

**ASX/ NEWS RELEASE**

26 March 2025

## CAPITAL RETURN – NOTICE OF GENERAL MEETING

Fitzroy River Corporation Ltd (**Fitzroy** or the **Company**) advises that it intends to seek shareholder approval for a capital return and will convene a shareholder meeting on 29 April 2025 (**Capital Return**). An ordinary resolution of shareholders is required to implement the Capital Return.

If approved, the Capital Return will be effected by the payment to shareholders of 2 cents per share.

The Directors believe that the Capital return is in the best interest of shareholders as:

- The 2 cents per share (~\$2.16 million) is surplus to the Company's requirements and the retained cash balance after the Capital Return is adequate;
- Fitzroy currently has approximately \$2.7 million in cash and no debt; and
- Shareholders are best placed to make decisions in relation to investment opportunities with surplus capital.

Fitzroy has applied for a class ruling from the Australian Taxation Office seeking confirmation that the Capital Return will not be treated as a dividend for taxation purposes, but that ruling will not be finalised until after the general meeting

The Directors are hopeful that a decision to mine the Snowy River Gold Project will be made this calendar year. Federation, the operator of the Snowy River Gold Project, has an option to purchase the royalty from Fitzroy at decision to mine. The option to purchase is A\$11.6 million, indexed at CPI from 31 March 2024. If exercised and upon receipt, the Directors will then make a decision on a subsequent distribution to shareholders of the after tax proceeds.

Attached to this announcement is the Notice of General Meeting and Explanatory Statement and a sample proxy form. Boardroom share registry will commence distribution of the meeting materials by mail and email on 28 March 2025.

The timetable for the Capital Return, instructions for providing bank details and other important information can be found in the Notice of Meeting, Explanatory Statement and accompanying materials.

This announcement has been authorised for release by the Board of Fitzroy.

For further information, please contact:

**Susan Thomas**

**Chair**

**+61 414 458 255**

[Suethomas431958@outlook.com](mailto:Suethomas431958@outlook.com)

26 March 2025

Dear Shareholder,

A General Meeting (**Meeting**) of shareholders of Fitzroy River Corporation Ltd (ACN 075 760 655) (**Company**) will be held at Suite 2, 6 Lyall Street, South Perth WA 6151, Australia on Tuesday 29 April 2025 at 2:00pm (AWST).

In accordance with section 110D of the *Corporations Act 2001* (Cth), the Company will not be sending physical copies of the Notice of Meeting (**Notice**) to shareholders unless a shareholder has requested a hard copy. The Notice can be viewed and downloaded from the Company's website at [www.fitzroyriver.net.au](http://www.fitzroyriver.net.au) or ASX at [www2.asx.com.au](http://www2.asx.com.au).

The Company strongly encourages shareholders to lodge a directed proxy form prior to the Meeting in accordance with the instructions in the Notice and on the proxy form.

Your proxy form must be received by 2:00pm (AWST) on 27 April 2025, being not less than 48 hours before the commencement of the Meeting. Any proxy forms received after that time will not be valid for the Meeting.

The Company intends to hold a physical meeting. If it becomes necessary to make alternative arrangements for holding the Meeting, we will notify any changes by way of announcement on ASX, and the details will also be made available on our website.

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant, or other professional adviser.

If you have any difficulties obtaining a copy of the Notice, please contact the Company Secretary on +61 417 909 454 or via email to [bmorton@greenwoodroad.com.au](mailto:bmorton@greenwoodroad.com.au).

Yours sincerely,



**Brendon Morton**  
Company Secretary



**Fitzroy River Corporation Ltd**  
**ACN 075 760 655**

## **Notice of General Meeting**

**The General Meeting of the Company will be held at 2:00pm (WST)  
on Tuesday 29 April 2025 at Suite 2, 6 Lyall Street, South Perth WA 6151**

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

**Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on +61 417 909 454.**

**Shareholders are urged to attend or vote by lodging the proxy form attached to the Notice.**

**Fitzroy River Corporation Ltd**  
**ACN 075 760 655**  
**(Company)**

**Notice of General Meeting**

Notice is hereby given that a General Meeting of Shareholders of Fitzroy River Corporation Ltd will be held at Suite 2, 6 Lyall Street, South Perth WA 6151, on Tuesday 29 April 2025 at 2:00pm (WST) **(Meeting)**.

