
PAN ASIA METALS LIMITED

(INCORPORATED IN THE REPUBLIC OF SINGAPORE)

COMPANY REGISTRATION NO. 201729187E

ARBN 639 599 554

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the **Annual General Meeting** will be held at:

TIME: 4.00pm (AEST)
DATE: Wednesday, 28 June 2023
AT: Sir Warwick Fairfax Room
Radisson Blu Plaza Hotel
27 O'Connell Street
Sydney NSW 2000

Annual Report

A copy of Pan Asia Metals' 2022 Annual Report, including the Audited Financial Statements, Directors' and Independent Auditor's Reports for the financial year ended 31 December 2022 is available on the Company's website at <https://panasiametals.com/investors/asx-announcements/>

PAN ASIA METALS LIMITED

(Incorporated in the Republic of Singapore)

Company Registration No. 201729187E

ARBN 639 599 554

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders (**AGM**) of Pan Asia Metals Limited (**Company** or **PAM**) will be held at **4.00pm** (AEST) on **Wednesday, 28 June 2023** at the **Sir Warwick Fairfax Room, Radisson Blu Plaza Hotel, 27 O'Connell Street, Sydney NSW 2000**.

The Explanatory Statement that accompanies and forms part of this Notice of Meeting describes in more detail the matters to be considered at the AGM. Please ensure you read the Explanatory Statement in full.

AS ORDINARY BUSINESS**1. ANNUAL REPORT**

To receive and consider the Annual Report of the Company and its controlled entities for the financial year ended 31 December 2022 which includes the Financial Report and the Directors' and Independent Auditor's Reports.

Note: Agenda 1 is meant for discussion only as it does not require a formal approval of shareholders for the annual report hence, this item on the agenda is not put forward for voting.

2. RESOLUTION 1 – RE-ELECTION OF MR. DAVID HOBBY

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

"That Mr. David Hobby who retires in accordance with Regulation 107 of the Company's Constitution, and being eligible, be re-elected as a director of the Company."

The Board, with Mr. David Hobby abstaining, recommends the Shareholders vote **in favour** of this resolution.

3. RESOLUTION 2 – RE-ELECTION OF MR. THANASAK CHANYAPOON

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

"That Mr. Thanasak Chanyapoon who retires in accordance with Regulation 107 of the Company's Constitution, and being eligible, be re-elected as a director of the Company."

The Board, with Mr. Thanasak Chanyapoon abstaining, recommends the Shareholders vote **in favour** of this resolution.

4. RESOLUTION 3 – RATIFICATION OF DIRECTORS' EMOLUMENTS FOR 2022

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

"To confirm and ratify Directors' emoluments amounting to \$143,964,03 in directors' remuneration paid to the directors for the financial year ended 31 December 2022."

5. RESOLUTION 4 – RE-APPOINTMENT OF AUDITOR

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

"To re-appoint PKF-CAP LLP as the Independent Auditor of the Company and to authorise the Directors of the Company to fix their remuneration."

The Board recommends the Shareholders vote **in favour** of this resolution.

AS SPECIAL BUSINESS

6. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE (LR 7.1) | CAPITAL RAISE

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the issue of 8,250,000 fully paid ordinary Shares to clients of Viriathus Capital Pty Ltd as part of a capital raise on the terms and conditions set out in the Explanatory Statement."

The Board recommends the Shareholders vote **in favour** of this resolution.

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved or an associate of those persons.

However, the Company will not disregard a vote cast in favour of resolution 5 by:

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

7. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE (LR 7.1) | CAPITAL RAISE

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify agreement to issue of 3,000,000 fully paid ordinary Shares to clients of Viriathus Capital Pty Ltd as part of a capital raise on the terms and conditions set out in the Explanatory Statement.”

The Board recommends the Shareholders vote **in favour** of this resolution.

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved or an associate of those persons.

However, the Company will not disregard a vote cast in favour of resolution 6 by:

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

8. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE (LR 7.1) | GOLDEN DRAGON CAPITAL

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the issue of 160,714 fully paid ordinary Shares to Golden Dragon Capital Limited on the terms and conditions set out in the Explanatory Statement.”

The Board recommends the Shareholders vote **in favour** of this resolution.

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of Golden Dragon Capital Limited or is a counterparty to the agreement being approved or any associates of those persons.

