



Sayona Mining Limited

ACN 091 951 978

2024 Notice of Annual General Meeting & Explanatory Notes

Notice is given that the Annual General Meeting of Sayona Mining Limited will be held at:

Date of Meeting	Thursday, 28 November 2024
Time of Meeting	10:00am (AEST / Brisbane time) 11:00am (AEDT / Sydney time)
Place of Meeting	in person at Capri by Fraser, 80 Albert Street, Brisbane Queensland and virtually via the online platform: https://meetnow.global/M77FMG2

In order to maximise Shareholder participation, the AGM will be held as a Hybrid Meeting again this year, meaning that Shareholders may attend at the physical location or virtually. Further information regarding participation in the Meeting is set out on page 2 of this Notice.

The Company will notify Shareholders of any changes to the way in which the Meeting is to be held by way of an ASX announcement and via its website at www.sayonamining.com.au. Shareholders should therefore monitor the ASX and the Company's website for any updates in relation to the Meeting.

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 Meeting are those who are registered Shareholders at 7:00pm (Sydney time), on Tuesday, 26 November 2024.

Notice of Annual General Meeting

Sayona Mining Limited (ACN 091 951 978) (**Company**) will hold an Annual General Meeting on Thursday, 28 November 2024 at 10:00am (AEST/Brisbane time) / 11:00am (AEDT/Sydney time) in person at Capri by Fraser, 80 Albert Street, Brisbane Queensland and virtually via an online platform at: <https://meetnow.global/M77FMG2> (**Annual General Meeting, Meeting or AGM**).

In addition to this Notice of Meeting, Shareholders should visit www.sayonamining.com.au where any further important information about the Annual General Meeting will be available.

How to attend and participate in the Meeting

In order to maximise Shareholder participation, the AGM will be held as a Hybrid Meeting again this year, meaning that Shareholders may attend in person or virtually.

Attending physically

If attending in person, please attend the Meeting on the date and at the place set out above. If you wish to attend the Meeting, please arrive 60 minutes prior to the start of the Meeting to facilitate the registration process.

Attending online

Shareholders and their proxies, attorneys or corporate representatives will be able to participate in the Meeting online (including listening to the Meeting live, viewing slides, asking questions or making comments during the Meeting (verbally or in writing) and voting during the Meeting) from their computer or mobile device via the Computershare online virtual meeting platform at <https://meetnow.global/M77FMG2>.

The Computershare online virtual meeting platform is accessible on any internet browser.

Upon entering the URL noted above, Shareholders (or their attorneys or corporate representatives) should then log in to the virtual meeting by entering:

- (a) for Australian residents:
- their "username" which is their SRN/HIN; and
 - their "password", which for Australian residents is their postcode; or
- (b) for overseas residents, their "username" which is their SRN/HIN and their "password" which is their three letter country code.

To register as a Proxyholder, access the meeting by clicking on the link in the invitation email sent to you or select 'invitation' and enter your invitation code provided in the email. Alternatively, contact the Company's share registry, Computershare Investor Services, on +61 3 9415 4024 for further assistance.

More information regarding virtual attendance at the Meeting (including how to vote, comment and ask questions virtually during the Meeting) is available in the Computershare Online Meeting Guide (attached).

Technical difficulties may arise during the course of the AGM. The Chair has discretion as to whether and how the AGM should proceed in the event that a technical difficulty arises. In exercising their 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 they consider it appropriate, the Chair may continue to hold the AGM and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to lodge a directed proxy ahead of the AGM, even if they plan to attend the AGM online or in person.

Participation in the Meeting

The Company welcomes the participation of Shareholders in the Meeting. Shareholders who attend the Meeting will be provided with a reasonable opportunity to ask questions about, or make comments on, the management of the Company. Similarly, a reasonable opportunity will be given to Shareholders as a whole to ask questions of the Company's external auditor as set out in the Explanatory Notes. For information relating to voting in respect of the Meeting please see pages 5 and 6 of this Notice of Meeting.

Items of Business

The items of business should be read in conjunction with the Explanatory Notes. The Explanatory Notes form part of this Notice of Meeting.

Financial and other Reports

To receive, consider and discuss the Company's Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2024.

Resolution 1 - Adoption of Remuneration Report

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

"that, for the purposes of section 250R(2) of the Corporations Act, the Remuneration Report for the year ended 30 June 2024 is adopted."

Under section 250R(3) of the Corporations Act, the vote on this resolution is advisory only and will not bind the Directors or the Company.

A voting exclusion statement applies and is set out in the Explanatory Notes.

Resolution 2 - Re-election of Director – Allan Buckler

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

"that Allan Buckler who retires by rotation in accordance with clause 75 of the Constitution and ASX Listing Rule 14.4, and being eligible, is re-elected as a Director of the Company."

Resolution 3 – Election of Director – Paul Crawford

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

"that, for the purpose of clause 74.2 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Paul Crawford, who was appointed as a non-executive Director on 6 August 2024, retires and being eligible is elected as a Director of the Company."

Resolution 4 – Election of Director – Laurie Lefcourt

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

"that, for the purpose of clause 74.2 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Laurie Lefcourt, appointed as a Director on 16 October 2024, retires and being eligible is elected as a Director of the Company."

Resolution 5 - Adoption of proposed constitution

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

"that the new Constitution of the Company, as tabled at the Meeting and signed by the Chair of the Meeting for identification purposes, be approved in place of, and to the exclusion of, the existing Constitution, with effect from the close of the Meeting."

Resolution 6 – Appointment of external auditor

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

"that, for the purposes of section 327D(2) of the Corporations Act, and for all other purposes, Ernst & Young ABN 75 288 172 749, being qualified and having consented in writing to act as auditor of the Company, be appointed as the auditor of the Company."

Resolution 7 – Grant of STI Performance Rights to the CEO and Managing Director

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

"that for the purpose of ASX Listing Rule 10.14, and all other purposes:

- (i) the grant to the Chief Executive Officer and Managing Director, Mr. Lucas Dow of 14,700,000 STI Performance Rights under the Company's Employee Share and Option Plan; and*

- (ii) *the issue or transfer to Mr. Lucas Dow of up to 14,700,000 resulting Shares on vesting and exercise of those STI Performance Rights,*
is approved."

A voting exclusion statement applies and is set out in the Explanatory Notes.

Resolution 8 – Grant of LTI Performance Rights to the CEO and Managing Director

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

"that for the purpose of ASX Listing Rule 10.14, and all other purposes:

- (i) *the grant to the Chief Executive Officer and Managing Director, Mr. Lucas Dow, of 30,800,000 LTI Performance Rights under the Company's Employee Share and Option Plan; and*
(ii) *the issue or transfer to Mr. Lucas Dow of up to 30,800,000 resulting Shares on vesting and exercise of those LTI Performance Rights,*
is approved."

A voting exclusion statement applies and is set out in the Explanatory Notes.

Resolution 9 – Spill Resolution (Conditional Resolution)

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

"that, subject to, and conditional on, at least 25% of the votes cast on Resolution 1 being cast against the adoption of the Company's Remuneration Report for the year ended 30 June 2024:

- (i) *an extraordinary general meeting of the Company (**Spill Meeting**) be held within 90 days of the passing of this resolution;*
(ii) *all of the non-executive directors who were in office when the Directors' Report for the year ended 30 June 2024 was approved and who remain in office at the time of the Spill Meeting cease to hold office immediately before the end of the Spill Meeting; and*
(iii) *resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote at the Spill Meeting."*

This item is a conditional resolution and will be deemed to be withdrawn if Resolution 1 passes on a majority of more than 75%. Please refer to the Explanatory Notes for further information. A voting exclusion statement applies and is set out in the Explanatory Notes.

Note: The Directors unanimously recommend that you vote against this Spill Resolution (if applicable).

Voting and Proxy Information

Determination of Resolutions

All Resolutions will be decided by poll.

Voting Eligibility

The time for determining eligibility to vote at the Meeting is set out on the front page of the Notice of Meeting. Only those Shareholders entered on the register of Shareholders at that time will be entitled to participate and vote at the Meeting, either in person, by proxy or attorney, or in the case of a corporate Shareholder, by a body corporate representative. Share transfers registered after that time will be disregarded in determining voting entitlements at the Meeting.

Voting in person

Shareholders entitled to vote at the Meeting (or their proxies, attorneys or corporate representatives who have been properly appointed – refer below) may attend the Meeting and vote in person.

For those participating electronically, voting will occur via the online platform at <https://meetnow.global/M77FMG2> in accordance with the provisions of this Notice, the instructions for voting set out on that platform and in the Computershare Online Meeting Guide accompanying this Notice.

