



Auburn Resources Limited

ACN 121 572 192

## Notice of Annual General Meeting and Explanatory Memorandum

---

Date of Meeting: 25 January 2023

Time of Meeting: 11:00 am (Brisbane time)

Place of Meeting: At the offices of HopgoodGanim Lawyers  
Level 7, Waterfront Place, 1 Eagle Street, Brisbane QLD 4000

# Auburn Resources Limited – Notice of Meeting



Notice is given that an Annual General Meeting of **Auburn Resources Limited ACN 121 572 192** (the **Company**) will be held at the offices of Hopgood Ganim Lawyers, Level 7, Waterfront Place, 1 Eagle Street, Brisbane QLD 4000 on 25 January 2023 commencing at 11:00 am (Brisbane time).

## Agenda

### Ordinary Business

#### Annual Financial Reports

To receive and consider the Company's Annual Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Statement of Financial Performance, Statement of Financial Position, Statement of Cashflows and notes to and forming part of the accounts for the Company and its controlled entities for the financial year ended 30 June 2022.

#### General Business

##### **Resolution 1. Re-election of Mr Nick Mather as a Director**

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

*"That in accordance with Article 38.1(c) of the Company's Constitution, Nick Mather, who retires in accordance with the Company's Constitution and, being eligible and offering himself for re-election, be re-elected as a Director of the Company."*

See the Explanatory Memorandum for further information.

##### **Resolution 2. Election of Mr Peter Wright as a Director**

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

*"That in accordance with Article 36.2 of the Company's Constitution, Peter Wright, who was appointed in accordance with Rule 36.1 of the Company's Constitution to fill a casual vacancy, being eligible and offering himself for election, be elected as a Director of the Company."*

See the Explanatory Memorandum for further information.

#### Other Business

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

By order of the Board

Geoff Walker  
Company Secretary  
22 December 2023

## Introduction

---

This Explanatory Memorandum is provided to Shareholders of **Auburn Resources Limited** (the **Company**) to explain the resolutions to be put to Shareholders at the Annual General Meeting to be held at the offices of Hopgood Ganim Lawyers, Level 7, Waterfront Place, 1 Eagle Street, Brisbane QLD 4000 on 25 January 2023 commencing at 11:00 am (Brisbane time).

The Directors recommend Shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the resolutions.

### 1. Consider the Company's Annual Report

---

The Company's Annual Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Statement of Comprehensive Income, Statement of Financial Position, Statement of Cashflows and the notes to and forming part of the accounts for the Company for the financial year ended 30 June 2022. The Company's Annual Report is placed before the shareholders for discussion. No voting is required on this item.

### 2. Resolution 1 – Re-election of Mr Nick Mather

---

Mr Nick Mather was a founding director of the Company and was appointed to the Board of the Company on 5 September 2006 bringing a wealth of valuable experience to the board.

Mr Nicholas Mather B.Sc (Hons) Geol., is a Member of The Australian Institute of Mining and Metallurgy. Mr Mather is employed by Samuel Capital Pty Ltd, which provides certain consultancy services including the provision of Mr Mather as a Director of Auburn Resources Limited.

Mr Mather's special area of experience and expertise is the generation of and entry into undervalued or unrecognized resource exploration opportunities. Nick has been involved in the junior resource sector at all levels for more than 25 years. In that time, he has been instrumental in the delivery of major resource projects that have delivered significant gains to shareholders.

Considering his relationship with the Company, the Board do not consider that Mr Mather, if re-elected, will be an independent director.

#### Other directorships in the previous 3 years

Mr Mather currently acts as a director for the following companies:

- DGR Global Limited (since 26 October 2001)
- NewPeak Metals Limited (formerly Dark Horse Resources Limited) (since 22 January 2003)
- Clara Resources (Formerly AusTin Limited) (since 22 December 2006)
- Armour Energy Limited (since 18 December 2009)
- Lakes Oil NL (since 7 February 2012)
- SolGold plc, which is dual-listed on the London Stock Exchange and the Toronto Stock Exchange (since 11 May 2005),

and formerly acted as a directorship for Atlantic Lithium Limited (formerly IronRidge Resources Limited), which is listed on the London Stock Exchange (AIM), from 5 September 2007 to 28 June 2021.

The Directors (with Mr Mather abstaining) recommend shareholders vote in favour of this Ordinary Resolution.

### 3. Resolution 2 – Election of Mr Peter Wright

---

Mr Peter Wright was appointed to the Board of the Company on 3 June 2022.

