

28 October 2022

Dear Shareholder,

I am pleased to announce that the Annual General Meeting (AGM) of KGL Resources Limited ACN 082 658 080 (Company or KGL) will be held on 28 November 2022 at 9am (AEST) at:

Christie Centre
320 Adelaide Street
Brisbane QLD 4000

Shareholders are invited to submit questions in advance of the meeting to admin@kglresources.com.au.

All voting at the meeting will be conducted by way of poll. Shareholders unable to attend the AGM are encouraged to lodge a directed proxy in accordance with the lodgement instructions set out in the Notice of Meeting (which includes the ability to lodge proxies electronically). Proxies must be received by the Company's corporate registry, Link Market Services, by no later than 9am (AEST) 26 November 2022.

Yours sincerely,

Denis Wood

Chairman

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS GIVEN that the ANNUAL GENERAL MEETING of shareholders of KGL Resources Limited ACN 082 658 080 will be held on 28 November 2022 at 9 am (AEST) at the Christie Centre, 320 Adelaide St, Brisbane, Queensland.

ORDINARY BUSINESS

Reports

To receive and consider the financial statements of the Company and the directors' and auditors' reports for the period ended 30 June 2022.

Resolution 1 Re-election of Director, Mr. Ferdian Purnamasidi

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

"That Mr. Ferdian Purnamasidi, a director who retires in accordance with rule 13.5(d)(i) of the Constitution, and being eligible, offers himself for re-election as a director of the Company, is re-elected as a director of the Company."

Note: Information about this candidate appears in the Explanatory Memorandum.

Resolution 2 Re-election of Director, Denis Wood

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

"That Mr. Denis Wood, a director who retires in accordance with rule 13.5(d)(i) of the Constitution, and being eligible, offers himself for re-election as a director of the Company, is re-elected as a director of the Company."

Note: Information about this candidate appears in the Explanatory Memorandum.

Resolution 3 Election of Director, Mr. Jeff Gerard

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

"That Mr. Jeff Gerard, a director who was appointed to fill a casual vacancy on 31 May 2022 and retires in accordance with rule 13.5(b) of the Constitution and ASX Listing Rule 14.4, and being eligible, offers himself for election as a director of the Company, is elected as a director of the Company."

Note: Information about this candidate appears in the Explanatory Memorandum.

Resolution 4 Remuneration Report

To consider and, if thought fit, pass the following resolution under section 250R of the *Corporations Act 2001* (Cth) (**Corporations Act**):

"That the Remuneration Report set out in the Company's Annual Report (as part of the directors' report) for the period ended 30 June 2022 be adopted."

Note: This resolution shall be determined under section 250R(2) of the Corporations Act. This resolution is advisory only and does not bind the directors or the Company. Votes must not be cast on this resolution by Key Management Personnel or their Closely Related Parties in contravention of section 250R or 250BD of the Corporations Act. Restrictions also apply to votes cast as proxy unless exceptions apply.

BY ORDER OF THE BOARD



Kylie Anderson
Company Secretary
28 October 2022

Voting exclusion statement

Corporations Act

Resolution 4: Directors Remuneration Report	The Company will disregard votes cast on the resolution (in any capacity) by or on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member. However, members of the Key Management Personnel details of whose remuneration are included in the Remuneration Report and their Closely Related Parties may cast a vote on the resolution as proxy if the vote is not cast on their behalf and either: • the proxy appointment is in writing and specifies the way the proxy is to vote on the resolution; or • the vote is cast by the Chair of the AGM and the appointment of the Chair of the AGM as proxy: ○ does not specify the way the proxy is to vote on the resolution; and ○ expressly authorises the Chair of the AGM to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. If you are a member of the Key Management Personnel or a Closely Related Party of a member of Key Management Personnel (or acting on behalf of such a person) and purport to cast a vote on the resolution that will be disregarded by the Company, you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act.
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Note: However, the Company need not disregard a vote cast in favour of the resolution by:

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

Notes

1. Shareholders are invited to submit questions in advance of the meeting to admin@kglresources.com.au.
2. Subject to the Corporations Act, including sections 250R and 250BD of the Corporations Act, a Shareholder who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
3. All voting at the meeting will be conducted by way of a poll.
4. The Company has determined under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that for the purpose of determining entitlement to vote and attend the Annual General Meeting or any adjourned meeting, securities are taken to be held by the persons who hold them as registered shareholders at 7 pm (AEST) on 26 November 2022. Accordingly, share transfers registered after this time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.
5. The proxy of a Shareholder does not need to be a shareholder of the Company.
6. A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of the Shareholder's votes each proxy is entitled to exercise. If the appointment does not specify the proportion or number of the Shareholder's votes, each proxy may exercise one half of those votes.
7. Shareholders unable to attend the AGM are encouraged to lodge a directed proxy in accordance with the lodgment instructions set out in the Notice of Meeting (which includes the ability to lodge proxies electronically). A proxy form accompanies this Notice of Meeting and, to be effective, must be received by the Company's corporate registry no later than 9 am (AEST) on 26 November 2022.
8. If you appoint the Chair of the Annual General Meeting as your proxy and you do not direct him/her how to vote on a resolution, then you expressly authorise him/her to vote your undirected proxies at his/her discretion. Subject to the Corporations Act, including sections 250R and 250BD of the Corporations Act, the Chair intends to vote all available undirected proxies **FOR** each resolution. However, if you appoint a member of the Key Management Personnel as your proxy in respect of resolution 4 you **MUST** direct your proxy how to vote, or otherwise your vote will not be counted. Follow the instructions on the proxy form to direct your proxy how to vote.
9. If you have any queries on how to cast your vote, please call Link Market Services on 1300 554 474 (overseas +61 1300 554 474) during business hours.