However, the Company will not disregard a vote cast in favour of resolution 7 by:

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

9. RESOLUTION 8 –AUTHORITY TO ALLOT AND ISSUE SHARES

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

*"That pursuant to Section 161 of the Singapore Companies Act 1967 (the **Act**) and subject to the Company's Constitution and ASX Listing Rule 7.1 and 7.1A, authority be and is hereby given to the Directors of the Company to:*

- (a) allot and issue shares in the capital of the Company (**Shares**) (whether by way of rights, bonus or otherwise); and/or*
- (b) make or grant offers, agreements or options (collectively, **Instruments**) that may or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,*

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit;

- (c) (notwithstanding that the authority granted by this Ordinary Resolution has ceased to be in force) issue Shares pursuant to any Instruments made or granted by the Directors while the authority was in force; and*
- (d) unless revoked or varied by the Company in general meeting, the authority conferred by this Ordinary Resolution shall continue in force:*
 - (i) until the conclusion of the next AGM or the date by which the next AGM is required by law to be held, whichever earlier; or*
 - (ii) in the case of Shares to be issued in pursuance of instruments, made or granted pursuant to this ordinary resolution, until the issuance of such Shares in accordance with the terms of the instruments.*

The Board recommends the Shareholders vote **in favour** of this resolution.

10. RESOLUTION 9 – ISSUE OF NEW SHARES | DAVID DOCHERTY

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 223,551 Shares to Mr. David Docherty, or his nominee, in accordance with the terms and conditions set out in the Explanatory Statement.

The Board, with Mr. Docherty abstaining, recommends the Shareholders vote **in favour** of this resolution.

Voting Exclusion: The Company will disregard any votes cast in favour of Resolutions 9 by or on behalf of Mr. Docherty or any person who will obtain a material benefit as a result of the issue of securities (except a benefit solely by reason of being a holder of ordinary securities in the Company; or an associate of those persons.

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

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

11. RESOLUTION 10– ISSUE OF NEW SHARES | THANSAAK CHANYAPOON

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 223,551 Shares to Mr. Thansaak Chanyapoon, or his nominee, in accordance with the terms and conditions set out in the Explanatory Statement.

The Board, with Mr. Chanyapoon abstaining, recommends the Shareholders vote **in favour** of this resolution.

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 10 by or on behalf of Mr. Chanyapoon or any person who will obtain a material benefit as a result of the issue of securities (except a benefit solely by reason of being a holder of ordinary securities in the Company, or an associate of those persons.

However, the Company will not disregard a vote cast in favour of a Resolution by:

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

12. RESOLUTION 11 – ISSUE OF NEW SHARES | IAN MITCHELL

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue and allot 30,878 Shares to Mr. Ian Mitchell, or his nominee, in accordance with the terms and conditions set out in the Explanatory Statement."

The Board recommends the Shareholders vote **in favour** of this resolution.

Voting Exclusion: The Company will disregard any votes cast in favour of Resolutions 11 by or on behalf of Mr. Mitchell or any person who will obtain a material benefit as a result of the issue of securities (except a benefit solely by reason of being a holder of ordinary securities in the Company; or an associate of those persons.

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

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

13. RESOLUTION 12 – ISSUE OF NEW SHARES | ROGER JACKSON

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue and allot 32,019 Shares to Mr. Roger Jackson, or his nominee, in accordance with the terms and conditions set out in the Explanatory Statement."

The Board recommends the Shareholders vote **in favour** of this resolution.

Voting Exclusion: The Company will disregard any votes cast in favour of Resolutions 12 by or on behalf of Mr. Jackson or any person who will obtain a material benefit as a result of the proposed issue (except solely by reason of being a holder of ordinary securities in the entity); or an associate of those persons.

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

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

14. RESOLUTION 13 – APPROVAL FOR ADDITIONAL SHARE PLACEMENT CAPACITY

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

"That, for the purpose of ASX Listing Rule 7.1A and for all other purposes, Shareholders approve giving the Company an additional ten percent (10%) capacity to issue equity securities in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting."

The Board recommends the Shareholders vote **in favour** of this resolution.

For personal use only

FURTHER INFORMATION

All Resolutions will be via a Poll

Each Resolution considered at the Meeting will be conducted by a Poll. The Board considers voting by a poll to be in the interests of the Shareholders as a whole and ensures the views of as many Shareholders as possible are represented at the Meeting. Shareholders who are unable to attend the Meeting are encouraged to vote in advance of the Meeting.

Your vote is important

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

Voting eligibility

The Directors have determined in accordance with the Company's Constitution that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4.00pm (AEST) on 25th June 2023.

HOW TO VOTE

Shareholders can vote on the Resolutions by:

- Submitting their vote before the meeting either online or using the proxy form; or
- during the live meeting.

