

21 October 2022

ASX Announcements Office
Australian Securities Exchange Limited

Notice of 2022 Annual General Meeting

Resources & Energy Group Limited (**REZ**), in accordance with the ASX Listing Rules, attaches the following documents in relation to its 2022 Annual General Meeting:

- Notice of Annual General Meeting;
- Sample proxy form; and
- Letter to shareholders.

Authorised for release by REZ's Board of Directors

Further information:

Investors:

J Daniel Moore, Chief Executive Officer
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Mark Flynn

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About Resources and Energy

Resources and Energy Group Limited (ASX: REZ) is an independent, ASX-listed mineral resources explorer and miner, with projects located in premier mining jurisdictions in Western Australia and Queensland. As of June 2022, the Company has delineated gold and silver resources of 183k oz/au and 862k oz/au ag.

Notice of Annual General Meeting 24 November 2022



21 October 2022

Dear Shareholder,

On behalf of the Board of Directors of Resources & Energy Group Limited (REZ) I invite you to the 2022 Annual General Meeting (AGM) of shareholders to be held on Thursday, 24 November 2022 at 10am AEDT. The AGM will be held at REZ's office at Level 33, 52 Martin Place Sydney.

The items of business to be considered at the AGM is set out on the following pages.

The AGM provides shareholders with an opportunity to ask questions of the Board and Management, as well as REZ's Auditor, and to vote on the items of business before the AGM. Attached is the Notice of Meeting, and a proxy form to record your vote if you are unable to attend.

While shareholders are welcome to attend the meeting in person, we are mindful of the uncertainties that COVID-19 continues to present. Indeed, in the event that Federal or State Government guidance should change and lead to a restriction on the ability of shareholders to attend in person we will advise shareholders of alternate arrangements as soon as possible via an announcement to the ASX and our Investor website.

If you plan to attend the AGM and wish to register as a proxyholder, please bring your completed proxy form with you, as this will allow prompt registration of your attendance. If you are unable to attend the AGM, you can return your proxy form via email or postal mail. If wish to ask any questions of the Board, you can also provide these at the same time. Please return to the Company per the instructions no later than 48 hours prior to the Meeting.

A copy of this notice has been emailed to shareholders who have provided an email address and is also available either via on the Company's web site (www.rezgroup.com.au/investors) or the ASX's website (<https://www2.asx.com.au/markets/trade-our-cash-market/historical-announcements>)

The Board unanimously supports all resolutions. Yours

sincerely,



Gavin Rezos Chairman

NOTICE OF 2022 ANNUAL GENERAL MEETING

Resources & Energy Group Limited (REZ or the Company) will hold its Annual General Meeting (AGM) at 10:00am (AEST) on Thursday 24 November 2021 will be held at REZ's office at Level 33, 52 Martin Place Sydney for the purpose of transacting the business set out in this Notice.

Business of the meeting

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2022 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2022."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR GAVIN REZOS

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

"That, for the purpose of clauses 13.2 of the Constitution and for all other purposes, Mr Gavin Rezos, a Director, retires by rotation, and being eligible, is re-elected as a Director."

4. RESOLUTION 3 – APPROVAL OF 10% PLACEMENT CAPACITY

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

"That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement."

5. RESOLUTION 4 – GRANT OF OPTIONS TO THE CEO

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 20,000,000 options to the Chief Executive Officer, Mr J Daniel Moore, on the terms and conditions set out in the Explanatory Statement.”

By order of the Board
Warren Kember
Company Secretary 21
October 2022

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IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that the Annual General Meeting of the Shareholders of Resources & Energy Group Limited (the Company) to which this Notice of Meeting relates will be held at 10.00am (AEDT) on Thursday, 24 November 2022 at:

Resources & Energy Group Limited Level 33
52 Martin Place
Sydney, New South Wales

Your vote is important

The business of the Annual General Meeting affects your shareholding and your vote is important.

