



8 November 2023

Dear Shareholder,

**ANNUAL GENERAL MEETING – WEDNESDAY 6 DECEMBER 2023**

On behalf of the Board of Directors of Vytas Resources Limited (Company), I am pleased to confirm that the Company's Annual General Meeting (AGM) will be held on **Wednesday 6 December 2023 at 2.00pm (WST) at 45 Gladstone Street Perth, WA 6009**. Attached is our Notice of the AGM.

I will be inviting the Managing Director, David Cornell to provide comment on the Company's progress and outlook at the AGM, prior to consideration of the business as detailed in the Notice of Meeting.

Further information on each of the items of business to be considered at the AGM can be found in the Explanatory Notes section of the attached Notice of Meeting.

You are strongly encouraged to vote on each of the resolutions to be considered at the AGM by either attending and/or completing and returning the provided Proxy Form no later than 2:00pm (WST) 4 December 2023.

**Regards**

A handwritten signature in dark ink, appearing to read "Philip", followed by a long, sweeping horizontal line that curves upwards at the end.

**Philip Gardiner**

**Chairman**



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## **VYTAS RESOURCES LIMITED**

### **ACN 644 572 403**

## **NOTICE OF ANNUAL GENERAL MEETING**

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Notice is given that the Meeting will be held at:

**TIME:** 2.00pm WST

**DATE:** Wednesday 6 December 2023

**PLACE:** 45 Gladstone Street  
Perth, WA 6009

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at **2:00pm WST on Monday 4 December 2023**.

Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by email: **[jack.rosagro@automicgroup.com.au](mailto:jack.rosagro@automicgroup.com.au)**

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## **BUSINESS OF THE MEETING**

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### **AGENDA**

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#### **1. FINANCIAL STATEMENTS AND REPORTS**

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2023 together with the declaration of the Auditor's Independence, the Director's report and the Auditor's Report.

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#### **2. RESOLUTION 1 – CHANGE OF COMPANY NAME**

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

*"The Company change the name from Vytas Resources Limited to Vytas Limited."*

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#### **3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – PHILLIP BELLAMY**

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

*"That, for the purpose of clause 7.2 of the Constitution and for all other purposes, Mr Phillip BELLAMY, a Director, retires by rotation, and being eligible, is re-elected as a Director."*

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#### **4. RESOLUTION 3 – ELECTION OF DIRECTOR – PETER NICHOLSON**

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

*"That, for the purposes of clause 7.4 of the Constitution and for all other purposes, Mr Peter NICHOLSON, being eligible, be elected as a Director."*

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### **IMPORTANT NOTES**

For further information and explanation on the above Resolutions, please refer to the Explanatory Memorandum that accompanies this Notice.

**Dated: 8 November 2023**

Released for and on behalf of the Board by

**JACK ROSAGRO**  
**Company Secretary**

### **Voting by proxy**

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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, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (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:

- 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.

### **Voting in person**

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To vote in person, attend the Meeting at the time, date and place set out above.

You may still attend the meeting and vote in person even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you actually vote at the meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that resolution.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the meeting. If you do not bring your Proxy Form with you, you can still attend the meeting but representatives from Vytas Resources Ltd will need to verify your identity. You can register from 8:00am WST on the day of the meeting.

***Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary.***

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## **EXPLANATORY STATEMENT**

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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.

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### **1. FINANCIAL STATEMENTS AND REPORTS**

In accordance with the Corporations Act, 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 2023 together with the declaration of the Directors, the Directors' report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website or may be requested by email.

During this item of business, shareholders at the meeting can comment on and ask questions about the Company's performance and financial position. There will be no formal resolution put to the meeting in relation to the Financial Statements and Reports.

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### **2. RESOLUTION 1 – CHANGE OF COMPANY NAME TO VYTAS LIMITED**

#### **2.2 General**

The Company seeks to change the corporate name from Vytas Resources Limited to Vytas Limited. This will reflect closer the Company's activities and future operations which will extend beyond the resources sector.

