



AURELIA METALS LIMITED

ACN 108 476 384

NOTICE OF 2021 ANNUAL GENERAL MEETING

TIME	10:00am (AEST)
DATE	Thursday, 4 November 2021
PLACE	Virtual Meeting to be held online
REGISTRATION	Register to attend the Meeting at https://us02web.zoom.us/webinar/register/WN_YVNOK-LcR5OCjL03wgE-iQ

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 7 3180 5000.

AURELIA METALS LIMITED

ACN 108 476 384

NOTICE OF ANNUAL GENERAL MEETING

Aurelia Metals Limited (the **Company**) gives notice that the Annual General Meeting of the Company will be held on Thursday, 4 November 2021 at 10:00am (AEST).

In light of the ongoing COVID-19 pandemic and government restrictions, the AGM will be held as a virtual meeting. Shareholders will not be able to attend the 2021 AGM physically, but will instead be able to view and participate in the virtual meeting online. Further information on how to participate in the AGM virtually is set out below.

VIRTUAL AGM PARTICIPATION

In accordance with the modifications made to the *Corporations Act 2001* (Cth) in response to COVID-19, companies are able to hold fully virtual annual general meetings. To protect the health and safety of our Shareholders and staff and to allow participation if Shareholders are physically unable to travel, the Company will hold a fully virtual Meeting, which means there will not be a physical venue for Shareholders to attend.

If you are a Shareholder and you wish to virtually attend the AGM (which will be broadcast as a live webinar), you must **pre-register** in advance for the virtual AGM here:

https://us02web.zoom.us/webinar/register/WN_YVNOK-LcR5OCjL03wgE-iQ

After registering, you will receive a confirmation email containing information on how to attend the virtual AGM (including the meeting link for the AGM).

Shareholders will be able to vote and ask questions at the virtual AGM. Instructions on how to vote electronically are set out in the "Entitlement to Attend and Vote" section of this Notice. If you wish to ask a question or make a comment verbally, a questions and comments audio facility will be available during the Meeting through the Q&A function on the virtual platform. You can also ask a question in writing using the Q&A function. Shareholders will be asked to provide their name and shareholding SRN or HIN at the same time as asking their question (or company representatives, proxies or those with powers of attorney will need to identify the Shareholder they are representing). If a Shareholder wishes to ask a question verbally, their request via the Q&A function should also state "I'd like to speak". The Shareholder will then be invited to ask their question verbally at the appropriate time during the AGM.

Shareholders are also encouraged to submit questions to the Company in advance of the Meeting. Questions must be submitted in writing to Ian Poole, Company Secretary at Ian.Poole@aureliametals.com.au at least 48 hours before the AGM.

Further detail about the process for the AGM is set out in this Notice.

Should technical difficulties arise during the course of the Meeting, the Chair of the Meeting has discretion as to whether and how the Meeting should proceed. In exercising that discretion, the Chair of the Meeting will have regard to the number of attendees impacted and the extent to which participation in the business of the Meeting is affected. Where the Chair of the Meeting considers it appropriate, they may continue to conduct the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to lodge a proxy by 10:00am (AEST) on Tuesday, 2 November 2021 even if they plan to attend the Meeting online to vote.

BUSINESS

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Annual Financial Report of the Company for the financial year ended 30 June 2021 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

RESOLUTION 1 - ADOPTION OF THE REMUNERATION REPORT

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

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

Note: In accordance with section 250R(3) of the Corporations Act, the vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion: The Company will disregard any votes cast on this resolution by certain persons. Details of the applicable voting exclusions are set out in the "Voting Exclusions" section of this Notice.

RESOLUTION 2 – ELECTION OF HELEN GILLES

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

"That, for the purpose of rule 48 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Ms Helen Gillies, a Director who was appointed as an additional director on 21 January 2021, and being eligible, is elected as a Director."

RESOLUTION 3 – ELECTION OF ROBERT VASSIE

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

"That, for the purpose of rule 48 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Robert Vassie, a Director who was appointed as an additional director on 21 January 2021, and being eligible, is elected as a Director."

RESOLUTION 4 – ELECTION OF PETER BOTTEN

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

"That, for the purpose of rule 48 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Peter Botten, a Director who was appointed as an additional director on 13 September 2021, and being eligible, is elected as a Director."

RESOLUTION 5 – APPROVAL OF LONG TERM INCENTIVE PLAN

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

"That, for the purposes of ASX Listing Rule 7.2, exception 13 and for all other purposes, the Company's Long Term Incentive Plan, as described in the Explanatory Memorandum, and the issue of securities under the Company's Long Term Incentive Plan, be approved."

Voting Exclusion: The Company will disregard any votes cast on this resolution by certain persons. Details of the applicable voting exclusions are set out in the "Voting Exclusions" section of this Notice.

RESOLUTION 6 – APPROVAL TO ISSUE RIGHTS TO MANAGING DIRECTOR/CEO

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue to Mr Daniel Clifford (and/or his nominee) 1,866,231 Rights under the Company's Long Term Incentive Plan on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion: The Company will disregard any votes cast on this resolution by certain persons. Details of the applicable voting exclusions are set out in the "Voting Exclusions" section of this Notice.