Voting Eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 7.00pm (EST) on Tuesday, 22 November 2022.

Voting in Person

To vote in person, attend the virtual Annual General Meeting at the time, date and place set out above. Voting at the Meeting will be conducted via a poll. You may still attend the online Meeting and vote even if you have lodged a proxy.

If you have previously submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you actually vote at the virtual meeting, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that resolution.

In the case of joint Shareholders, all holders may attend the Meeting but only one holder may vote at the Meeting in respect of the relevant Shares (including by proxy). If more than one joint holder is present, and more than one of the joint holders vote in respect of the relevant Shares, only the vote of the joint holder whose name stands first in the register in respect of the relevant Shares is counted.

If you are voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

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

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member 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, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

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

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

Transfer of non-chair proxy to chair in certain circumstances

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

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting; or
 - the proxy does not vote on the resolution,

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

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2022 together with the declaration of the directors, the directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on the Company's web site or on the ASX platform for "REZ" at www.asx.com.au.

There is no requirement for shareholders to approve these reports. However, the Chairman will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the operations and management of REZ. Shareholders will be given a reasonable opportunity to ask the auditor questions about the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by REZ in relation to the preparation of the Financial Statements and the independence of the auditor in relation to the conduct of the audit.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the Remuneration Report be adopted must be put to the Shareholders. However, such a Resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2022.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

2.2 Voting consequences

Under Corporations Act 2001, if at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report in two consecutive annual general meetings, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of directors of the Company (**Spill Resolution**) at the second annual general meeting.

If more than 50% of shareholders vote in favour of the Spill Resolution, the company must convene the extraordinary general meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the Company's annual financial report for the financial year ended immediately before the second annual general meeting) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

At the Company's previous annual general meeting no votes were cast against the remuneration report considered at that annual general meeting. Accordingly, the Spill resolution is not relevant for this Annual General Meeting.

2.3 Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel (KMP), details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

KMP or their closely related parties cannot cast a vote as a proxy for a shareholder entitled to cast a vote if the proxy is not directed on how to vote on Advisory Resolution 1, unless:

- (a) the KMP is the Chairman of the Meeting; and
- (b) the appointment of the Chairman as proxy expressly authorises him to exercise the proxy in accordance with a direction to vote as he decides, even though Advisory Resolution 1 is connected directly with the remuneration of a KMP.

In accordance with section 250BD of the Corporations Act, a vote must not be cast on Advisory Resolution 1 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chairman of the Meeting where the proxy appointment expressly authorises the Chairman of the meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

The non-executive directors recommend that you vote in favour of this advisory resolution.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR GAVIN REZOS

Clause 13.2 of the Constitution requires that at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third, shall retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

A Director who retires by rotation under clause 13.2 of the Constitution is eligible for re-election pursuant to clause 13.3 of the Constitution.

The Company currently has three Directors, two Directors excluding the Managing Director, and accordingly one must retire.

Mr Rezos has been a Director of the Company since 22 April 2016 and has extensive Australian and international investment banking experience. Mr Rezos is a former investment banking Director of HSBC Group with regional roles during his career in London, Sydney and Dubai. Mr Rezos has also held CEO or directorship roles of companies in the technology and resources sectors in Australia, the UK and the US and was formerly, a non-executive director Iluka Resources Limited and of Rowing Australia.

He is currently Non-Executive Chairman of Vulcan Energy Resources Limited, Non- Executive Chairman of Kuniko Limited and principal of Viaticus Capital.

The directors, other than Mr Rezos, unanimously support the re-election of Mr Rezos.

4. RESOLUTION 3 – APPROVAL OF 10% PLACEMENT CAPACITY

4.1 General

ASX Listing Rule 7.1A provides that an Eligible Entity may seek shareholder approval by special resolution passed at its annual general meeting to have the capacity to issue up to that number of Equity Securities equal to 10% of its issued capital (**10% Placement Capacity**) without using the entity's existing 15% annual placement capacity granted under ASX Listing Rule 7.1.

