



29 January 2025

Dear Shareholder,

ANNUAL GENERAL MEETING – FRIDAY 21 FEBRUARY 2025

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 **Friday 21 February 2025 at 2.00pm (WST) at 23 Success Way, Henderson WA 6166**. Attached is our Notice of the AGM.

Vytas' Managing Director David Cornell will present on the Company's progress and outlook at the AGM, in addition 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 the resolution to be considered at the AGM by either attending and/or completing and returning the provided Proxy Form no later than 2:00pm (WST) 19 February 2025.

Regards

Peter Nicholson

Chairman



VYTAS LIMITED

ACN 644 572 403

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 2.00pm WST

DATE: Friday 21 February 2025

PLACE: 23 Success Way
Henderson, WA 6166

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 19 February 2025.

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

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2024 together with the declaration of the Auditor's Independence, the Director's report and the Auditor's Report.

2. RESOLUTION 1 – 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."

IMPORTANT NOTES

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

Dated: 29 January 2025

Released for and on behalf of the Board by

JACK ROSAGRO
Company Secretary

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, 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

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.

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.

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 2024 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.

2. RESOLUTION 1 – RE-ELECTION OF DIRECTOR – PHILLIP BELLAMY

2.2 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.

2.3 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.

2.4 Independence

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

2.5 Board recommendation

The Board has reviewed Phillip Bellamy's performance since his appointment to the Board and considers that Phillip Bellamy'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 1.

3. 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 19 February 2025, 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 21 February 2025**, 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).

Important – If the Chairman of the Meeting is your proxy or is appointed your proxy by default

The Chairman intends to vote all available proxies in favour of all Resolutions. If the Chairman is your proxy or is appointed your proxy by default, unless you indicate otherwise by ticking either the 'for', 'against' or 'abstain' box in relation to Resolution 1, you will be authorising the Chairman to vote in accordance with recommendations of the Board.

Step 2 - Instructions as to Voting on Resolutions

The proxy is to vote for or against the Resolution referred to in the Notice as follows:

	For	Against	Abstain
Resolution 1 Re-election of Phillip Bellamy as a Director	☐	☐	☐

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

Authorised signature/s

This section **must** be signed in accordance with the instructions overleaf to enable your voting instructions to be implemented.

Individual or Shareholder 1	Shareholder 2	Shareholder 3
Sole Director and Sole Company Secretary	Director	Director/Company Secretary
Contact Name	Contact Daytime Telephone	Date

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 Limited, 23 Success Way, Henderson WA 6166
- By email to the Company Secretary; **jack.rosagro@automicgroup.com.au**