Shareholders are encouraged to lodge their vote prior to the meeting by visiting **www.advancedshare.com.au/investor-login** and follow the instructions **no later than 72 hours before the commencement of the meeting which is 4.00pm (AEST) on Wednesday, 28th June 2023**. Proxies received after this time will **not** be effective for the scheduled meeting.

You may also lodge completed Proxy Forms:

Online at:	www.advancedshare.com.au/investor-login
By mail to:	Advance Share Registry PO Box 1156 Nedlands WA 6909 Australia
In Person* at:	Advance Share Registry 110 Stirling Highway Nedlands WA 6009 Australia * during business hours Monday to Friday (9.00am – 5.00pm) and subject to public health orders and restrictions.

In accordance with the Company's Constitution:

- a Member who is not a Relevant Intermediary may appoint not more than two (2) proxies to attend, speak and vote at the same general meeting. Where such Member's form of proxy appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy; and
- a member who is a Relevant Intermediary may appoint more than two (2) proxies to attend, speak and vote at the same general meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such Member. Where such Member's form of proxy appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

A proxy or representative need not be a Member, and shall be entitled to vote on any matter at any general meeting on a show of hands.

Voting intentions of the Chairman of the Meeting

The Chairman of the Meeting intends to vote all available proxies in favour of all resolutions.

If you complete a proxy form that authorises the Chair of the meeting to vote on your behalf as proxy, and you do not mark any of the boxes as to give the Chair directions on how your vote should be cast, then you will have been taken to have expressly authorised the Chairman to exercise your proxy on resolutions 1 to 6 inclusive. In accordance with this express authority provided by you, the Chairman intends to vote in favour of resolutions 1 to 6 inclusive. If you wish to appoint the Chairman of the meeting as your proxy, and you wish to direct them on how to vote, please tick the appropriate boxes on the form.

QUESTIONS AND COMMENTS FROM SHAREHOLDERS

Pan Asia Metals welcomes questions from Shareholders and proxyholders in the lead up to and during the AGM. In the interests of all participants, please confine your questions to matters being considered at the AGM that are relevant to Shareholders as a whole. It may not be possible to respond to all questions during the AGM and a number of similar questions may be grouped together and answered by the Chairman or management.

Before the meeting

Shareholders may submit written questions to the Company or the auditor in advance of the AGM by email to the Company Secretary at cosec@panasiametals.com or by post to the Company's share registry (see address details above). Questions must be received by the Company no later than five (5) business days before the AGM.

During the meeting

All Shareholders will have a reasonable opportunity to ask questions during the AGM, including the opportunity to ask questions of the Company's auditor.

COMMUNICATION WITH SHAREHOLDERS

By signing up to receive e-communications you will be helping to reduce print, paper and postage costs and the associated environmental impact. To sign up for e-communications visit <https://www.advancedshare.com.au/Investor-Login>. In line with our commitment to the environment and sustainability, unless you elect otherwise, we will provide our Annual Reports to you by making them available on our website at <https://panasiametals.com/investors/asx-announcements/>.

Dated: 5 June 2023

By order of the Board

Elissa Hansen

ANNUAL GENERAL MEETING EXPLANATORY STATEMENT

This Annual General Meeting (AGM) Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the AGM.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the General Meeting Resolutions.

1. ANNUAL REPORT

1.1 General

The first agenda item is to receive the Annual Report of the Company for the year ended 31 December 2022.

The Annual Report is available on the Company's website and a printed copy has been sent to those Shareholders who requested it.

Shareholders present at the Annual General Meeting will be provided with a reasonable opportunity to:

- (a) ask questions or make comment to the Directors present on the management of the Company and Remuneration Report; and
- (b) ask questions or make comment to the Auditor about the conduct of the audit and the preparation and content of the Auditor's Report.

No formal resolution to adopt the Annual Report will be put to the Shareholders at the Annual General Meeting.

Shareholders who are unable to attend the Annual General Meeting are able to submit written questions to the Chairman or the auditor about:

- (a) The preparation and the content of the 2022 Auditor's Report;
- (b) The conduct of the 2022 audit;
- (c) Accounting policies adopted by the Company in relation to the preparation of the 2022 financial statements; and
- (d) The independence of the Auditor in relation to the conduct of the 2020 audit.

The questions will need to be submitted no later than five (5) business days before the Annual General Meeting to the Company Secretary at the Company's Registered Office or via email to cosec@panasiametals.com.