Voting by proxy

Shareholders entitled to vote at the Meeting may appoint a proxy to participate and vote on their behalf. To appoint a proxy, a Shareholder should complete the Proxy Form and submit that completed Proxy Form online, by mobile, by post or by fax in accordance with the instructions set out below.

A proxy need not be a Shareholder of the Company.

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 Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

If proxy holders vote, they must cast all directed proxies as directed. Any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

The Chair intends to vote undirected proxies in favour of Resolutions 1-8, and against Resolution 9 (if it is put to the Meeting). In exceptional circumstances, the Chair may change their voting intention on any Resolution, in which case an ASX announcement will be made.

In relation to Resolutions 1, 7, 8 and 9:

- A Shareholder who appoints a member of the Key Management Personnel, or a Closely Related Party of such a member, as a proxy, should ensure that the appointment directs the proxy as to how to vote (by marking "For", "Against" or "Abstain"); and
- A Shareholder who appoints the Chair as their proxy can direct them how to vote (in the manner specified above). If the Chair is appointed as proxy, and has not been directed how to vote, then by submitting the Proxy Form a Shareholder will be expressly authorising the Chair to exercise the undirected proxy, even though the Resolutions are connected, directly or indirectly, with the remuneration of the Company's KMP.

To vote by proxy, please complete the Proxy Form. Completed Proxy Forms should be sent to the Company's share registrar, Computershare Investor Services Pty Ltd, as follows:

Online or by mobile: Enter the control number, SRN/HIN and postcode shown on the first page of the proxy form at: www.investorvote.com.au

By post: Sayona Mining Limited C/- Computershare Investor Services Pty Ltd GPO Box 242 Melbourne VIC 3001 Australia

By fax: Sayona Mining Limited C/- Computershare Investor Services Pty Ltd (within Australia) 1800 783 447 (outside Australia) +61 3 9473 2555

Custodian voting: For Intermediary Online subscribers only: www.intermediaryonline.com

Completed Proxy Forms must be received by Computershare Investor Services Pty Ltd by no later than 10:00am (AEST / Brisbane time) on Tuesday, 26 November 2024.

For all enquiries regarding how to vote, contact Computershare Investor Services Pty Ltd on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

Attorneys & corporate representatives

Shareholders entitled to vote at the Meeting may, by a power of attorney, appoint an attorney to participate in and vote at the Meeting.

Corporate Shareholders entitled to vote at the Meeting may appoint an individual to act as their representative to attend and vote at the Meeting. The Company will require a certificate of appointment of the representative to be executed by the Shareholder in accordance with the Corporations Act. An appointment form may be obtained from Computershare Investor Services Pty Limited by calling 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) or from www.investorcentre.com/au under "Printable Forms".

The power of attorney should be received by Computershare Investor Services Pty Limited by 10:00am (AEST / Brisbane time) on Tuesday, 26 November 2024 in either of the following ways:

- by post to GPO Box 2975 Melbourne VIC 3001 Australia
- by fax from within Australia 1800 783 447; from outside of Australia +61 3 9473 2555

The certificate of appointment must be received by the Company in advance of the Meeting.

By order of the Board

Dylan Darbyshire-Roberts
Company Secretary

Dated this 25 day of October 2024

Explanatory Notes

These Explanatory Notes have been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be conducted at the Annual General Meeting of the Company.

The Directors urge Shareholders to read these Explanatory Notes in full before making any decision in relation to the Resolutions. The Directors also recommend that Shareholders read the instructions on the Proxy Form in full if they intend to vote by proxy.

Financial and other Reports

The Financial Report of the Company for the year ended 30 June 2024, together with the Directors' Report and the Auditor's Report for that same period, will be tabled at the Annual General Meeting.

This item of business provides a reasonable opportunity for Shareholders to comment on and ask questions about the financial condition of the Company, as well as its business, operations and management. There is no requirement for Shareholders to approve these reports.

The Company's Auditor, Ms. Ann-Maree Robertson of Nexia Brisbane Audit Pty Ltd (as of 1 October 2024, an independent member of the Moore Global network of accounting firms), will be present at the Annual General Meeting and Shareholders will have a reasonable opportunity to ask the Auditor questions about the conduct of the audit, the preparation and content of the Auditor's Report, the Company's accounting policies, and the independence of the Auditor.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's Auditor about the content of the Auditor's Report or the conduct of the audit, may be submitted to the Company by no later than 5:00pm (AEST / Brisbane), Thursday 21 November 2024 (to its registered office at Level 28, 10 Eagle Street Brisbane QLD 4000 or by email to info@sayonaming.com.au).

There may not be sufficient time available at the Meeting to address all of the questions raised. Please note that individual responses will not be sent to Shareholders.

Resolution 1 – Adoption of Remuneration Report

Section 250R(2) of the Corporations Act requires that, at a listed company's annual general meeting, a resolution that the company's remuneration report be adopted be put to the vote. The Remuneration Report for the Company can be found in the Directors' Report contained in the Company's 2024 Annual Report.

The Remuneration Report contains information regarding:

- remuneration policy and strategy;
- the structure of non-executive Director, CEO and certain other senior executive remuneration arrangements, and how the Company seeks to align senior executive remuneration with Company performance; and
- the remuneration of non-executive Directors, the CEO and certain other senior executives for the year ended 30 June 2024.

This item provides a reasonable opportunity for Shareholders as a whole to comment on, and ask questions about, the Remuneration Report.

Following engagement with and considering the feedback received from both shareholders and proxy advisors during FY2023 and FY2024, the Board has taken action to address the key issues raised. The Nomination and Remuneration Committee undertook a comprehensive review and evaluation of the Company's remuneration practices, resulting in a new remuneration framework which the Board believes is better aligned with the expectations of shareholders. Key elements of the new framework include partial deferral of the short-term incentive (**STI**), a policy on malus and clawback provisions, introduction of minimum shareholding requirements for both the Board and Executive KMP and a long-term incentive (**LTI**) plan designed to deliver strategic objectives that will drive long-term shareholder value creation.

The changes to executive remuneration structures in FY2024 reflected the transitioning of practices to the new remuneration framework which the Board believes is more reflective of shareholder expectations. Two key changes have been incorporated into the STI – namely: (1) weighted outcomes to business and individual performance have been introduced; and (2) 50 per cent of the STI outcome is deferred for twelve months. We believe that these changes improve the alignment between the achievement of the Group's short-term objectives and shareholder interests.

In response to feedback from shareholders regarding the irregular and retrospective nature of equity grants to KMP in the past, the Board determined that no LTI awards would be granted to Executive KMP in FY2024 - other than those approved by shareholders at the Extraordinary General Meeting held in July 2023.

As the new Managing Director & Chief Executive Officer was appointed to his role on 3 July 2024, no LTI grants were made in FY2024 given the Interim Chief Executive Officer was not entitled to performance-based remuneration.

We are committed to improving our remuneration transparency and trust that the Company's FY2024 Annual Report provides clarity on the links between our strategic objectives, performance and remuneration outcomes with the creation of shareholder value.

Directors' recommendation and voting intention

The Directors consider that adoption of the Remuneration Report is in the best interests of Shareholders and unanimously recommend that Shareholders vote in favour of Resolution 1.

The Chair intends to vote any available, undirected proxies in favour of Resolution 1.

Voting exclusion statement

The Company will disregard any votes cast on Resolution 1:

- by or on behalf of a member of the Company's Key Management Personnel named in the Company's Remuneration Report for the year ended 30 June 2024 or their Closely Related Parties, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's Key Management Personnel at the date of the AGM or their Closely Related Parties,

unless the vote is cast as proxy for a person entitled to vote on Resolution 1:

- in accordance with a direction as to how to vote on the Proxy Form; or
- by the Chair pursuant to an express authorisation to exercise the proxy even though Resolution 1 is connected with the remuneration of the Company's Key Management Personnel.

Resolutions 2, 3 and 4 – Re-election and election of Directors

Re-election of Director by rotation

The ASX Listing Rules and the Constitution prescribe a process by which Directors regularly retire from office. Retiring Directors may offer themselves for re-election.

Pursuant to ASX Listing Rule 14.4 and clause 75 of the Constitution, Allan Buckler retires by way of rotation and, being eligible, offers himself for re-election as a Director of the Company.

Election of Directors

Pursuant to ASX Listing Rule 14.4, a person appointed to fill a casual vacancy or as an additional director to an entity (other than a managing director) must not continue to hold office past the next annual general meeting following his or her appointment unless he or she has been elected as a director pursuant to an ordinary resolution of shareholders. Clause 74.2 of the Constitution is to the same effect.

