

---

**Austpac Resources N.L.**  
**(ACN 002 264 057)**

**Notice of Annual General Meeting**

---

**Date of Meeting:** 27<sup>th</sup> January 2022

**Time of Meeting:** 11:30am (AEDT)

**Place of Meeting:** Due to the ongoing COVID-19 pandemic, the Annual General Meeting will be conducted as a virtual meeting and you can participate by logging in: Online at <https://meetings.linkgroup.com/APG2022> (refer to details in the Virtual Annual General Meeting Online Guide). If you are a Shareholder who wishes to attend and participate in the virtual meeting, please register in advance as per the instructions outlined in this Notice of Meeting. Shareholders are strongly encouraged to lodge their completed proxy forms in accordance with the instructions in this Notice of Meeting.

*Following recent modifications brought to the Corporations Act 2001 and the Corporations Regulations 2001 under the Treasury Laws Amendment (2021 Measures No.1) Act 2021, no hard copy of the Notice of Meeting and Explanatory Memorandum will be circulated. The Notice of Meeting has been given to those entitled to receive by use of one or more technologies. The Notice of Meeting is also available on the Australian Securities Exchange Announcement platform and on the Company's website (<https://www.austpacresources.com/>).*

*This Notice of Meeting and the Explanatory Memorandum 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.*

# Austpac Resources N.L.

## Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (**AGM**) of Shareholders of Austpac Resources N.L. (**Company**) in respect of the financial year ended 30 June 2021 will be conducted as a virtual meeting and you can participate by logging in: Online at <https://meetings.linkgroup.com/APG2022> (refer to details in the Virtual Annual General Meeting Online Guide), on 27th January 2022 at 11:30am (AEDT) (**AGM** or **Meeting**).

The Explanatory Memorandum to this Notice of Meeting (**Notice**) provides additional information on matters to be considered at the AGM. The Explanatory Memorandum (and attached proxy form) form part of the Notice.

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

## Agenda

### **1. Financial and related reports**

---

To receive and consider the Financial Report of the Company and its controlled entities and the related Directors' and Auditor's Reports in respect of the financial year ended 30 June 2021.

*Note: There is no requirement for Shareholders to approve these reports.*

### **2. Resolution 1 – Adoption of Remuneration Report (Non-binding resolution)**

---

To consider and, if thought fit, to pass with or without amendment, the following resolution as a non-binding advisory resolution:

*‘That for the purposes of section 250R(2) of the Corporations Act 2001 and for all other purposes, the Remuneration Report for the financial year ended 30 June 2021 be adopted.*

Voting exclusion applies to this resolution. Please see the voting exclusion at note 3.2 of the Explanatory Memorandum.

### **3. Resolution 2 - Re-election of Mr Terry Cuthbertson**

---

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

*“That Mr Terry Cuthbertson retires as a Director of the Company in accordance with the Company’s Articles, and being eligible and having offered himself for re-election, be re-elected as a Director of the Company.”*

#### 4. Resolution 3 – Appointment of Auditors

---

To consider, and if thought fit, pass the following resolution:

*“That pursuant to section 327B(1)(b) of the Corporations Act and for all other purposes, MNSA Pty Ltd of 283 George St, Sydney, NSW 2000 (MNSA), having been nominated by a member of the Company for appointment, and consenting to act as an auditor, be appointed as the auditor of the Company.”*

#### 5. Resolution 4 -Conditional Board Spill Meeting

---

Only if require, to consider, and if thought fit, resolve as an ordinary resolution that for the purposes of section 250V(1) of the Corporations Act 2001 (Cth) (Corporations Act) and for all other purposes:

*“That, subject to and conditional on at least 25% of the votes cast on item 2, being cast against the Remuneration Report:*

- (a) a general meeting of the Company be held within 90 days of the date of this Annual General Meeting (**Spill Meeting**);*
- (b) all Directors other than the managing director who were in office when the resolution to approve the Directors’ Report for the financial year ended 30 June 2021 was passed who remain in office as Directors at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and*
- (c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote at the Spill Meeting.”*

**By order of the Board of Auspac Resources N.L.:**



**Colin ILES CEO**

Dated: 24 December 2021

## **IMPORTANT MEETING INFORMATION**

---

### **Venue**

Safety of our shareholders and staff is our paramount concern, and therefore, in line with State Government and ASIC recommendations during the COVID-19 pandemic, the AGM will be conducted by way of live audio-visual conference.

