

22 October 2021

MLG OZ LIMITED – 2021 ANNUAL GENERAL MEETING

Dear Shareholder

I am pleased to invite you to attend the 2021 Annual General Meeting of MLG Oz Limited (**MLG Oz** or the **Company**), which will be held at 1:00pm (AWST) on Tuesday 23 November 2021 (**Meeting**) at the Quality Inn Railway Motel, 51 Forrest Street, Kalgoorlie, Western Australia.

In accordance with the *Treasury Laws Amendment (2021 Measures No.1) Act 2021* (Cth), the Notice of Meeting and the accompanying Explanatory Statement are being made available to shareholders electronically. The MLG Oz Notice of Meeting is available for you to view and download on the Company's website at [www.mlgoz.com.au/ASX announcements](http://www.mlgoz.com.au/ASX_announcements) or from the ASX announcements website (www.asx.com.au) using the ASX code: MLG.

The Meeting will be held as a hybrid meeting, and shareholders will be able to participate in person or online where Shareholders will be able to watch the Meeting, ask questions and cast direct votes at the appropriate times whilst the Meeting is in progress. More information about online registration and voting in the Meeting is available in the Online Meeting Guide at [www.mlgoz.com.au/ASX announcements](http://www.mlgoz.com.au/ASX_announcements).

Your participation in the Meeting is important to us. If you are unable to attend the Meeting at the scheduled time, you can participate in the Meeting by lodging a proxy vote. As all resolutions at the Meeting will be conducted by poll, your lodged proxy vote will be included in the vote on each resolution.

Attending the online Meeting

For those shareholders attending the online meeting, we recommend logging onto our online platform at least 15 minutes prior to the scheduled start time for the Meeting using the instructions below.

- Enter the <https://agmlive.link/MLG21> into a web browser on a mobile or online device.
- Shareholders will need their Securityholder Reference Number or Holder Identification Number, which is printed at the top of the Proxy Form.
- Proxy holders will need their proxy code which Link Market Services will provide via email prior to the Meeting.

Shareholders can ask questions in writing from the online platform by clicking on the 'Ask a Question' button either at the top or bottom of the webpage. Shareholders will also be able to ask questions orally. To ask a question via telephone, Shareholders will need to contact Link Market Services on 1800 990 363 or +61 1800 990 363 *prior* to the Meeting to obtain a personalised PIN number.

Attending the Meeting in person

Voting and registration will be conducted via the online platform whether you attend in the Meeting in person or online. You will need to login to the platform using your personal login details located on your proxy form to access the Meeting. Company representatives will be available to assist you to

CONTACT

08 9022 7746
reception@mlgoz.com.au

HEAD OFFICE

10 Yindi Way,
Kalgoorlie WA 6430

POSTAL

PO Box 1484,
Kalgoorlie WA 6433

ONLINE

www.mlgoz.com.au



login to the online platform on your mobile device or using devices provided at the venue. However, the Directors are strongly encouraging Shareholders to lodge their Proxy Form in accordance with the instructions below to assist in the orderly conduct of the Meeting.

Shareholders who plan to attend the Meeting are asked to arrive at the venue 30 minutes prior to the time designated for the Meeting, if possible, to login to the online platform. It would be appreciated if Shareholders could bring with them their Proxy Form which contains a bar code to facilitate login.

Voting by proxy

To vote by proxy, the proxy form must be received by the Company's share registry, Link Market Services Limited, no later than **Sunday, 21 November 2021 at 1.00pm** (that is, at least 48 hours before the Meeting). Proxies received after this time will not be accepted.

Instructions for completing the proxy form are outlined on the form, which may be returned by:

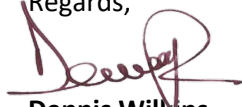
- posting it to MLG Oz Limited C/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235;
- hand delivering it to Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000;
- faxing it to Link Market Services Limited on fax number (02) 9287 0309;
- lodging it online at www.linkmarketservices.com.au in accordance with the instructions provided on the website. You will need your Holder Identification Number (HIN) or Security Reference Number (SRN) to lodge your proxy form online; or
- by scanning the QR code on your personalised proxy form with your mobile device. You will need your personalised proxy form as well as a QR code reader application on your mobile device.

Proxies given by corporate Shareholders must be executed in accordance with their constitutions or signed by a duly authorised attorney.

Email communication

MLG Oz is committed to promoting positive environmental outcomes, so we encourage all shareholders to provide an email address to receive their communications online. This ensures we are providing you with the information you need in the fastest, most cost-effective manner possible, while also significantly reducing our environmental impact. To manage your details online, visit www.linkmarketservices.com.au and select 'Investor Login' ('Single Holding Login'). You will need your Holder Identification Number (HIN) or Security Reference Number (SRN) (which is shown on the front of your proxy form), and postcode to login and manage your details, including providing your email address and updating your communications preferences.

Regards,



Dennis Wilkins
Company Secretary

MLG Oz Ltd

ACN 102 642 366

NOTICE OF ANNUAL GENERAL MEETING EXPLANATORY STATEMENT AND PROXY FORM

FOR THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD
ON 23 NOVEMBER 2021 AT 1.00PM (AWST)
AT
QUALITY INN RAILWAY MOTEL, 51 FORREST STREET, KALGOORLIE WA 6430

THIS DOCUMENT IS IMPORTANT

If you do not understand this document or are in doubt as to how you should vote, you should consult your stockbroker, solicitor, accountant, or other professional adviser.