Explanatory Memorandum

Introduction

This Explanatory Memorandum should be read in conjunction with the Notice of Meeting to which this Explanatory Memorandum is attached and forms part of. Please take the time to read through this document.

Financial reports

KGL is in the process of changing its reporting period from ending on 31 December to ending on 30 June. This is being done to align the reporting for tax and accounting purposes. As such the Financial Statements presented at this meeting will only cover the six months ending 30 June 2022.

Whilst the Corporations Act requires the financial report, directors' report and auditors' report for the period ended 30 June 2022 to be laid before the Annual General Meeting, neither the Corporations Act nor the Constitution requires shareholders to vote on, approve or adopt those reports.

Shareholders will, however, have a reasonable opportunity at the Annual General Meeting to raise questions on these reports. Each Shareholder will have had access to a copy of the Annual Report, which contains the financial report, directors' report and auditors' report for the period ended 30 June 2022.

In addition to asking questions at the Annual General Meeting, Shareholders may address written questions to the Chair about the management of the Company or to the Company's auditor, BDO Audit Pty Ltd (**BDO**), if the question is relevant to:

1. the content of the auditor's report; or
2. the conduct of its audit of the annual financial report to be considered at the Annual General Meeting.

Under section 250PA(1) of the Corporations Act, a Shareholder must submit the question to the Company no later than the fifth business day before the day on which the Annual General Meeting is held. Written questions for the auditor must therefore be delivered by 5 pm (AEST) on 22 November 2022. Please send any written questions for BDO to admin@kglresources.com.au or to the Company's offices, addressed to the attention of the Company Secretary, at Level 5, 167 Eagle Street, Brisbane, Queensland 4000.

If BDO or its representative is at the meeting, the Chair will allow a reasonable opportunity for the members at the meeting to ask BDO or its representative questions relevant to:

3. the conduct of the audit;
4. the preparation and content of the auditor's report;
5. the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
6. the independence of the auditor in relation to the conduct of the audit.

Resolution 1 Re-election of Director, Mr. Ferdian Purnamasidi

Rule 13.5(d)(i) of the Constitution requires that a re-election of directors occur at each annual general meeting of the Company, whereby two directors (given there are currently 4 directors on the Board) must retire from office (excluding Mr Jeff Gerard who is proposed to be elected under resolution 3 following casual vacancy appointments).

Mr Purnamasidi therefore retires pursuant to rule 13.5(d)(i) of the Constitution, and offers himself for re-election as director of the Company in accordance with the Constitution.

Ferdian was appointed to the board on 26 April 2016 and is an executive at the Salim Group and a representative for KMP Investments Pte Ltd, subsidiary of Salim Group. He is responsible for managing the Salim Group's investments in Australia. The Salim Group is a diversified multinational business group which owns various interests in mining, food products, agribusiness, retail, automobile, banking and financial and property sectors. Ferdian is also the Managing Director of Mach Energy Australia Pty Ltd which owns the world-class Mt Pleasant coal operation in the Hunter Valley region, New South Wales.

Ferdian graduated with a Bachelor of Commerce from the Curtin University of Western Australia.

The Directors, with Mr. Purnamasidi abstaining, recommend that Shareholders vote in favour of the re-election of Mr. Ferdian Purnamasidi.

Resolution 2 Re-election of Director, Mr. Denis Wood

Rule 13.5(d)(i) of the Constitution requires that a re-election of directors occur at each annual general meeting of the Company, whereby two directors (given there are currently four directors on the Board) must retire from office (excluding and Mr Jeff Gerard who is proposed to be elected under resolution 3 following casual vacancy appointments).

Mr. Wood therefore retires pursuant to rule 13.5(d)(i) of the Constitution, and offers himself for re-election as director of the Company in accordance with the Constitution.

Mr Wood is an Australian and international mining industry director, investor, executive and professional metallurgist and geologist with more than 45 years' experience. Following a 13-year career as a metallurgist with BHP and a further 8 years with CCI Holdings, where he reached the position of Managing Director. Mr Wood moved to Chicago to join a multinational company which supplied a complete range of services to the mining industry.

On his return to Australia, Mr Wood held multiple directorships of Australian based resource companies including executive directorships with Australian Premium Coals and Talbot Group.

The Board, with Mr. Wood abstaining, recommends that Shareholders vote in favour of the re-election of Mr. Denis Wood.

Resolution 3 Election of Director, Mr. Jeff Gerard

Rule 13.5(b) of the Constitution and ASX Listing Rule 14.4 state 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.

