



# Andromeda

ACN 061 503 375



## NOTICE OF 2022 ANNUAL GENERAL MEETING

MONDAY 21 NOVEMBER 2022

COMMENCING 1.00pm (Adelaide Time ACDT)

Held at Adelaide Pavilion,  
Veale Gardens, corner South Terrace and Peacock Road,  
Adelaide South Australia

If you are unable to attend the Meeting, please complete your proxy form and return it in accordance with the instructions set out on that form.

**Access for Shareholders to attend the meeting in person is offered but will be limited in order to comply with social distancing requirements as a result of the COVID-19 pandemic. The venue for the meeting is**

**Adelaide Pavilion, Veale Gardens,  
corner South Terrace and Peacock Road,  
Adelaide South Australia.**

The Company will also be providing an opportunity for Shareholders to participate online and be able to view a live webcast of the meeting, ask the Directors questions online and submit your vote in real time. To participate online you will need to visit <https://meetnow.global/MQZDPWK> on your smartphone, tablet or computer. You will need the latest version of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible. For further instructions on how to participate online please view the online meeting user guide at [www.computershare.com.au/virtualmeetingguide](http://www.computershare.com.au/virtualmeetingguide)

Shareholders are strongly encouraged to submit their proxy voting by 1.00pm (ACDT) on Saturday 19 November 2022 even if they plan to attend online or in person as a precaution should any technical difficulties be experienced during the meeting.

## HOW TO PARTICIPATE IN THE HYBRID AGM

The Annual General Meeting of the Company is to be held on Monday 21 November 2022 commencing at 1.00 pm (Adelaide time ACDT). The venue for the meeting is Adelaide Pavilion, Veale Gardens, corner South Terrace & Peacock Road, Adelaide South Australia. Access for Shareholders to attend the meeting in person is offered but will be limited in order to comply with social distancing requirements as a result of the COVID-19 pandemic.

Shareholders and proxy holders may also attend the AGM online, in accordance with the below instructions and information.

### WATCH AND PARTICIPATE LIVE ONLINE

Shareholders and proxy holders can watch, vote, make comments and ask questions during the AGM via the online platform at <https://meetnow.global/MQZDPWK>

### SHAREHOLDERS

To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready for your registered address. Proxyholders will need to contact the call centre before the Meeting commences to obtain their login details.

To participate in the Meeting online follow the instructions below.

- 1 Click on 'Join Meeting Now'.
- 2 Enter your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 prior to the meetings commences to obtain their login details.
- 3 Enter your postcode registered to your holding if you are an Australian securityholder. If you are an overseas securityholder select the country of your registered holding from the drop down list.
- 4 Accept the Terms and Conditions and 'Click Continue'.

You can view the Meeting live, ask questions verbally or via a live text facility and cast votes at the appropriate times while the Meeting is in progress.

For further information regarding virtual participation in the AGM, please refer to the Virtual Meeting Guide at this link [www.computershare.com.au/virtualmeetingguide](http://www.computershare.com.au/virtualmeetingguide)

### PROXY VOTING AND PROXYHOLDER PARTICIPATION

The Company encourages all shareholders to submit a proxy vote ahead of the meeting. Proxy votes can be lodged at [www.investorvote.com.au](http://www.investorvote.com.au)

Proxy holders will need to contact Computershare Investor Services on +61 3 9415 4024 during the online registration period which will open 1 hour before the start of the meeting.

### QUESTIONS

Please note, only shareholders may ask questions online. It may not be possible to respond to all questions. Shareholders may also lodge questions prior to the AGM by emailing the Company at [info@andromet.com.au](mailto:info@andromet.com.au) by 1.00pm (ACDT) on 19 November 2022.

# NOTICE OF ANNUAL GENERAL MEETING

## Ordinary Business

### FINANCIAL REPORT

To receive and consider the Company's financial statements and independent audit report for the year ended 30 June 2022.

The 2022 Annual Report will be available to view online at [www.andromef.com.au](http://www.andromef.com.au) and despatched to those Shareholders who have elected to receive a hard copy of the report.