### ***There will be no physical meeting.***

The AGM will be conducted as a virtual meeting. Shareholders who intend to join the AGM are asked to pre-register their attendance prior to the date of the AGM using their full name and dial-in 15 minutes prior to the start of the Meeting. The virtual AGM can be attended using the following details:

When: 11:30am (AEDT)

Topic: APG 2020 AGM

AGM link - <https://meetings.linkgroup.com/APG2022>

### **Explanatory Memorandum**

The accompanying Explanatory Memorandum forms part of this Notice and should be read in conjunction with it.

Shareholders are specifically referred to the Glossary in the Explanatory Memorandum which contains definitions of capitalised terms used in this Notice and the Explanatory Memorandum.

### **Questions from Shareholders**

In order to provide an equal opportunity for all Shareholders to ask questions of the Board, we ask you to submit in writing any questions in relation to the Meeting to the Company by email to: [apgtio2@ozemail.com.au](mailto:apgtio2@ozemail.com.au) by 5:00 p.m. on 20<sup>th</sup> January 2022.

Your questions should relate to matters that are relevant to the business of the AGM, as outlined in this Notice.

In accordance with the Corporations Act and the Company's policy, a reasonable opportunity will also be provided to Shareholders attending the AGM to ask questions about, or make comments upon, matters in relation to the Company including Remuneration Report.

During the course of the Meeting, the Chairman will seek to address as many Shareholder questions as reasonably practicable, and where appropriate, will give a representative of the auditor the opportunity to answer written questions addressed to it. However, there may not be sufficient time to answer all questions at the AGM. Please note that individual responses may not be sent to Shareholders.

### **Access the Presentation for virtual meeting**

Shareholders are encouraged to access the virtual meeting via AGM link as a presentation will be displayed. Alternatively, the presentation will be available from ASX announcement platform before the commencement of the virtual meeting.

## **VOTING INFORMATION**

---

### **Voting by proxy**

- (a) A Shareholder entitled to attend and vote at the AGM may appoint one proxy or, if the Shareholder is entitled to cast 2 or more votes at the meeting, 2 proxies, to attend and vote instead of the Shareholder.
- (b) Where 2 proxies are appointed to attend and vote at the Meeting, each proxy may be appointed to represent a specified proportion or number of the Shareholder's voting rights at the Meeting. If no percentage or number is specified in both proxy forms, each proxy may exercise half of the Shareholder's vote.
- (c) A proxy need not be a Shareholder of the Company.
- (d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the proxy form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the Meeting.
- (e) A proxy form accompanies this Notice. If a Shareholder wishes to appoint more than 1 proxy, they may make a copy of the proxy form attached to this Notice. For the proxy form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) certified copy of that power of authority **by 11:30am (AEDT) on 25<sup>th</sup> January 2022:**
- by post at GPO Box 5297, Sydney, NSW, 2001; or
  - by personal delivery to Link Market Services Level 12, 680 George Street, Sydney NSW 2000; or
  - by email to the Company Secretary at [apgtio2@ozemail.com.au](mailto:apgtio2@ozemail.com.au)
- (f) A Shareholder may still participate in the Meeting if a proxy is appointed. However, the proxy's right to speak and vote will be suspended while the Shareholder is participating.

### **Voting and other entitlements at the AGM**

- (a) A determination has been made by the Board under regulation 7.11.37 of the *Corporations Regulations 2001* that Shares in the Company which are on issue at **7:00pm (AEDT) on 25<sup>th</sup> January 2022** will be taken to be held by the persons who held them at that time for the purposes of the AGM (including determining voting entitlements at the meeting).
- (b) Shareholders will be able to live vote in real-time during the Meeting when invited by the Chairman. Shareholders will be able to vote for, against or, abstain on each item through the online platform.

### **Proxy voting by the Chairman**

The Chairman intends to vote all available undirected proxies in favour of item 2 (Resolution 1), item 3 (Resolution 2) and item 4 (Resolution 3).

The Chairman intends to vote all undirected proxies against item 5 (Resolution 4); if item 5 (Resolution 4) is put to the Meeting.