If Shareholders approve Resolution 3, the number of Equity Securities the Eligible Entity may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out in section 4.2 below).

The effect of Resolution 3 will be to allow the Company to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue under the 10% Placement Capacity during the period up to 12 months after the Meeting, without subsequent Shareholder approval and without using the Company's 15% annual placement capacity granted under Listing Rule 7.1. If Resolution 3 is not passed by Shareholders the Company will be limited to only issuing up to its 15% annual placement capacity granted under ASX Listing Rule 7.1 without further approval by Shareholders.

Shareholders passed a similar resolution at the 2019 annual general meeting, however that approval will lapse 12-months after its approval due to the operation of the Listing Rules.

Resolution 3 is a **special resolution**. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 3 for it to be passed.

4.2 ASX Listing Rule 7.1A

ASX Listing Rule 7.1A enables an Eligible Entity to seek shareholder approval at its annual general meeting to issue Equity Securities in addition to those under the Eligible Entity's 15% annual placement capacity.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300 million.

As at the date of this Notice, the Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$19,857,316 (based on the number of Shares on issue and the closing price of Shares on the ASX on 13 October 2021 and excluding any restricted securities that may be on issue).

Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities. The Company currently has one class of quoted Equity Security on issue, being the Shares (ASX Code: REZ).

The exact number of Equity Securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

$$(A \times D) - E$$

Where:

- A** is the number of Shares on issue 12 months before the date of issue or agreement:
 - (i) plus the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;
 - (ii) plus the number of partly paid shares that became fully paid in the previous 12 months;
 - (iii) plus the number of Shares issued in the previous 12 months with approval of holders of Shares under Listing Rules 7.1 and 7.4. This does not include an issue of fully paid ordinary shares under the entity's 15% placement capacity without shareholder approval; and
 - (iv) less the number of Shares cancelled in the previous 12 months.
- D** is 10%.
- E** is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of Ordinary Securities under ASX Listing Rule 7.1 or 7.4.

4.3 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 6:

(a) **Minimum Price**

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 10 ASX trading days of the date in section 4.3(a)(i), the date on which the Equity Securities are issued.

(b) **Date of Issue**

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting; and
- (ii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) (after which date, an approval under Listing Rule 7.1A ceases to be valid),

(10% Placement Capacity Period).

(c) **Risk of voting dilution**

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 3 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2, on the basis of the current market price of Shares and the current number of Equity Securities on issue as at 14 October 2021.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue	Dilution			
	Issue Price (per Share)	\$0.0105 50% decrease in Issue Price	\$0.020 Issue Price	\$0.042 50% increase in Issue Price
499,805,789 (Current Variable A)	Shares issued - 10% voting dilution	49,980,579 Shares	49,980,579 Shares	49,980,579 Shares
	Funds raised	\$499,8066	\$999,612	\$1,999,223
749,708,684 (Variable A with 50% increase in Variable A)	Shares issued - 10% voting dilution	74,970,868 Shares	74,970,868 Shares	74,970,868 Shares
	Funds raised	\$749,709	\$1,499,417	\$2,998,835
999,611,578 (Variable A with 100% increase in Variable A)	Shares issued - 10% voting dilution	99,961,158 Shares	99,961,158 Shares	99,961,158 Shares
	Funds raised	\$999,612	\$1,999,223	\$3,998,446

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. There are 499,805,789 Shares currently on issue.
2. The issue price set out above is the closing price of the Shares on the ASX on 14 October 2022.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
5. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1 unless otherwise disclosed.
8. 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%.
9. 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 Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(d) Purpose of Issue under 10% Placement Capacity

The Company may issue Equity Securities under the 10% Placement Capacity as cash consideration. The Company intends to use funds raised for the potential acquisition of assets and investments (including expenses associated with such an acquisition) and continued exploration or operating expenditure on the Company's current assets.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

(e) Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it must give to ASX:

- (i) a list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
- (ii) the information required by Listing Rule 3.10.5A for release to the market.