THE ANNUAL REPORT IS AVAILABLE ON THE COMPANY'S WEBSITE:
www.mlgoz.com.au

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of Shareholders of MLG Oz Ltd will be held at the Quality Inn Railway Motel, 51 Forrest Street, Kalgoorlie WA 6430 on 23 November 2021 at 1.00pm (AWST) with registration from 12.30pm (AWST) for the purpose of transacting the following business, in each case, as more particularly described in the Explanatory Statement accompanying this Notice.

The Meeting will be held as a hybrid meeting, and Shareholders will be able to participate in person or online where Shareholders will be able to watch the Meeting, ask questions and cast direct votes at the appropriate times whilst the Meeting is in progress.

All Resolutions will be conducted by poll. More information on how to join the Meeting and vote on the Resolutions can be found in the Explanatory Statement and the Online Meeting Guide, which can be found on the Company's website at [www.mlgoz.com.au/ASX announcements](http://www.mlgoz.com.au/ASX%20announcements).

As a result of the uncertainty and potential health risks created by the corona virus (COVID-19) pandemic, it may become necessary or appropriate to make alternative arrangements for the holding or conducting the Meeting (for example in the case of a lockdown, where the meeting format could be changed to being wholly-virtual) and if so required, the Company will make further information available through the ASX website at <https://www.asx.com.au/asx/statistics/announcements.do> (ASX code: MLG) and on its website at [www.mlgoz.com.au/ASX announcements](http://www.mlgoz.com.au/ASX%20announcements).

Capitalised terms and abbreviations used in this Notice and Explanatory Statement are defined in the Glossary.

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Financial Report of the Company, the Directors' Report (including the Remuneration Report) and the Auditor's Report for the year ended 30 June 2021.

RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

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

That, for the purpose of section 250R(2) of the Corporations Act, the Remuneration Report, which forms part of the Directors' Report for the financial year ended 30 June 2021, be adopted.

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

A Voting Exclusion Statement for this Resolution is set out below.

RESOLUTION 2: RE-ELECTION OF DIRECTOR – MR JIM WALKER

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

That, for the purposes of rule 3.3 of the Constitution, Listing Rule 14.4, Listing Rule 14.5 and for all other purposes, Mr Jim Walker, who retires in accordance with rule 3.3 of the Constitution and, being eligible for re-election, be re-elected as a Director of the Company.

RESOLUTION 3: APPOINTMENT OF AUDITOR

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

That, for the purposes of section 327B(1)(a) of the Corporations Act, HLB Mann Judd, being qualified to act as Auditor of the Company and having consented to act, be appointed as Auditor of the Company.

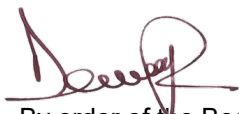
RESOLUTION 4: APPROVAL OF 10% PLACEMENT FACILITY

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

That in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities of up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement.

A Voting Exclusion Statement for this Resolution is set out below.

Dated: 18 October 2021



By order of the Board of Directors
Dennis Wilkins

Company Secretary

VOTING EXCLUSIONS AND PROHIBITIONS

Resolution 1 – Adoption of Remuneration Report

Voting Prohibition

A vote on Resolution 1 must not be cast:

- in any capacity, by or on behalf of a member of the KMP, details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member; or
- by a person appointed as a proxy if the person is a member of the KMP at the date of the Meeting, or a Closely Related Party of KMP.

However, a person (a Voter) described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person who is excluded from voting on Resolution 1 and either:

- the Voter is appointed as proxy in writing that specifies the way the proxy is to vote on Resolution 1; or
- the Voter is the Chair and the appointment of Chair as proxy for a person entitled to vote on Resolution 1:
 - does not specify a voting direction; and
 - expressly authorises the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the KMP.

Resolution 4 – Approval of 10% Placement Facility

Voting Exclusion

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- any person who is expected to participate in the 10% Placement Facility; or a person who will obtain a material benefit as a result of the proposed issue (except a benefit solely in the capacity of a holder of ordinary securities) if Resolution 4 is passed; or
- an Associate of that person or those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- by the Chair 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 in accordance with the directions given by the beneficiary to the holder to vote in that way.

PROVISION OF AGM MATERIALS

In accordance with *Treasury Laws Amendment (2021 Measures No.1) Act 2021* (Cth), the Notice of Meeting, the accompanying Explanatory Statement and Proxy Form are being made available to shareholders electronically (unless Shareholders have expressly elected to receive the Notice of Meeting in paper copy).

All Shareholders will be able to access the Notice of Meeting and the Online Meeting Guide on the Company's website at: [www.mlgoz.com.au/ASX announcements](http://www.mlgoz.com.au/ASX_announcements). The Company has also provided the Meeting materials on the Company's ASX announcements page, which are therefore available through the ASX market announcements platform by inserting MLG Oz's ASX code (MLG) into the search function on <https://www.asx.com.au/asx/statistics/announcements.do>.

Any Shareholders that have nominated an email address and have elected to receive electronic communications from the Company will receive an email to their nominated account with a link to an electronic copy of the Notice of Meeting (including the Proxy Form).

If you are unable to access the relevant Meeting materials online, please contact the Company Secretary on +61 8 9389 2111. If you wish to receive a paper copy of the Meeting materials, please contact the Company Secretary on +61 8 9389 2111 or email the Company at reception@mlgoz.com.au and the Company will mail one to you. Please remember to provide your name, address, and contact phone number.

HOW TO ATTEND

The Meeting will be held as a hybrid meeting, so you can attend the Meeting in person or online.

In person

The Meeting will be held at the Quality Inn Railway Motel, which is located at 51 Forrest Street, Kalgoorlie WA 6430 .

As a result of the uncertainty and potential health risks created by the corona virus (COVID-19) pandemic, it may become necessary or appropriate to make alternative arrangements for the holding or conducting the Meeting (for example in the case of a lockdown, where the meeting format could be changed to being wholly-virtual) and if so required, the Company will make further information available through the ASX website at asx.com.au (code: MLG) and on its website at www.mlgoz.com.au.