If you appoint the Chairman as your proxy or the Chairman is appointed by default and your voting direction is not indicated, the Chairman may exercise your proxy even if he has an interest in the outcome of those items.

**What happens if there are technical difficulties?**

Significant planning and testing has been undertaken and the online technology being used by the Company has been successfully used by other companies. However, unforeseen technical difficulties may still arise during the course of the AGM.

The Chairman has discretion as to whether and how the meeting should proceed if a technical difficulty arises. In exercising his discretion, the Chairman will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected. Where he considers it appropriate, the Chairman may continue to hold the meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions.

# Explanatory Memorandum

## 1. Introduction

---

This Explanatory Memorandum has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's AGM.

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.

This Explanatory Memorandum should be read in conjunction with the Notice. Capitalised terms in this Explanatory Memorandum are defined in the Glossary.

## 2. Financial and Related Reports

---

Section 317 of the Corporations Act requires the Company's Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2021 to be tabled before the AGM. There is no requirement for a formal resolution on this item.

The Financial Report contains the financial statements of the consolidated entity consisting of the Company and its controlled entities. As permitted by the Corporations Act, a printed copy of the Company's 2021 Annual Report has been sent only to those Shareholders who have elected to receive a printed copy. The 2021 Annual Report, which contains the Directors' Report, the Financial Report and the Remuneration Report, is available from the Company's website ([www.austpacresources.com](http://www.austpacresources.com)).

The Chairman of the Meeting will allow a reasonable opportunity at the AGM for Shareholders to ask questions and to ask the Company's auditor questions about its Audit Report, the conduct of its audit of the Company's Financial Report for the year ended 30 June 2021, the preparation and content of its Audit Report, the accounting policies adopted by the Company in its preparation of the financial statements, and the independence of the Company's auditor in relation to the conduct of the audit.

## 3. Resolution 1 – Adoption of Remuneration Report (Non-binding resolution)

---

### 3.1 Background

The Company is required to include in its Directors' Report a detailed Remuneration Report relating to remuneration received by the Company's key management personnel. Section 300A of the Corporations Act sets out the information required to be included in the Remuneration Report. A copy of the Remuneration Report appears in the Company's Annual Report for the year ended 30 June 2020.

Sections 249L(2) and 250R(2) of the Corporations Act require that a resolution that the Remuneration Report be adopted be put to a vote of shareholders at the Company's AGM. The vote on this resolution is advisory to the Company only and does not bind the Board.

Under section 250SA of the Corporations Act, Shareholders must be given a reasonable opportunity to ask questions about, and make comments on, the Remuneration Report. This is in addition to any questions or comments that Shareholders may have in relation to the management of the Company. The Board will take into account the discussion on this item and the outcome of the vote when considering the future remuneration policies and practices

of the Company.

### **3.2 Voting Exclusion**

A vote on Resolution 1 must not be cast by or on behalf of either of the following persons:

- (a) a member of the key management personnel details of whose remuneration are included in the remuneration report; or
- (b) a closely related party (such as close family members and any controlled companies) of those persons,

unless the vote is cast by a person as proxy for a person entitled to vote in accordance with the direction on the proxy form or by the Chairman pursuant to an express authorisation to exercise the proxy as the Chairman thinks fit.

### **3.3 Important notice regarding appointment of proxies in relation to Resolution 1**

For the purposes of sections 250R(2) and 250BD(1) of the Corporations Act, a vote must not be cast (in any capacity) by or on behalf of a member of the Company's Key Management Personnel (including the Directors), details of whose remuneration are included in the Remuneration Report or their closely related entities, whether as a shareholder or as a proxy except that the vote may be cast on Resolution 1 by a Key Management Personnel, or a Closely Related Party of a Key Management Personnel, if the vote is cast as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1 and the vote is not cast on behalf of a Key Management Personnel or a Closely Related Party of a Key Management Personnel.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on this Resolution by marking either "For", "Against" or "Abstain" on the proxy form for Resolution 1. If the Chairman is your proxy or is appointed as your proxy by default and you do not direct your proxy how to vote in respect of Resolution 1 on the proxy form, you will be expressly authorising the Chairman to exercise your proxy even if Resolution 1 is connected directly or indirectly with the remuneration of Key Management Personnel.

The Chairman intends to vote undirected proxies in favour of Resolution 1.