An Explanatory Memorandum accompanies this Notice and provides additional information on the Resolutions to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form, form part of the Notice and should be read in conjunction with it.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Sunday 27 April 2025 at 2:00pm (WST).

Terms and abbreviations used in the Notice are defined in Schedule 1.

For personal use only

## Agenda

### 1 **Resolution 1 – Election of Director – Mitchell Dawney**

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

*“That, in accordance with article 7.3(c) of the Constitution and for all other purposes, Mr Mitchell Dawney, who was appointed as a director on 2 December 2024, retires at this Meeting and, being eligible and offering himself for re-election, be elected as a Director of the Company.”*

### 2 **Resolution 2 – Approval of Equal Reduction of Capital**

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

*“That, pursuant to Section 256C(1) of the Corporations Act and for all other purposes, Shareholders approve the reduction of the Company’s share capital by way of an equal reduction on the terms and conditions prescribed in the Explanatory Memorandum.”*

### 3 **Resolution 3 – Approval of Capital Return**

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

*“That, subject to and conditional on the passing of each of the Capital Reduction Resolutions, Shareholders approve the Capital Return to be distributed to Shareholders on the terms and conditions prescribed in the Explanatory Memorandum.”*

**BY ORDER OF THE BOARD**



**Brendon Morton**  
**Company Secretary**  
Fitzroy River Corporation Ltd  
Dated: 26 March 2025

**Fitzroy River Corporation Ltd**  
**ACN 075 760 655**  
**(Company)**

## **Explanatory Memorandum**

### **1. Introduction**

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held Suite 2, 6 Lyall Street, South Perth WA 6151, on Tuesday 29 April 2025 at 2:00pm (WST).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

Resolutions 1, 2 and 3 are ordinary resolutions.

A Proxy Form is located at the end of the Explanatory Memorandum.

For personal use only

## 2. **Action to be taken by Shareholders**

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

### 2.1 **How to vote**

Shareholders can vote by either:

- (a) appointing a proxy to attend and vote on their behalf using the proxy form provided with this Notice and by submitting their proxy appointment and voting instructions by mail, in person or by electronic lodgement; or
- (b) attending the Meeting and voting in person or by attorney or, in the case of corporate Shareholders, by appointing a corporate representative to attend and vote.

### 2.2 **Voting in person**

To vote in person, attend the Meeting on the date and at the place set out above. The Company asks Shareholders or their proxies (including representatives of corporate proxies) wishing to vote in person should attend the Meeting and bring a form of personal identification (such as their driver's licence).

### 2.3 **Proxies**

- (a) Voting by proxy

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

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

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

- (b) Proxy vote if appointment specifies way to vote

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

- (i) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
  - (ii) if the proxy has two or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
  - (iii) if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
  - (iv) if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).
- (c) Transfer of non-chair proxy to chair in certain circumstances

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

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

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

For Shareholders registered on the Australian register, section 250B of the Act stipulates that proxies must be delivered at least 48 hours prior to the Meeting. For the purposes of section 250B, the Board has determined that all proxies must be received by no later than Sunday 27 April 2025 at 2:00pm (WST) or in the event of the meeting being adjourned at least 48 hours prior to the adjourned meeting, to the Share Registry, Boardroom Pty Limited as follows:

By mail: Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001

By email: [proxy@boardroomlimited.com.au](mailto:proxy@boardroomlimited.com.au)

In person: Boardroom Pty Limited, Level 8 210 George Street Sydney NSW 2000

Lodge electronically: in accordance with the instructions on the proxy form.

**[Mont Note: Boardroom to confirm contact details.]**

## 2.4 Chair's voting intentions

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

## 2.5 Voting to be by way of a poll

Shareholders are advise that a poll will be conducted on all Resolutions.