Online meeting platform

You can also attend the Meeting online at <https://agmlive.link/MLG21>. Shareholders will be able watch the meeting online, ask questions and cast direct votes at the appropriate times whilst the Meeting is in progress.

We recommend logging onto our online platform at least 15 minutes prior to the scheduled start time for the Meeting using the instructions below.

- Enter the <https://agmlive.link/MLG21> into a web browser on a mobile or online device.
- Shareholders will need their Securityholder Reference Number or Holder Identification Number, which is printed at the top of the Proxy Form.
- Proxy holders will need their proxy code which Link Market Services will provide via email prior to the Meeting.

Shareholders can ask questions in writing from the online platform by clicking on the 'Ask a Question' button either at the top or bottom of the webpage. Shareholders will also be able to ask questions orally. To ask a question via telephone, Shareholders will need to contact Link Market Services on 1800 990 363 or +61 1800 990 363 **prior** to the Meeting to obtain a personalised PIN number.

More information about online participation and voting in the Meeting is available in the Online Meeting Guide at [www.mlgoz.com.au/ASX announcements](http://www.mlgoz.com.au/ASX_announcements).

As a result of the uncertainty and potential health risks created by the corona virus (COVID-19) pandemic, it may become necessary or appropriate to make alternative arrangements for the holding or conducting the Meeting (for example in the case of a lockdown, where the meeting format could be changed to being wholly-virtual) and if so required, the Company will make further information available through the ASX website at asx.com.au (code: MLG) and on its website at www.mlgoz.com.au.

VOTING INFORMATION

Eligibility to vote

The Board has determined, pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), that persons who are registered holders of Shares as at **1.00pm (AWST) on Sunday, 21 November 2021** will be entitled to attend and vote at the Meeting. Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

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.

All Resolutions will be voted by poll

In accordance with rule 17.2 of the Company's Constitution, the Chair intends to demand a poll on each of the Resolutions proposed at the Meeting. Each Resolution considered at the Meeting will therefore be conducted by a poll, rather than on a show of hands. The Chair considers voting by poll to be in the interests of the Shareholders as a whole and is a way to ensure the views of as many Shareholders as possible are represented at the Meeting.

The Chair (where appropriately authorised) intends to vote all available undirected proxies in favour of all Resolutions.

How to vote

Shareholders may vote by:

- (a) attending the Meeting and voting either in person or by attorney or, in the case of corporate shareholders, by corporate representative; or
- (b) by appointing a proxy to attend and vote on their behalf, using the enclosed Proxy Form.

Voting on the Resolutions at the Meeting is important, and the Board encourages all Shareholders to either vote at the Meeting, or submit a valid Proxy Form.

Voting during the Meeting

If you hold Shares in the Company, you will be able to vote on the Resolutions during the Meeting through the online platform being used to conduct the virtual Meeting. *Voting and registration will be conducted via the online platform whether you attend the Meeting in person or online.*

You will need to login to the platform using your personal login details located on your Proxy Form to access the Meeting. Company representatives will be available to assist you to login to the online platform on your mobile device or using devices provided at the venue. However, the Directors are strongly encouraging Shareholders to lodge their Proxy Form in accordance with the instructions below to assist in the orderly conduct of the Meeting.

Shareholders who plan to attend the Meeting are asked to arrive at the venue 30 minutes prior to the time designated for the Meeting, if possible, to login to the online platform. It would be appreciated if Shareholders could bring with them their Proxy Form which contains a bar code to facilitate login.

Voting by proxy

To vote by proxy, the Proxy Form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by the Company's share registry, Link Market Services Limited, no later than **Sunday, 21 November 2021 at 1.00pm** (that is, at least 48 hours before the Meeting). Proxies received after this time will not be accepted.

Instructions for completing the Proxy Form are outlined on the form, which may be returned by:

- (a) posting it to MLG Oz Limited C/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235;
- (b) hand delivering it to Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000;
- (c) faxing it to Link Market Services Limited on fax number (02) 9287 0309;
- (d) lodging it online at www.linkmarketservices.com.au in accordance with the instructions provided on the website. You will need your Holder Identification Number (HIN) or Security Reference Number (SRN) to lodge your proxy form online; or
- (e) by scanning the QR code on your personalised Proxy Form with your mobile device. You will need your personalised Proxy Form as well as a QR code reader application on your mobile device.

Proxies given by corporate Shareholders must be executed in accordance with their constitutions or signed by a duly authorised attorney.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- (a) each Shareholder entitled to attend and vote at the Meeting has a right to appoint a proxy;

- (b) the proxy need not be a Shareholder of the Company and can be an individual or a body corporate; and
- (c) 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 member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, each proxy may exercise one-half of the votes.

Lodgement of a proxy appointment will not preclude a Shareholder from attending and voting at the Meeting.

Chair as proxy

If you appoint the Chair of the Meeting as your proxy (or the Chair becomes your proxy by default) and you do not direct your proxy how to vote on the proposed Resolutions set out in this Notice, then you will be authorising the Chair to vote as he or she decides on the proposed Resolutions (even if the Resolution is connected with the remuneration of a member of the Company's KMP). The Chair intends to vote (where appropriately authorised) as proxy in favour of each Resolution.

If you appoint the Chair as your proxy and wish to direct the Chair how to vote, you can do so by marking the boxes for the relevant Resolution (i.e., by directing the Chair to vote "For", "Against" or "Abstain").