**Noting that each Director has a personal interest in their own remuneration from the Company, and that each Director (or any closely related party of a Director) is excluded from voting their shares on item 2 (resolution 1) (as described in the voting exclusion above), the Directors unanimously recommend that Shareholders vote in favour of item 2 to adopt the Remuneration Report.**

## **4. Resolution 2 – Re-election of Mr Terry Cuthbertson**

---

### **4.1 Purpose of Resolution**

In accordance with clause 41(1) of the Company's Articles, Mr Terry Cuthbertson retires and offers himself for re-election to the Company's Board.

### **4.2 About Mr. Terry Cuthbertson**

Mr. Cuthbertson has been a Director of the Company since 27 March 2001 and was appointed as the Company's Chairman on 31 May 2004.

### 4.3 Mr Cuthbertson's Biography

Mr Cuthbertson qualified as Chartered Accountant and holds a Bachelor of Business Degree with extensive corporate finance expertise, having advised several businesses and government organisations in relation to mergers, acquisitions and financing. He was formerly a Partner of KPMG Corporate Finance and NSW Partner in Charge of Mergers and Acquisitions, where he coordinated government privatisations, mergers, divestitures, and public offerings on the ASX for the New South Wales practice. He is the Non-executive Chairman of ASX listed Pacific Nickel Mines Limited. He was previously the Chairman of ASX listed Symbio Holdings Limited (resigned 22 July 2021).

**The Board, with Mr. Cuthbertson abstaining from making a recommendation, unanimously recommends that Shareholders vote in favour of Resolution 2.**

## 5. Resolution 3 – Appointment of Auditors

---

MNSA has acted as auditors of the Company since 5th March 2019 and that its appointment may not have been properly validated by shareholder approval at its 2019 AGM as required by section 327B(1)(b) of the Corporations Act. The Company will likely need to take steps in rectification which may involve seeking appropriate Court orders for the validation of the appointment of MNSA as auditor. Accordingly, the purpose of this resolution to seek Shareholder approval for ongoing appointment of MNSA as an auditor under section 327B(1)(b) of the Corporations Act. The Board selected MNSA as the Company's auditor on the basis of its expertise, independence and competitive fees. The Board has also noted that MNSA is registered as an auditor under section 1280 of the Corporations Act and is a well-established firm with the necessary expertise and skill necessary to meet the Company's requirements.

In accordance with section 328B of the Corporations Act, a written notice nominating MNSA as the Company's auditor has been given to the Company by Mr Stephen Harris. A copy of the nomination of MNSA is included in this Notice as required by the Corporations Act at Annexure A.

MNSA has provided to the Company, and has not withdrawn as at the date of this Notice, its written consent to act as auditor to the Company, pursuant to section 328A(1) of the Corporations Act.

**The Board recommends that Shareholders vote in favour of Resolution 3.**

## 6. Resolution 4 – Conditional Board Spill Meeting

---

At last year's AGM, more than 25% of the votes cast on the resolution to adopt the Remuneration Report were against adopting the report and the Company received a "first strike".

Resolution 4 is a conditional resolution and will only be put to the AGM and voted on if 25% or more of the votes cast on Resolution 1 are cast against the adoption of the Remuneration Report.

If less than 25% of the votes cast on Resolution 1 are cast against the adoption of the Remuneration Report at the AGM, then Resolution 4 will not be put to the AGM.

If put, the Spill Resolution will be considered as an ordinary resolution and, if passed, then it will be necessary for the Board to convene a further meeting of the Company (**Spill Meeting**).

within 90 days of this AGM in order to consider the composition of the Board. If a Spill Meeting is required, the date of the meeting will be notified to Shareholders in due course.

### **Application of the two strikes rule**

Section 250V of the Corporations Act provides that if at least 25% of the votes cast on a resolution that a listed company's remuneration report be adopted were against the adoption of the report at two consecutive AGMs, a resolution must then be put to Shareholders at the later of the consecutive AGMs as to whether another meeting should be held (within 90 days of the later AGM) at which all directors, other than any managing director, who were in office at the date of approval of the applicable remuneration report and remain in office, must stand for re-election.