Paul Crawford was previously appointed as an Executive Director of the Company. Pursuant to clause 79.2(f) of the Constitution, he automatically vacated the office of Director on the date he ceased to be employed as an Executive Director. Mr. Crawford ceased to be employed as an Executive Director on 6 August 2024 and was appointed as a Non-Executive Director on that date pursuant to clause 74.2 of the Constitution. As such, Mr. Crawford must have his appointment confirmed at the Meeting.

On 16 October 2024, Laurie Lefcourt was appointed as a Non-Executive Director of the Company pursuant to clause 74.2 of the Constitution. As such, Laurie Lefcourt must have her appointment confirmed at the Meeting.

Ms. Lefcourt's appointment as a Director of the Company is subject to appropriate background checks being completed on or before the date of the Meeting. Ms. Lefcourt has agreed to immediately submit her resignation if the Company is not satisfied with the results of the background checks. In the unlikely event that this occurs, this resolution will be withdrawn prior to the Meeting.

Qualifications and other material directorships

A description of the experience and qualifications of those Directors seeking election or re-election is set out below.

Allan Buckler	Qualifications/Experience
Non-Executive Director since 2013	Mr. Buckler was appointed as a Non-Executive Director of the Company on 5 August 2013. Mr. Buckler holds a Certificate in Mine Surveying and Mining, First Class Mine Managers Certificate and Mine Surveyor Certificate from the Queensland Government's Department of Mines.

	<p>Mr. Buckler is a senior executive with over 55 years' experience in the mining industry and has been directly responsible for the commercialisation of several projects from resource identification through to production in Australia and Indonesia.</p> <p>Directorships of other listed companies:</p> <p>Non-Executive Director, Morella Corporation Limited.</p>
<p>Paul Crawford</p> <p>Non-Executive Director since 2024</p>	<p>Qualifications/Experience</p> <p>Mr. Crawford was appointed as a Director of the Company on 10 March 2000.</p> <p>Mr. Crawford previously held the position as Chief Financial Officer and Company Secretary of the Company, resigning as an Executive Director and subsequently being appointed as a Non-Executive Director of the Company on 6 August 2024.</p> <p>Mr. Crawford holds a Bachelor of Business from Queensland University of Technology and is a Certified Practising Accountant (CPA). He also holds a Graduate Diploma in Business Law from University of Southern Queensland, Graduate Diploma in Company Secretarial Practice from Governance Institute of Australia and Master of Financial Management from Central Queensland University.</p> <p>Mr. Crawford has over 45 years of commercial experience, including various technical and management roles within the minerals, coal and petroleum industries. In 2001, Mr. Crawford established his own corporate consultancy firm, providing accounting, corporate governance, business advisory and commercial management services.</p> <p>Directorships of other listed companies:</p> <p>Nil.</p>
<p>Laurie Lefcourt</p> <p>Non-Executive Director since 2024</p>	<p>Qualifications/Experience</p> <p>Ms. Lefcourt was appointed as a Non-Executive Director of the Company on 16 October 2024. Shortly after her appointment, she was appointed as Chair of the Company's Audit and Risk Committee.</p> <p>Ms. Lefcourt holds a bachelor's degree in finance and administration, is a fellow of the Chartered Accountants Australia and New Zealand (FCA) as well as a graduate of the Australian Institute of Company Directors (GAICD).</p> <p>Ms. Lefcourt's career spans more than 30 years, during which she has built an impressive portfolio of leadership positions across various sectors, including resources, energy, transportation, and government. Her extensive experience in finance, governance, and project management is well-aligned with Sayona Mining's current and future objectives. Laurie's expertise has been critical in supporting organisations through periods of significant change and growth.</p> <p>Ms. Lefcourt's career began at Ernst & Young in Canada, where she gained her Chartered Accountant (CA) qualifications. Upon relocating to Australia, she joined Ansett Airlines in Melbourne as Manager of Finance, Audit, and Payroll, before moving into the mining sector with Rio Tinto. At Rio Tinto, Ms. Lefcourt held several senior positions, including Deputy CFO of Rio Tinto Coal, where she managed financial operations for a business spanning seven operational sites. She played a key role in the development of the Hail Creek Coal Mine, overseeing both financial and operational functions, including risk management and safety.</p> <p>Her corporate experience continued to expand when Ms. Lefcourt joined QR Limited, where she led financial management during the company's major transition, including the demerger of Queensland Rail's freight business (now Aurizon). As General Manager of Finance and later Acting CFO, she was responsible for managing over 200 finance staff and overseeing a \$1.8 billion organisation. During her tenure, Ms. Lefcourt introduced forward-looking financial planning systems, which significantly improved financial governance and accountability across the organisation.</p> <p>In addition to her corporate roles, Ms. Lefcourt has a wealth of experience in the resources sector. After transitioning to a portfolio career, she established her consultancy, Sage Strategies, where she worked on projects for major clients such as the Australia Pacific LNG (APLNG) project. Her responsibilities included overseeing a \$25 billion investment in the development of the APLNG upstream and downstream assets on behalf of Sinopec Oil and Gas Australia, and overseeing complex financial and governance structures. Ms. Lefcourt's work in the resources industry has provided her with a deep understanding of project approvals, financing, safety</p>

protocols, and operational readiness – all of which are vital to Sayona’s future growth.

Ms. Lefcourt also brings significant boardroom experience, having served as a Non-Executive Director and Audit & Risk Committee Chair for several companies including Stanwell Corporation and ASX-listed Acrow Limited. In these roles, she led the development of comprehensive governance frameworks and successfully guided companies through mergers, acquisitions, and major infrastructure projects. Her ability to provide strategic guidance while maintaining rigorous governance standards has been a key asset to the boards she has served on.

Directorships of other listed companies:

Non-Executive Director, Acrow Limited

Independence

The Board considers that, if elected:

- (a) Mr. Allan Buckler and Ms. Laurie Lefcourt will be independent Directors; and
- (b) Mr. Paul Crawford will be a non-independent Director as he is a former CFO and Company Secretary of the Company and was appointed as a Non-Executive Director without a period of at least three years between him ceasing such employment and serving on the Board. Mr. Crawford has also served as a Director of the Company for a period considerably greater than 10 years.

Directors' recommendation and voting intention

The Directors consider that the election of each of these Directors is in the best interests of Shareholders and unanimously recommend that Shareholders vote in favour of Resolution 2 (with Mr. Allan Buckler abstaining), Resolution 3 (with Mr. Paul Crawford abstaining) and Resolution 4 (with Ms. Laurie Lefcourt abstaining).

Reasons for the Board's recommendation in respect of the re-election of Mr. Allan Buckler and the election of Mr. Paul Crawford include:

- (a) their extensive knowledge of the business and assets of Sayona;
- (a) the range of skills and experience each brings to the Board which, together with the other Directors, ensures an appropriately diverse skills matrix for the Board; and
- (b) the continuity benefits arising from the re-election of incumbent Directors, including their ability to oversee the ongoing implementation of the Company’s growth strategy.

Reasons for the Board's recommendation in respect of Ms. Laurie Lefcourt include:

- (a) her extensive experience as a senior executive and director of both public and private companies with global operations and activities relevant to those of the Company; and
- (b) her wealth of experience as a Chief Financial Officer and Chair of Audit and Risk Committees for various public companies; and
- (c) the fact that she does not have any pre-existing relationship with Sayona or any other Director of the Company, such that she will be in a position to apply an independent perspective to the discharge of her duties as both a Director and as Chair of the Company’s Audit and Risk Committee.

The Chair intends to vote any undirected proxies in favour of Resolutions 2, 3 and 4.

Resolution 5 – Adoption of proposed Constitution

The Company's current Constitution was adopted by a special resolution on 31 January 2002 (**Existing Constitution**). The Board proposes that a new Constitution be adopted to take into account the changes in law and shifts in corporate governance standards and corporate practice since that time.

A copy of the proposed Constitution will be tabled at the Meeting and is also available at the Company’s website (at <https://sayonamining.com.au/corporate-governance/>) (**Proposed Constitution**). A printed copy of the Proposed Constitution will be sent to Shareholders (free of charge) upon written request to the Company Secretary.

The changes to the Constitution are intended to facilitate the efficient operation of the Company. Many are administrative or relatively minor in nature. The key changes are outlined in Schedule 1.

Nature of approval

Resolution 5 must be passed as a special resolution, meaning that at least 75% of the votes cast by Shareholders entitled to vote on the Resolution must be in favour of the Resolution.

Directors' recommendation and voting intention

The Directors consider that adoption of the Proposed Constitution is in the best interests of Shareholders and unanimously recommend that Shareholders vote in favour of Resolution 5.

The Chair of the Meeting intends to vote any undirected proxies in favour of Resolution 5.