Dated [insert]

By order of the Board

Ian Poole
Chief Financial Officer & Company Secretary

VOTING EXCLUSIONS

The Corporations Act and ASX Listing Rules require that certain persons must not vote in particular ways, and the Company must disregard particular votes cast by or on behalf of certain persons. These voting exclusions are described below.

Voting Exclusion Statement – Resolution 1 – Adoption of the Remuneration Report

Votes may not be cast, and the Company will disregard any votes cast, on Resolution 1:

- by or on behalf of any KMP member whose remuneration details are included in the Remuneration Report, or any of their closely related parties, regardless of the capacity in which the votes are cast; or
- by any person who is a KMP member as at the time the relevant resolution is voted on at the Annual General Meeting, or any of their closely related parties, as a proxy,

unless the votes are cast as a proxy for a person who is entitled to vote on the relevant resolution:

- in accordance with a direction in the proxy appointment; or
- by the Chair of the Meeting in accordance with an express authorisation in the proxy appointment to cast the votes even if the relevant resolution is connected directly or indirectly with the remuneration of a KMP member.

Voting Exclusion Statement – Resolution 5 – Approval of Long Term Incentive Plan

Votes may not be cast, and the Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- any person who is eligible to participate in the Long Term Incentive Plan, regardless of the capacity in which the votes are cast; or
- an associate of any of those persons.

However, this does not apply to a vote cast in favour of Resolution 5 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.

Voting Exclusion Statement – Resolution 6 – Approval to issue Rights to Managing Director/CEO

Votes may not be cast, and the Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- Mr Clifford or any other Director of the Company who is eligible to participate in the Long Term Incentive Plan, regardless of the capacity in which the votes are cast;

- an associate of any of those Directors; or
- any person who is a KMP member as at the time the resolution is voted on at the Meeting, or any of their closely related parties, as a proxy.

However, this does not apply to a vote cast in favour of Resolution 6 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.

For the purposes of these voting exclusions:

- The KMP (or **key management personnel**) has the same meaning as in the Corporations Act and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.
- A **closely related party** of a KMP member means:
 - a spouse or child of the member;
 - a child of the member's spouse;
 - a dependent of the member or the member's spouse;
 - 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 dealing with the entity;
 - a company the member controls; or
 - a person prescribed by the *Corporations Regulations 2001* (Cth) for the purposes of the definition of "closely related party" in the Corporations Act.

The Company will also apply these voting exclusions to persons appointed as attorney by a Shareholder to attend and vote at the Annual General Meeting under a power of attorney, as if they were appointed as a proxy.

Resolutions

All items of business involving a vote by Shareholders require ordinary resolutions, which means that, to be passed, the item needs the approval of a simple majority of the votes cast by Shareholders entitled to vote on the resolution.

ENTITLEMENT TO ATTEND AND VOTE

This information forms part of the Notice of Meeting.

Voting eligibility

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 Shareholders as at 7:00pm (Sydney time) on 2 November 2021. If more than one joint holder of Shares is present at the Meeting (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the AGM will need to login to the Automic website (<https://investor.automic.com.au/#/home>) with their *username* and *password*.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting.

Detailed instructions on how to vote virtually at the Meeting is set out in the Virtual Meeting Registration and Voting Guide available at <https://www.aureliametals.com.au/investors/2021-agm>.

How do I create an account with Automic?

To create an account with Automic, please go to the Automic website (<https://investor.automic.com.au/#/home>), click on 'register' and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

I have an account with Automic, what are the next steps?

Shareholders who have an account with Automic (Note: with a *username* and *password*) are advised to take the following steps to vote virtually on the day of the AGM:

1. Login to the Automic website (<https://investor.automic.com.au/#/home>) using your *username* and *password*.
2. **(Voting registration on the day)** Registration to vote electronically will only open shortly before the AGM is to commence. If registration for the virtual Meeting is open, click on 'Meeting open for registration' and follow the steps.
3. **(Live voting on the day)** When live voting for the virtual meeting is open, click on 'Meeting open for voting' and follow the steps.

Appointment of a proxy

If you are a Shareholder entitled to attend and vote, you may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the AGM.

A proxy need not be a Shareholder.

A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the Shareholder's votes.

Section 250BB of the Corporations Act provides that if an appointment of a proxy specifies the way the proxy is to vote on a particular resolution:

- the proxy need not vote on a show of hands, but if the proxy does, the proxy must vote as directed;
- if the proxy has 2 or more appointments that specify different ways to vote on a resolution - the proxy must not vote on a show of hands;
- 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; and
- if the proxy is not the chair - the proxy need not vote on the poll, but if the proxy does, the proxy must vote that way.

To be effective, an appointment of a proxy for the Meeting must be received by the Company no later than 10:00am (AEST) on **Tuesday, 2 November 2021** (being 48 hours before the Meeting) by one of the following methods:

By post: GPO Box 5193, Sydney NSW 2001

By delivery in person: Level 5, 126 Phillip Street, Sydney, NSW 2000

Online: <https://investor.automic.com.au/#/home>

Email: meetings@automicgroup.com.au

To appoint a proxy online, you will need your Securityholder Reference Number (SRN) or Holder Identification Number (HIN). You will be taken to have signed the Proxy Form if you lodge it in accordance with the instructions on the website.