### **Mechanics of the Potential Spill Meeting**

Shareholders should note the following if the Spill Resolution is approved a Spill Meeting is required to be held by the Company:

- A. All the Directors who were in office when the Board resolution to approve the Remuneration Report was passed and who remain in office as Directors at the time of the Spill Meeting, being each of:
  - i. Terry Cuthbertson;
  - ii. Colin Iles; and
  - iii. Geoff Hiller,(together, "**the Relevant Directors**"),

will automatically cease to hold office immediately before the end of the Spill Meeting, however they may stand for re-election and may be re-elected at the Spill Meeting. For the avoidance of doubt, this includes Terry Cuthbertson, despite being already being subject to election at this Meeting.

- B. No voting exclusions will apply to any resolutions appointing Directors at the Spill Meeting. Accordingly, there is no barrier for any Shareholder exercising their voting rights to support the re-appointment of the existing Directors at the subsequent Spill Meeting. If the Spill Resolution is passed, each of the Relevant Directors intends to stand for re-election at the Spill Meeting and if such Spill Meeting is held, may vote their own shares in support of their reappointment.

The Corporations Act requires the Company to have a minimum of three Directors (including at least two Directors ordinarily resident in Australia). If, following the Spill Meeting, the Company has fewer than three Directors, the persons with the highest percentage of votes in favour of their election at the Spill Meeting are taken to be appointed, even if less than half the votes cast on the resolution were in favour of their appointment. If two or more persons have the same percentages of votes in favour of their appointment, the other Directors will choose one of those persons as the appointed Director.

The 4<sup>th</sup> edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations recommends that a listed entity should have a board of an appropriate size and composition with appropriate skills and commitment to enable it to discharge its

duties effectively. The Board should also be large enough to comprise a variety of perspective and skills, and to represent the best interests of the Company as a whole. The skills and experience matrix of the current members of the Board may not be reflected in the Board elected as a result of the Spill Meeting.

### **Consequences of voting “for” the Spill Resolution**

The impact of the Spill Resolution on the composition of the Board should be considered carefully by Shareholders. If the Spill Resolution is put to the AGM and passes:

- the Company will need to incur relevant expenses, including legal, printing, mail out and registry costs;
- the Spill Meeting is likely to disrupt the Board and the Company’s focus away from core business operations due to the necessary diversion of resources and time toward organising the Spill Meeting;
- certain key staff may decide to leave the Company;
- there will be uncertainty as to the composition and continuity of the Board until the Spill Meeting is held, which may create instability within the Company and may have a negative effect on the Company’s share price and operations; and
- noting that it is possible that the Relevant Directors will be re-elected at the Spill Meeting, Shareholders are encouraged not to vote “for” the Spill Resolution as a mere protest, where they have no intention of voting against the re-election of the Relevant Directors at the Spill Meeting, given the negative consequences of voting “for” the Spill Resolution as set out above.

### **Board Comment and Recommendation**

If Resolution 4 is put to Shareholders and you support your current Directors and wish for them to continue as Directors, you should vote against the Spill Resolution (Resolution 4). If it is required to be put to the AGM, **the Board unanimously recommends that Shareholders vote against Resolution 4.**

---

## Glossary

In this Explanatory Memorandum, the following terms have the following meaning unless the context otherwise requires.

**AEDT** means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

**AGM or Meeting** means the Annual General Meeting of the Company convened by the Notice.

**ASX** means ASX Limited (ABN 98 008 624 691) or the Australian Securities Exchange, as the context requires.

**Board** or **Board of Directors** means the Board of Directors of the Company.

**Chairman** means the chairman of the AGM.

**Closely Related Party** means close family members and any controlled companies.

**Company** means Austpac Resources N.L. (ACN 002 264 057).

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

**Directors** mean the directors of the Company.

**Explanatory Memorandum** means this explanatory memorandum accompanying the Notice.

**Key Management Personnel** has the same meaning as in the accounting standards and includes those persons with the authority and responsibility for planning, directing and controlling the activities of the Company (whether directly or indirectly) and includes any Director of the Company.