Resolution 6 – Appointment of External Auditor

Under section 327D(2) of the Corporations Act, shareholder approval is required for the appointment of a new auditor.

Nexia Brisbane Audit Pty Ltd (as of 1 October 2024, an independent member of the Moore Global network of accounting firms) is currently the Company's auditor. Following a competitive tender process, the Board has selected Ernst & Young (**EY**) to be appointed as the new auditor of the Company and its controlled entities and EY has consented to the appointment.

Nexia Brisbane Audit Pty Ltd (as of 1 October 2024, an independent member of the Moore Global network of accounting firms) has agreed to resign as auditor and will seek consent from ASIC for the resignation in accordance with section 329(5) of the Corporations Act prior to the Annual General Meeting.

Section 328B(1) of the Corporations Act requires that written notice of nomination of a new auditor be received from a member of the Company. The Company has received such a nomination from Mr. Dennis O'Neill, who is a member of the Company, nominating the proposed new auditor. A copy of this nomination is set out in Schedule 2 to this Notice of Meeting.

Directors' recommendation and voting intention

The Directors consider that the appointment of EY as the external auditor of the Company is in the best interests of Shareholders and unanimously recommend that Shareholders vote in favour of Resolution 6.

The Chair intends to vote any undirected proxies in favour of Resolution 6.

Resolutions 7 and 8 – Issue of Performance Rights to Managing Director & CEO

General

The proposed grants of Performance Rights to Mr. Lucas Dow, the Company's Managing Director & Chief Executive Officer, under Resolutions 7 and 8, are key components of the Company's remuneration arrangements for Mr. Dow. The Board considers that the proposed grants of FY2025 LTI and STI Performance Rights to Mr. Lucas Dow, who has the capacity to influence the long-term performance of the Company, is part of an Executive KMP framework that:

- (a) ensures there is effective alignment between shareholder wealth creation, performance and reward, taking into account the size and scope of the Company's operations;
- (b) is appropriate to reward and retain the high performing team at Sayona; and
- (c) is aligned to achieving the Company's purpose and strategic growth objectives.

In summary, Mr. Dow's total remuneration package for FY2025 is set out below:

Component	Maximum Award Value	Description	No. of Performance Rights and Applicable Vesting Conditions
1. Base Salary	\$700,000	Mr. Dow's total fixed annual remuneration is \$730,000 (being his Base Salary plus superannuation)	
2. Short-Term Incentive (STI)	\$735,000	Subject to satisfaction of the STI Performance Hurdles which will be measured at the end of FY2025. 50% of the STI award is settled in cash (a maximum of \$367,500) no later than 31 October 2025 and 50% is settled in the form of deferred STI Performance Rights (maximum \$367,500) - with vesting of these deferred STI Performance Rights subject to a further 12-month employment condition (which is expected to be no later than 31 October 2026)	14,700,000 STI Performance Rights • Subject to the STI Performance Hurdles set out in the "Performance hurdles applicable to the STI Performance Rights" section below

			<ul style="list-style-type: none"> • Allocated using a face value methodology*
3. Long-Term Incentive (LTI)	\$770,000	<p>Subject to satisfaction of the LTI Performance Hurdles which will be measured at 30 June 2027.</p> <p>100% of the LTI award is settled in Performance Rights (with vesting of these LTI Performance Rights expected to be no later than 31 August 2027)</p>	<p>30,800,000 LTI Performance Rights</p> <ul style="list-style-type: none"> • Subject to the LTI Performance Hurdles set out in the “<i>Performance hurdles applicable to the LTI Performance Rights</i>” section below • Allocated using a face value methodology*

*The calculation of the above STI and LTI Performance Rights has been made by dividing the Maximum Award Values payable in equity by the 10-trading day VWAP of Sayona Shares following the release of the Company’s Annual Results on 30 August 2024, which was \$0.0250.

Employee Share and Option Plan

The Company has operated an Employee Share and Option Plan (**ESOP**) since 2022. The purpose of the ESOP is to assist in the reward, retention, and motivation of eligible participants, and attract new employees and/or officers to the Group through the offer of performance rights and/or options.

In 2022, the Company obtained shareholder approval pursuant to Listing Rule 7.2, exception 13(b) to exempt future issues of securities made pursuant to the ESOP from the 15% limit under Listing Rule 7.1 for a period of three years.

The Company proposes, subject to obtaining Shareholder approval, to issue:

- (a) 14,700,000 STI Performance Rights; and
- (b) 30,800,000 LTI Performance Rights,

(**Performance Rights**) pursuant to the ESOP to Managing Director and CEO, Mr. Lucas Dow.

The Performance Rights will be subject to the ESOP rules and the terms and conditions (including Vesting Conditions) detailed below.

Resolutions 7 and 8 seek Shareholder approval for the issue of the Performance Rights to Mr. Lucas Dow under the ESOP, and for the issue or transfer (as applicable) of Shares to Mr. Lucas Dow on the vesting and exercise of those Performance Rights.

Terms and conditions applicable to the Performance Rights

The Performance Rights will be subject to the ESOP rules (as approved by Shareholders) and the terms and conditions set out in the table below and under the “*Performance hurdles applicable to the STI Performance Rights*” and “*Performance hurdles applicable to the LTI Performance Rights*” sections:

Initial Allocation of Performance Rights	<p>The Performance Rights that are to be allocated to Mr. Lucas Dow are as follows:</p> <ul style="list-style-type: none"> • 14,700,000 STI Performance Rights (Allocated STI Performance Rights); and • 30,800,000 LTI Performance Rights (Allocated LTI Performance Rights).
Vesting Conditions	<p>In order for a Performance Right to vest and become exercisable, certain conditions must be satisfied.</p> <p>The conditions which must be satisfied in order for any Allocated STI Performance Rights to vest (STI Vesting Conditions) are:</p> <ul style="list-style-type: none"> • satisfaction of the STI Performance Hurdles; • compliance by Mr. Lucas Dow with all Company policies and procedures during the period from the STI Grant Date to the STI Vesting Date; and • Mr. Lucas Dow remaining employed with the Company or a subsidiary of the Company from the STI Grant Date to the STI Vesting Date (including the additional 12-month employment condition). <p>The conditions which must be satisfied in order for any Allocated LTI Performance Rights to vest (LTI Vesting Conditions) are:</p>

	<ul style="list-style-type: none"> satisfaction of the applicable LTI Performance Hurdles; compliance by Mr. Lucas Dow with all Company policies and procedures during the period from the LTI Grant Date to the LTI Vesting Date; and Mr. Lucas Dow remaining employed with the Company or a subsidiary of the Company from the LTI Grant Date to the LTI Vesting Date.
Quantity of Performance Rights that vest	<p>If the STI Vesting Conditions are satisfied, the number of Allocated STI Performance Rights that will vest is as determined in accordance with the Performance Hurdles applicable to the STI Performance Rights (see below) (Vested STI Performance Rights).</p> <p>If the LTI Vesting Conditions are satisfied, the number of Allocated LTI Performance Rights that will vest is as determined in accordance with the Performance Hurdles applicable to the LTI Performance Rights (see below) (Vested LTI Performance Rights).</p>
Vesting Dates	<p>Vested STI Performance Rights will vest on the date that the Company notifies Mr Lucas Dow of that vesting (STI Vesting Date) which is expected to be no later than 31 October 2026 (including the additional 12-month employment condition).</p> <p>Vested LTI Performance Rights will vest on the date that the Company notifies Mr Lucas Dow of that vesting (LTI Vesting Date) which is expected to be no later than 31 August 2027.</p> <p>Any Allocated STI Performance Rights or Allocated LTI Performance Rights which fail to vest on or before the applicable vesting date will automatically lapse.</p>
Exercise	<p>Vested STI Performance Rights will be capable of being exercised at any time before the date which is two years after the STI Vesting Date (STI Expiry Date) by delivery of a signed notice of exercise to the Company. Any Vested STI Performance Rights not exercised by the STI Expiry Date will expire.</p> <p>Vested LTI Performance Rights will be capable of being exercised at any time before the date which is two years after the LTI Vesting Date (LTI Expiry Date) by delivery of a signed notice of exercise to the Company. Any Vested LTI Performance Rights not exercised by the LTI Expiry Date will expire.</p>
New issues	The Performance Rights do not confer a right on Mr. Lucas Dow to participate in new issues of securities (including entitlement issues or bonus issues) unless and until the Vesting Conditions have been satisfied and the Performance Rights have been converted into Shares.
ESOP	<p>The Performance Rights will be granted under the ESOP and the terms set out in this table and under the "Performance hurdles applicable to the STI Performance Rights" and "Performance hurdles applicable to the LTI Performance Rights" sections. The material terms of the ESOP are summarised in in the Company's Notice of Meeting dated 14 October 2022, a copy which is available on the Company's website at https://sayonamining.com.au/investors/asx-releases/</p> <p>In the event of an inconsistency between the invitation in respect of the Performance Rights and the ESOP, the terms of the ESOP prevail.</p>
Change of Control	The Board has discretion to vest, lapse or keep the Performance Rights on foot if there is a change of control.
Cessation of employment	<p>Unless the Board determines otherwise, where Mr. Lucas Dow's employment is terminated:</p> <ul style="list-style-type: none"> for cause or he resigns, his unvested Performance Rights will lapse; or in other circumstances, a pro rata portion of his unvested Performance Rights will remain on foot (calculated based on the portion of the performance period that has elapsed up until the date of termination) and will be tested in the ordinary course. <p>Any vested but unexercised Performance Rights will remain on foot if Mr. Lucas Dow's employment is terminated, unless the Board determines otherwise.</p>

Performance hurdles applicable to the STI Performance Rights

The Board has set the following performance objectives for Mr. Lucas Dow which are used to determine the number of Allocated STI Performance Rights which vest for the financial year ending 30 June 2025 (**Performance Hurdles**).