If you appoint a member of the KMP (other than the Chair) or any Closely Related Party of a member of the KMP as your proxy, you must direct that person how to vote on Resolution 1 if you want your Shares to be voted on that Resolution. If you appoint a member of KMP (other than the Chair) or any Closely Related Party of a member of the KMP and you do not direct them how to vote on Resolution 1, such a person will not cast your votes on that Resolution and your votes will not be counted in calculating the required majority if a poll is called on that Resolution.

Corporate representatives

A body corporate which is a Shareholder, or that has been appointed as a proxy, must appoint a person to act as its representative at the Meeting if it wishes to attend and vote at the Meeting. If you are a corporate representative, you will need to provide evidence of your appointment as a corporate representative with the share registry or the Company prior to the Meeting or at the registration desk on the day of the Meeting.

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at registrars@linkmarketservices.com.au 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.

Powers of attorney

If you appoint an attorney to attend and vote at the Meeting on your behalf, the power of attorney (or a certified copy) must be received by the share registry by 1.00pm (AWST) on 21 November 2021, unless the power of attorney has previously been lodged with the share registry.

SHAREHOLDER QUESTIONS

Shareholders will be able to ask questions relevant to the business of the AGM at the Meeting.

Shareholders who attend via the online platform will be able to ask questions relevant to the business of the AGM at the Meeting. Once in the online platform, click on the 'Ask a Question' button either at the top or bottom of the webpage.

To ask a question in the online meeting orally, you will need to participate in the meeting by phone. Shareholders will need to contact Link Market Services on 1800 990 363 or +61 1800 990 363 *prior to the Meeting* to obtain a personalised PIN number.

To ask a question via telephone on the day of the Meeting, please call 1800 290 663 (or if international: +61 2 7201 7805) after 1:00pm AWST on Tuesday 23 November 2021 with your PIN ready. You will receive instructions on how to ask a question during the Meeting from the phone moderator. If your holding cannot be verified by the moderator, you will attend the Meeting as a visitor and will not be able to ask a question.

Instructions on how to submit questions via the online platform or the phone participation line are set out in the Online Meeting Guide which is attached to the Notice on the Company's website at www.mlgoz.com.au/ASX/announcements.

Shareholders who are unable to attend the Meeting or wish to submit questions prior to the Meeting may submit written questions by emailing reception@mlgoz.com.au. Questions must be received by 9:00am (AWST), Monday 22 November 2021.

The more frequently raised Shareholder issues will be addressed by the Chair during the Meeting. There will be an allotted time for questions and the Board will endeavour to respond to as many Shareholder questions as possible. However, there may still not be sufficient time available at the Meeting to address all the questions raised. Please note that individual responses will not be sent to Shareholders.

TECHNICAL DIFFICULTIES

Technical difficulties may arise during the Meeting. The Chair has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising this discretion, the Chair will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected.

Where the Chair considers it appropriate, the Chair may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to appoint a proxy and submit a completed Proxy Form by no later than 1:00pm (AWST) 21 November 2021.

EMAIL COMMUNICATIONS

MLG Oz is committed to promoting positive environmental outcomes, so we encourage all shareholders to provide an email address to receive their communications online. This ensures we are providing you with the information you need in the fastest, most cost-effective manner possible, while also significantly reducing our environmental impact. To provide your details online, visit www.linkmarketservices.com.au and select 'Investor Login'. In the 'Single Holding' section enter MLG Oz Limited Ltd or the ASX code MLG in the issuer name field, your Holder Identification Number (HIN) or Security Reference Number (SRN) (which is shown on the front of your proxy form), and postcode, then complete the security process which is shown on the screen and click 'Login'. You will then be able to manage your details, including providing your email address and updating your communications preferences.

EXPLANATORY STATEMENT

This Explanatory Statement is prepared for the benefit of Shareholders of MLG Oz to better understand the Resolutions to be put to the annual general meeting of the Company to be held on 23 November 2021 at 1.00pm (AWST) as a hybrid meeting online and in person at the Quality Inn Railway Motel, 51 Forrest Street, Kalgoorlie WA 6430.

This Explanatory Statement forms part of, and should be read together with, the Notice of Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary.

FINANCIAL STATEMENTS AND REPORTS

In accordance with section 317 of the Corporations Act, the Company's Financial Report, the Directors' Report (including the Remuneration Report) and the Auditor's Report for the year ended 30 June 2021 will be laid before the Meeting. A copy of the Company's Annual Report for the year ended 30 June 2021, which includes these reports, is available on the Company's website at www.mlgoz.com.au and on ASX's website www.asx.com.au.

There is no requirement for Shareholders to approve these reports. Shareholders will be given a reasonable opportunity at the Meeting to ask questions or make comments about these reports and the management of the Company. Shareholders will also be given a reasonable opportunity to ask the Company's Auditor questions about the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the Auditor in relation to the conduct of the audit.

1. RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

1.1 General

Section 250R(2) of the Corporations Act requires the Company to put a resolution to Shareholders that the Remuneration Report be adopted. The vote on this Resolution is advisory only and does not bind the Directors or the Company. However, the outcome of the vote and discussion will be considered by the Company's Remuneration Committee and Nomination Committee when evaluating the remuneration arrangements of the Company in the future.

The Remuneration Report of the Company for the period ended 30 June 2021 is set out in the Company's Annual Report on pages 22 to 28. This report includes information about the principles used to determine the nature and amount of remuneration and sets out the remuneration arrangements for each Director and member of the KMP.

As set out in the Remuneration Report, in determining executive remuneration, the Board aims to ensure that remuneration practices:

- (a) are competitive and reasonable, enabling the Company to attract and retain key talent while building a diverse, sustainable, and high achieving workforce;
- (b) are aligned to the Company's strategic and business objectives and the creation of Shareholder value;
- (c) promote a high performance culture recognising that leadership at all levels is a critical element in this regard;
- (d) are transparent; and
- (e) are acceptable to Shareholders.

