



**Kingsgate**  
Consolidated Limited

**Kingsgate Consolidated Limited**  
ABN 42 000 837 472

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Sydney NSW 2000 Australia  
Telephone: +61 2 8256 4800  
Email: [info@kingsgate.com.au](mailto:info@kingsgate.com.au)  
Website: [www.kingsgate.com.au](http://www.kingsgate.com.au)

17 October 2025

**KINGSGATE CONSOLIDATED LIMITED (ASX:KCN)**  
**(Kingsgate or the Company)** advises that the  
Annual General Meeting of Shareholders will be  
held at **2.00pm Sydney time on Thursday**  
**27 November 2025** as a hybrid meeting.

In accordance with Part 1.2AA of the *Corporations Act 2001*, the Company will only be dispatching physical copies of the Notice of Meeting (**Notice**) to Shareholders who have elected to receive the Notice in physical form.

The Notice and accompanying Explanatory Memorandum (**Meeting Materials**) is being made available to Shareholders electronically and can be viewed and downloaded online at the following link: <https://www.kingsgate.com.au/announcements/>. Alternatively, the Notice will also be available on the Company's ASX market announcements page (ASX:KCN).

This Notice is given based on circumstances as at the date of this letter. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and post a copy of the announcement on the Company's website at <https://www.kingsgate.com.au/announcements/>. Shareholders are encouraged to monitor the ASX announcements platform and the Company's website.

## Physical Meeting

Shareholders are encouraged to attend Kingsgate's Annual General Meeting in person on Thursday 27 November 2025 at the Museum of Sydney, in the Warrane Theatre, at the corner of Phillip and Bridge Streets, Sydney commencing at 2.00pm Sydney time. Registration opens at 1.30pm.

## Virtual Meeting

To attend the AGM virtually, visit <https://meetings.openbriefing.com/KCN25> on your smartphone, tablet or computer. You are encouraged to register and log in at least 30 minutes before the start time of the meeting.

Registration for virtual attendees will open at 1.30pm Sydney time.

Shareholders and proxyholders can watch the meeting live, ask questions and submit your votes at the appropriate time.

Further information regarding participating in the virtual Meeting, including browser requirements, is detailed in the Online Meeting Guide available on the Company's website at: <https://www.kingsgate.com.au/KCN-Online-Meeting-Guide.pdf>.

## Pre-submitting questions

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to the Company Secretary at [agm@kingsgate.com.au](mailto:agm@kingsgate.com.au) at least 48 hours before the Meeting. Please use as subject – **KCN AGM Questions**.

## Entitlement to Vote

It has been determined that in accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), for the purposes of the AGM shares will be taken to be held by the persons who are registered holders at 7.00pm Sydney time on Tuesday 25 November 2025. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

For personal use only

## Your vote is important

All resolutions at the Meeting will be decided on a poll. Shareholders are encouraged to vote at the meeting or lodge a proxy in one of the following manner:

### Online:

<https://au.investorcentre.mpms.mufg.com>

Log in to the Investor Centre using the holding details as shown on the Voting/Proxy Form.

Select 'Voting' and follow the prompts to lodge your vote.

To use the online lodgement facility, Shareholders will need their "Holder Identifier" – Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown at the top of your Proxy Form.

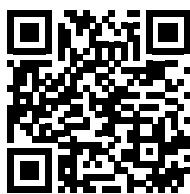
### By mobile device:

Lodge your Proxy by scanning the QR code adjacent on your Proxy Form and follow the prompts

or enter the below voting link into your mobile device.  
<https://au.investorcentre.mpms.mufg.com>

Log in using your Holder Identifier and postcode for your shareholding.

To scan the code, you will need a QR code reader application which can be downloaded for free on your mobile device.



### By mail:

Kingsgate Consolidated Limited  
 C/-MUFG Corporate Markets (AU) Limited  
 Locked Bag A14  
 Sydney South NSW 1235  
 Australia

### By hand:

MUFG Corporate Markets (AU) Limited  
 Parramatta Square, Level 22, Tower 6, 10 Darcy Street,  
 Parramatta NSW 2150

During business hours, Monday to Friday  
 between 9.00am and 5.00pm

### By email:

[support@cm.mpms.mufg.com](mailto:support@cm.mpms.mufg.com)

### By fax:

+61 2 9287 0309

Your Proxy instruction must be received by 2.00pm Sydney time on Tuesday 25 November 2025 being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

**The Chair intends to vote all Undirected Proxies in favour of all resolutions.**

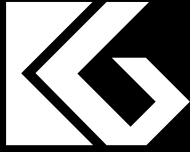
The Meeting Materials should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their professional adviser.