Performance Hurdles	Description of Hurdle	Weight
<i>Safety, Sustainability and Risk Management</i>	Identified safety and risk initiatives and metrics developed and approved by the Board for FY2025, including the continued improvement in the Company's safety, sustainability and risk management performance as measured by both leading and lagging indicators.	20%
<i>Production</i>	Annualised spodumene concentrate production target meeting customer specification requirements.	30%

<i>Financial</i>	Annualised average unit costs per tonne of spodumene concentrate produced.	30%
<i>Strategic</i>	Identified strategic objectives developed and approved by the Board for FY2025	20%
Total		100%

At the end of the financial year ending 30 June 2025, the Board will review Mr. Lucas Dow's performance against the Performance Hurdles and will rate his performance reflecting the extent to which the Performance Hurdles were achieved during the year (**Personal Performance Score**).

The number of Allocated STI Performance Rights that vest on the STI Vesting Date (which is expected to be no later than 31 October 2026, including the additional 12-month employment condition) will be calculated as follows:

Vested STI Performance Rights = *Allocated STI Performance Rights x Personal Performance Score (as a percentage)*

Any Allocated STI Performance Rights that do not vest and become Vested STI Performance Rights will lapse.

Performance hurdles applicable to the LTI Performance Rights

The LTI Performance Rights are subject to the RTSR hurdle described below (**LTI Performance Hurdle**).

The RTSR hurdle measures the Company's Total Shareholder Return over a three-year period from 1 July 2024 to 30 June 2027 relative to the TSR of the Comparator Group.

For this hurdle:

- "**Total Shareholder Return**" or "**TSR**" means, in respect of a company, the growth in a company's share price together with the value of any dividends paid during the period (assuming that all of those dividends are reinvested into new shares); and
- "**Comparator Group**" means each the following companies (provided it remains listed on a recognised stock exchange for the whole of the period from 1 July 2024 to 30 June 2027):

Albemarle Corporation (NYSE:ALB)	Lithium Americas Corp. (TSX:LAC)
Pilbara Minerals Limited (ASX:PLS)	Vulcan Energy Resources Limited (ASX:VUL)
Mineral Resources Limited (ASX:MIN)	Patriot Battery Metals (TSX:PMET)
IGO Limited (ASX:IGO)	ioneer Ltd (ASX:INR)
Critical Elements (TSXV:CRE)	Standard Lithium Ltd. (TSXV:SLI)
Liontown Resources Limited (ASX:LTR)	Core Lithium Ltd (ASX:CXO)
Sigma Lithium Corporation (TSXV:SGML)	Frontier Lithium (TSXV:FL)
Lithium Ionic (TSXV:LTH)	Winsome Resources Ltd (ASX:WR1)

Unless the Board determines otherwise, for the purposes of calculating a Comparator Group company's TSR, the share price of the company:

- at the start of the 3-year measurement period will be determined using the VWAP of that company's shares over the 10 trading days from and including 1 July 2024; and
- at the end of the 3-year measurement period will be determined using the VWAP of that company's shares over the last 10 trading days prior to 30 June 2027.

The vesting percentage for the LTI Performance Rights will be determined in accordance with the following table:

TSR of the Company relative to TSR of the Comparator Group	Vesting Percentage for LTI Performance Rights
At or above the 75 th percentile	100%
Between the 50 th percentile and 75 th percentile	Pro-rata straight line vesting between 50% to 100%

At the 50 th percentile	50%
Below the 50 th percentile	Nil

The number of LTI Performance Rights that vest by the LTI Vesting Date is determined as follows:

Vested LTI Performance Rights = LTI Performance Rights x Vesting Percentage

Mr. Lucas Dow will be notified of the number of Vested LTI Performance Rights as soon as reasonably practicable after determination (expected to be no later than 31 August 2027). Where the number of Vested LTI Performance Rights is less than the total number of LTI Performance Rights issued, the difference will lapse.

ASX Listing Rule 10.14

ASX Listing Rule 10.14 provides that a listed company must not permit a Director to acquire equity securities under an employee incentive scheme unless it obtains the approval of its shareholders.

The proposed issue of the Performance Rights (and any resulting Shares) to Managing Director and CEO Mr. Lucas Dow requires the approval of Shareholders under ASX Listing Rule 10.14.

Specific information required by ASX Listing Rule 10.15

In accordance with the requirements of ASX Listing Rule 10.15, the following information is provided in relation to Resolutions 7 and 8:

- (a) **Name of the Person:** Mr. Lucas Dow.
- (b) **Which category in Listing Rules 10.14.1 – 10.14.3 the person falls within and why:** Mr. Lucas Dow falls within the category set out in ASX Listing Rule 10.14.1 by virtue of being a Director.
- (c) **Number and class of securities that are proposed to be issued to the person under the scheme for which approval is being sought:** The Performance Rights to be issued to Mr Lucas Dow comprise 14,700,000 STI Performance Rights (contemplating up to 14,700,000 resulting Shares) and 30,800,000 LTI Performance Rights (contemplating up to 30,800,000 resulting Shares). The number of Performance Rights which will vest (and the number of resulting Shares ultimately acquired) may be less than these numbers depending upon satisfaction of the Vesting Conditions set out above and the rules of the ESOP (as approved by Shareholders).
- (d) **Details (including the amount) of the director's current total remuneration package:** As set out more fully in the table above, Mr. Lucas Dow's current total annual remuneration package comprises:
 - (i) A base salary of \$700,000; plus
 - (ii) An entitlement to a short-term incentive of up to \$735,000 (maximum) (subject to performance against the Performance Objectives) – 50% of which is payable in cash and the remaining 50% is in the form of deferred STI Performance Rights; plus
 - (iii) An entitlement to a long-term incentive of up to \$770,000 (maximum) (subject to performance against the LTI Performance Hurdles) – 100% of which is in the form of the LTI Performance Rights.
- (e) **The number of securities that have previously been issued to the person under the scheme and the average acquisition price (if any) paid by the person for those securities:** Mr. Lucas Dow has not previously been issued with any Performance Rights under the ESOP.
- (f) **Summary of the material terms of the securities:** A summary of the material terms and conditions applicable to the Performance Rights is set out above, and the rules of the ESOP (as approved by Shareholders).
 - (i) For each Performance Right that vests and is exercised, the Company will issue one Share. The Shares to be issued upon conversion of the Performance Rights will be fully paid ordinary shares in the capital of the Company, which will be issued on the same terms and conditions as the Company's existing Shares and will rank equally in all respects with the Company's then existing Shares.
 - (ii) The Performance Rights are unquoted performance rights to acquire ordinary shares. The Company has chosen to grant the STI Performance Rights and the LTI Performance Rights to Mr. Lucas Dow as it believes that:
 - A. the proposed issue of those performance rights will provide a means to further motivate and reward Mr. Lucas Dow for achieving specified performance milestones linked to the strategic goals and targets of the Company; and

- B. it is a cost-effective remuneration structure which preserves the Company's cash reserves whilst aligning the interests of Mr. Lucas Dow with those of all Shareholders.
- (iii) The value of the Performance Rights issued to Mr Lucas Dow will be approximately \$367,500 in the case of the STI Performance Rights (with the other 50% of the STI award settled in cash) and \$770,000 in the case of the LTI Performance Rights as detailed in the table above.
- (g) **The date or dates on or by which the entity will issue the securities to the person under the scheme:** The Performance Rights will be issued to Mr. Lucas Dow no later than 3 years after the date of the Meeting.
- (h) **The price at which the entity will issue the securities to the person under the scheme:** The issue price of the Performance Rights will be nil and no amount is payable on vesting or exercise of the Performance Rights. Accordingly, no funds will be raised from the grant of the Performance Rights or on the vesting or exercise of the Performance Rights.
- (i) **Loan:** No loan is being made to Mr. Lucas Dow in connection with the acquisition of the Performance Rights (or any resulting Shares).
- (j) Details of any Performance Rights issued to Mr. Lucas Dow under the ESOP will be published in the annual report of the Company relating to the period in which they are issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.
- (k) Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of Performance Rights under the ESOP after the Resolution is passed and who were not named in this Notice will not participate until approval is obtained under ASX Listing Rule 10.14 or the grant is made under Listing Rule 10.16.
- (l) A voting exclusion statement has been included below, and applies to both Resolutions 7 and 8.