Further details regarding the Company's remuneration policy and structure as to executive and non-executive remuneration are set out in the Annual Report.

Shareholders will be given a reasonable opportunity to ask questions about, or comment on, the Remuneration Report at the Meeting.

Resolution 1 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

1.2 Directors' recommendation

Based on the information available, including the information contained in this Explanatory Statement and the Remuneration Report, all the Directors consider that Resolution 1 is in the best interests of the Company and recommend that Shareholders vote in favour of Resolution 1.

2. RESOLUTION 2: RE-ELECTION OF DIRECTOR – MR JIM WALKER

2.1 General

Mr James Allan Walker was appointed as a Director on 20 January 2021. The Board considers Mr Walker to be an independent Director.

In accordance with Listing Rule 14.4, 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 3.3 of the Company's Constitution also requires that any director appointed by the Board during the year automatically retires at the next AGM and is eligible for re-election by that meeting.

Accordingly, Mr Walker, who was appointed by the Directors, now retires, and, being eligible, offers himself for election as a Director.

Resolution 2 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

2.2 Director's biography and experience

Mr Walker is the Chair of MLG Oz. He has over 45 years of experience in the resources sector and is currently non-executive chair of Austin Engineering Limited, Australian Potash Limited, and Mader Group Limited. Jim is also Chair of the Western Australia State Training Board and Deputy Chairman of RACWA Holdings Pty Ltd. Jim was formerly non-executive chair of Macmahon Holdings Limited and Managing Director and Chief Executive Officer of WesTrac Pty Ltd. Jim was formerly National President of Australian Institute of Management (AIM) and AIM Western Australian and is a graduate member of the Australian Institute of Company Directors (AICD). Jim's focus on apprentices and training was recognised when he was awarded the GJ Stokes Memorial Award at Diggers & Dealers in August 2014.

Mr Walker was appointed as a non-executive Director of the Company on 20 January 2021. He is a member of the Audit and Risk Committee and the Remuneration and Nomination Committee, and is chair of the Health, Safety, Environment and Community Committee.

2.3 Directors' recommendation

Based on the information available, including the information contained in this Explanatory Statement, all the Directors consider that Resolution 2 is in the best interests of the Company, as Mr Walker has a wealth of experience and expertise which is valuable to the Company. The Directors (other than Mr Walker because of his interest in this Resolution) unanimously recommend that Shareholders vote in favour of Resolution 2.

3. RESOLUTION 3: APPOINTMENT OF AUDITOR

3.1 Background

Resolution 3 is an ordinary resolution seeking Shareholder approval for the appointment of the Company's Auditor.

Section 327A of the Corporations Act requires that the directors of a public company appoint an auditor of the company within 1 month after the day on which the company is registered as a company unless the company at a general meeting has appointed an auditor.

The Company was registered as a public company on 15 November 2019. The Directors of the Company duly appointed HLB Mann Judd (WA Partnership) as the Auditor on 3 October 2014 prior to becoming a public company.

Section 327B(1) of the Corporations Act requires that a public company must appoint an auditor of the company at its first AGM and appoint an auditor of the company to fill any vacancy in the office of auditor at each subsequent annual general meeting.

As this is the Company's first AGM, Resolution 3 seeks to appoint HLB Mann Judd as the Auditor in accordance with section 327B(1) of the Corporations Act.

In accordance with section 328A of the Corporations Act, HLB Mann Judd has provided the Directors with written notice of its consent to act as the Auditor.

In accordance with section 328B of the Corporations Act, a Shareholder of the Company has given the Company written notice of the nomination of HLB Mann Judd as Auditor prior to the convening of this Meeting. A copy of the nomination is provided with this Notice as Annexure A.

If Resolution 3 is passed, HLB Mann Judd will be appointed as Auditor of the Company and continue to act in that capacity.

3.2 Directors' recommendation

Based on the information available, including the information contained in this Explanatory Statement, all the Directors consider that Resolution 3 is in the best interests of the Company, as HLB Mann Judd is a respected audit firm with understanding of the mining industry and knowledge of the services MLG Oz performs. The Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

4. RESOLUTION 4: APPROVAL OF 10% PLACEMENT FACILITY

4.1 General

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its AGM, to increase this 15% limit by an extra 10% to 25% (**10% Placement Facility**).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index, and which has a market capitalisation of \$300 million or less. The Company is an eligible entity for these purposes as at the date of this Notice. If, on the date of the Meeting, the Company is not an eligible entity under the Listing Rules for the purposes of Listing Rule 7.1A, then Resolution 4 will be withdrawn.

Resolution 4 seeks Shareholder approval by way of a special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval. The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2.

If Resolution 4 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 4 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

4.2 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the AGM at which the approval is obtained and expires on the earlier to occur of:
 - (i) the date that is 12 months after the date of the AGM at which the approval is obtained;
 - (ii) the time and date of the Company's next annual general meeting; or
 - (iii) the time and date of the approval by the holders of the Company's ordinary securities of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(10% Placement Period).

The Company will only issue and allot the Equity Securities pursuant to the 10% Placement Facility during the 10% Placement Period.

- (b) Any Equity Securities issued under Listing Rule 7.1A.2 must be in an existing quoted class of the Company's Equity Securities and issued for cash consideration which is not less than 75% of the volume weighted average price for securities in that class, calculated over the 15 Trading Days on which trades in that class were recorded immediately below:
 - (i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or
 - (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (c) Equity Securities issued under Listing Rule 7.1A.2 can only be issued for cash consideration.