2. RESOLUTIONS 1 -2- RE-ELECTION OF DIRECTORS

2.1 General

In accordance with ASX Listing Rule 14.5, a public listed company must hold an election of directors at each annual general meeting. Further, in accordance with ASX Listing Rule 14.4 and the Company's Constitution, a director must not hold office (without re-election) past the third annual general meeting following the director's appointment.

Accordingly, Messrs. Hobby and Chanyapoon retire by rotation and, being eligible, stands for re-election at this meeting in accordance with Regulation 107 of the Company's Constitution.

Background information on each of the directors is provided below:



David Hobby, Executive Director and Chief Geologist

B.App Sci (Geology), MAusIMM, Competent Person under the JORC Code

Appointed: 11 October, 2017

David is an Economic geologist and has been involved in the minerals industry for over 30 years. Since graduating from the University of Canberra in 1989 David has worked in a variety of geological terrains in Australia, Asia, South America, USA and Africa, and has experience in all facets of the minerals project cycle with a focus on exploration and evaluation.

David has held senior geological management and consulting positions with listed and private companies and progressed several projects through to feasibility and pre-production, including the Adelong Gold Project, Broula King Gold Project, Webb's Silver Project and the Woodlawn Zn-Cu project.

David has been focused on SE Asia since 2013. His geological qualifications and experience are complimented with skills in project management, environmental management, Occupational Health and Safety, contractor, government and stakeholder management.



Thanasak Chanyapoon, Independent Non-Executive Director

Master degree in law (LL.M.), Certificate of American and International Law, Bachelor degree in law (LL.B. (Hons))

Appointed: 11 October, 2017

Thanasak is a Partner at The Capital Law Office, a leading Bangkok based legal practice. Thanasak's area of expertise is tax law, and corporations for more than 25 years. Prior to joining The Capital Law Office, he has worked with Baker & McKenzie, Bangkok, and Linklaters, Bangkok. He was also the co-founder of LawAlliance Limited specializing in Thailand tax laws including double tax treaties made with Thailand.

Since 2008 to date, Thanasak is a special lecturer in various tax law subjects at Faculty of Law, Chulalongkorn University, and at Faculty of Business Administration, Kasetsart University.

3. RESOLUTION 3 – RATIFICATION OF DIRECTORS' EMOLUMENTS

Under Section 169(2) of the Singapore companies law requires that shareholders ratify director emoluments (fees and salary) for each year. Resolution 3 seeks approval from shareholders to ratify the director's emolument for the December 2022 financial year.

4. RESOLUTION 4 – RE-APPOINTMENT OF AUDITOR

PKF-CAP LLP and other member firms of PKF International share the same commitment: high quality, partner-led services tailored to each client's requirements and grounded in local knowledge. At the same time, membership of the network allows the sharing of knowledge, experience and skills that is so vital for our clients who do business in more than one country.

PKF-CAP LLP was appointed as the Company's Auditor in June 2022. The Board would like to re-appoint PKF-CAP LLP as the Independent Auditor of the Company and to authorise the Directors of the Company to fix their remuneration for 2023.

5. RESOLUTIONS 5 & 6 – RATIFICATION OF PRIOR ISSUE (LR 7.1) | CAPITAL RAISE

5.1 Background

On 31 January 2023, Pan Asia Metals announced that it had successfully completed a fully subscribed \$4.5 million capital raise raising at a premium price of \$0.40 per share (**Placement**). The Placement was supported by two Thai based institutional investors and 1 Australian institutional investor.

Resolution 5 is seeking shareholder approval to ratify 8,250,000 Shares issued as part of the Placement and Resolution 6 is seeking shareholder approval to ratify the agreement to issue the additional 3,000,000 Shares as part of the Placement.

5.2 ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

5.3 ASX Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 (or 7.1A) and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

By ratifying the issue of Shares, the subject of Resolution 4 the base figure (ie. Variable "A") in which the Company's 15% and 10% annual placement capacities are calculated will be a higher number which in turn will allow a proportionately higher number of securities to be issued without prior Shareholder approval.

5.4 Technical information required by Listing Rule 14.1A

If Resolution 5 and/or 6 are passed, the Shares, the subject of Resolution 5 and/or 6, will be excluded in calculating the Company's 15% and 10% limits (if approved) under ASX Listing Rules 7.1 and 7.1A respectively, increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Placement Shares.

If Resolution 5 and/or 6 are not passed, the Shares will be included in calculating the Company's combined 15% limit in ASX Listing Rule 7.1, and 10% limit in ASX Listing Rule 7.1A (if it is approved at this meeting), decreasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Placement Shares.