Please read the instructions for online proxy submissions carefully before you lodge your proxy.

The online proxy facility may not be suitable for Shareholders who wish to appoint two proxies with different voting directions.

A proxy cannot be appointed online if they are appointed under a Power of Attorney or similar authority.

The Company reserves the right to declare invalid any proxy not received by one of the above methods.

Corporate representatives

A body corporate which is a Shareholder, or has been appointed as a proxy, is entitled to appoint any person to act as its representative at the Meeting. The appointment of the representative must comply with section 250D of the Corporations Act. The representative should provide to the Company's Share Registry evidence of his or her appointment as the body corporate's representative, including any authority under which the appointment is signed, unless it has previously been given to the Company.

Power of attorney

A Shareholder may appoint an attorney to vote on their behalf. For the appointment to be effective for the Meeting, the instrument effecting the appointment (or a certified copy of it) must be received by the Company's Share Registry using the contact details listed above in the "Appointment of a proxy" section, by no later than 10:00am (AEST) on Tuesday, 2 November 2021.

Voting at the Meeting

Voting on all proposed resolutions at the Meeting will be conducted by poll. On a poll, each Shareholder has one vote for every Share in the Company.

Asking questions at the Meeting

Shareholders are able to ask questions at the Meeting either verbally or in writing through the Q&A function on the virtual platform. In order to ask a question, Shareholders will be asked type in their name and shareholding SRN or HIN at the start of their question (or company representatives, proxies or those with powers of attorney will need to identify the Shareholder they are representing). If a Shareholder wishes to ask a question verbally, their request via the Q&A function should also state "I'd like to speak". The Shareholder will then be invited to ask their question verbally at the appropriate time during the AGM.

EXPLANATORY MEMORANDUM

This information forms part of the Notice of Meeting.

1. **FINANCIAL STATEMENTS AND REPORTS**

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the Financial Year ended 30 June 2021, together with the Declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

The Company will not provide a hard copy of the Company's Annual Financial Report to Shareholders unless specifically requested to do so. The Company's Annual Financial Report is available on its website at www.aureliametals.com.au.

2. **RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT**

2.1 **General information**

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the Shareholders. However, such a resolution is advisory only and does not bind a company or the directors of the company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and key management personnel of the Company. The Remuneration Report is part of the Directors' Report contained in the Annual Financial Report of the Company for a financial year.

The Chair must allow a reasonable opportunity for its Shareholders to ask question about or make comments on the Remuneration Report at the Annual General Meeting.

2.2 **Proxy voting**

In accordance with the wishes of the Board, the Chair (where appropriately authorised) intends to vote all available undirected proxies in favour of Resolution 1.

2.3 **Directors' Recommendation**

The Directors abstain, in the interests of good governance, from making a recommendation in respect of Resolution 1.

3. **RESOLUTION 2 – ELECTION OF HELEN GILLES**

3.1 **General information**

ASX Listing Rule 14.4 and rule 48 of the Constitution provide that a director appointed to fill a casual vacancy or as an addition to the Board must not hold office (without re-election) past the next annual general meeting of the Company. Rule 48(c) of the Constitution provides that any Director who is so appointed and holds office until the next annual general meeting, is then eligible for re-election.

Ms Gilles, having been appointed on 21 January 2021 as a Non-Executive Director by the Directors pursuant to rule 48 of the Constitution, and being eligible, offers herself for re-election at the Meeting.

Ms Gillies is a corporate lawyer with over 30 years of experience in external and in-house legal counsel roles. This includes almost 20 years in various senior legal function and risk management roles at major engineering company, Sinclair Knight Merz, including the role of General Counsel and General Manager Risk. Ms Gillies is currently a non-executive director of Monadelphous Group Limited (ASX:MND), BAC Holdings Pty Ltd (the holding company for the Bankstown and Camden Airports) and Yancoal Australia Limited (ASX:YAL).

The Company advises that appropriate reference and background checks were conducted prior to Ms Gilles' appointment.

Ms Gilles is a member of the Board's Remuneration and Nomination Committee and Sustainability and Risk Committee.

3.2 **Proxy voting**

In accordance with the wishes of the Board, the Chair (where appropriately authorised) intends to vote all available undirected proxies in favour of Resolution 2.

3.3 **Directors' Recommendation**

The Board considers that Ms Gilles will, if elected, qualify as an independent Director.

The Board, with Ms Gilles abstaining, unanimously recommends that Shareholders vote in favour of Resolution 2.

4. **RESOLUTION 3 – ELECTION OF ROBERT VASSIE**

4.1 **General information**

ASX Listing Rule 14.4 and rule 48 of the Constitution provide that a director appointed to fill a casual vacancy or as an addition to the Board must not hold office (without re-election) past the next annual general meeting of the Company. Rule 48(c) of the Constitution provides that any Director who is so appointed and holds office until the next annual general meeting, is then eligible for re-election.

Mr Vassie, having been appointed on 21 January 2021 as a Non-Executive Director by the Directors pursuant to rule 48 of the Constitution, and being eligible, offers himself for re-election at the Meeting.