The purpose of seeking the 10% Placement Facility is to give the Company the flexibility to issue Equity Securities in addition to the 15% placement capacity afforded to the Company under ASX Listing Rule 7.1, should the Board identify a need and opportunity to do so.

The Company may seek to issue the Equity Securities to raise funds for making (or securing the right to make) one or more acquisitions (including expenses associated with such an acquisition) and/or to

advance its existing business; and/or general working capital; so that the Company has the necessary working capital and flexibility to consider, and if thought fit, to put it in a stronger position to make (or secure the right to make) one or more acquisitions and/or to further its existing business.

- (d) If Resolution 4 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:
- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the relevant class of the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

The table shows:

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

Variable "A" in Listing 7.1A.2		Dilution		
		\$0.4775 50% decrease in Issue Price	\$0.955 Issue Price	\$1.9100 100% increase in Issue Price
Current Variable A 145,669,163 Shares	10% voting dilution	14,566,916 Shares		
	Funds raised	\$6,955,702	\$13,911,405	\$27,822,810
50% increase in current Variable A 218,503,745 Shares	10% voting dilution	21,850,374 Shares		
	Funds raised	\$10,433,554	\$20,867,107	\$41,734,214
100% increase in current Variable A 291,338,326 Shares	10% voting dilution	29,133,832 Shares		
	Funds raised	\$13,911,405	\$27,822,810	\$55,645,619

The table has been prepared on the following assumptions:

- (i) Shareholders approve Resolution 4.
- (ii) The Company issues, in a single allotment, the maximum number of Equity Securities available under the 10% Placement Facility.
- (iii) No Convertible Securities (including any Convertible Securities issued under the 10% Placement Facility) are converted into Shares before the date of the issue of the Equity Securities.
- (iv) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (v) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of this Meeting.
- (vi) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

- (vii) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities under the 10% Placement Facility includes Convertible Securities, it is assumed that those Convertible Securities are converted into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- (viii) The issue price is \$0.955 being the closing price of Shares on the ASX on 7 October 2021.
- (e) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
 - (i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
 - (ii) the effect of the issue of the Equity Securities on the control of the Company;
 - (iii) the financial situation and solvency of the Company; and
 - (iv) advice from corporate, financial, and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not a related party or an Associate of a related party of the Company.
- (f) This is the first time the Company is seeking Shareholder approval under Listing Rule 7.1A .
 As at the date of this Notice, the Company has not issued any Equity Securities in the 12 months preceding the date of the Meeting under Listing Rule 7.1A.
- (g) A voting exclusion statement is included in the Notice.
 At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

4.3 Directors' recommendation

Based on the information available, including the information contained in this Explanatory Statement, all the Directors consider that Resolution 4 is in the best interests of the Company and recommend that Shareholders vote in favour of Resolution 4. The Directors have formed this view as the passing of this Resolution will provide greater flexibility when considering future capital raising opportunities. The passing of Resolution 4 will increase the Directors' ability to issue new Shares permitted by the Listing Rules without requiring Shareholder approval.

Resolution 4 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

GLOSSARY

In this Explanatory Statement and the Notice, the following terms have the following meanings unless the context otherwise requires:

10% Placement Facility has the meaning given in Section 4.1 of the Explanatory Statement;

10% Placement Period has the meaning given in Section 4.2 of the Explanatory Statement;

AGM means an annual general meeting;

Annual Report means the Directors' Report, the Financial Report and Auditor's Report, in respect of the financial year ended 30 June 2021;

Associate has the meaning set out in sections 11 to 17 of the Corporations Act;

ASX means ASX Limited ABN 98 008 624 691 and where the context permits, Australian Securities Exchange operated by ASX Limited;

Auditor means the auditor of the Company, being HLB Mann Judd (WA Partnership);

Auditor's Report means the Auditor's report on the Financial Report;

Board means the board of Directors of MLG Oz, as constituted from time to time;

Chair means the chair of the Meeting;

Closely Related Party has the meaning given in the Corporations Act;

Company or **MLG Oz** means MLG Oz Ltd ACN 102 642 366;

Constitution means the existing constitution of Company adopted in 2021, as amended;

Convertible Security means a security of the Company which is convertible into Shares;

Corporations Act means the Corporations Act 2001 (Cth), as amended;

Director means a director of the Company;

Directors' Report means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company;

Equity Securities has the same meaning as in the Listing Rules;

Explanatory Statement means the Explanatory Statement accompanying the Notice;

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company;

KMP means key management personnel of the MLG Oz Group from time to time;

Listing Rules means the Listing Rules of the ASX;

Meeting means the 2021 AGM of Shareholders to be held as a hybrid meeting for the purpose of considering the Resolutions;

MLG Oz Group or **Group** means MLG Oz and its Related Bodies Corporate;

Notice or **Notice of Meeting** means the notice of meeting accompanying this Explanatory Statement, including the Proxy Form;

Online Meeting Guide means the guide containing instructions on how to participate in the Meeting which is available on the Company's website at [www.mlgoz.com.au/ASX announcements](http://www.mlgoz.com.au/ASX_announcements);

Proxy Form means the proxy form attached to the Notice;

Related Body Corporate in relation to MLG Oz means a body corporate that is related to MLG Oz by virtue of section 50 of the Corporations Act. It includes MLG Oz's subsidiaries;

Remuneration Report means the remuneration report of the Company contained in the Directors' Report;

Resolution means a resolution contained in the Notice;

Section means a section of the Explanatory Statement;

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

Shareholder means the holder of a Share; and

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

ANNEXURE A

Copy of Nomination of HLB Mann Judd as Auditor

Murray Leahy
29 Matthews Way
Somerville WA 6430

8 October 2021

Dennis Wilkins
Company Secretary
MLG Oz Ltd
10 Yindi Way
Broadwood WA 6430

Dear Mr Wilkins,

Nomination of Auditor – HLB Mann Judd

I, Murray Leahy, being a member and shareholder of MLG Oz Ltd (the “Company”), hereby nominate HLB Mann Judd (WA Partnership) for appointment as auditor of the Company.