Mr. Gerard was appointed by the Board as a director of the Company (to fill a casual vacancy) on 31 May 2022, and therefore retires pursuant to rule 13.5(b) of the Constitution and ASX Listing Rule 14.4, and offers himself for election as a director of the Company in accordance with the Constitution.

Mr Gerard has over 40 years' experience in the resources industry, both domestically and abroad, in various technical, operational, commercial and executive management roles.

An extensive and wide-ranging career, some of the work Jeff has undertaken includes,

- Chief Operating Officer role for Xstrata Coal South Africa.
- Co-ordination of Xstrata's greenfield and brownfield project developments, managing the feasibility studies, approvals and construction of over 30 million tonnes per annum capacity, delivering a broad range of projects safely, on time and within budget.
- Led M&A valuations and technical due diligence for multiple coal asset acquisitions in Australia and overseas to establish the Xstrata Coal business.
- Operational integrity and performance reviews for MacArthur River Zinc (Australia), Katanga and Mutanda Copper Assets (DRC) and Kazzinc (Kazakhstan).
- Development of the Glencore performance improvement process and lead the reviews of the coal assets that delivered in excess of \$600m of benefits over the 3 year program and at completion, over \$350m of annual recurring benefits.

Jeff retired from Glencore in 2020 and established a management/consulting business providing services to domestic and international companies in the areas of business strategy, technical evaluations, funding, investment and divestments.

The Board, with Mr. Gerard abstaining, recommends that Shareholders vote in favour of the election of Mr. Gerard.

Resolution 4 Remuneration Report

Section 300A of the Corporations Act requires that the directors' report include a separately identified section addressing the remuneration of its Key Management Personnel. Listed entities are further required under section 250R of the Corporations Act to submit the Remuneration Report for adoption at the Company's Annual General Meeting.

The Remuneration Report is set out in KGL's 2022 Annual Report, which was released to ASX on 28 September 2022.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to directors and specified executives of the Company and sets out remuneration details for each director and specified executive.

As detailed in the Remuneration Report, the Board believes that the remuneration granted to directors and specified executives is in line with the current employment market and a reflection of the current commodity market conditions.

Shareholders will be asked to vote at the Annual General Meeting on the resolution to adopt the Remuneration Report. The Chair will give Shareholders a reasonable opportunity for discussion of the Remuneration Report at the Annual General Meeting.

The resolution of Shareholders is advisory only and does not bind the Directors or the Company. The Board will continue to monitor the progress of the Company's projects and exploration activities in relation to the appropriateness of the remuneration of the Board and members of the Company's Key Management Personnel.

As the resolution relates to matters including the remuneration of the directors of the Company, the Board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) of the Corporations Act, abstains from making a recommendation regarding this resolution.

GLOSSARY OF TERMS

“**AEST**” means Australian Eastern Standard Time.

“**Annual General Meeting** or **AGM**” means the Company’s annual general meeting the subject of this Notice of Meeting.

“**Annual Report**” means the 2022 annual report of the Company.

“**ASX**” means ASX Limited ACN 008 624 691.

“**ASX Listing Rules**” means the listing rules of ASX.

“**Board**” means the board of directors of the Company.

“**Chair**” means the chair of the Annual General Meeting.

“**Closely Related Party**” has the meaning given to that term in the Corporations Act.

“**Company** or **KGL**” means KGL Resources Limited ACN 082 658 080.

“**Constitution**” means the constitution of the Company adopted on 26 May 2011

“**Corporations Act**” means *Corporations Act 2001* (Cth).

“**Explanatory Memorandum**” means the explanatory statement accompanying the resolutions contained in this Notice of Meeting.

“**Key Management Personnel**” means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

“**Notice of Meeting**” means this notice of meeting and includes the Explanatory Memorandum.

“**Remuneration Report**” means the section of the directors’ report for the period ended 30 June 2022 that is included under section 300A(1) of the Corporations Act.

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

“**Shareholder**” means a holder of a Share.

LODGE YOUR VOTE



ONLINE

<https://investorcentre.linkgroup.com>



BY MAIL

KGL Resources Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150; or
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: 1300 554 474

PROXY FORM

I/We being a member(s) of KGL Resources Limited and entitled to attend 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 of the person or body corporate you are appointing as your proxy

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 **9:00am (AEST) on Monday 28 November 2022 at the Christie Centre, 320 Adelaide St, Brisbane, Queensland (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolution 4: 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 4, 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

- 1 Re-election of Director, Mr. Ferdian Purnamasidi
- 2 Re-election of Director, Mr. Denis Wood
- 3 Election of Director, Mr. Jeff Gerard
- 4 Remuneration Report

For Against Abstain*

☐	☐	☐
☐	☐	☐
☐	☐	☐
☐	☐	☐



* 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).

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

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

APPOINTMENT OF PROXY

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

DEFAULT TO CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

- (a) 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
- (b) 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 the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **9:00am (AEST) on Saturday, 26 November 2022**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE

<https://investorcentre.linkgroup.com>

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



BY MAIL

KGL Resources Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150
or
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

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