## 2.6 Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company at [bmorton@greenwoodroad.com.au](mailto:bmorton@greenwoodroad.com.au) by Sunday 27 April 2025 at 2:00pm (WST).

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

The Chair will attempt to respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves, including the entity name of their shareholding and the number of fully paid ordinary shares in the capital of the Company (**Shares**) they hold.

## 3. Resolution 1 – Election of Director – Mitchell Dawney

### 3.1 General

Article 7.2(b) of the Constitution allows the Directors to appoint a person as an addition to the Board at any time, subject to the limits on the number of Directors under the Constitution. Further, in accordance with article 7.3(c) of the Constitution, a Director appointed under article 7.2(b) may retire at the next general meeting and is eligible for re-election of that meeting.

Resolution 1 seeks Shareholder approval for the election of Mitchell Dawney as a Director.

Mitchell Dawney was appointed as a director on 2 December 2024 to fill a casual vacancy. The Directors have determined that Mr Dawney will retire and offer himself for re-election pursuant to this Resolution 1.

Accordingly, Mr Dawney retires as a Director at this Meeting and being eligible, seeks approval to be re-elected as a Director pursuant to Resolution 1.

### 3.2 Mitchell Dawney Biography

Mr Dawney is Managing Director of Dawney & Co Ltd (DWY:NSX) and has significant experience in small cap investment.

### 3.3 Recommendation

*The Directors, other than Mr Dawney unanimously recommends that the Shareholders vote in favour of Resolution 1.*

## 4. Resolution 2 – Approval of Equal Reduction of Capital

### 4.1 Background

The Company has determined that it holds surplus capital which is proposed to distribute to Shareholders by way of a capital return (**Capital Return**). Prior to undertaking the Capital

Return, the Company is first required to reduce its share capital by way of an equal reduction pursuant to section 256B of the Corporations Act (**Equal Reduction**).

Resolution 2 seeks Shareholder approval for the Equal Reduction in accordance with 256C(1) of the Corporations Act, which allows the approval to be by ordinary resolution that is passed at a general meeting.

4.2 **Statement under section 256C(4) of the Corporations Act**

The Company must give its Shareholders a statement setting out all information known to the Company that is material to the decision on how to vote on the resolutions to reduce the Company’s share capital by way of an equal reduction.

4.3 **Material information**

The Company considers that the following information is all the information known to the Company that is material to the decision on how to vote on the Equal Reduction.