Additional information required by ASX Listing Rule 14.1A

If Resolutions 7 and 8 are passed, the Company will be able to proceed with the issue of the Performance Rights to Mr. Lucas Dow under the ESOP within three years after the date of the Meeting.

If Resolutions 7 and 8 are not passed, the Company will not be able to proceed with the issue of the Performance Rights to Mr. Lucas Dow under the ESOP and may consider alternative forms of remuneration and incentivisation for Mr. Lucas Dow.

Directors' recommendation and voting intention

The Directors (other than Mr. Lucas Dow who did not participate in Board deliberations regarding this recommendation or the matters contemplated by Resolutions 7 and 8) consider the grant of the Performance Rights to Mr. Lucas Dow to be reasonable and otherwise appropriate in the circumstances, and that the ongoing retention and incentivisation of Mr. Lucas Dow, and the alignment of his interests with Shareholders, are in the best interests of Shareholders. Accordingly, those Directors (other than Mr. Lucas Dow) unanimously recommend that Shareholders vote in favour of Resolutions 7 and 8.

The Chair intends to vote any undirected proxies in favour of Resolutions 7 and 8.

Voting exclusion statement

The Company will disregard any votes cast on Resolutions 7 and 8:

- in favour of the Resolutions by or on behalf of Mr. Lucas Dow or any of his associates, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's Key Management Personnel at the date of the AGM or their Closely Related Parties,

unless the vote is cast on Resolutions 7 or 8:

- as proxy or attorney for a person entitled to vote on the Resolution in accordance with a direction given to the proxy or attorney to vote on the Resolution in that way; or
- by the Chair as proxy for a person entitled to vote on the Resolution, pursuant to an express authorisation to exercise the proxy as the Chair decides; 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.

Resolution 9 – Spill Resolution (Conditional Resolution)

At last year's AGM, more than 25% of the votes cast on the resolution to adopt the Company's Remuneration Report were cast against adopting the Report and the Company received a 'first strike'.

Resolution 9 is a conditional resolution and will not be required to be put to the Meeting if more than 75% of votes cast on Resolution 1 are cast in favour of the resolution to adopt the Company's Remuneration Report – that is if the Company avoids a 'second strike'.

However, if at least 25% of the votes validly cast on Resolution 1 are cast against the adoption of the Company's Remuneration Report, then the Company will be required to put Resolution 9 to a vote at the Meeting.

If the Company is required to put the conditional spill resolution to the Meeting, it will only be passed if an ordinary majority (more than 50%) of the votes validly cast on the resolution are in favour of it.

If the conditional spill resolution is required to be put to the Meeting and is passed, an extraordinary meeting of Shareholders to consider the composition of the Board (the **Spill Meeting**) must be held within 90 days of the date the conditional spill resolution is passed. If a Spill Meeting is required, the date of the Spill Meeting will be notified to Shareholders in due course.

If the Spill Meeting is held, the following Directors will automatically vacate office immediately before the end of the Spill Meeting* unless they are willing to stand for re-election and are re-elected at the Spill Meeting:

- (a) Paul Crawford;
- (b) Allan Buckler;
- (c) Philip Lucas; and
- (d) James Brown.

*This assumes that all directors are elected or re-elected at the Meeting under Resolutions 2 and 3.

The Directors listed above are those who were in office when the Directors' Report for the year ended 30 June 2024 was approved.

Resolutions to appoint individuals to the offices that would be vacated immediately before the end of the Spill Meeting would be put to the vote at the Spill Meeting.

Eligibility to stand for election or re-election at the Spill Meeting will be determined in accordance with the Company's Constitution.

Each of the Directors listed above is eligible to stand for re-election at the Spill Meeting, but there is no guarantee they will choose to stand for re-election. In deciding how to vote on any Spill Resolution put to the Meeting, the Directors suggest that Shareholders consider the following factors:

- (a) the substantial additional expense which holding a Spill Meeting would cause;
- (b) the Board's view that it currently has the appropriate mix of skills, experience and tenure to operate effectively;
- (c) the disruption to the Company which would be caused by changes to the Board composition; and
- (d) the Company's response to the 'first strike' received at the 2023 AGM, which is set out on pages 53 and 54 of the 2024 Remuneration Report.

Directors' recommendation and voting intention

The Directors do not consider that a Spill Meeting is in the best interests of Shareholders and unanimously recommend that Shareholders vote against Resolution 9.

The Chair intends to vote any undirected proxies against Resolution 9.

Voting exclusion statement

The Company will disregard any votes cast on Resolution 9:

- by or on behalf of a member of the Company's Key Management Personnel named in the Company's Remuneration Report for the year ended 30 June 2024 or their Closely Related Parties, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's Key Management Personnel at the date of the AGM or their Closely Related Parties,

unless the vote is cast as proxy for a person entitled to vote on Resolution 9:

- in accordance with a direction as to how to vote on the Proxy Form; or
- by the Chair pursuant to an express authorisation to exercise the proxy even though Resolution 9 is connected with the remuneration of the Company's Key Management Personnel.

Glossary

Allocated LTI Performance Rights has the meaning given in the Explanatory Notes to Resolutions 7 and 8 – see “*Performance hurdles applicable to the LTI Performance Rights*” section.

Allocated STI Performance Rights has the meaning given in the Explanatory Notes to Resolutions 7 and 8 – see “*Performance hurdles applicable to the STI Performance Rights*” section.

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

ASIC means the Australian Securities and Investments Commission.

Associate has the same meaning as in the ASX Listing Rules.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules or Listing Rules means the Listing Rules of ASX.

Board means the board of Directors of the Company, as constituted at the applicable time.

Chair means the chair of the Meeting.

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) for the purposes of the definition of ‘closely related party’ in the Corporations Act.

Company or Sayona means Sayona Mining Limited ACN 091 951 978.

Constitution means the Company’s constitution, as current from time to time.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the directors of the Company at the applicable time, and **Director** means any one of them, as the context requires.

Employee Share and Option Plan or ESOP means the Company’s Employee Share and Option Plan, last approved by Shareholders on 16 November 2022, a summary of which is included in the Company’s Notice of Meeting dated 14 October 2022 and which is available on the Company’s website at <https://sayonamining.com.au/investors/asx-releases/>

Existing Constitution means the Constitution adopted by a special resolution on 31 January 2002 as referred to in relation to Resolution 5.

Explanatory Notes means the explanatory notes forming part of the Notice.

Group means the Company and its related bodies corporate (as defined in the Corporations Act).

Hybrid Meeting means a meeting of members held both at a physical location and also using Virtual Meeting Technology.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise), or if the Company is part of a consolidated entity, of an entity within the consolidated group.

LTI Expiry Date has the meaning given in the Explanatory Notes to Resolutions 7 and 8 – see “Terms and conditions applicable to the Performance Rights” section.

LTI Grant Date means the date on which the LTI Performance Rights are issued.

LTI Performance Hurdles means the performance hurdles attached to the LTI Performance Rights set out in the Explanatory Notes to Resolutions 7 and 8 – see “Performance hurdles applicable to the LTI Performance Rights” section.

LTI Performance Rights means long-term incentive Performance Rights with the terms and conditions set out in the Explanatory Notes to Resolutions 7 and 8 – see “Terms and conditions applicable to the Performance Rights” and “Performance hurdles applicable to the LTI Performance Rights” sections.

LTI Vesting Conditions has the meaning given in the Explanatory Notes to Resolutions 7 and 8 – see “Terms and conditions applicable to the Performance Rights” section.

LTI Vesting Date has the meaning given in the Explanatory Notes to Resolutions 7 and 8 – see “Terms and conditions applicable to the Performance Rights” section.

Managing Director & CEO means the Managing Director and Chief Executive Officer (of the Company).