Yours faithfully,

A handwritten signature in black ink, appearing to be 'Murray Leahy', written in a cursive style.

Murray Leahy



MLG Oz Ltd

ACN 102 642 366

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

MLG Oz Ltd
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
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of MLG Oz Ltd and entitled to attend and vote hereby appoint:

APPOINT A PROXY

☐ the Chair of the Meeting (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name 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 Chair 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 **1:00pm (AWST) on Tuesday, 23 November 2021 (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 Quality Inn Railway Motel, 51 Forrest Street, Kalgoorlie WA 6430 or logging in online at <https://agmlive.link/MLG21> (refer to details in the Virtual Annual General Meeting Online Guide).

Important for Resolution 1: If the Chair 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 Chair of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chair 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 Adoption of Remuneration Report

☐	☐	☐
--------------------------	--------------------------	--------------------------

2 Re-Election of Director – Mr Jim Walker

☐	☐	☐
--------------------------	--------------------------	--------------------------

3 Appointment of Auditor

☐	☐	☐
--------------------------	--------------------------	--------------------------

4 Approval of 10% Placement Facility

☐	☐	☐
--------------------------	--------------------------	--------------------------



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf 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).

MLG PRX2101N

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 Chair of the Meeting as your proxy, mark the box in Step 1. 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 in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO 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 those 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 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 virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at registrars@linkmarketservices.com.au 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.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 **1:00pm (AWST) on Sunday, 21 November 2021**, 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

www.linkmarketservices.com.au

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 MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



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



BY MAIL

MLG Oz Ltd
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*
Level 12
680 George Street
Sydney NSW 2000

*during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions

**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.**

Virtual Meeting Online Guide

Before you begin

Ensure your browser is compatible.
Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

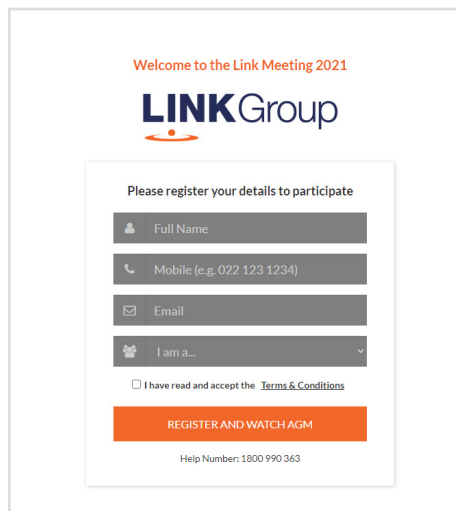
- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer 9 and up
- Microsoft Edge - 92.0 and after

To attend and vote you must have your securityholder number and postcode.

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

Please make sure you have this information before proceeding.

Virtual Meeting Online Guide



Welcome to the Link Meeting 2021

LINKGroup

Please register your details to participate

Full Name

Mobile (e.g. 022 123 1234)

Email

I am a...

☐ I have read and accept the [Terms & Conditions](#)

REGISTER AND WATCH AGM

Help Number: 1800 990 363

Step 1

Open your web browser and go to <https://agmlive.link/MLG21>

Step 2

Log in to the portal using your full name, mobile number, email address, and participant type.

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

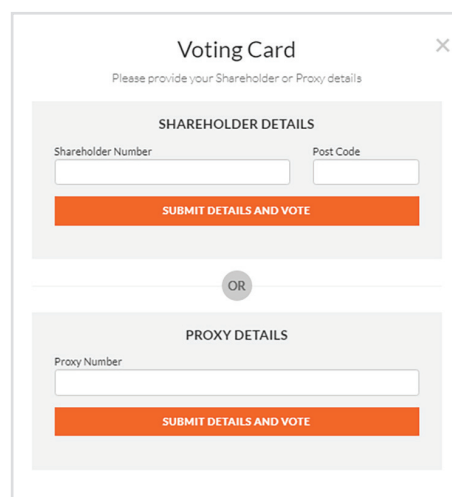
- On the left – a live video webcast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.



Voting Card

Please provide your Shareholder or Proxy details

SHAREHOLDER DETAILS

Shareholder Number Post Code

SUBMIT DETAILS AND VOTE

OR

PROXY DETAILS

Proxy Number

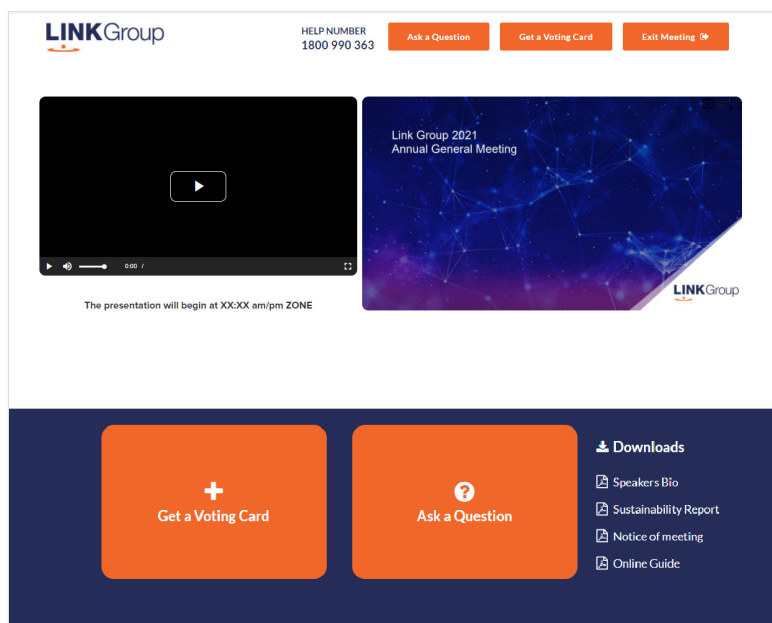
SUBMIT DETAILS AND VOTE

If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.