### RESOLUTION 1

#### **ELECTION OF MR MICHAEL WILKES AS A DIRECTOR**

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

*"That Mr Michael Wilkes, having been appointed a director of the Company since the last Annual General Meeting, will retire at the close of the Meeting in accordance with clause 59.2 of the Company's Constitution and being eligible, be elected as a Director of the Company."*

### RESOLUTION 2

#### **ELECTION OF MR AUSTEN PERRIN AS A DIRECTOR**

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

*"That Mr Austen Perrin, having been appointed a director of the Company since the last Annual General Meeting, will retire at the close of the Meeting in accordance with clause 59.2 of the Company's Constitution and being eligible, be elected as a Director of the Company."*

### RESOLUTION 3

#### **RE-ELECTION OF MS MELISSA HOLZBERGER AS A DIRECTOR**

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

*"In accordance with clause 60.1 of the Company's Constitution, Ms Melissa Holzberger, having retired as a Director by rotation and being eligible and having offered herself for re-election, is re-elected as a Director of the Company."*

### RESOLUTION 4

#### **ADOPTION OF THE REMUNERATION REPORT FOR THE YEAR ENDED 30 JUNE 2022**

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

*"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, the Company adopt the Remuneration Report for the period ended 30 June 2022 as set out in the Directors' Report in the 2022 Annual Report."*

#### **Voting Prohibition Statement**

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

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

However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- b) the voter is the Chair and the appointment of the Chair as proxy:
  - i) does not specify the way the proxy is to vote on this Resolution; and
  - ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

*Note: The vote on this resolution is advisory only and does not bind the Directors of the Company.*

**CONTINGENT RESOLUTION 5  
SPILL MEETING RESOLUTION**

**The following resolution is conditional on at least 25% of the votes cast on Resolution 4 in this Notice of Meeting being AGAINST the adoption of the Remuneration Report.**

**A vote "for" Resolution 5 is a vote for a spill meeting**

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

*"That, subject to and conditional on at least 25% of the votes cast on Resolution 4 (Remuneration Report) being cast against the adoption of the Remuneration Report and for the purposes of section 250V(1) of the Corporations Act and for all other purposes:*

- a) the Company is to hold a general meeting of Shareholders within 90 days of the date of this Meeting (**Spill Meeting**); and
- b) all Vacating Directors to cease to hold office immediately before the end of the Spill Meeting; and
- c) resolutions to appoint persons to offices that will be vacated pursuant to (b) to be put to vote at the Spill Meeting."

**Shareholders should read the notes set out in the Explanatory Statement accompanying this Notice regarding this Resolution 5. The Directors recommend shareholders vote AGAINST Resolution 5 for the reasons set out in the Explanatory Statement.**

**Voting Prohibition Statement**

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

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

However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- b) the voter is the Chair and the appointment of the Chair as proxy:
  - i) does not specify the way the proxy is to vote on this Resolution; and
  - ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

**OTHER BUSINESS**

To transact any other business that may be brought forward in accordance with the Company's Constitution.

By Order of the Board



**Andrea Betti**  
Company Secretary

Dated this 10th day of October 2022

## **VOTING ENTITLEMENTS**

For the purposes of ascertaining the voting entitlements for the Annual General Meeting, the shareholding of each Shareholder will be as it appears in the share register on Saturday 19 November 2022 at 6.30 pm (Adelaide time ACDT).

## **PROXIES**

A Shareholder entitled to attend and vote at the Meeting has the right to appoint a proxy, who need not be a Shareholder of the Company. If a Shareholder is entitled to cast two or more votes they may appoint two proxies and may specify the percentage of votes each proxy is appointed to exercise. The Proxy Form must be deposited at the share registry of the Company, Computershare Investor Services Pty Limited, located at GPO Box 242, Melbourne VIC 3001, or by facsimile to Computershare on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia), or by casting a vote online by visiting [www.investorvote.com.au](http://www.investorvote.com.au) and by entering the Control Number, SRN/HIN and postcode, which are shown on the first page of the Proxy Form not later than 48 hours before the commencement of the Meeting. For Intermediary Online subscribers only (custodians), please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions, which must be submitted by not later than 48 hours before the commencement of the Meeting.

## **CORPORATE REPRESENTATIVE**

A corporation that is a Shareholder or a proxy may elect to appoint a person to act as its corporate representative at the meeting, in which case the corporate Shareholder or proxy (as applicable) must provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that Shareholder's or proxy's (as applicable) corporate representative. The authority must be sent to the Company and/or the Company's Share Registry (detailed above) in advance of the meeting or handed in at the Meeting when registering as a corporate representative.