Mr Wright is a partner at Bizzell Capital Partners Pty Ltd (BCP), a Brisbane-based corporate advisory and funds management firm. Mr Wright has over 25 years of experience in financial markets working primarily on asset transactions, corporate advisory assignments, research and primary market transactions.

# Auburn Resources Limited – Explanatory Memorandum



Mr Wright is also an executive director of Greenwing Resources Ltd, non-executive director of Laneway Resources Ltd (ASX:LNY). Mr Wright has degrees in commerce and economics, and has a Graduate Diploma in Applied Finance, along with extensive experience in capital market transactions and management including of resource companies and producing assets.

The Directors (with Mr Wright abstaining) recommend shareholders vote in favour of this Ordinary Resolution.

## ENQUIRIES

*Any inquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to Geoff Walker (Company Secretary):*

*GPO Box 5261*

*Brisbane QLD 4001*

*Telephone: (07) 3303 0608*

*Facsimile: (07) 3303 0681*

*Email: [gwalker@dgrglobal.com.au](mailto:gwalker@dgrglobal.com.au)*

# Auburn Resources Limited – Explanatory Memorandum

## Proxies and Representatives

Shareholders are entitled to appoint a proxy to attend and vote on their behalf. Where a Shareholder is entitled to cast two or more votes at the meeting, they may appoint two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion or number of votes the Shareholder may exercise. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. The proxy may, but need not, be a Shareholder of the Company.

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the meeting under Section 250D of the *Corporations Act*.

The proxy form must be signed by the Shareholder or his/her attorney duly authorised in writing or, if the Shareholder is a corporation, in a manner permitted by the *Corporations Act*.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be **deposited at, posted to, or sent by facsimile transmission to the address listed below** not less than forty-eight (48) hours before the time for holding the meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

The Company Secretary  
Auburn Resources Limited  
GPO Box 5261  
Brisbane QLD 4001  
Telephone: (07) 3303 0680  
Facsimile: (07) 3303 0681  
Email: gwalker@dgrglobal.com.au

If a representative of the corporation is to attend the meeting the appropriate “Certificate of Appointment of Corporate Representative” should be produced prior to admission. A form of the certificate may be obtained from the Company.

**A proxy form is attached to this Notice of Meeting.**

## Voting Entitlement

For the purposes of determining voting entitlements at the Meeting, shares will be taken to be held by the persons who are registered as holding the shares 48 hours before the meeting. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

## Signing Instructions

You must sign the proxy 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, all of the security holders should sign.
- Power of Attorney: To sign under Power of Attorney, you must have already lodged this document 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* 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.

# Auburn Resources Limited – Proxy Form



I / We \_\_\_\_\_  
of: \_\_\_\_\_  
being Shareholder(s) of Auburn Resources Limited ABN 81 121 572 192 (the **Company**)  
hereby appoint: \_\_\_\_\_  
of: \_\_\_\_\_  
of failing him/her: \_\_\_\_\_  
of: \_\_\_\_\_

or failing him/her the Chairman as my/our proxy to vote for me/us and on my/our behalf at the general meeting of the Company to be held at the offices of HopgoodGanim Lawyers, Level 7, Waterfront Place, 1 Eagle Street, Brisbane QLD 4000, on 25 January 2023 at 11:00 am (Brisbane time) and at any adjournment thereof in respect of all of my/our shares in the Company unless otherwise specified below.

If you wish to indicate how your proxy is to vote, please tick the appropriate places below.

If two proxies are appointed, the proportion of voting rights this proxy is authorised to exercise is [            ]%.  
*(NOTE: an additional proxy form will be supplied by the Company on request)*

If you wish to appoint the proxy to exercise voting power over only some of your shares, the number of shares in respect of which this proxy is to operate is ..... shares.  
*(NOTE: proxy will be over all shares if left blank)*

If no directions are given, the Proxy may vote as the Proxy thinks fit or may abstain. By signing this appointment you acknowledge that the Proxy (whether voting in accordance with your directions or voting in their discretion under an undirected Proxy) may exercise your proxy even if he/she has an interest in the outcome of the resolution and even if votes cast by him/her other than as proxy holder will be disregarded because of that interest.

I/we direct my/our proxy to vote as indicated below:

<b>Ordinary Resolution</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
1. Re-election of Mr Nick Mather	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Election of Mr Peter Wright	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Individual or Securityholder 1**  
**Sole Director and Company Secretary  
(if appointed)**

**Securityholder 2**  
**Director**

**Securityholder 3**  
**Director/Company Secretary  
(delete one)**

\_\_\_\_\_  
**Contact name**

\_\_\_\_\_  
**Contact daytime telephone**

\_\_\_\_\_  
**Date**