ABC COMPANY PTY LTD
X123456789

Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the Unitholder's voting instructions.

Full Vote
Partial Vote

Resolution 2B
For
Against
Abstain

RE-ELECTION OF MR. ABC AS A DIRECTOR

Resolution 2C
For
Against
Abstain

RE-ELECTION OF MS XYZ AS A DIRECTOR

Resolution 3
For
Against
Abstain

INCREASE TO DIRECTORS' MAXIMUM FEE POOL LIMIT

Resolution 4
For
Against
Abstain

ADOPTION OF REMUNERATION REPORT

SUBMIT VOTE

Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

Note: You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

Once voting has been closed all submitted voting cards cannot be changed.

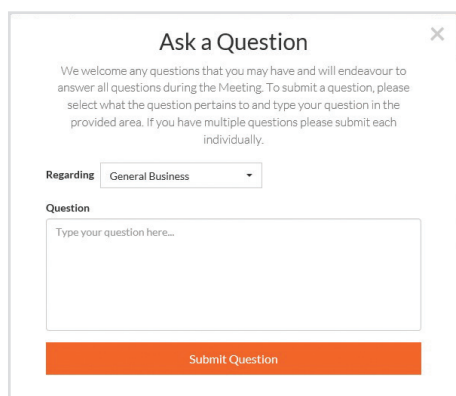
Virtual Meeting Online Guide *continued*

2. How to ask a question

Note: Only securityholders are eligible to ask questions.

If you have yet to obtain a voting card, you will prompted to enter your securityholder number or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The '**Ask a Question**' box will then pop up with two sections for completion.

The screenshot shows a modal window titled "Ask a Question" with a close button (X) in the top right corner. Inside the modal, there is a welcome message: "We welcome any questions that you may have and will endeavour to answer all questions during the Meeting. To submit a question, please select what the question pertains to and type your question in the provided area. If you have multiple questions please submit each individually." Below this message, there is a "Regarding" section with a dropdown menu currently set to "General Business". Underneath is a "Question" section with a text input field containing the placeholder "Type your question here...". At the bottom of the modal is an orange button labeled "Submit Question".

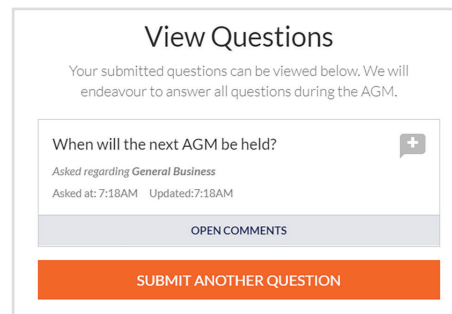
In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

Click in the '**Question**' section and type your question and click on 'Submit'.

A '**View Questions**' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.

The screenshot shows a box titled "View Questions". Below the title is a message: "Your submitted questions can be viewed below. We will endeavour to answer all questions during the AGM." Below this is a list of questions. The first question is "When will the next AGM be held?". Below the question text, it says "Asked regarding General Business" and "Asked at: 7:18AM Updated: 7:18AM". To the right of the question text is a small speech bubble icon with a plus sign. Below the question list is a grey button labeled "OPEN COMMENTS". At the bottom of the box is an orange button labeled "SUBMIT ANOTHER QUESTION".

3. Downloads

View relevant documentation in the Downloads section.

4. Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

5. Phone Participation

What you will need

- a) Land line or mobile phone
- b) The name and securityholder number of your holding/s
- c) To obtain your unique PIN, please contact Link Market Services on +61 1800 990 363.

Joining the Meeting via Phone

Step 1

From your land line or mobile device, call:
Conference Call Number: 1800 290 663
International Number: +61 2 7201 7805

Step 2

You will be greeted with a welcome message and provided with instructions on how to participate in the Meeting. Please listen to the instructions carefully.

At the end of the welcome message you will be asked to provide your PIN by the moderator. This will verify you as a securityholder and allow you to ask a question and vote on the resolutions at the Meeting.

Step 3

Once the moderator has verified your details you will be placed into a waiting room where you will hear music playing.

Note: If your holding cannot be verified by the moderator, you will attend the Meeting as a visitor and will not be able to vote or ask a question.

Step 4

At the commencement of the Meeting, you will be admitted to the Meeting where you will be able to listen to proceedings.

Asking a Question

Step 1

When the Chairman calls for questions on each resolution, you will be asked to **press *1** on your keypad if you wish to raise your hand to ask a question.

Step 2

Please advise if your question relates to an item of business or General Business. The moderator will make a note and ask if you have any additional questions.

Step 3

When it is time to ask your question, the moderator will introduce you to the meeting, your line will be unmuted and you can then start speaking.

Note: If at any time you no longer wish to ask your question, you can lower your hand by **pressing *2** on your key pad. If you have also joined the Meeting Online, we ask that you mute your laptop, desktop, tablet or mobile device while you ask your question.

Step 4

Your line will be muted once your question has been answered.

Contact us

Australia

T +61 1800 990 363
E info@linkmarketservices.com.au