## **EXPLANATORY MEMORANDUM**

The Explanatory Memorandum accompanying this Notice of Annual General Meeting is incorporated in and comprises part of this Notice of Annual General Meeting and should be read in conjunction with this Notice.

## **TECHNICAL DIFFICULTIES**

Technical difficulties may arise during the course of the AGM. The Chairman has discretion as to whether and how the meeting should proceed in the event that technical difficulties arises. In exercising his discretion, the Chairman will have regard to the number of members impacted and the extent to which participation in the business of the AGM is affected.

Where the Chairman considers it appropriate, the Chairman may continue to hold the AGM and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, members are encouraged to lodge a proxy by 1.00pm (ACDT) on 19 November 2022 even if they plan to attend online.

# Explanatory Memorandum

This Explanatory Memorandum has been prepared to assist Shareholders in consideration of resolutions proposed for the Annual General Meeting of the Company to be held on Monday 21 November 2022 commencing at 1.00 pm (Adelaide time ACDT). Access for Shareholders to attend the meeting in person is offered but will be limited in order to comply with social distancing requirements as a result of the COVID-19 pandemic. The venue for the meeting is Adelaide Pavilion, Veale Gardens, corner South Terrace & Peacock Road, Adelaide South Australia.

It should be read in conjunction with the accompanying Notice of Annual General Meeting.

## **RESOLUTION 1 ELECTION OF MR MICHAEL WILKES AS A DIRECTOR**

In accordance with Listing Rule 14.4 and clause 59.2 of the Company's Constitution, a Director appointed by the Board, either to fill a casual vacancy or as an addition to the Board, must retire at the next Annual General Meeting following their appointment, but is eligible for re-election at that Annual General Meeting.

Mr Wilkes was appointed on 6 April 2022 as an addition to the Board. As this occurred after the Company's 2021 Annual General Meeting, Mr Wilkes retires as a Director pursuant to Listing Rule 14.4 and clause 59.2 of the Company's Constitution. Mr Wilkes is eligible for, and has offered himself for re-election.

The resume of Mr Wilkes is as follows:

**Michael Wilkes** *BEng(Hons), MBA, MAusIMM, MAICD*  
Independent Non-executive Chair

Michael (Mick) Wilkes is an experienced mining executive and company director with more than 35 years of broad international mining experience coupled with a successful track record of leading the development and operation of greenfield mines.

Most recently in his executive career, Mick was the President and CEO of dual listed (ASX and TSX) OceanaGold Corporation (ASX: OCG) from 2011 to 2020 where he led the transformation from a single asset junior company to a multinational mid-tier producer with four operations across three countries.

In previous roles he was the Executive General Manager of Operations at OZ Minerals responsible for the development of the Prominent Hill copper/gold project in South Australia and General Manager of the Sepon gold/copper project for Oxiana based in Laos.

Mick holds a Bachelor of Engineering Mining (Hons) from Queensland University and MBA from Deakin University.

Mick is currently a Non-executive Chair of Kingston Resources Limited (ASX:KSN), a Non-executive Director of Genesis Minerals Ltd (ASX:GMD) and a member of the Sustainable Minerals Institute's Advisory Board at the University of Queensland. He was previously a Non-executive Director at Dacian Gold Ltd (ASX:DCN), Non-executive Director of Matador Mining Ltd (ASX:MZZ), the Chair of the Governance Committee and a member of the Administration Committee of the World Gold Council.

Mr Wilkes is currently Chair of the Andromeda Board of Directors and the Chair of the Remuneration and Nomination Committee, a member of Audit and Risk Committee and a member of the Sustainability and Governance Committee.

The Board considers Mr Wilkes extensive experience and exceptional track record of delivering mining projects and operations with long-term sustainable value to shareholders and stakeholders, as well as experience leading the strategic direction of companies broadens the Board's expertise in this area.