Mr Vassie is a mining engineer with over 35 years of experience in management and operational roles within the global resources industry. Most recently, he was Managing Director and CEO of St Barbara Limited (ASX:SBM) from 2014 to 2020. Prior to that, Mr Vassie was Managing Director and CEO of Inova Resources Limited (ASX:IVA). Preceding this, he held various senior management and operational roles across almost 20 years at Rio Tinto Limited (ASX:RIO). Mr Vassie is currently the non-executive chairman of Ramelius Resources Limited (ASX:RMS) and a non-executive director of Federation Mining Pty Ltd.

The Company advises that appropriate reference and background checks were conducted prior to Mr Vassie's appointment.

Mr Vassie is a member of the Board's Remuneration and Nomination Committee and Sustainability and Risk Committee.

4.2 **Proxy voting**

In accordance with the wishes of the Board, the Chair (where appropriately authorised) intends to vote all available undirected proxies in favour of Resolution 3.

4.3 **Directors' Recommendation**

The Board considers that Mr Vassie will, if elected by Shareholders, qualify as an independent Director.

The Board, with Mr Vassie abstaining, unanimously recommend that Shareholders vote in favour of Resolution 3.

5. **RESOLUTION 4 – ELECTION OF PETER BOTTEN**

5.1 **General information**

ASX Listing Rule 14.4 and Rule 48 of the Constitution provide that a director appointed to fill a casual vacancy or as an addition to the Board must not hold office (without re-election) past the next annual general meeting of the Company. Rule 48(c) of the Constitution provides that any Director who is so appointed and holds office until the next annual general meeting, is then eligible for re-election.

Mr Botten, having been appointed on 13 September 2021 as a Non-Executive Director by the Directors pursuant to rule 48 of the Constitution, and being eligible, offers himself for re-election at the Meeting.

Mr Botten was Managing Director of Oil Search Limited (ASX:OSH) for over 25 years, retiring in February 2020. He has extensive worldwide experience in the oil and gas and resources industries, holding various senior technical, executive and board positions in a number of listed and government-owned bodies.

Mr Botten is currently the Non-Executive Chairman of AGL Limited (ASX:AGL) and a Non-Executive Director of Karoon Energy Limited (ASX:KAR). He has a Bachelor of Science in Geology from the Royal School of Mines at Imperial College London.

The Company advises that appropriate reference and background checks were conducted prior to Mr Botten's appointment.

5.2 **Proxy voting**

In accordance with the wishes of the Board, the Chair (where appropriately authorised) intends to vote all available undirected proxies in favour of Resolution 4.

5.3 **Directors' Recommendation**

The Board considers that Mr Botten will, if elected by Shareholders, qualify as an independent Director.

The Board, with Mr Botten abstaining, unanimously recommend that Shareholders vote in favour of Resolution 4.

6. **RESOLUTION 5 – APPROVAL OF LONG TERM INCENTIVE PLAN**

6.1 **General information**

ASX Listing Rule 7.1 restricts listed companies from issuing more than 15% of their issued share capital in any 12-month period without Shareholder approval. However, Listing Rule 7.2, exception 13 provides an exception to ASX Listing Rule 7.1 where an issue of securities is made under an employee incentive scheme if within three years before the issue date of the securities Shareholders have approved the issue of securities under the scheme as an exception to ASX Listing Rule 7.1.

Exception 13 does not apply to Directors and their associates, who are deemed to be related parties of the Company. Issues of securities to such persons requires separate shareholder approval under Listing Rule 10.14.

If Shareholders approve Resolution 5, the effect will be to allow the Company over the next three years following the Meeting, to issue equity securities, including Rights, under the new Long Term Incentive Plan and to issue Shares if the vesting conditions applicable to the equity securities are satisfied, without impacting the Company's 15% annual placement capacity under ASX Listing Rule 7.1.

If Resolution 5 is not passed, the Company will not be able to issue securities under the Long Term Incentive Plan to eligible participants without using the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of securities the Company can

issue or agree to issue without obtaining shareholder approval over the 12 month period following any such issue.

6.2 **Background**

The Company has had a Performance Rights Plan in place since 2011 (approved by Shareholders at the Company's 2011 Annual General Meeting, and then subsequently approved by Shareholders at the 2014, 2016 and 2019 Annual General Meetings).

The Company undertook a review of the Performance Rights Plan and noted that there were some matters that required updating, plus an overall review to reflect current market practice given the length of time since the Performance Rights Plan was first introduced. In order to address the required amendments, it was determined that the Long Term Incentive Plan should be adopted and replace the Performance Rights Plan. Any performance rights which are currently on issue under the Performance Rights Plan (and which are yet to vest or lapse in accordance with their terms of issue) will continue to be governed by the rules of the Performance Rights Plan. Once these performance rights have vested or lapsed, the Company intends to terminate the Performance Rights Plan. New equity securities (including the Rights proposed to be issued to Daniel Clifford under Resolution 6) will be governed by the rules of the Long Term Incentive Plan. A summary of the terms of the Long Term Incentive Plan is set out in Schedule 1 to the Explanatory Memorandum.