To support environmentally sustainable practices, the Company will no longer distribute its Notice in hard copy form, unless you request a copy. You may request a hard copy of the Notice by phoning +61 1300 554 474 or emailing [support@cm.mpms.mufg.com](mailto:support@cm.mpms.mufg.com). We encourage you to switch to paperless communications by providing us with your email address. To learn more about your communication options please visit <https://au.investorcentre.mpms.mufg.com>.

**Stephanie Wen**

General Counsel and Company Secretary

Kingsgate Consolidated Limited



**Kingsgate**  
Consolidated Limited

ABN 42 000 837 472

Notice of AGM – 2025

# Notice of Annual General Meeting and Explanatory Memorandum

Kingsgate Consolidated Limited 2025 Annual General Meeting will be held at the Museum of Sydney, in the Warrane Theatre, corner of Phillip and Bridge Streets, Sydney NSW 2000 on **Thursday 27 November 2025 at 2.00pm** Sydney time.

*Please read the Notice and Explanatory Memorandum carefully.*

If you are unable to attend the meeting, we encourage you to exercise your votes by lodging a Proxy Form in accordance with the specified instructions.

# Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (AGM) of Kingsgate Consolidated Limited (Company or KCN) will be held on Thursday 27 November 2025 at 2.00pm (Sydney time).

The meeting will be held as a hybrid meeting. Shareholders may either attend in person at the Museum of Sydney, in the Warrane Theatre, corner of Phillip and Bridge Streets, Sydney NSW 2000 or attend virtually at <https://meetings.openbriefing.com/KCN25>.

## Business

### Financial Report

To receive and consider the Company's Financial Report and the report of the Directors and the Auditor for the financial year ended 30 June 2025.

### Resolution 1

#### Re-election of Peter Warren as a Director

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

*"That Peter Warren, a Director of the Company retiring by rotation in accordance with the Company's Constitution and the ASX listing Rules, and being eligible, be re-elected as a Director of the Company."*

### Resolution 2

#### Approval of an on-market Buy-Back of up to 50% of its Shares

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

*"That for the purposes of section 257C of the Corporations Act 2001 (Cth) and for all other purposes, approval is given for the Company to buy back up to 50% (128,280,786) of the Company's issued shares in the 12-month period following the approval of this Resolution, at the election of the Board and otherwise on the terms and conditions set out in the Explanatory Memorandum."*

## Resolution 3

### Adoption of Remuneration Report

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

***“That the Remuneration Report for the year ended 30 June 2025 be adopted”***

**Note:** The vote on this resolution is advisory only and does not bind the Company.

### The following voting exclusion applies to Resolution 3

The Company will disregard any votes cast on Resolution 3:

- › by or on behalf of a member of the Key Management Personnel of the Company (KMP) named in the Remuneration Report for the year ended 30 June 2025; or
- › by or on behalf of a Closely Related Party of the KMP,

unless the vote is cast as proxy for a person entitled to vote on Resolution 3 in accordance with a direction on the proxy form, or the proxy is the chair of the meeting and is expressly authorised to exercise the proxy.

### Participating Virtually

To attend the AGM virtually, visit <https://meetings.openbriefing.com/KCN25> on your smartphone, tablet or computer.

Registration for virtual attendees will open at 1.30pm Sydney time.

Shareholders and proxyholders can watch the meeting live, ask questions and cast your votes at the appropriate time.

Further information regarding participating in the Meeting virtually, including browser requirements, is detailed in the Online Meeting Guide available on the Company’s website at: <https://www.kingsgate.com.au/KCN-Online-Meeting-Guide.pdf>.

### Entitlement to Vote

It has been determined that in accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), for the purposes of the AGM shares will be taken to be held by the persons who are registered holders at 7.00pm Sydney time on Tuesday 25 November 2025. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

### Proxies

A shareholder who is entitled to attend and vote has a right to appoint a proxy to attend and vote instead of the shareholder. A proxy need not be a shareholder and can be either an individual or a body corporate. If a shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- › appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the Corporations Act; and
- › provides satisfactory evidence of the appointment of its corporate representative to the Company.

If such evidence is not received, then the body corporate (through its representative) will not be permitted to act as a proxy.