Notice or Notice of Meeting means this notice of meeting including the Explanatory Notes and the Proxy Form.

Options means an entitlement to be issued a Share subject to the satisfaction of certain Vesting Conditions and the payment of any exercise price.

Performance Objectives has the meaning set out in the Explanatory Notes to Resolutions 7 and 8.

Performance Right means a right to be issued or transferred a Share, upon and subject to the terms of the ESOP and any applicable invitation or offer made under the ESOP as referred to in relation to Resolutions 7 and 8.

Personal Performance Score has the meaning set out in the Explanatory Notes to Resolutions 7 and 8 – see “Performance hurdles applicable to the STI Performance Rights” section.

Proposed Constitution means the Constitution to be tabled at the Meeting as referred to in relation to Resolution 5.

Proxy Form means the proxy form made available to Shareholders for the purpose of the Meeting.

Remuneration Report means the remuneration report set out in the Directors’ report section of the Company’s annual financial report for the year ended 30 June 2024.

Resolutions means the resolutions set out in the Notice, 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 registered holder of a Share.

Spill Meeting means an extraordinary general meeting of the Company that is subject to, and conditional on, at least 25% of the votes cast on Resolution 1 being cast against the adoption of the Company’s Remuneration Report for the year ended 30 June 2024.

STI Expiry Date has the meaning given in the Explanatory Notes to Resolutions 7 and 8 – see “Terms and conditions applicable to the Performance Rights” section.

STI Grant Date means the date on which the STI Performance Rights are issued.

STI Performance Hurdles means the performance hurdles attached to the STI Performance Rights set out in the Explanatory Notes to Resolutions 7 and 8 – see “*Performance hurdles applicable to the STI Performance Rights*” section.

STI Performance Rights means short term incentive Performance Rights with the terms and conditions set out in the Explanatory Notes to Resolutions 7 and 8 – see “Terms and conditions applicable to the Performance Rights” and “Performance hurdles applicable to the STI Performance Rights” sections.

STI Vesting Conditions has the meaning given in the Explanatory Notes to Resolutions 7 and 8 – see “Terms and conditions applicable to the Performance Rights” section.

STI Vesting Date has the meaning given in the Explanatory Notes to Resolutions 7 and 8 – see “Terms and conditions applicable to the Performance Rights” section.

Vested LTI Performance Rights has the meaning set out in the Explanatory Notes to Resolutions 7 and 8 – see “Terms and conditions applicable to the Performance Rights” section.

Vested STI Performance Rights has the meaning set out in the Explanatory Notes to Resolutions 7 and 8 – see “Terms and conditions applicable to the Performance Rights” section.

Vesting Conditions has the meaning set out in the Explanatory Notes to Resolutions 7 and 8 – see “Terms and conditions applicable to the Performance Rights” section .

Virtual Meeting means a meeting of members conducted only using Virtual Meeting Technology.

Virtual Meeting Technology means any technology that allows a person to participate in a meeting without being physically present at the meeting.

VWAP means volume weighted average price of a company’s shares.

Schedule 1 to Explanatory Notes

Summary of material differences between Sayona's Existing Constitution and the Proposed Constitution (Resolution 5).

Topic	Summary of change
Shares	
Preference shares	<p>The preference share provisions in rule 2.2 of the Proposed Constitution are less prescriptive than the preference share provisions in the Existing Constitution and have been simplified.</p> <p>The Company does not currently have preference shares on issue and has no current intention of issuing preference shares.</p>
Variation of class rights	The variation of class rights provisions in rule 2.5 of the Proposed Constitution have been simplified compared to the current rule by removing the specific quorum requirement for separate class meetings.
Transfer and transmission of shares	The procedures for the transfer and transmission of shares and the right to refuse registration of transfers of shares have been updated to reflect current practice and applicable market rules. This includes clarifying the circumstances in which the Board may decline to register transfers or suspend registration of transfers.
General meetings	
Hybrid meetings	<p>The Proposed Constitution contains provisions that enable a general meeting to be held with the assistance of any technology (i.e. a 'hybrid' meeting consisting of both physical and online meeting components can be conducted).</p> <p>The Proposed Constitution does <u>not</u> permit a fully virtual meeting to be held by the Company and this is expressly provided in rule 6.3(h) of the Proposed Constitution.</p>
Quorum	The Proposed Constitution increases the quorum to five members present for a general meeting, replacing the quorum of two members from the Existing Constitution.
Conduct of general meetings	<p>The Proposed Constitution includes a number of changes to assist with the orderly conduct of general meetings of the Company, including additional information regarding the powers of the Chair of the Meeting in relation to the conduct of general meetings. For example, new rule 6.6 expressly confirms the Chair of the Meeting's power to 'not put' certain resolutions to the meeting, notwithstanding they may have been listed in the notice of meeting.</p> <p>The Chair of the Meeting's substantive responsibility in relation to matters relating to the order of business, procedure and conduct of the meeting are unchanged from the Existing Constitution.</p>
Postponed and adjourned meetings	<p>The Proposed Constitution's rules around postponing or adjourning a general meeting have been updated to reflect contemporary practice, including that:</p> <ul style="list-style-type: none"> notice of a postponed or adjourned meeting must be given to the ASX (unless it is postponed or adjourned for 30 days or more, in which case notice must be given in the same way as the original meeting), whereas the Existing Constitution provides that a postponed meeting requires an advertisement in a newspaper circulating in each capital city of each Australian state and territory and that an adjourned meeting does not require any notice; and the appointment of a proxy, power of attorney or appointment of a Representative is taken to confer authority for a rescheduled, adjourned or postponed meeting unless otherwise provided in the appointment.
No casting vote for the Chair	The Existing Constitution provides that in the case of an equality of votes, the chairman of the meeting is entitled to a casting vote in addition to any vote or votes to which the chairman of the meeting may be entitled to as a shareholder. The Proposed Constitution changes this position by providing in rule 6.7(b) that the Chair is not entitled to a casting vote.
Voting	Under the Proposed Constitution, all votes at general meetings of the Company must be determined by a poll. The ability to determine votes by way of a show of hands has been removed in the Proposed Constitution.
Direct votes	The Proposed Constitution contains new provisions in rule 6.8 that enable the Board to permit direct voting for future general meetings. In addition, new rule 1.1(f) clarifies that a shareholder that lodges a direct vote is counted towards the quorum of the meeting. The rules do not require the Company to implement direct voting, but provide the flexibility to adopt direct voting should the Company choose to implement it.
Amending resolutions	Rule 6.2(c) in the Proposed Constitution limits the circumstances in which amendments can be made to a proposed resolution set out in the notice of meeting or to a document which relates to the resolution. This is intended to protect the interests of shareholders who have lodged proxies and directed their proxy to vote for or against a motion and who would not have the benefit of making a decision on any new or amended motions proposed at the meeting.
Proxy appointments	The Proposed Constitution provides greater flexibility in respect of incomplete proxy appointments, including the ability to clarify instructions with a shareholder and to amend the contents of the proxy form to reflect those instructions.