As explained above, ASX Listing Rule 7.2, exception 13, provides that equity securities issued under an employee incentive scheme which has been approved by shareholders within three years before the issue date of the securities, do not count towards a company's placement capacity under ASX Listing Rule 7.1. The Company is therefore seeking Shareholder approval of the new Long Term Incentive Plan at the AGM.

The objective of the Long Term Incentive Plan is to provide competitive, performance-based remuneration to support the retention, incentive and rewarding of identified employees. The Board will ensure that the performance milestones attached to the equity securities issued pursuant to the Long Term Incentive Plan are aligned with the successful growth of the Company's business activities.

The employees of the Company selected to participate in the Long Term Incentive Plan have been, and will continue to be, instrumental in the growth of the Company. The Directors consider that the Long Term Incentive Plan is an appropriate method to:

- (a) reward employees for their past performance;
- (b) incentivise employees to remain with the Company and participate in the Company's future growth;
- (c) motivate employees and generate loyalty from senior employees; and
- (d) assist to retain the services of valuable employees.

6.3 **Information required by ASX Listing Rule 7.2, Exception 13**

- (a) A summary of the terms of the Long Term Incentive Plan is provided in Schedule 1 to this Explanatory Memorandum.
- (b) The Long Term Incentive Plan is a new employee incentive scheme and has not previously been approved by Shareholders. Accordingly, no securities have been issued under the Long Term Incentive Plan.
- (c) The maximum number of equity securities proposed to be issued under the Long Term Incentive Plan following approval of Resolution 5 shall not exceed 34,300,000.
- (d) A voting exclusion statement is set out under Resolution 5 above.

6.4 **Proxy voting**

In accordance with the wishes of the Board, the Chair (where appropriately authorised) intends to vote all available undirected proxies in favour of Resolution 5.

6.5 **Directors' Recommendation**

The Board unanimously recommends that Shareholders vote in favour of Resolution 5.

7. **RESOLUTION 6 – APPROVAL TO ISSUE RIGHTS TO MANAGING DIRECTOR/CEO**

7.1 **General information**

ASX Listing Rule 10.14 requires Shareholder approval for the acquisition of securities by a director under an employee incentive scheme. If approved, the approval applies to the issue of the Rights under the Long Term Incentive Plan and the issue of Shares (if any) on the vesting of those Rights. While the Company is able to satisfy the Rights by acquiring Shares on-market and then transferring those Shares to a Director under the terms of the Long Term Incentive Plan, approval is being sought under ASX Listing Rule 10.14 for the purposes of maintaining flexibility and in the interests of good governance.

Resolution 6 seeks Shareholder approval for the grant of performance rights (**Rights**) to Daniel Clifford, the Company's Managing Director, under the Long Term Incentive Plan.

Because Mr Clifford is a Director of the Company, Shareholder approval of the proposed issue of Rights to Mr Clifford must be obtained under ASX Listing Rule 10.14.1 (or under ASX Listing Rule 10.14.2 if Mr Clifford elects for the Rights to be granted to his nominee) before the Rights can be issued.

If Resolution 6 is passed, the Company will be able to proceed with the issue of Rights to Mr Clifford. The grant of Rights will in due course involve the issue of Shares (one Share for one Right) if the Rights vest.

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of the Rights and the Company will, on the relevant vesting dates, instead acquire Shares on-market or pay in cash the value of the Rights that would have vested on that vesting date if Shareholders had approved the issue of those securities at the 2021 AGM and Mr Clifford had exercised all of those vested Rights on that vesting date.

The Rights will only vest upon satisfaction of the vesting conditions (see below for further details) which are measured over the three year period from 1 July 2021 to 30 June 2024 (**Performance Period**).

The Rights will be performance tested shortly after the end of the Performance Period (**Testing Date**).

Subject to the satisfaction of the vesting conditions described below and to any adjustment in accordance with the rules of the Long Term Incentive Plan (e.g. upon a capital reconstruction), Mr Clifford will receive one Share for each vested Right.

7.2 **Vesting Conditions**

The number of Rights which vest on a date (**Relevant Date**) will depend on the extent to which the vesting conditions applicable to the Rights (**Vesting Conditions**) have been satisfied for the Performance Period.

The Vesting Conditions applicable to the Rights are at the discretion of the Board and will be based on factors including those set out below, with factor 2 (Relative TSR) having a 60% weighting and factor 3 (Reserves per Share) having a 40% weighting.

1. Continued employment

If Mr Clifford ceases to be an employee of the Company up to and including the Relevant Date, then the treatment of the Rights will depend on the circumstances of the cessation of employment.

Unless the Board determines otherwise, if Mr Clifford ceases employment due to “bad leaver” events, then all of the unvested Rights will automatically lapse. Bad Leaver events include an act or omission which constitutes serious misconduct (which may involve an act of fraud or gross misconduct in relation to the Company), failing or refusing to perform duties (after prior written warning) or committing any act of dishonesty towards the Company.

If Mr Clifford’s employment ceases in other circumstances (including but not limited to retirement, death, illness, disability or permanent incapacity or redundancy), then the Board has discretion to determine how the Rights are to be treated (including that some or all some of the unvested Rights should lapse, that some or all of the unvested Rights vest or that some or all of the unvested Rights remain “on-foot” in which case the Board will determine when and on what conditions those Rights may vest).