A shareholder that is 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. If no proportion or number is specified, each proxy may exercise half of the shareholder’s votes.

The Proxy Form (and any Power of Attorney under which it is signed) must be received no later than 2.00pm on Tuesday 25 November 2025, being 48 hours before the time for holding the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

## Lodging your Proxy Form

Please lodge the Proxy Form with the Company's Share Registry MUFG Corporate Markets (AU) Limited by one of the following methods:

### Online:

<https://au.investorcentre.mpms.mufg.com>

Log in to the Investor Centre using the holding details as shown on the Voting/Proxy Form.

Select 'Voting' and follow the prompts to lodge your vote.

To use the online lodgement facility, Shareholders will need their "Holder Identifier" – Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown at the top of your Proxy Form.

### By mobile device:

Lodge your Proxy by scanning the QR code adjacent to your Proxy Form and follow the prompts or enter the below voting link into your mobile device.

<https://au.investorcentre.mpms.mufg.com>

Log in using your Holder Identifier and postcode for your shareholding.

To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

### By mail:

Kingsgate Consolidated Limited  
C/-MUFG Corporate Markets (AU) Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia

### By hand:

MUFG Corporate Markets (AU) Limited  
Parramatta Square, Level 22, Tower 6, 10 Darcy Street,  
Parramatta NSW 2150

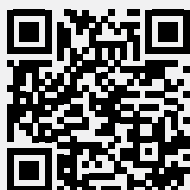
During business hours, Monday to Friday  
between 9.00am and 5.00pm

### By email:

[support@cm.mpms.mufg.com](mailto:support@cm.mpms.mufg.com)

### By fax:

+61 2 9287 0309



## Chair of the Meeting voting intention for Undirected Proxies

Where the Chair of the Meeting is your proxy and you have not provided instructions on how you want your votes to be cast, he will vote all Undirected Proxies which he holds as proxy in favour of all resolutions set out in the Notice of Meeting.

## Express authorisations of Chair of the Meeting

If the Chair of the Meeting is your proxy and you have not marked the voting box for Resolution 3 (Remuneration Report), by submitting the Proxy Form, you expressly authorise the Chair of the Meeting to exercise the proxy in respect of Resolution 3 as he decides, even though the item is connected with the remuneration of the Company's KMP.

## Pre-submitting questions

Shareholders who wish to submit questions to the Company in advance of the AGM must do so at least 48 hours before the AGM in the following manner:

By email: [agm@kingsgate.com.au](mailto:agm@kingsgate.com.au) (please put in subject line **KCN AGM Questions**)

By post or by hand: Kingsgate Consolidated Limited, Suite 12.07 – Level 12, 14 Martin Place, Sydney NSW 2000 (please address to the **Company Secretary**).

Questions should be in relation to the business of the AGM, the Company's Annual Report or generally. As far as practicable, and to the extent that it is lawful to do so, the Company will provide the information at the meeting. Shareholders should not ask questions relating to any matters that are personal to the director or the shareholder or commercial in confidence. Questions of defamatory nature or in offensive language will not be entertained.

Shareholders may also submit written questions to the Company's auditor if the question is relevant to the content of the Audit Report, or the conduct of its audit of the Annual Report for the year ended 30 June 2025. Any written questions to the auditor must be submitted to the Company no later than five Business Days before the AGM, being 20 November 2025.

By Order of the Board

**Stephanie Wen**

General Counsel and Company Secretary

Kingsgate Consolidated Limited

Dated 17 October 2025

# Explanatory Memorandum

## 1. Introduction

This Explanatory Memorandum has been prepared to assist shareholders to understand the business to be put to shareholders at the meeting.

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of Meeting. Annexure A of this Explanatory Memorandum contains definitions of capitalised terms in the Notice of Meeting and this Explanatory Memorandum.

The Directors recommend that shareholders read this Explanatory Memorandum in full before making any decision in relation to the resolutions set out in this Notice of Meeting.

If any shareholder is in doubt as to how they should vote, they should seek advice from their professional adviser prior to voting.

## 2. Financial Report

The Corporations Act requires that the Report of the Directors, the Auditor's Report and the Annual Financial Report be tabled before the AGM. In addition, the Company's Constitution provides for these reports to be received and considered at the meeting.

Apart from the matters involving remuneration which are required to be voted on, neither the Corporations Act nor the Company's Constitution require a vote of shareholders at the AGM on the financial statements and reports. However, shareholders will be given reasonable opportunity at the meeting to raise questions with respect to these reports.