Topic	Summary of change
Directors	
Director rotation provisions	The Company's Existing Constitution requires one-third of the Board to stand for election at each AGM. The Proposed Constitution will omit this rule to bring the Company's Constitution in line with contemporary practice and the ASX Listing Rules, which require an election of directors each year and that a director must not hold office (without re-election) past the third annual general meeting following the director's appointment or three years, whichever is longer. These changes are intended to avoid the situation where Directors are regularly required to seek re-election at intervals shorter than the 3 years contemplated under the ASX Listing Rules.
Maximum Board size	The Proposed Constitution removes the maximum Board size of 10 Directors. The removal of a maximum number of Directors will provide more flexibility for succession planning of the Board. The minimum number of 3 Directors remains unchanged.
Remuneration of Directors	<p>Proposed rule 7.3 clarifies the basis on which Directors are remunerated, including the components of remuneration that are paid within the shareholder approved cap and those that may be paid outside of that cap, in line with the ASX Listing Rules. Fees for services on the Board and its standing Committees and superannuation contributions are included in the shareholder approved cap, as are statutory superannuation contributions paid on behalf of Directors. However, any special exertion fees would be outside the cap.</p> <p>While the Current Constitution includes a provision that permits the Board to determine retirement benefits or allowances for the Board, this provision has not been included in the Proposed Constitution.</p>
Eligibility for election	<p>The Proposed Constitution provides that a nomination of a candidate for election as a Director (and if nominating another person, the relevant person's consent) must be lodged with the Company at least 45 business days before the meeting (or in the case of a meeting that has been at least 30 business days before the meeting), but no more than 90 days before the meeting. This change is intended to ensure that the Company has sufficient time to include the nomination of a candidate for election in the Notice of Meeting and will avoid nominations being received late in the nomination period which can potentially result in additional costs being incurred to prepare and mail a supplementary notice to shareholders.</p> <p>The other thresholds and eligibility requirements for nomination as a Director remain unchanged.</p>
Vacation of office	The vacation of office provisions have been updated in the Proposed Constitution to decrease the period during which a Director can be absent without a leave of absence before their office is vacated to 3 consecutive months (from 6 months under the Current Constitution).
Decisions of the Board	<p>The Proposed Constitution removes the Chair of the Board's casting vote for decisions of the Board where the votes are equal on a proposed resolution. The Existing Constitution provided for the chairperson to have a casting vote except in certain circumstances.</p> <p>The passing of written resolutions by the Board requires the consent of all members entitled to vote under the Proposed Constitution other than Directors who are excluded in certain circumstances (for example Directors on a leave of absence approved by the Board). The Proposed Constitution clarifies the methods for consenting to a circular Board resolution.</p> <p>Consistent with current corporate practice, the rules around Directors' meetings in rule 7.8 include a standing consent to the use of technology to conduct Board meetings.</p>
Alternate Directors	Consistent with contemporary practice and recognising that Board meetings may be conducted using technology, the Proposed Constitution has been updated to remove the ability for a Director to appoint an alternate director.
Dividends and distributions	
Payment of dividends	Rule 4.1 of the Proposed Constitution reflects section 254V(1) of the Corporations Act and contemporary practice. There are a number of updates to the dividend provisions in the Proposed Constitution such as giving the Directors discretion to determine the method of payment of dividends, including providing the ability to require bank account details before a dividend needs to be paid by electronic transfer, otherwise the Company will credit the amount payable until the member nominates a valid account.
General updates	
Service of documents and	The Proposed Constitution's notice and service provisions have been updated and expanded from the Existing Constitution, including in relation to deemed time in relation to electronic communications and provisions regarding how notices can be given to members.

Topic	Summary of change
uncontactable shareholders	
Terminology	Rules which were outdated or restated Corporations Act or ASX Listing Rule requirements have been omitted to simplify the document and minimise the need for updates in the event of any legislative or regulatory change. The provisions of the Proposed Constitution reflect changes in terminology now contained in the Corporations Act, the ASX Listing Rules and ASX Settlement Operating Rules.

Schedule 2 to Explanatory Notes

Nomination of External Auditor (Resolution 6)

Mr Dylan Darbyshire-Roberts
Company Secretary and General Counsel
Sayona Mining Limited

Level 28, 10 Eagle Street
Brisbane QLD 4000

16 October 2024

Re: Nomination of Auditor

Dear Sir,

In accordance with the provisions of section 328B of the *Corporations Act 2001*, I, Dennis O'Neill, being a member of Sayona Mining Limited, hereby nominate Ernst & Young for appointment as auditor of that company.

Yours faithfully,

A handwritten signature in blue ink, appearing to read "Dennis O'Neill", written in a cursive style.

Dennis O'Neill

SYA

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AEST/Brisbane time) 11:00am (AEDT/Sydney time) on Tuesday, 26 November 2024.**

Proxy Form

How to Vote on Items of Business

APPOINTMENT OF PROXY

Appointing a proxy: If you wish to appoint the Chair of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chair of the Meeting please write the name of that person in Step 1. If you leave this section blank, or your named proxy does not attend the Meeting, the Chair of the Meeting will be your proxy. If your named proxy attends the Meeting but does not vote on a poll on a resolution in accordance with your voting directions, the Chair of the Meeting will become your proxy in respect of that resolution.

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Sayona Mining Limited
C/- Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Sayona Mining Limited hereby appoint

the Chair of the Meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chair of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and 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 Annual General Meeting of Sayona Mining Limited to be held at Capri by Fraser, 80 Albert Street, Brisbane Queensland and online via <https://meetnow.global/M77FMG2> on Thursday, 28 November 2024 at 10:00am (AEST / Brisbane time) 11:00am (AEDT / Sydney time) and at any adjournment or postponement of that meeting.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 7, 8 and 9 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 7, 8 and 9 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

Important Note: If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Resolutions 1, 7, 8 and 9 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an 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.

Please Note: If the Chair of the Meeting is appointed as your proxy (or becomes your proxy by default), the Chair of the Meeting intends to vote available proxies in the manner set out beside each resolution. This reflects the Board's recommendation.

Voting directions to your proxy		Please mark <input checked="" type="checkbox"/> (within the box) to indicate your directions		
Resolutions proposed by the Board		For	Against	Abstain
For	1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
For	2 Re-election of Director – Allan Buckler	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
For	3 Election of Director – Paul Crawford	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
For	4 Election of Director – Laurie Lefcourt	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
For	5 Adoption of proposed constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
For	6 Appointment of external auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
For	7 Grant of STI Performance Rights to the CEO and Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
For	8 Grant of LTI Performance Rights to the CEO and Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Against	9 Spill Resolution (Conditional Resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business, with the exception of Resolution 9 where the Chair intends to vote undirected proxies against. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address
 By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically



ONLINE MEETING GUIDE

GETTING STARTED

If you choose to participate online you will be able to view a live webcast of the meeting, ask the Directors questions online and submit your votes in real time. To participate online visit <https://meetnow.global/au> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

TO LOG IN, YOU MUST HAVE THE FOLLOWING INFORMATION:

Australian Residents

SRN or HIN and postcode of your registered address.

Overseas Residents

SRN or HIN and country of your registered address.

Appointed Proxies

Please contact Computershare Investor Services on +61 3 9415 4024 to request your unique email invitation link prior to the meeting day.

PARTICIPATING AT THE MEETING

To participate in the online meeting, visit <https://meetnow.global/au>. Then enter the company name in the 'Search for meeting' field. Select and click on the displayed meeting.

Search for meeting

Please enter Company or Meeting Name. Enter 3 or more characters. e.g. Computershare

Or select the country where the company is based.

Australia

To register as a shareholder

Select 'Shareholder', enter your SRN or HIN and select your country. If Australia, also enter your postcode.

Shareholder Invitation Guest

If you are a shareholder or an appointed corporate representative, please enter the required details below.

SRN/HIN

eg. X1234567890

Country

Australia

Post Code

eg. 0123

SIGN IN

or To register as a proxyholder

To access the meeting click on the link in the invitation e-mail sent to you. Or select 'Invitation' and enter your invite code provided in the e-mail.

Shareholder Invitation Guest

If you have received an email invitation for this meeting, please enter your invite code below.

Invite Code

Enter your invite code. e.g. G-ABCDEFG or ABCD

SIGN IN

or To register as a guest

Select 'Guest' and enter your details.

Shareholder Invitation Guest

If you would like to attend the meeting as a Guest please provide your details below.

First Name *

Last Name *

Email

Company Name

SIGN IN



Broadcast

The webcast will appear automatically once the meeting has started. If the webcast does not start automatically press the play button and ensure the audio on your computer or device is turned on.

The screenshot shows the top navigation bar with 'Broadcast' selected. Below it, the user's name 'MR JOHN CITIZEN' and '500 Votes' are displayed. There are 'Clip' and 'Slides' buttons. The main area shows a video player with a slide titled 'Corporate Responsibility highlights'.



Vote

When the Chair declares the poll open, select the 'Vote' icon and the voting options will appear on your screen.

To vote, select your voting direction. A tick will appear to confirm receipt of your vote.

To change your vote, select 'Click here to change your vote' and press a different option to override.

The screenshot shows the 'Vote' tab selected. Under 'Items of Business', there are two items: '2A Re-elect Mr John Brown as a Director' and '2B Re-elect Mr Peter Nolan as a Director'. Each item has three buttons: 'FOR', 'AGAINST', and 'ABSTAIN'.



Q & A

To ask a question select the 'Q & A' icon, select the topic your question relates to. Type your question into the chat box at the bottom of the screen and press 'Send'.

To ask a verbal question, follow the instructions on the virtual meeting platform.

The screenshot shows the 'Q & A' tab selected. There is a text input field with the placeholder 'Your questions(s)'. Below it, there is a dropdown menu showing '3 Adoption of Remuneration Report'. At the bottom, there is another text input field with the placeholder 'Enter your question here' and a 'Send' button. A character count '24 character(s)' is visible.



Documents

To view meeting documents select the 'Documents' icon and choose the document you wish to view.

The screenshot shows the 'Documents' tab selected. There are two document options listed: 'Notice of Meeting' and 'Online User Guide'.

FOR ASSISTANCE

If you require assistance before or during the meeting please call +61 3 9415 4024.