of the Company;
- prevailing market conditions; and
- advice from corporate, financial and broking advisers.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issuing any Equity Securities.

(f) **Previous issues of securities**

The Company has previously obtained Shareholder approval under Listing Rule 7.1A at its annual general meeting held on 18 November 2022.

In the 12 months preceding the date of the Meeting and as at the date of this Notice, the Company has not issued any Equity Securities using capacity under Listing Rule 7.1A. However, in the event that between the date of this Notice and the date of the Meeting, the Company proposes to make an issue of Equity Securities under Listing Rule 7.1A to one or more existing Shareholders, those Shareholders' votes will be excluded under the voting exclusion statement in the Notice.

**7.4 Additional information**

Resolution 7 is a special resolution.

**7.5 Directors' recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 7.

The Chair intends to exercise all available proxies in favour of Resolution 7.

## DEFINITIONS

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In this Notice of Meeting and Explanatory Memorandum, the following terms have the following meanings:

“**10% Placement Facility**” has the meaning given in Section 7 of this Notice.

“**10% Placement Period**” has the meaning given in Section 7 of this Notice.

“**Annual Report**” means the Directors' Report, the Financial Report, the Remuneration Report and Auditor's Report, in respect to the year ended 30 June 2023.

“**ASIC**” means the Australian Securities and Investments Commission.

“**Associate**” has the meaning set out in sections 11 to 17 of the Corporations Act, as applicable and as applied in accordance with the note to Listing Rule 14.11.

“**ASX**” means ASX Limited (ACN 008 624 691) and where the context permits the Australian Securities Exchange operated by ASX Limited.

“**Auditor's Report**” means the auditor's report on the Financial Report.

“**Board**” means the board of Directors.

“**Chair**” means the person appointed to chair the Meeting.

“**Clause**” means a clause of the Constitution.

“**Closely Related Party**” has the meaning given in section 9 of the Corporations Act, and includes a spouse or child of the member.

“**Company**” means Zinc of Ireland NL (ACN 107 159 713).

“**Constitution**” means the constitution of the Company as at the date of the Meeting.

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

“**Director**” means a director of the Company.

“**Directors' Report**” means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

“**Equity Security**” has the meaning given in the Listing Rules.

“**Explanatory Memorandum**” means the explanatory memorandum which forms part of the Notice.

“**Financial Report**” means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

“**Key Management Personnel**” or “**KMP**” has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

**“Listing Rules”** means the listing rules of ASX.

**“Meeting”** or **“Annual General Meeting”** means the Annual General Meeting of Shareholders to be held at **Automic Group, Level 5, 191 St Georges Terrace, Perth Western Australia, 6000** on Friday **17 November 2023** commencing at **11.00am (AWST)**.

**“Notice”** means this notice of annual general meeting.

**“Proxy Form”** means the proxy form attached to the Notice.

**“Remuneration Report”** means the remuneration report of the Company contained in the Directors' Report.

**“Resolution”** means a resolution referred to in the Notice.

**“Schedule”** means a schedule to the Notice.

**“Section”** means a section of the Explanatory Memorandum.

**“Securities”** means any Equity Securities of the Company (including Shares, Options and Performance Rights).

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

**“Shareholder”** means a shareholder of the Company.

**“Strike”** means a 'no' vote of 25% or more on the resolution approving the Remuneration Report.

**“Trading Day”** has the meaning given in the Listing Rules.

**“VWAP”** means volume weighted average market price.

**“WST”** means Western Standard Time being the time in Perth, Western Australia.

## SCHEDULE – TERMS AND CONDITIONS OF DIRECTOR INCENTIVE OPTIONS

Each Director Incentive Option (“**Option**”) is subject to the following terms and conditions.

- (a) **Entitlement:** Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
- (b) **Exercise Price:** Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.10 (“**Exercise Price**”).
- (c) **Expiry Date:** Each Option will expire at 5:00 pm (WST) on 26 July 2025 (“**Expiry Date**”). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (d) **Exercise Period:** The Options are exercisable at any time on or prior to the Expiry Date (“**Exercise Period**”).
- (e) **Notice of Exercise:** The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (“**Notice of Exercise**”) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
- (f) **Exercise Date:** A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (“**Exercise Date**”).
- (g) **Timing of issue of Shares on exercise:** Within 10 Business Days after the Exercise Date, the Company will:
- allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
  - if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
  - if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.
- If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
- (h) **Shares issued on exercise:** Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

- (i) **Quotation of Shares issued on exercise:** If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.
- (j) **Reconstruction of capital:** If at any time the issued capital of the Company is reconstructed, all rights of an Option-holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- (k) **Participation in new issues:** There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
- (l) **Change in exercise price:** An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
- (m) **Unquoted:** The Company will not apply for quotation of the Options on ASX.
- (n) **Transferability:** The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.



# Proxy Voting Form

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

Zinc of Ireland NL | ABN 23 124 140 889

Your proxy voting instruction must be received by **11.00am (AWST) on Wednesday, 15 November 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/#/loginsah> or scan the QR code below using your smartphone

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



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

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#### BY EMAIL:

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#### All enquiries to Automic:

##### WEBSITE:

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

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