(f) Allocation policy under the 10% Placement Capacity

The Company's allocation policy for the issue of Equity Securities under the 10% Placement Capacity will be dependent on the prevailing market conditions at the time of the proposed placement(s).

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;

- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the recipients under the 10% Placement Capacity will be vendors of the new resources, assets or investments.

(g) **Previous approval under ASX Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its annual general meeting held on 23 November 2021 (**Previous Approval**).

The Company has issued Equity Securities pursuant to the Previous Approval on 10 November 2021. From a total of 68,125,000 Shares issued for 4.7 cents each Share, a total of 9,972,885 Shares were issued pursuant to the Company's capacity under listing rule 7.1A. The remaining 58,152,116 Shares were issued pursuant to listing rule 7.1.

The 9,972,885 Shares issued pursuant to Listing Rule 7.1A was 9.0% of the total diluted number of Equity Securities on issue in the company on 10 November 2021. The total number of Equity Securities consisted of 431,680,789 Shares and 83,000,056 Options, a total of 514,680,845 equity Securities.

- (h) Details of all Equity Securities issued by the Company during the 12 months preceding the date of the Meeting are set out in the table below.

Date of issue	Quantity	Class	Recipients	Issue price and discount to Market Price (if applicable) ¹	Form of consideration
10 November 2021	68,125,000	Shares ²	Placement	\$0.047 Discount of 0.0% to last sale price prior to announcement on 27 October 2021 of 4.7 cents ¹	Cash \$2,725,000 ³
13 May 2022 (date advised to ASX)	8,000,000	Options	Sparke Plus (Australia) Pty Ltd	Issued for services provided. Exercise price 8 cents per Option, expiry date 31 August 2026	Services

Notes:

1. Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.
2. Fully paid ordinary shares in the capital of the Company.
3. Placement raised of \$2,725,000 which has been applied to fees of the issue, exploration expenditure and working capital requirements of the Company

4.4 Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who is expected to participate in the issue of Equity Securities under this Resolution or a person who might obtain a material benefit, except a benefit solely in the capacity of a holder of ordinary securities in the Company, if the Resolution is passed and any associates of those persons. However, the Company will not disregard a vote if it is cast by a person:

- as a proxy or attorney for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides; or
- as proxy for a person entitled to vote on the resolution by the Chairman pursuant to an express authorisation to exercise the proxy to vote as the Chairman thinks fit; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 3.

The directors recommend that you vote in favour of this resolution.

5. RESOLUTION 4 – GRANT OF OPTIONS TO THE CEO

5.1 General

Mr J Daniel Moore commenced as Chief Executive Officer of REZ on 17 October 2022. A summary of Mr Moore's annual remuneration was released to the market when his appointment was announced on 18 October 2022. Details of Mr Moore's remuneration package are:

Position	Chief Executive Officer
Commencement Date	17 October 2022
Term	No fixed term. The agreement will continue until terminated by either party in accordance with the service agreement.
Total Fixed Remuneration	\$252,000