5.5 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolutions 5 and 6:

- (a) 11,350,000 Shares were agreed to be issued under LR 7.1 to clients of Vairiathus Capital Pty Ltd (Lead Manager);

- (b) The Shares are all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) 8,250,000 Shares were issued on 9 March 2023 and 3,000,000 Shares will be issued no later than 28 September 2023 for Pan Asia Metals to rely on this approval;
- (d) the issue price of the Shares is \$0.40 per Share;
- (e) Funds raised from the issue of Shares are being used to drive the Company's exploration and development activities at the Reung Kiet Lithium Project; to begin drilling at the Bang I Tum Lithium Prospect; assess the potential economics for standalone midstream lithium chemical conversion opportunities in Southeast Asia; progress its current applications at the Kata Thong Geothermal Li & Hard Rock Li Project as well as assessing other battery metal project opportunities which fit the Company's hurdle criteria; and for general working capital requirements.

6. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE (LR 7.1) | GOLDEN DRAGON CAPITAL

6.1 Background

Pan Asia Metals engaged Golden Dragon Capital Limited as a consultant on 5 May 2023 to provide market and technical research, identification and liaison with strategic partners and facilitate commercial relationships and contractual negotiations services to the Company. In consideration for the consulting services, the Company agreed to pay Golden Dragon A\$45,000 for an initial six-month engagement, in shares. This resolution 7 seeks shareholder approval to ratify the issue of 160,714 shares to Golden Dragon Capital.

An overview of ASX Listing Rule 7.1 and 7.4 are in section 5.2 and 5.3 respectively, above.

6.2 Technical information required by Listing Rule 14.1A

If Resolution 7 is passed, the Shares, the subject of Resolution 7, will be excluded in calculating the Company's 15% and 10% limits (if approved) under ASX Listing Rules 7.1 and 7.1A respectively, increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Placement Shares.

If Resolution 7 is not passed, the Shares will be included in calculating the Company's combined 15% limit in ASX Listing Rule 7.1, and 10% limit in ASX Listing Rule 7.1A (if it is approved at this meeting), decreasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Placement Shares.

6.3 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 7

- (a) 160,714 Shares were issued under LR 7.1 to Golden Dragon Capital Limited;
- (b) The Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) The Shares were issued on 10 May 2023;
- (d) The issue price of the Shares was \$0.28 per Share;

- (e) No funds were raised by the issue however they reduced a liability owed by the Company;
- (f) The material terms of the agreement between Golden Dragon Capital Limited and the Company are: Golden Dragon Capital to provide market and technical research, identification and liaison with strategic partners and facilitate commercial relationships and contractual negotiations services to the Company; an initial six month term, extendable by the Company for a further six months; A\$45,000 payable in advance in Shares for each six month period; termination by either party with 30 days written notice or immediately for a material breach not remedied (if capable of remedy) in seven days; if Golden Dragon terminates the engagement, it will reimburse the Company any pre-paid fees on a pro-rata basis.

7. RESOLUTION 8 – AUTHORITY TO ALLOT AND ISSUE SHARES

Section 161 of the Singapore Companies Act 1967 requires that the issue of any new Shares or other securities in the Company be approved by Shareholders. Resolution 5 therefore seeks approval for the Directors to be empowered with the authority to issue Shares or convertible securities in the Company, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares from the date of the Meeting to the conclusion of the next annual general meeting of the Company or the date by which next annual general meeting for the Company is required by law to be held, whichever is the earlier, subject to the provisions of ASX Listing Rules 7.1 and 7.1A (should resolution 7 be approved). See clause 10.1 below for further information about the limits set out in ASX Listing Rule 7.1 and 7.2.

This authority will, unless revoked or varied at a general meeting of the Company, expire at the conclusion of the next annual general meeting of the Company.

8. RESOLUTIONS 9 AND 10– ISSUE OF NEW SHARES | RELATED PARTIES

8.1 General

Resolutions 9 and 10 seek Shareholder approval for the Company to issue 447,102 Shares, in consideration of US\$45,000 payable to each director for directors' fees for the period 1 April 2022 to 30 March 2023 together with 110,140 shares in consideration for unpaid directors' fees payable for the 2021 year (**Shortfall Shares**). Shareholder approved the issue of shares in consideration for directors' fees at the 2022 AGM however the number of shares that were approved, were less than the amount payable to directors. The Company is seeking shareholder approval at this AGM for the shortfall number of shares (55,070 each).

223,551 Shares are proposed to be issued to Mr. David Docherty, or his nominee, in consideration for director's fees payable to Mr. David Docherty of US\$45,000 together with 55,070 Shortfall Shares (223,551 Shares in total).