<b>Resolution</b>	The Company proposes to reduce its share capital by way of an equal reduction pursuant to section 256B of the Corporations Act.								
<b>What is the Equal Reduction?</b>	The Company proposes to reduce its share capital by AUD\$2,159,085 by returning to all Shareholders who hold shares as at 5.00pm Sydney time on Monday 5 May 2025 ( <b>Record Date</b> ) an amount of approximately AUD\$0.02 per Share.								
<b>Reason for Equal Reduction</b>	<p>The Company has determined that it holds capital which is surplus to its requirements for the foreseeable future and wishes to return capital to its Shareholders.</p> <p>If the Equal Reduction is not approved, the surplus cash will be retained by the Company or utilised as the Board considers appropriate.</p>								
<b>Statutory requirements</b>	<p>Under section 256B of the Corporations Act, the Company can reduce its share capital if the reduction satisfies three requirements. Each requirement is set out below, together with a description of how that requirement is met in relation to the proposed Equal Reduction:</p> <table><tr><th>REQUIREMENT</th><th>HOW THE REQUIREMENT IS SATISFIED</th></tr><tr><td>The Equal Reductions must be fair and reasonable to the company’s shareholders as a whole</td><td>The Board considers that the Equal Reduction is fair and reasonable to all Shareholders as it will apply to all Shareholders equally having regard to the number of Shares held by each of them.</td></tr><tr><td>The Equal Reductions must not materially prejudice the Company’s ability to pay its creditors</td><td>The Board has carefully reviewed the Company’s assets, liabilities and expected cashflows, and believe that the Equal Reduction will not materially prejudice the Company’s ability to pay its creditors. In conducting that Board has also satisfied themselves as to the solvency of the Company following the Equal Reduction.</td></tr><tr><td>The Equal Reductions</td><td>The purpose of to the Meeting is consider, and if</td></tr></table>	REQUIREMENT	HOW THE REQUIREMENT IS SATISFIED	The Equal Reductions must be fair and reasonable to the company’s shareholders as a whole	The Board considers that the Equal Reduction is fair and reasonable to all Shareholders as it will apply to all Shareholders equally having regard to the number of Shares held by each of them.	The Equal Reductions must not materially prejudice the Company’s ability to pay its creditors	The Board has carefully reviewed the Company’s assets, liabilities and expected cashflows, and believe that the Equal Reduction will not materially prejudice the Company’s ability to pay its creditors. In conducting that Board has also satisfied themselves as to the solvency of the Company following the Equal Reduction.	The Equal Reductions	The purpose of to the Meeting is consider, and if
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	<p><b>must be approved by shareholders of the company under section 256C of the Corporations Act</b></p> <p>thought fit, to pass a resolution approving the Equal Reduction.</p> <p>The Equal Reduction must be approved by ordinary resolution of Shareholders.</p>
	<p>Under clause 2.4 of the Constitution, subject to the Corporations Act, the Company may reduce its share capital.</p>
<b>Capital Reduction</b>	<p>The proposed return of capital under the Equal Reduction constitutes an equal reduction of the Company's share capital for the purposes of section 256B(2) of the Corporations Act, as:</p> <ul style="list-style-type: none"> <li>(a) the Equal Reduction respectively relates only to ordinary shares;</li> <li>(b) the Equal Reduction respectively applies to each holder of ordinary shares in proportion to the number of ordinary shares they hold; and</li> <li>(c) the terms of the Equal Reduction will be the same for each holder of ordinary shares.</li> </ul>
<b>Source of funds</b>	<p>The Company intends to fund the Equal Reduction via surplus funds held by the Company.</p>
<b>Effect on capital structure of the Company</b>	<p>As at the date of this Notice, the Company has 107,954,251 Shares on issue and the aggregate amount paid up on the Shares is AUD\$44,279,099.</p> <p>On completion of the Equal Reduction, the effect on the capital structure of the Company is the aggregate amount paid up on those shares will be reduced by AUD\$0.02 to total AUD\$0.390.</p> <p>No Shares will be cancelled in connection with the Equal Reduction. Accordingly, the Equal Reduction will not affect the number of Shares held by each Shareholder, nor will it affect the control of the Company.</p>
<b>Effect on the Company</b>	<p>The Equal Reduction will:</p> <ul style="list-style-type: none"> <li>(a) reduce the cash resources of the Company by AUD\$2,159,085 in aggregate; and</li> <li>(b) reduce the share capital of the Company by AUD\$0.02 per share.</li> </ul> <p>The Directors consider that the Equal Reduction will not materially prejudice the Company's ability to pay its creditors and will not adversely affect the Company's capacity to fund or pursue existing business and growth opportunities. No adverse tax consequences are expected to arise for the Company as a result of the Equal Reduction.</p>
<b>Tax</b>	<p>The Company has applied for a ruling from the Australian Taxation Office (<b>ATO</b>) with respect to the taxation treatment of the proposed Capital Return (<b>ATO Ruling Application</b>). The ATO Ruling can not be finalised and published until after the Company has implemented Equal Reduction and capital return.</p> <p>In accordance with the ATO Ruling Application, the Company, has sought confirmation from the ATO that <u>no</u> part of the capital return to Shareholders pursuant to the Equal Reduction will constitute, or be treated as, a dividend for Australian income tax purposes and instead:</p> <ul style="list-style-type: none"> <li>(a) a Shareholder's cost base in each Share will be reduced by the amount of capital returned in connection with that Share;</li> </ul>

- (b) where the cost base of a Share is less than the amount of capital returned in connection with that Share, a capital gain will arise; and
- (c) qualifying Shareholders will be entitled to treat any resulting capital gain as a 'discount capital gain'.