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### **3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – PHILLIP BELLAMY**

#### **3.2 General**

7.2 of the Constitution provides that an entity which has directors must hold an election of directors at each annual general meeting. The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Phillip Bellamy, who has served as a director since 23 September 2020, retires by rotation and seeks re-election.

#### **3.3 Qualifications and other material directorships**

Phillip has over 30 years' experience in natural resource management in Western Australia and is the founding director of Vytas Resources. He was the founding director of Wheatbelt Timber Pty Ltd, which provides specialised solutions in soil science, water management, carbon accounting, rehabilitated and natural systems.

#### **3.4 Independence**

If re-elected the Board considers Phillip Bellamy will be an Independent Director.

### **3.5 Board recommendation**

The Board has reviewed Phillip Bellamy's performance since his appointment to the Board and considers that Phillip Gardiner's skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the re-election of Phillip Bellamy and recommends that Shareholders vote in favour of Resolution 2.

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## **4. RESOLUTION 3 – ELECTION OF DIRECTOR – PETER NICHOLSON**

### **4.2 General**

7.2 of the Constitution provides that an entity which has directors must hold an election of directors at each annual general meeting. The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Peter Nicholson has consented to become a director of the Company.

### **4.3 Qualifications and other material directorships**

Peter is an experienced mining executive and mining engineer with more than 25 years of experience covering operational and mine management roles. Peter is currently a Senior Advisor to Appian Capital Advisory and served 13 years as Managing Director of Resource Capital Funds (RCF).

Peter was the Managing Director of Ora Banda a publicly listed gold producer and gained valuable technical experience in a number of operational roles including Underground Manager and Development Manager at Lion Ore and WMC Resources.

### **4.4 Independence**

If elected the Board considers Peter Nicholson will be an Independent Director.

### **4.5 Board recommendation**

The Board has reviewed Peter Nicholson's credentials and experience and considers that Peter Nicholson's skills and experience will enhance the Board's ability to perform its role. Accordingly, the Board supports the election of Peter Nicholson and recommends that Shareholders vote in favour of Resolution 3.

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## **5. ACTION TO BE TAKEN BY SHAREHOLDERS**

Shareholders should read the Notice and Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a "proxy") to vote in their place. All Shareholders are invited to the AGM or, if they are unable to attend sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending the meeting.

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, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (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:

- 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.

Proxy Forms must be received by the Company no later than **2 pm (WST) on Monday 4 December 2023**, being at least 48 hours before the Meeting. The Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

**PROXY FORM**

Vytas Resources Limited

**Name of Shareholder:**

**Address of Shareholder:**

**Number of Shares entitled to vote:**

Please mark  to indicate your directions. Further instructions are provided overleaf.

**Proxy appointments will only be valid and accepted by the Company if they are made and received no later than 48 hours before the Meeting.**

**Step 1 – Appoint a Proxy to Vote on Your Behalf**

I/We being Shareholder/s of the Company hereby appoint:

**The Chairman of the Meeting (mark box)**

**OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting 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 law, as the proxy sees fit), at the Meeting to be held at **2.00pm (WST) on Wednesday 6 December 2023**, and at any adjournment or postponement of that Meeting.

If 2 proxies are appointed, the proportion or number of votes that this proxy is authorised to exercise is [     ]% of the Shareholder's votes/[     ] of the Shareholder's votes. (An additional Proxy Form will be supplied by the Company on request).





## Proxy Notes:

A Shareholder entitled to attend and vote at the Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting. If the Shareholder is entitled to cast 2 or more votes at the Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting, the representative of the body corporate to attend the Meeting must produce the Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's share registry.

You must sign this form as follows in the spaces provided:

**Joint Holding:** where the holding is in more than one name all of the holders must sign.

**Power of Attorney:** if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.

**Companies:** a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

A Proxy Form accompanies this Notice of Meeting. To be effective the Proxy Form must be completed and received by the Company no later than 48 hours before commencement of the Meeting.

- By posting to Vytas Resources Limited, 45 Gladstone Street, East Perth WA 6004
- By email to the Company Secretary; **jack.rosagro@automicgroup.com.au**