Long Term Incentive	Subject to any required shareholder approvals Mr Moore will be eligible to participate in REZ's Incentive Option Plan. 20,000,000 options over ordinary shares of REZ (Options) are to be allocated to Mr Moore on the following terms: • Tranche A 8,000,000 Options exercisable at 8 cents each and expiry 5 years from date of issue. Vest upon further extraction of gold from the Menzies project. • Tranche B 6,000,000: Options exercisable at 8 cents each and expiry 5 years from date of issue. Vest upon the later of generation of \$3 million of free cash flow from gold extraction from the Menzies project; and remain engaged with REZ for a period of 2 years from date of appointment. • Tranche C 6,000,000: Options exercisable at 8 cents each and expiry 5 years from date of issue. Vest upon either 1. the inferred and indicated gold resource of the Menzies project being increased by 200,000 ounces over the reported balance as of 30 June 2022; or 2. the indicated and inferred gold resource of the Mount Mackenzie project increasing by 140,000 ounces over the reported balance as of 30 June 2022; or 3. the commencement or ore extraction at the Mount Mackenzie project. and 4. remained engaged with REZ for a period of 2 years from date of appointment. Any Rights not converted will lapse upon the engagement of the Chief Executive Officer under this agreement being terminated (either by the Company or by the Chief Executive Officer). The Rights convert into ordinary shares of REZ on a one for one basis.
Notice Period	3 months by either REZ or the CEO.
Other provisions	The agreement also contains provisions regarding confidential information and intellectual property.

5.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The proposed issue of options to the Chief Executive Officer (**CEO Options**) constitutes giving a financial benefit and Mr Moore is a related party of the Company by virtue of being a Director of the Company.

The Directors of the Company (other than Mr Moore) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the CEO Options Shares because the agreement to grant the CEO Options, reached as part of the remuneration package for Mr Moore, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

5.3 ASX Listing Rule 10.11

ASX Listing Rule 10.11 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

As the grant of the CEO Options involves the issue of securities to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. The Directors are of the view that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

If shareholders approve the issue of the CEO Options, REZ will proceed to issue the CEO Options within 1 month of the AGM. If shareholders do not approve the issue of the CEO Options no issue will be made and REZ and Mr Moore will consider alternatives and resubmit any proposal requiring approval to shareholders at future meeting at a date to be determined.

5.4 Technical information required by ASX Listing Rule 10.13

In accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 7:

- (a) the CEO Options will be issued to Mr Moore (or his nominee);
- (b) the number of CEO Options to be issued is 20,000,000;
- (c) the CEO Options are being issued as part of Mr Moore's remuneration as CEO of the Company;

- (d) the CEO Options will be issued no later than 1 month after the date of this Meeting (or a later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (e) the CEO Options will be issued for nil cash consideration, accordingly no funds will be raised;
- (f) each of the CEO Options entitle the holder, upon exercise and payment of the exercise fee, to one fully paid Share in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (g) the CEO Options maybe converted on a cashless basis at the election of the holder. Cashless conversion allows the holder to receive a reduced number of Shares for nil conversation calculated with the reference to quoted price of REZ's Shares at the time of conversion;
- (h) terms of the issue of the CEO Options are:
 - (i) Tranche A 8,000,000 Options exercisable at 8 cents each and expiry 5 years from date of issue. Vest upon further extraction of gold from the Menzies project.
 - (ii) Tranche B 6,000,000 Options exercisable at 8 cents each and expiry 5 years from date of issue. Vest upon the later of generation of \$3 million of free cash flow from gold extraction from the Menzies project; and remaining engaged with REZ for a period of 2 years from date of appointment.
 - (iii) Tranche C 6,000,000 Options exercisable at 8 cents each and expiry 5 years from date of issue. Vest upon either
 - the inferred and indicated gold resource of the Menzies project being increased by 200,000 ounces over the reported balance as of 30 June 2022; or
 - the indicated and inferred gold resource of the Mount Mackenzie project increasing by 140,000 ounces over the reported balance as of 30 June 2022; or
 - the commencement or ore extraction at the Mount Mackenzie project.
 and
 - remained engaged with REZ for a period of 2 years from date of appointment.
- (i) Any Options not converted will lapse upon the engagement of the Chief Executive Officer under his engagement agreement being terminated (either by the Company or by the Chief Executive Officer).