2. Relative TSR

This Vesting Condition is the Relative Total Shareholder Returns (**Relative TSR** or **RTSR**) measure against a defined peer group of companies which the Board considers compete with the Company for the same investment capital, and which by the nature of their business are influenced by commodity prices and other external factors similar to those that impact the Company.

The comparator group of companies for the Vesting Condition comprise of ASX listed companies with:

- a market capitalisation of between A\$250 million and A\$2 billion;
- operations in predominantly gold, copper, lead or zinc;
- operations in the production stage of development (with greater than A\$100 million in revenue); and
- majority of revenue generated from Australian operations,

at the start of the Performance Period and is set out below.

Comparator group companies:

- 29Metals Limited (ASX: 29M)
- Aeris Resources (ASX: AIS)
- Alkane Resources Limited (ASX: ALK)
- Dacian Gold Limited (ASX: DCN)
- Gold Road Resources Limited (ASX: GOR)
- Pantoro Limited (ASX: PNR)
- Ramelius Resources Limited (ASX: RMS)
- Red 5 Limited (ASX: RED)
- Regis Resources (ASX: RRL)
- Sandfire Resources Limited (ASX: SFR)
- Silver Lake Resources Limited (ASX: SLR)

- St Barbara Limited (ASX: SBM)
- Westgold Resources Limited (ASX: WGX)

Total Shareholder Return (**TSR**) is the change in the Share price over the Performance Period plus any dividends paid during the Performance Period, assumed to be re-invested in Shares. The Company and comparator TSR performances are measured using the 30 day VWAP calculation up to, and including, the last business day of the financial period immediately preceding the period that the Rights relate to, and in determining the closing TSR performances at the end of the three year period. The Board has discretion to adjust how TSR performance is measured, including the constitution of the comparator group where changes to the companies in the comparator group occur during the Performance Period as a result of, for example, mergers and acquisition activity.

The proportion of the Rights that vest will be influenced by the Company's TSR relative to the comparator group over the three-year Performance Period as outlined below:

	Threshold	Target	Stretch
Vesting	50%	Pro-rata from 50% to 100%	100%
Relative TSR rank	50 th percentile	Between 50 th and 75 th percentiles	75 th percentile and above

3. Growth of Reserves

This Vesting Condition for the Growth of Reserves will be measured against the Company's growth in Ore Reserves per Share over the Performance Period. This will be done by comparing the baseline measure of the Ore Reserves as at 1 July 2021 on a per share basis to the Ore Reserves as at 30 June 2024 on a per share basis, based on the number of shares on issue at each respective date.

The baseline Ore Reserves per Share is the Ore Reserves per Share as at 1 July 2021, which is 3.56kg/share.

The proportion of the Rights that vest under the Growth of Reserves measure is outlined below:

	Below	Threshold	Target	Stretch
Vesting	0%	50%	Pro-rata from 50% to 100%	100%
Ore Reserves per Share	Below 100% of baseline Ore Reserves per Share	100% of baseline Ore Reserves per Share	Above 100% but below 115% baseline Ore Reserves per Share	Above 115% baseline Ore Reserves per Share

7.3 **ASX Listing Rule 7.1**

Subject to a number of exceptions, Listing Rule 7.1 limits the number of securities that the Company can issue without Shareholder approval in any 12 month period to 15% of its issued securities. An issue of securities made with the approval of Shareholders under listing

rule 10.14 is an exception to Listing Rule 7.1. Accordingly, if Resolution 6 is approved, the issue of the securities detailed in Resolution 6 will come within this exception.

7.4 **Information required by ASX Listing Rule 10.15**

ASX Listing Rule 10.15 requires that the following information regarding the proposed issue of the Rights be provided to Shareholders for the purposes of obtaining Shareholder approval pursuant to ASX Listing Rule 10.14:

- (a) The Rights are to be issued to Mr Clifford who is the Managing Director of the Company.
- (b) Mr Clifford is a Director of the Company and therefore a related party and subject to ASX Listing Rule 10.14.1. In the event the Rights are issued to a nominee of Mr Daniel Clifford, that person will fall into the category stipulated by ASX Listing Rule 10.14.2.
- (c) A maximum of 1,866,231 Rights will be issued to Mr Clifford being 100% of Mr Clifford's Fixed Remuneration (FR) based on the 30-day VWAP of the Shares prior to 30 June 2021 (\$0.40349 per Share).
- (d) Mr Clifford's current remuneration for the financial year ending 30 June 2022 comprises a TFR of \$853,005 pa (inclusive of superannuation), plus, for FY22, an STI award with a maximum potential of 24% of Total Remuneration (TR) and, as outlined in this Explanatory Memorandum, an LTI award with a maximum potential of 38% of TR. Further details regarding Mr Clifford's remuneration package are set out in the Remuneration Report in the Company's FY21 Annual Report.
- (e) The Long Term Incentive Plan is a new employee incentive scheme. Accordingly, no securities have previously been issued to Mr Clifford under the Long Term Incentive Plan.
- (f) A summary of the material terms of the Rights and the value the Company attributes to the Rights is set out above. Mr Clifford's Rights has been structured as an issue of Rights because Rights create share price alignment between Mr Clifford and Shareholders, but do not provide Mr Clifford with the full benefits of share ownership (such as dividend and voting rights) unless and until the Vesting Conditions are met. Vesting of Mr Clifford's Rights are subject to achieving the Vesting Conditions set out above.
- (g) The Rights will be issued to Mr Clifford by 4 November 2022 i.e. no later than 12 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules).
- (h) No consideration is payable by Mr Clifford at the time of grant of any of the Rights or upon the allocation of Shares to which Mr Clifford may become entitled on the vesting of some or all of the Rights.
- (i) A summary of the material terms of the Long Term Incentive Plan are set out in Schedule 1 to this Explanatory Memorandum.
- (j) No loan has been or will be provided to Mr Clifford in relation to the issue of the Rights.
- (k) Details of any securities issued to Mr Clifford under the Long Term Incentive Plan will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Long Term Incentive Plan after this resolution is approved and who are not named in this notice of meeting will not participate until approval is obtained under that rule.
- (l) A voting exclusion statement is set out under Resolution 6 above.