223,551 Shares are proposed to be issued to Mr. Thansaak Chanyapoon, or his nominee, in consideration for director's fees payable to Mr. Thansaak Chanyapoon of US\$45,000 together with 55,070 Shortfall Shares (223,551 Shares in total).

8.2 Technical information required by Listing Rule 14.1A

If Resolutions 9 and 10 are passed, the Company will be able to proceed with the issue of Shares to related parties of the Company within one (1) month after the date of the Meeting.

Additionally, as approval pursuant to ASX Listing Rule 7.1 is not required for the issue of the Related Party Shares (because approval is being obtained under ASX Listing Rule 10.11), the issue of the Shares will not use up any of the Company's 15% annual placement capacity.

If Resolutions 9 and 10 are not passed, the Company will not be able to proceed with the issue of the Shares and will need to pay the directors fees payable to directors in cash.

8.3 ASX Listing Rule 10.11

ASX Listing Rule 10.11 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

As the issue of Shares, the subject of these Resolutions, involves the issue of securities to related parties of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in these current circumstances.

8.4 Technical Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolutions 9 and 10:

1. the Shares are to be issued to:
 - a. Mr. David Docherty, or his nominee, who is a related party by virtue of being a director of the Company (223,551 Shares); and
 - b. Mr. Thansaak Chanyapoon or his nominee, who is a related party by virtue of being a director of the Company (223,551 Shares);
2. the maximum number of securities to be issued is 447,102 Shares;
3. the Shares will be issued as soon as practical after the meeting and no later than 1 month after the date of the Meeting and it is intended that issue of Shares will occur on the same date;
4. 70,800 Shares will be issued at US\$0.3178 per Share, 85,944 Shares will be issued at US\$0.2618 per Share, 84,270 shares will be issued at US\$0.267 per Share, 95,948 Shares will be issued at per Share and 110,140 Shares will be issued at US\$0.3751 per Share, being the 10 day VWAP immediately prior to the end of the quarter in which the fees were incurred;
5. the Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
6. The remuneration and emoluments from the Company to the Related Parties for the previous financial year and the proposed remuneration and emoluments for the current financial year are:

Related Party	Current Financial Year	Financial Year ended 31 December 2022 ¹
David Docherty	US\$45,000.00	US\$37,500.00
Thansaak Chanyapoon	US\$45,000.00	US\$37,500.00

¹ Directors' fees were US\$30,000 pa until 28 February 2022, before increasing to US\$45,000 pa on 1 March 2022.

Approval pursuant to ASX Listing Rule 7.1 is not required for the issue of the Shares to Messrs. Docherty and Chanyapoon, as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Shares the subject of this resolution will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

9. RESOLUTION 11 AND 12 - APPROVAL FOR NEW SHARE ISSUE

9.1 General

Resolutions 11 and 12 seek Shareholder approval for the Company to issue 30,978 Shares to Mr. Ian Mitchell and 32,019 Shares to Mr. Roger Jackson in consideration of directors' fees payable to them for FY22. Messrs. Mitchell and Jackson both resigned as directors of the Company on 23 June 2022.

A summary of ASX Listing Rule 7.1 is set out in section 5.2 above.

9.2 Technical information required by Listing Rule 14.1A

If Resolution 11 and/or 12 are passed, the Company will be able to proceed with the issue of Shares to Messrs Mitchell and Jackson and they will be excluded in calculating the Company's 15% placement limit under ASX Listing Rules 7.1, increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Convertible Notes.

If Resolution 11 and/or 12 and or is not passed, the Shares will be issued under the Company's placement capacity, decreasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Notes.

9.3 Technical Information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolutions 11 and 12:

1. 30,978 Shares are to be issued to Mr. Ian Mitchell and 32,019 Shares are to be issued to Mr. Roger Jackson;
2. 62,997 Shares to be issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
3. the Shares will be issued no later than three months after the date of the Meeting and it is intended that issue of Shares will occur on the same date;
4. The Shares will be issued for \$0.3751 each.
5. No funds will be raised from the issue of the Shares however they will reduce a liability owed by the Company for directors' fees payable to the prior directors.

10. RESOLUTION 13 - APPROVAL FOR ADDITIONAL SHARE PLACEMENT CAPACITY

10.1 General

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed entity 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%.

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 million or less. Pan Asia Metals is an eligible entity for these purposes.

Resolution 13 seeks shareholder approval by way of special resolution for Pan Asia Metals to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without shareholder approval.