## 3. Resolution 1: Re-election of Peter Warren as a Director

### General

Listing Rule 14.4 provides that a director of an entity must not hold office without re-election past the third annual general meeting following the director's appointment. The Company's Constitution requires that at each AGM one third of the Company's Directors or, if their number is not a multiple of three, then the number nearest to one third, must retire from office.

A Director who has been appointed by the Board and who stands for re-election is not counted in deciding the Directors who are to retire by rotation at the meeting and a Managing Director is not subject to retirement by rotation.

Mr Warren was last re-elected at the 2023 AGM. Pursuant to Listing Rule 14.4 and the Company's Constitution Peter Warren retires as a Director and offers himself for re-election as a Director. Mr Warren was first appointed as a Director on 1 July 2014.

If the members give approval to this resolution, Mr Warren will be re-elected as a Director of the Company and will continue to act as Chairman of the Audit, Remuneration and Nomination Committees. If the members do not give approval to this resolution, Mr Warren will cease to be a Director of the Company at the end of the Annual General Meeting and the Company will no longer have a minimum of 3 directors required under the *Corporations Act 2001* (Cth) and the Company's Constitution.

## Qualifications and experience

### Peter Warren, Non-Executive Director B Com, CPA

Mr Warren is a highly experienced mining professional and was Kingsgate's Chief Financial Officer and Company Secretary for six years until his retirement in 2011. He was previously Chief Financial Officer and Company Secretary for Equatorial Mining Limited and of the Australian subsidiaries of the Swiss-based Alusuisse Group. Mr Warren has also held various financial and accounting positions for Peabody Resources and Hamersley Iron and is former Director of Kingsgate's subsidiary, Akara Resources Public Company Limited.

Mr Warren is a CPA and holds a Bachelor of Commerce degree.

Mr Warren is Chairman of the Audit, Remuneration and Nomination Committees.

**The Board (not including Mr Warren) recommends shareholders vote in favour of the re-election of Mr Peter Warren as a Director.**

## 4. Resolution 2: Approval of an on-market Buy-Back of up to 50% of its Shares

### Background

At its Annual General Meeting held on 26 November 2024, shareholders approved an on-market Buy-Back (Buy-Back) of up to 50% of the Company's shares.

As the previous approval to Buy-Back up to 50% of the Company's shares expires on 26 November 2025, a further shareholder approval is now sought for the Company to buy back up to 50% (128,280,786) of its Shares.

Shareholder approval is required for the Buy-Back as the number of shares for which approval is requested does not fall within the "10/12 Limit" set out in Section 257B(4) and (5) of the Corporations Act.

If the Company does not obtain shareholder approval, the Board may consider a Buy-Back of up to 10% of its Shares that are within the 10/12 Limit.

### Introduction

The Company wishes to maintain the option, to conduct an on-market Buy-Back of its Shares for in excess of the 10% limit, up to 50% of its Shares.

The approval of this Resolution will allow the Company, at the Board's discretion, to buy back up to 50% (128,280,786) of its Shares.

The decision to seek approval for the Buy-Back is based on a continuing desire to generate shareholder value. Any Buy-Back is intended to improve shareholder returns, enhance capital efficiency while maintaining the Company's flexibility to pursue growth and other means of generating shareholder value. The Company's Board is of the view that approval of a Buy-Back is in the Company's best interests without compromising its ability to meet its corporate objectives.

### Why Shareholder approval is required

Under Section 257C(1) of the Corporations Act, an ordinary resolution of shareholders is required for the Company to buy back shares that exceeds the 10/12 Limit.

Section 3.24 of the Company's Constitution states the Company may buy back shares in itself in any manner authorised or permitted by the Corporations Act or the ASX Listing Rules. Under section 257A of the Corporations Act, the Company may only conduct a Buy-Back if:

- › it does not materially prejudice the Company's ability to pay its creditors; and
- › the Company follows the procedures set out in Division 2 of the Corporations Act.



In relation to these requirements:

- i. the size of the Buy-Back will be managed by the Board after taking into account all current and future existing and contingent obligations. Accordingly, the Board considers that the approval of a Buy-Back would not have a material impact on the Company's ability to meet its creditor obligations; and
- ii. shareholders are being asked to approve the proposal at the General Meeting of the Company.