**Listing Rule** means the ASX Listing Rules.

**Notice** means the Notice of Annual General Meeting and Explanatory Memorandum convening the AGM.

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

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

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

**Attachment A- Notice of Nomination of Auditor of Austpac Resources N.L. (ACN 002 264 057)**

10 December 2021

Mr. Kenneth Lee

283 George Street

Sydney

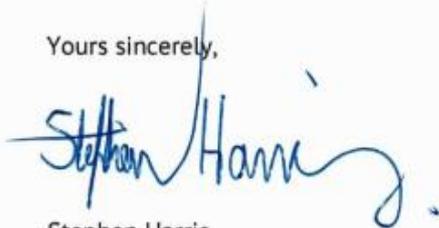
NSW 2000

**Nomination of Auditor**

Dear Kenneth,

In accordance with the provision of section 328B of the Corporations Act 2001 (Cth), Stephen Harris being the shareholder of Austpac Resources N.L. (ACN 002 264 057) hereby nominate MNSA Pty Ltd of 283 George St, Sydney, NSW 2000 to be appointed as the auditor of the Company.

Yours sincerely,



Stephen Harris

**LODGE YOUR VOTE**

-  **ONLINE**  
www.linkmarketservices.com.au
-  **BY MAIL**  
Austpac Resources N.L.  
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; or  
Level 12, 680 George Street, Sydney NSW 2000
-  **ALL ENQUIRIES TO**  
Telephone: 1300 554 474      Overseas: +61 1300 554 474



**X999999999999**

**PROXY FORM**

I/We being a member(s) of Austpac Resources N.L. 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 and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

**STEP 1**

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 **11:30am (AEDT) on Thursday, 27 January 2022 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://meetings.linkgroup.com/APG2022> (refer to details in the Virtual Meeting Online Guide).

**Important for Resolution 1:** 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 Resolution 1, even though the Resolution is 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 for Resolutions 1, 2 & 3 and against Resolution 4.**

**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**

**STEP 2**

**Resolutions**

	For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Terry Cuthbertson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Appointment of Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**CONTINGENT BUSINESS**

Item 4 will only be put to the meeting if the condition described in the Notice of Meeting

	For	Against	Abstain*
4 Conditional Board Spill Meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

 \* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf 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)
<input type="text"/>	<input type="text"/>	<input type="text"/>
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).

**STEP 3**



## 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 Resolution is 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:

- 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
- 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 attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at [registrars@linkmarketservices.com.au](mailto:registrars@linkmarketservices.com.au) prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://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 **11:30am (AEDT) on Tuesday, 25 January 2022**, 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

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

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

Austpac Resources N.L.  
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

or

Level 12  
680 George Street  
Sydney NSW 2000

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



Dear Shareholder

I have the pleasure of inviting you to the 2021 Annual General Meeting of Austpac Resources N.L. on the 27<sup>th</sup> January 2022 at 1130 am. The health and safety of our people, shareholders and the communities in which we operate is of paramount importance to Austpac Resources. Accordingly, in light of the potential health risks created by the COVID-19 pandemic and taking into consideration the actions taken by Governments to address these concerns, this year Austpac Resources's AGM will be held virtually.

We are pleased to offer shareholders the following ways of participating in the AGM online:

- Attending the meeting online. The online platform will allow shareholders to attend the meeting and vote, ask questions, and make comments in real-time using the online platform. Instructions on how to do so are included in the Notice of Meeting and further details are published on the Austpac Resources website. The AGM will be available at <https://meetings.linkgroup.com/APG2022>.
- Lodging a directed proxy in advance of the meeting. You can do this online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) Instructions on how to appoint a proxy are detailed on the Proxy Form. Proxy Forms must be received no later than 11:30am (AEDT) on Tuesday, 25 January 2022 to be valid for the AGM. Proxy Forms may be lodged online or returned by mail or by fax on +612 9287 0309.
- Lodging questions in advance of the meeting. Shareholder may submit questions online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) Questions should be submitted no later than 5pm (AEDT) on Thursday, 20 January 2022.

We encourage all shareholders to vote and ask questions in advance of the meeting. In the event that it is necessary for Austpac Resources to give further updates on the arrangements for the meeting, we will inform you through Austpac Resources website and the ASX Market Announcements Platform.

We will not be sending shareholders a hard copy of the Notice of Meeting by post ahead of the AGM. This approach is consistent with the relief provided by the Commonwealth Treasurer in response to the COVID-19 pandemic and the Austpac Resources Purpose: Create a World without Waste to Preserve Our Planet.

I look forward to your attendance at the Meeting.

Yours sincerely

A handwritten signature in black ink, appearing to read "Colin Iles", written over a horizontal line.

Colin ILES CEO Austpac Resources NL