If resolution 13 is passed, Pan Asia Metals 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 13 is not passed, Pan Asia Metals 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.

10.2 ASX Listing Rule 7.3A Requirements

The Additional Placement Capacity is valid from the date of approval obtained at the Annual General Meeting and expires on the first to occur of the following:

- the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained; or
- the time and date of the Company's next Annual General Meeting; or
- the time and date of approval by Shareholders of a significant change to the Company's nature or scale of activities under ASX Listing Rule 11.1.2 or a disposal of its main undertaking under ASX Listing Rule 11.2.

Pursuant to ASX Listing Rule 7.3A, the issue price for each security issued under the Additional Placement Capacity will not be less than 75% of the volume weighted average price for securities in that class over the 15 trading days on which trades in that class were recorded immediately before:

- the date on which the price at which the securities are to be issued is agreed by the entity and the recipient of the securities; or
- if the securities are not issued within 10 trading days of the date above, the date on which the securities are issued.

Equity securities issued under the Additional Placement Capacity can only be issued for cash consideration: to raise funds for the development of the Company's new and existing products and services, the acquisition of new assets or investments (including assets associated with such acquisition), to repay debt or to fund working capital.

The issue of equity securities under the Additional Placement Capacity may result in voting dilution of existing ordinary Shareholders (as shown in the table below). There is also the risk that:

- the market price for equity securities in that class may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and
- the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the issue date.

Table 1 following shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2 on the basis of the current market price of Shares and the current number of ordinary securities quoted on ASX for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

The table also shows:

- i. two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- ii. two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% against the current market price.

Table 1

Variable "A" Number of Shares on Issue	Dilution			
	Issue Price (per Share/CDI)	\$0.15 50% decrease in Issue Price	\$0.305 Issue Price	\$0.46 50% Increase in Issue Price
155,266,304 (Current number of Shares on Issue)	10% Voting Dilution	15,526,630 Shares/CDIs	15,526,630 Shares/CDIs	15,526,630 Shares/CDIs
	Funds Raised	\$2,367,811	\$4,735,622	\$7,103,433
232,899,456 (50% increase in Shares on Issue)	10% Voting Dilution	23,289,946 Shares/CDIs	23,289,946 Shares/CDIs	23,289,946 Shares/CDIs
	Funds Raised	\$3,551,717	\$7,103,433	\$10,655,150
310,532,608 (100% increase in Shares on Issue)	10% Voting Dilution	31,053,261 Shares/CDIs	31,053,261 Shares/CDIs	31,053,261 Shares/CDIs
	Funds Raised	\$4,735,622	\$9,471,245	\$14,206,867

The above table is based on the following assumptions:

- The number of shares on issue (variable "A") is calculated as 15,266,304 being all fully paid ordinary shares quoted on ASX as at 1 June 2023.
- The Company issues the maximum number of equity securities available under the Additional Placement Capacity.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue.
- The table shows only the issue of equity securities under the Additional Placement Capacity and not under Listing Rule 7.1.
- The issue of equity securities under the Additional Placement Capacity includes only Shares.
- The issue price of \$0.305 was the closing price of shares on ASX on 1 June 2023.

The Company's allocation policy for issues under the Additional Placement Capacity is dependent on prevailing market conditions at the time of any proposed issue. The identity of

the allottees of the equity securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- the purpose of the issue;
- the methods of raising funds that are available to the Company, including rights issues or other issues in which existing Shareholders may participate;
- the effect of the issue of the equity securities on the control of the Company;
- the financial situation and solvency of the Company; and
- advice from the Company's advisors.

A voting exclusion statement has not been included as the Company has no current plans to undertake a new capital raising and the allottees under the Additional Placement Capacity have not yet been determined. However, if such an exercise was undertaken, allottees may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Pan Asia Metals sought Additional Placement Capacity at its 2022 AGM however, it did not issue, or agree to issue any securities utilising this capacity in the 12 month preceding the date of this meeting.

A voting exclusion statement has been included in this Notice. However, as at the date of this Notice, the Company has not approached any particular existing Shareholders to participate in the issue of equity securities under the Additional Placement Capacity. No existing Shareholders' votes will therefore be excluded under the voting exclusion in the Notice.

When the Company issues equity securities pursuant to the Additional Placement Capacity, it will give to ASX a list of the allottees of the equity securities and the number of equity securities allotted to each (not for release to the market), in accordance with Listing Rule 7.1A.4.

GLOSSARY

\$ means Australian dollars.

Annual General Meeting means the meeting convened by the Notice of Annual General Meeting.