### 10/12 Limit

Section 257B(4) of the Corporations Act provides that the 10/12 Limit of a Company proposing to make a Buy-Back is 10% of the smallest number, at any time during the last 12 months, of voting shares of the Company.

### Reason for the Buy-Back

The reason for seeking approval for a Buy-Back is to return any surplus funds to shareholders who wish to sell their shares. The Board will continue to keep under review other means of returning funds to shareholders, but may elect to do so by way of an on-market Buy-Back in order to give shareholders the option of maintaining all or part of their shareholding, or selling all or part of their shareholding, while at the same time increasing the net asset backing per share, in the event that the Company receives any cash proceeds from its TAFTA Claim (which remains a possibility pending resolution of all outstanding matters with the Government of Thailand) or proceeds with and finalises any sale of or other liquidity event with respect to the Nueva Esperanza Project.

In addition, the Board could elect to conduct a Buy-Back using available cash flow generated by the Company's Chatree Gold Mine.

The Company may not necessarily buy back all of the shares for which authority is given by Resolution 2. The number of shares to be repurchased by the Company under any Buy-Back will be dependent in part on the future price of the shares on the market, and the amount of available cash. In addition, the extinguishment or waiver of any contractual restrictions on a Buy-Back from the Company's financiers may be required.

The Board continues to consider that if all outstanding matters are not resolved with the Government of Thailand with respect to the TAFTA Claim the Company's prospects under the TAFTA Claim are strong. However, there can be no guarantee as to its outcome nor that any resolution of outstanding matters will be achieved.

The Board reserves the right to conduct a Buy-Back for some reason other than the reasons stated in this Explanatory Memorandum, should the Company's circumstances change.

### Financial Effect on the Company

The Company's cash will be reduced by any amounts expended on shares under the Buy-Back. The amount of cash expended will depend on the number of shares bought back and the price at which they are bought back.

### Interests of Directors

The Directors may participate in the Buy-Back. Their respective shareholdings in the Company are as follows:

Ross Smyth-Kirk OAM	5,078,058 shares
Peter Warren	260,000 shares
Jamie Gibson	80,000 shares

**Note:** None of the Directors currently intends to participate in any Buy-Back.

### Source of Funds

As at 30 June 2025, the Company held cash and cash equivalents of approximately \$23.8 million.

Available cash flow generated by the Company's Chatree Gold Mine may be expended on a Buy-Back.

In addition, any proceeds received by the Company under the TAFTA Claim or from a sale of or other liquidity event with respect to the Nueva Esperanza Project may be expended on a Buy-Back.

Funds may be returned to shareholders by other means, such as a special dividend or dividends or a reduction of capital.

#### 4. Resolution 2: Approval of an on-market Buy-Back of up to 50% of its Shares (continued)

##### Share Price

For the three months prior to the date of this Notice of Meeting, the Company's shares traded at between \$2.13 per share and \$4.22 per share.

On the day prior to the date of this Notice of Meeting, the Company's shares closed at \$4.07 per share.

##### On-market Share Buy-Back – Process and Timing

If approval is granted for the conduct of a Buy-Back, the Company would review prevailing market conditions, business development opportunities and its cash position, prior to commencing the Buy-Back process and would implement the Buy-Back at such time and in circumstances which would allow for the efficient management of the Company's capital. All shares purchased by the Company in the Buy-Back will be cancelled in accordance with the Corporations Act.

There is no guarantee that the Company will buy back the full number of shares and the Company reserves the right to suspend or terminate the Buy-Back at any time, and to buy back fewer than 128,280,786 of the shares, or no shares at all.

##### Intentions of the Board if the Buy-Back is not approved

In the event that the Buy-Back is not approved by shareholders, the Board may proceed with a Buy-Back of shares within the 10/12 Limit.

##### Terms of the Buy-Back

The terms of the proposed Buy-Back are as follows:

<b>Buy-Back price</b>	The Buy-Back will be conducted on-market from time to time, at market prices. Under the ASX Listing Rules, the price that can be paid is not more than 5% above the volume weighted average market price of shares calculated over the previous 5 days on which sales in shares were recorded.
<b>Buy-Back period</b>	Twelve months from the date of passing of Resolution 2.
<b>Total number of shares to be bought back</b>	128,280,786
<b>Dilution effect</b>	There will be no dilution effect on shareholders, other than those whose shares are acquired as a result of the Buy-Back.