REZ will disregard any votes cast:

- (a) in favour of this resolution by or on behalf of Mr Moore, or any associate of Mr Moore, regardless of the capacity in which the vote is cast; and
- (b) on this resolution as a proxy by a member of the Key Management Personnel (KMP) at the date of the meeting, or that KMP's closely related party,

unless the vote is cast on the resolutions by:

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

Approval pursuant to ASX Listing Rule 7.1 is not required for the issue of the CEO Options as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of the CEO Options will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

2. ENQUIRIES

Shareholders are requested to contact Mr Warren Kember at communications@rezgroup.com.au if they have any queries in respect of the matters set out in these documents.

GLOSSARY

\$ means Australian dollars.

10% Placement Capacity has the meaning given in section 4.1 of the Explanatory Statement.

Annual General Meeting or Meeting means the meeting convened by the Notice.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Class Order means ASIC Class Order 14/1000 as amended or replaced.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001 (Cth)*.

Company means Resources & Energy Group Limited (ACN 110 005 822).

Constitution means the Company's constitution. **Corporations Act**

means the *Corporations Act 2001 (Cth)*. **Directors** means the current directors of the Company.

EST means Eastern Daylight Time as observed in Sydney, New South Wales.

Eligible Entity means an entity that, at the date of the relevant general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Group means the Company and its subsidiary companies.

Key Management Personnel or **KMP** has the same meaning as in the accounting standards and broadly includes 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 or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement and the Proxy Form.

Ordinary Securities has the meaning set out in the ASX Listing Rules.

Option means a share option of the Company.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2022

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

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

Shareholder means a holder of a Share.

Proxy Form

Annual General Meeting –24 November 2022

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

OR: ☐ the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at Level 33, 52 Martin Place Sydney, on 24 November 2022 at 10am, and at any adjournment thereof.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

Voting on business of the Meeting	FOR	AGAINST	ABSTAIN
Resolution 1 Adoption of Remuneration Report	☐	☐	☐
Resolution 2 Re-election of director – Mr Gavin Rezos	☐	☐	☐
Resolution 3 Approval of 10% placement capacity	☐	☐	☐
Resolution 4 Issue of Options to CEO	☐	☐	☐

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: _____ %

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date: _____

Contact name: _____ Contact phone (daytime): _____

E-mail address: _____ Consent for contact by e-mail in relation to this Proxy Form: YES ☐ NO ☐

Instructions for completing Proxy Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing instructions):**
 - **(Individual):** Where the holding is in one name, the Shareholder must sign.
 - **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
 - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) email to communications@rezgroup.com.au; or
 - (a) post to Resources & Energy Group Limited, Level 33, 52 Martin Place, Sydney, NSW, Australia, 2000.
 so that it is received not less than 48 hours prior to commencement of the Meeting.
Proxy Forms received later than this time will be invalid.

21 October 2022

Dear Shareholder,

On behalf of the Board of Directors, I invite you to attend the 2022 Annual General Meeting (**AGM**) of Resources & Energy Group Limited (**REZ**) to be held on Thursday 24 November 2022 at 10 am.

The Board has decided this year's meeting will be held in person at its offices located at Level 33, 52 Martin Place Sydney.

In accordance with recent legislative changes to the Corporations Act 2001 (Cth), REZ will no longer send physical meeting documents unless a shareholder requests a copy to be mail. The items of business to be considered at the AGM is set out in the Notice of Meeting (NOM) which can be viewed and downloaded by visiting the REZ Investor website at:

<https://rezgroup.com.au/investors/>

The NOM explains in detail the items of business you will be asked to consider at the AGM. You are encouraged to carefully read the NOM and its Explanatory Notes before deciding how to vote on the resolutions. The NOM includes the Board's voting recommendation for each resolution.

If you are unable to attend the meeting in person, voting by proxy can be made as indicated on the proxy form via email or postal mail no later than 48 hours prior to the meeting.

REZ encourages all shareholders to provide an email address so we can communicate with you electronically. To review your communication preference, or sign up to receive shareholder communications via email, please update your details at the Automic Investor Centre at

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

Yours sincerely,



Gavin Rezos
Chairman