Annual General Meeting Explanatory Statement means the explanatory statement accompanying the Notice of Annual General Meeting.

Annual General Meeting Proxy Form means the proxy form accompanying the Notice of Annual General Meeting.

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

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

ASX Listing Rules means the official listing rules of ASX.

Board means the current board of directors of the Company.

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

Chair means the chair of the Meeting.

Companies Act means Singapore Companies Act 1967

Company means Pan Asia Metals Ltd (Company Registration No. 201729187E; ARBN 639 599 554).

Constitution means the Company's constitution.

Directors means the current directors of the Company.

Notice of Annual General Meeting means this notice of meeting including the Annual General Meeting Explanatory Statement and the Annual General Meeting Proxy Form.

Resolution means a resolution set out in the Notice of Annual General Meeting.

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

Shareholder means a registered holder of a Share in the Company.

US\$ means United States dollars.



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



MOBILE DEVICE PROXY APPOINTMENT

Lodge your proxy by scanning the QR code below, and enter your registered postcode.

It is a fast, convenient and a secure way to lodge your vote.

ANNUAL GENERAL MEETING PROXY FORM

I/We being shareholder(s) of Pan Asia Metals Limited and entitled to attend and vote hereby:

APPOINT A PROXY

The Chair of the Meeting

OR



PLEASE NOTE: If you leave the section blank, the Chair of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) named, the Chair of the Meeting, as my/our proxy to act generally at the Meeting 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 law, as the proxy sees fit), at the Annual General Meeting of the Company to be held **at Sir Warwick Fairfax Room, Radisson Blu Plaza Hotel, 27 O'Connell Street, Sydney NSW 2000 on Wednesday, 28 June 2023 at 4.00 pm (AEST)** and at any adjournment or postponement of that Meeting.

Chair's voting intentions in relation to undirected proxies: The Chair intends to vote all undirected proxies in favour of all Resolutions. In exceptional circumstances, the Chair may change his/her voting intentions on any Resolution. In the event this occurs, an ASX announcement will be made immediately disclosing the reasons for the change.

VOTING DIRECTIONS

Resolutions	For	Against	Abstain*
1 Re-election of Mr. David Hobby	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr. Thanasak Chanyapoon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Ratification of Directors' Emoluments for 2022	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Ratification of prior issue (LR 7.1) Capital Raise	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Ratification of prior issue (LR 7.1) Capital Raise	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Ratification of prior issue (LR 7.1) Golden Dragon Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Authority to allot and issue Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 Issue of New Shares David Docherty	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 Issue of New Shares Thansaak Chanyapoon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11 Issue of New Shares Ian Mitchell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12 Issue of New Shares Roger Jackson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13 Approval for Additional Share Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

i * If you mark the Abstain box for a particular Resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, all the shareholders should 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).

Email Address

☐

Please tick here to agree to receive communications sent by the Company via email. This may include meeting notifications, dividend remittance, and selected announcements.

For personal use only
STEP 1
STEP 2
STEP 3

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

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

CHANGE OF ADDRESS

This form shows your address as it appears on 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.

APPOINTMENT OF A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chair of the Meeting.

VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each resolution 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 resolution 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 a given resolution, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on a resolution, your vote on that resolution will be invalid.

PLEASE NOTE: If you appoint the Chair as your proxy (or if they are appointed by default) but do not direct them how to vote on a resolution (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that resolution), the Chair may vote as they see fit on that resolution.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each 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.

COMPLIANCE WITH LISTING RULE 14.11

In accordance with Listing Rule 14.11, if you hold shares on behalf of another person(s) or entity/entities or you are a trustee, nominee, custodian or other fiduciary holder of the shares, you are required to ensure that the person(s) or entity/entities for which you hold the shares are not excluded from voting on resolutions where there is a voting exclusion. Listing Rule 14.11 requires you to receive written confirmation from the person or entity providing the voting instruction to you and you must vote in accordance with the instruction provided.

By lodging your proxy votes, you confirm to the company that you are in compliance with Listing Rule 14.11.

CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

SIGNING INSTRUCTIONS ON THE PROXY FORM

Individual:

Where the holding is in one name, the security holder must sign.

Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or 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 sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 4.00 pm (AEST) on 26 June 2023, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled Meeting.



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



BY MAIL

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009; or
PO Box 1156, Nedlands WA 6909



BY FAX

+61 8 6370 4203



BY EMAIL

admin@advancedshare.com.au



IN PERSON

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009



ALL ENQUIRIES TO

Telephone: +61 8 9389 8033