##### The Effect of the Buy-Back on Creditors

The Buy-Back involves a reduction in the Company's cash reserves. However, in the opinion of the Board, this will not materially prejudice the Company's ability to pay its creditors, as the Buy-Back will be managed to ensure that the Company will have sufficient cash reserves to pay its creditors post the Buy-Back.

##### The Effect of Buy-Back on Shareholders

The Buy-Back will have no effect on the number of shares held by shareholders who have not had their shares acquired. The Company has no partly paid shares on issue and no convertible securities on issue.

##### The Effect on the Shares, Rights and Options on Issue

The Buy-Back will have no effect on the number of rights and options that may be issued to management, or on the strike price of options. The Buy-Back will not impact on the rights of the existing option holders. The Buy-Back will have the effect of reducing the total number of shares on issue by the number of shares bought back on-market and subsequently cancelled.

##### The Effect on Company's Contributed Equity

On completion of the Buy-Back, the contributed equity of the Company will be reduced by the amount expended in buying back shares.

### Advantages and Disadvantages of the Buy-Back

The advantages of the Buy-Back are that it is an efficient and flexible means of returning surplus funds to shareholders, while at the same time potentially increasing the net asset backing per share if the Company receives any cash proceeds from its TAFTA Claim or if it achieves a sale of or liquidity event with respect to the Nueva Esperanza Project.

The disadvantage is that if the Company does not receive any cash proceeds from its TAFTA Claim or does not achieve a sale or other liquidity event with respect to the whole or part of the Nueva Esperanza Project and the Board proceeds with a Buy-Back, the Company's cash reserves will have been depleted to the extent that they have been expended on the Buy-Back, and the net asset backing per share for those shareholders who have retained all or some of their shares will have been reduced accordingly.

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

## 5. Resolution 3: Adoption of Remuneration Report

Section 250R(2) of the *Corporations Act 2001* requires that the section of the Directors' Report dealing with the remuneration of Directors, the secretary and senior executives ("**Remuneration Report**") be put to shareholders at the AGM for adoption by resolution.

The vote is advisory only and does not bind the Company.

If 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs a Spill Resolution will be required to be put to the vote at the second of those AGMs.

The Remuneration Report is set out in the 2025 Annual Report.

The Report:

- (a) explains the Board's policies in relation to the nature and level of remuneration paid to Directors, secretary and senior executives within the Company group;
- (b) discusses the link between the Board's policies and the Company's performance;
- (c) sets out the remuneration details for each Director and for each member of the Company's senior executive management team; and
- (d) makes clear that the basis for remunerating Non-Executive Directors is distinct from the basis for remunerating executives, including Executive Directors.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

**The Board considers the remuneration policies adopted by the Company are appropriate given the performance of the Company and competitive with the external market. On this basis, the Board recommends that shareholders vote in favour of Resolution 3.**

# Annexure A

## Definitions

The meaning of capitalised terms used in the Notice of Meeting and Explanatory Memorandum are set out below:

**AGM** means Annual General Meeting.

**ASX** means the ASX Limited or the exchange operated by it, as the context requires.

**ASX Listing Rules** means the Listing Rules of ASX.

**Board** means the Company's Board of Directors.

**Business Day** means a day other than a Saturday, Sunday or Public Holiday in New South Wales.

**Closely Related Party** of a member of the Key Management Personnel for an entity means:

- a. a spouse or child of the member; or
- b. a child of the member's spouse; or
- c. a dependant of the member or the member's spouse; or
- d. anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or
- e. a company the member controls.

**Company** means Kingsgate Consolidated Limited ABN 42 000 837 472.

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

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

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

**Listing Rules** means the ASX Listing Rules published by the ASX from time to time.

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

**Share Registry** means MUFG Corporate Markets (AU) Limited.

**Shareholder** means the registered holder of a Share.

**TAFTA** means Thailand-Australia Free Trade Agreement.

**TAFTA Claim** means the Company's claim against Thailand under TAFTA.

# Corporate Information

Kingsgate Consolidated Limited  
ABN 42 000 837 472

## Directors

Ross Smyth-Kirk OAM	Executive Chairman
Jamie Gibson	Managing Director & Chief Executive Officer
Peter Warren	Non-Executive Director

## General Counsel & Company Secretary

Stephanie Wen

## Stock Exchange Listing

Kingsgate Consolidated Limited is listed on the Australian Securities Exchange (ASX) under the code KCN.