The tax implications of the Equal Reduction and capital return for Shareholders will depend on their particular circumstances. All Shareholders should consider seeking their own tax advice, in particular:

- (a) Shareholders who do not hold their Shares on capital account, a revenue gain may arise for Shareholders who hold their Shares on revenue account or as trading stock that does not qualify for the discount capital gains concessions referred to above; and
- (b) Shareholders who are not residents of Australia for tax purposes, noting there may be taxation consequences arising from the capital return in their country of residence.

The above statements do not constitute tax advice,

**Why you might vote against the Equal Reduction** Although the Board unanimously recommends that Shareholders vote in favour of the Equal Reduction.

A Shareholder may consider voting against the proposed Equal Reduction as following implementation of the Equal Reduction, the capital and cash reserves of the Company will be reduced. However, the Board is of the view that the current capital base of the Company, taken together with cash otherwise available to it, is sufficient for the Company's current and projected requirements.

**Interests of Directors**

No Director will receive a payment or benefit of any kind, as a result of the proposed Equal Reduction, other than as a Shareholder of the Company.

Any Directors who are also Shareholders will be treated the same as other Shareholders in relation to the Equal Reduction. As at the date of this Notice, the Directors have the following direct or indirect interests in Shares:

DIRECTOR	SHARES
Susan Thomas	32,151,068
Cameron Manifold	50,000
Mitchell Dawney	-

**Other relevant information**

In accordance with section 256C(5) of the Corporations Act, a copy of this Notice has been lodged with the Australian Securities and Investments Commission.

There is no other information known to any of the Directors that may reasonably be expected to influence a person in deciding whether to vote in favour of the resolution approving the Equal Reduction.

#### 4.4 Recommendation

*The Board recommends that the Shareholders vote in favour of Resolution 2.*

## 5. Resolution 3 – Approval of Capital Return

### 5.1 Background

The Company has determined that it holds surplus capital which is proposed to distribute to Shareholders by way of a capital return (**Capital Return**). As outlined above, the Company proposes to reduce its share capital by way of an equal reduction of AUD\$2,159,085 and is to be effected by returning to Shareholders an amount of approximately AUD\$0.02 per Share.

Refer to Section 4.3 for a summary of the material information relating to the Equal Reduction and the Capital Return.

Resolution 3 is conditional on Shareholders approving the Capital Reduction Resolutions.

### 5.2 Payment of the Capital Return

Capital Return payments to all eligible registered holders will be made via direct credit into a nominated financial institution account. No cheque payments will be made.

Direct credit of Capital Return payments is consistent with the approach that most other ASX-listed companies have taken in recent years. As advised by the Share Registry, direct credit is the safest and most secure way of receiving the Capital Return. It is also the fastest way for Shareholders to have access to the Capital Return payment and means Shareholders do not have to worry about a cheque being lost, stolen or delayed by postal delivery.

If Shareholders have not nominated a bank account for direct credit of the Capital Return payment, Shareholders will need to provide their bank account details to the Share Registry by no later than 5.00pm Sydney time on 16 May 2025. Shareholders can provide their banking, tax file number (TFN) and email address details online by visiting [www.investorserve.com.au](http://www.investorserve.com.au). To use this facility, Shareholders need to register as a user by selecting the 'register now' button and completing the steps to create an account.

If Shareholders have any questions, please contact the Share Registry on 1300 737 760 within Australia, and on +61 2 9290 9600 from outside Australia.

The Company considers that the Capital Return will be distributed to Shareholders within twenty-one (21) days from the date of the Meeting, subject to Shareholders providing valid banking details to the Share Registry.