7.5 **Proxy voting**

In accordance with the wishes of the Board, the Chair (where appropriately authorised) intends to vote all available undirected proxies in favour of Resolution 6.

7.6 **Directors' Recommendation**

- (a) Mr Clifford declines to make a recommendation to Shareholders in relation to Resolution 6 due to his material personal interest in the outcome of the Resolution.

- (b) The Board (other than Mr Clifford) recommends that Shareholders vote in favour of Resolution 6 for the following reasons:
 - (i) the grant of the Rights to Mr Clifford will align the interests of Mr Clifford with those of Shareholders;
 - (ii) the grant of the Rights is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Mr Clifford; and
 - (iii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the Rights upon the terms proposed.
 - (c) In forming their recommendations, each Director (other than Mr Clifford) considered the experience of Mr Clifford, the current market price of Shares, the current market practices when determining the number of Rights to be granted as well as the Vesting Conditions of those Rights.
 - (d) The Board (other than Mr Clifford) is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolution 6.
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GLOSSARY

\$	Means Australian dollars.
Annual General Meeting, AGM or Meeting	Means the annual general meeting convened by this Notice.
associate	Has the meaning set out in the ASX Listing Rules.
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 listing rules of ASX.
Board	Means the current board of Directors.
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.
Company	Means Aurelia Metals Limited ACN 108 476 384.
Constitution	Means the Company's constitution.
Corporations Act	Means the <i>Corporations Act 2001</i> (Cth).
Director/s	Means a current director, or the current directors, of the Company (as the context requires).
Explanatory Memorandum	This explanatory memorandum accompanying, and forming part of, the Notice.
Long Term Incentive Plan	Means the Aurelia Metals Limited Long Term Incentive Plan.
Notice or Notice of Meeting	Means this notice of meeting including the Notes, Explanatory Memorandum and the Proxy Form.
Performance Rights Plan	Means the Aurelia Metals Limited Performance Rights Plan, established by the Company in 2011.
Proxy Form	Means the proxy form accompanying and forming part of this Notice.
related party	Has the meaning in section 228 of the Corporations Act.
Remuneration Report	Means the remuneration report set out in the Director's Report section of the Company's annual report for the financial year ended 30 June 2021.
Resolution/s	Means the resolutions set out in this Notice, or any one of them (as the context requires).
Right	Means a performance right issued under the Long Term Incentive Plan.
Share	Means a fully paid ordinary share in the capital of the Company.
Shareholder	Means the registered holder of a Share.

Share Registry

Means Automic Pty Limited.

SCHEDULE 1

Key Terms of the Long Term Incentive Plan

The key terms of the Long Term Incentive Plan are summarised below:

- (a) The Board of the Company will administer the Long Term Incentive Plan in accordance with the Long Term Incentive Plan Rules and the Board has a broad discretion to determine which employees are eligible to participate in the Long Term Incentive Plan (**Eligible Employee**).
- (b) Under the Long Term Incentive Plan, the Board may invite Eligible Employees to apply to acquire Rights under the Long Term Incentive Plan upon the terms set out in the Long Term Incentive Plan Rules, in the Invitation and any additional terms and Vesting Conditions as the Board determines. A **Right** is the right to acquire a security in the Company (**Security**) (where security has the same meaning as in the Corporations Act). Upon vesting, each Right entitles its holder to one Security in the Company.
- (c) The Board will advise each Eligible Employee of the terms and conditions of the **Invitation** (which is an invitation to an Eligible Employee to apply to acquire Rights under the Long Term Incentive Plan), including as to:
 - (i) the date of the Invitation;
 - (ii) the number of Rights to which the Invitation relates (and if the Rights are in multiple Tranches, the terms and conditions which apply to each Tranche of Rights);
 - (iii) the minimum number of Rights that the Eligible Employee may apply for;
 - (iv) any applicable conditions determined by the Board that need to be satisfied or waived before a Right will vest (**Vesting Conditions**);
 - (v) the last date on which the Rights are able to Vest (**Last Vesting Date**);
 - (vi) any restrictions on disposal (if any) determined by the Board (**Disposal Restrictions**);
 - (vii) the latest date on which a duly completed Application Form must be received by the Company (**Application Date**);
 - (viii) any other terms and conditions relating to the issue of Rights determined by the Board; and
 - (ix) any other matters required to be specified by the Corporations Act, the ASX Listing Rules or any other applicable laws.
- (d) The Board shall not make an Invitation if the number of Securities which would be issued were the rights the subject of the Invitation to vest, when aggregated with the number of Securities which would be issued if each outstanding Right under the Long Term Incentive Plan or under another employee incentive scheme and the number of Securities issued during the previous 3 years under the Long Term Incentive Plan or another employee incentive scheme, would exceed 5% of the total number of issued Securities as at the date of the Invitation.
- (e) The Board has the discretion to accept or reject any Application Forms at its sole discretion, and if the Board does not accept an Application Form the Company will notify the person that their Application Form is not accepted.
- (f) A **Participant** is a person who, in response to an Invitation, has completed and returned a duly completed and executed Application Form on or before the Application Date and whose Application has been accepted by the Board. Rights will be issued to Participants as soon as practicable after the Application Date provided that the Participant is still an employee of the