## Registered Office and Principal Business Address

### Kingsgate Consolidated Limited

Suite 12.07 – Level 12  
14 Martin Place  
Sydney NSW 2000  
Australia

Tel: +61 2 8256 4800  
Email: [info@kingsgate.com.au](mailto:info@kingsgate.com.au)  
Web: [www.kingsgate.com.au](http://www.kingsgate.com.au)

## Bangkok Office

### Akara Resources Public Company Limited

188 Spring Tower, Unit 6, Level 14  
Phaya Thai Road  
Thung Phaya Thai, Ratchathewi  
Bangkok 10400  
Thailand

Tel: +66 5661 4500  
Email: [admincgm@akararesources.com](mailto:admincgm@akararesources.com)  
Web: [www.akararesources.com](http://www.akararesources.com)

## Chatree Gold Mine

### Akara Resources Public Company Limited

No. 99 Moo 9 Khao Chet Luk Subdistrict  
Thap Khlo District  
Phichit Province 66230  
Thailand

Tel: +66 5661 4500  
Email: [admincgm@akararesources.com](mailto:admincgm@akararesources.com)  
Web: [www.akararesources.com](http://www.akararesources.com)

## Share Registry

### MUFG Corporate Markets (AU) Limited

Liberty Place, Level 41  
161 Castlereagh Street  
Sydney NSW 2000  
Australia

#### Postal address:

Locked Bag A14  
Sydney South NSW 1235  
Australia

Tel: +61 1300 554 474  
Fax: +61 1300 554 474  
Email: [support@cm.mpms.mufg.com](mailto:support@cm.mpms.mufg.com)  
Web: [au.investorcentre.mpms.mufg.com](http://au.investorcentre.mpms.mufg.com)

## Auditor

### PricewaterhouseCoopers

One International Towers Sydney  
Watermans Quay  
Barangaroo NSW 2000  
Australia

Tel: +61 2 8266 0000  
Fax: +61 2 8266 9999  
Web: [www.pwc.com.au](http://www.pwc.com.au)

For personal use only



**Kingsgate**  
Consolidated Limited



# Kingsgate

Consolidated Limited

ABN 42 000 837 472

## LODGE YOUR VOTE



### ONLINE

<https://au.investorcentre.mpms.mufg.com>



### BY EMAIL

[support@cm.mpms.mufg.com](mailto:support@cm.mpms.mufg.com)



### BY MAIL

Kingsgate Consolidated Limited  
C/- MUFG Corporate Markets (AU) Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia



### BY FAX

+61 2 9287 0309



### BY HAND

MUFG Corporate Markets (AU) Limited  
Parramatta Square, Level 22, Tower 6,  
10 Darcy Street, Parramatta NSW 2150



### ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



X99999999999

## PROXY FORM

I/We being a member(s) of Kingsgate Consolidated Limited and entitled to participate in and vote hereby appoint:

### APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting,

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **2:00pm (Sydney time) on Thursday, 27 November 2025 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid event. You can participate by attending in person at the **Museum of Sydney, in the Warrane Theatre, corner of Phillip and Bridge Streets, Sydney NSW 2000** or logging in online at <https://meetings.openbriefing.com/KCN25> (refer to details in the Virtual Annual General Meeting Online Guide).

**Important for Resolution 3:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 3, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

### VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

#### Resolutions

For Against Abstain\*

- 1 Re-election of Peter Warren as a Director
- 2 Approval of an on-market Buy-Back of up to 50% of its Shares
- 3 Adoption of Remuneration Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



\* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a 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, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

KCN PRX2501N

## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name and email of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to participate in the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at [support@cm.mpms.mufig.com](mailto:support@cm.mpms.mufig.com) prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.mpms.mufig.com/en/mufig-corporate-markets](http://www.mpms.mufig.com/en/mufig-corporate-markets).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **2:00pm (Sydney time) on Tuesday, 25 November 2025**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



#### ONLINE

<https://au.investorcentre.mpms.mufig.com>

Login to the Investor Centre using the holding details as shown on the Voting/Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



#### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link

<https://au.investorcentre.mpms.mufig.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

#### QR Code



#### BY EMAIL

[support@cm.mpms.mufig.com](mailto:support@cm.mpms.mufig.com)



#### BY MAIL

Kingsgate Consolidated Limited  
C/- MUFG Corporate Markets (AU) Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to MUFG Corporate Markets (AU) Limited\*  
Parramatta Square  
Level 22, Tower 6  
10 Darcy Street  
Parramatta NSW 2150

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