### 5.3 Indicative Timetable for Equal Reduction

Notice of Meeting and Proxy Form sent to Shareholders	Friday, 28 March 2025
Meeting	Tuesday, 29 April 2025 at 2:00pm (WST)
Trading in shares on an “ex return of capital” basis starts	Friday, 2 May 2025
Record date to identify Shareholders entitled to the Capital Return	Monday, 5 May 2025
Anticipated date of Capital Return	Tuesday, 20 May 2025

### 5.4 Effect of the Capital Return

The Company is required under ASX Listing Rule 7.20 to make certain disclosures to Shareholders in connection with the proposed Capital Return, as follows:

- (a) if the Equal Reduction is approved and the Capital Return effected, the share capital account of the Company will be reduced by \$2,159,085;
- (b) no Shares will be cancelled as part of the Capital Return and Equal Reduction – the issued share capital of the Company will therefore remain unchanged if the Equal Reduction and Capital Return proceed;
- (c) No fractional entitlements will arise from the Equal Reduction and Capital Return;
- (d) All securities on issue in the Company are fully paid up and accordingly, the Equal Reduction and Capital Return will not have any effect on amounts unpaid on securities on issue in the Company.

### 5.5 Additional information

If Resolution 3 is passed, the Company will proceed with the Capital Reduction.

### 5.6 Recommendation

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

## Schedule 1 Definitions

In the Notice, words importing the singular include the plural and vice versa.

<b>\$ or A\$</b>	means Australian Dollars.
<b>ASIC</b>	means the Australian Securities and Investments Commission.
<b>ASX</b>	means ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
<b>Board</b>	means the board of Directors.
<b>Capital Return</b>	means Resolutions 3 to 4 (inclusive).
<b>Capital Return</b>	has the meaning given in Section 4.4.
<b>Chair</b>	means the person appointed to chair the Meeting.
<b>Company</b>	means Fitzroy River Corporation Ltd (ACN 075 760 655).
<b>Constitution</b>	means the constitution of the Company as at the date of the Meeting.
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth).
<b>Director</b>	means a director of the Company.
<b>Directors' Report</b>	means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
<b>Equal Reduction</b>	has the meaning given in Section 4.3.
<b>Explanatory Memorandum</b>	means the explanatory memorandum which forms part of the Notice.
<b>Financial Report</b>	means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.
<b>Meeting or Annual General Meeting</b>	has the meaning given in the introductory paragraph of the Notice.
<b>Notice</b>	means this notice of annual general meeting, including the Explanatory Memorandum and the proxy form.
<b>Proxy Form</b>	means the proxy form attached to the Notice.
<b>Resolution</b>	means a resolution referred to in the Notice.
<b>Schedule</b>	means a schedule to the Notice.
<b>Section</b>	means a section of the Explanatory Memorandum.

<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	means the holder of a Share.
<b>Share Registry</b>	means Boardroom Pty Ltd.
<b>WST</b>	mean Australian Western Standard Time being the time in Perth, Western Australia.



#### All Correspondence to:

✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)

☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 2:00pm (WST) on Sunday, 27 April 2025.**

### 🖥 TO APPOINT A PROXY ONLINE

### 📱 BY SMARTPHONE

**STEP 1: VISIT** <https://www.votingonline.com.au/fzrgm2025>

**STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**

**STEP 3: Enter your Voting Access Code (VAC):**



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

##### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
- return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

##### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### STEP 3 SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

**Joint Holding:** where the holding is in more than one name, all the securityholders should sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **2:00pm on Sunday, 27 April 2025**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 💻 **Online** <https://www.votingonline.com.au/fzrgm2025>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited  
Level 8, 210 George Street  
Sydney NSW 2000 Australia

#### Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐

**Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

**Please note, you cannot change ownership of your securities using this form.**

**PROXY FORM**

**STEP 1 APPOINT A PROXY**

I/We being a member/s of **Fitzroy River Corporation Ltd** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting** (mark box)

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the General Meeting of the Company to be held at **Suite 2, 6 Lyall Street, South Perth WA 6151 on Tuesday, 29 April 2025 at 2:00pm (WST)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

**STEP 2 VOTING DIRECTIONS**

\* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Election of Director – Mitchell Dawney	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of Equal Reduction of Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of Capital Return	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**STEP 3 SIGNATURE OF SECURITYHOLDERS**

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2025

For personal use only