Company, has not given notice of resignation or has not been given notice of termination of employment.

- (g) A Right granted under the Long Term Incentive Plan will not vest unless the Vesting Conditions (if any) have been satisfied.
- (h) The Board has the discretion to vest Rights before their Vesting Date if:
 - (i) a Participant ceases to be an employee and becomes a Good Leaver (situations such as retirement, death or illness, redundancy, other circumstances determined by the Board); and
 - (ii) change in control or other events (takeover bids, scheme of arrangement, voluntary winding up, reorganisation).
- (i) The Board has the power to vary or waive any applicable Vesting Condition and Disposal Restriction.
- (j) A Right will lapse in certain circumstances (and upon lapsing all of the Participant's rights in respect of that Right cease):
 - (i) if the Rights do not vest in accordance with the Invitation and the Long Term Incentive Plan Rules by the Last Vesting Date;
 - (ii) any Rights which the Board determines will not vest as the applicable Vesting Conditions cannot be satisfied;
 - (iii) if the Board determines that the Right will lapse as a Participant:
 - (A) has committed (or it is evident he or she intends to commit) any act which amounts or would amount to any of dishonesty, fraud, wilful misconduct, wilful breach of duty, serious and wilful negligence or incompetence in the performance of his or her duties; or
 - (B) is convicted of a criminal offence or is guilty of any other wilful or recklessly indifferent conduct, or is engaging in, or has engaged in, behaviour or conduct which, in the opinion of the Board, may injure or tend to injure or negatively impact the reputation and/or the business or operations of the Company, or the Company's standing, long-term financial strength, or relationship with its key regulators, or otherwise brings the Company into disrepute; or
 - (C) intentionally or recklessly caused or contributed to a material misstatement or omission in any release made by the Company to the ASX; or
 - (D) becomes bankrupt, or if deceased, the estate becomes bankrupt; or
 - (E) becomes a Bad Leaver (if an employee's employment ceases for reasons such as serious misconduct, fraud, gross misconduct, failure to perform duties, commits acts of dishonesty); or
 - (F) any other circumstances or factors exist which the Board determines will make the award an inappropriate benefit.
- (k) Within 30 days after the Vesting Date, the Company must either issue to the Participant the number of Securities equal to the number of Vested Rights held or pay the cash equivalent value for the number of Securities calculated (or a combination of the two).
- (l) Rights are non-transferable by a Participant and a Participant must not enter any arrangement for the purpose hedging or otherwise affecting their economic exposure to their Rights.

- (m) The Board may determine any Disposal Restrictions (including Restriction Periods) that will apply to Securities issued after Rights have vested.
- (n) The Plan may be suspended or terminated by resolution of the Board.
- (o) The Plan does not form part of any contract of employment and if the Long Term Incentive Plan is terminated, no compensation under any employment contract will arise.
- (p) Subject to rule 19.2 of the Long Term Incentive Plan and the ASX Listing Rules, the Board may amend, add to, delete or otherwise vary the Rules in a manner the Board thinks fit. Rule 19.2 provides that no amendment may be made which reduces the rights of Participants in respect of Rights granted other than an amendment primarily:
 - (i) for the purpose of complying with State or Commonwealth legislation or the ASX Listing Rules;
 - (ii) to correct any manifest error or mistake;
 - (iii) for the purpose of enabling Participants to receive a more favourable taxation treatment in respect of their participation in the Long Term Incentive Plan;
 - (iv) to enable the Company to qualify for tax deductions for contributions or other amounts paid in respect of the Long Term Incentive Plan;
 - (v) to enable any Trustee that holds Securities for and on behalf of Participants, or the Company, to reduce fringe benefits tax or other taxes that would otherwise be payable in relation to the Long Term Incentive Plan;
 - (vi) to enable the Company to undertake a Reorganisation; or
 - (vii) because of a takeover bid or change of control of the Company occurs and will occur.

Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Your proxy voting instruction must be received by **10.00am (AEST) on Tuesday, 2 November 2021**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

If you need to change your name or address, or you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/home> or scan the QR code below using your smartphone **Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



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