### **Directors' Recommendation**

***The Directors (excluding Mr Wilkes) unanimously recommend that Shareholders vote in favour of Resolution 1. The Chair intends to vote undirected proxies in favour of Resolution 1.***

**RESOLUTION 2**  
**ELECTION OF MR AUSTEN PERRIN AS A DIRECTOR**

In accordance with Listing Rule 14.4 and clause 59.2 of the Company's Constitution, a Director appointed by the Board, either to fill a casual vacancy or as an addition to the Board, must retire at the next Annual General Meeting following their appointment, but is eligible for re-election at that Annual General Meeting.

Mr Perrin was appointed on 1 July 2022 as an addition to the Board. As this occurred after the Company's 2021 Annual General Meeting, Mr Perrin retires as a Director pursuant to Listing Rule 14.4 and clause 59.2 of the Company's Constitution. Mr Perrin is eligible for, and has offered himself for re-election.

The resume of Mr Perrin is as follows:

**Austen Perrin B. Econ. (Acc.), CA, GAICD**

Independent Non-executive Director

Austen Perrin has had significant experience in developing capital management strategies and financing solutions to support corporate objectives including development of key infrastructure and transport projects and underground coal mines.

He has a breadth of experience gained in a variety of industries including transport and logistics, ports, road and rail infrastructure, coal, copper and gold mining, unconventional shale gas, mining services, oil, gas and water pipeline construction, general building construction and insurance.

Mr Perrin is currently a non-executive director with AJ Lucas Group Limited and up until recently a non-executive director for Round Oak Minerals Pty Limited. Austen currently chairs the Audit and Risk Committee for AJ Lucas and previously for Round Oak Minerals Pty Limited.

Mr Perrin is currently Chair of the Audit and Risk Committee and a member of the Remuneration and Nomination Committee and the Sustainability and Governance Committee.

He has been a chartered accountant for over 33 years and is a graduate of the Australian Institute of Company Directors

The Board considers Mr Perrin's extensive and significant financial experience, expertise and leadership broadens the Board's expertise in this area.

**Directors' Recommendation**

**The Directors (excluding Mr Perrin) unanimously recommend that Shareholders vote in favour of Resolution 2. The Chair intends to vote undirected proxies in favour of Resolution 2.**

**RESOLUTION 3**  
**RE-ELECTION OF MS MELISSA HOLZBERGER AS A DIRECTOR**

In accordance with Listing Rule 14.4 and clause 60.1 of the Company's Constitution, at every Annual General Meeting, one third of the Directors for the time being must retire from office and are eligible for reelection. The Directors to retire are to be those who have been in office for 3 years since their appointment or last re-appointment or who have been longest in office since their appointment or last re-appointment or, if the Directors have been in office for an equal length of time, by agreement. This rule does not apply to the Managing Director.

The Directors presently in office are Mr Michael Wilkes, Mr James Marsh, Ms Melissa Holzberger and Mr Austen Perrin.

Ms Holzberger was originally appointed to the Board on 23 September 2021. She is the longest in office since her last re-election at the 2021 AGM and will retire by rotation at the Annual General Meeting. Ms Holzberger is eligible for, and has offered herself for, re-election.

The resume of Ms Holzberger is as follows:

**Melissa Holzberger LLM Resources Law (Distinction (Scotland), Dip. International Nuclear Law (Hons) (France), LLB (Adel), BA (Adel), Grad Dip Legal Practice, GAICD, FGIA**

Independent Non-executive Director

Ms Holzberger is an experienced Independent Non-executive Director and mining lawyer with over 20 years' experience in the international energy and resources sector.

Ms Holzberger is currently a Non-executive Director of Paladin Energy Ltd (ASX:PDN) and a member of the Federal Government's Australian Radiation Protection and Nuclear Safety Agency's Radiation Health and Safety Advisory Council. She is a former director of Silex Systems Ltd (ASX:SLX).

Ms Holzberger brings a deep understanding of mining projects and operations, having previously worked with BHP, Rio Tinto; and as a trusted adviser to small, medium and large private and ASX listed companies and Government. Her substantial experience extends to highly regulated industries, international commodity trade, corporate ethics, legal, risk and compliance oversight, together with a focus on sustainability, environment, social and governance (ESG) matters.

Ms Holzberger holds a Master of Laws in Resources Law (Distinction) as a Chevening scholar from the Centre for Energy, Petroleum and Mineral Law and Policy, University of Dundee, Scotland; a Diploma in International Nuclear Law (Hons) as an OECD Nuclear Energy Agency scholar from the University of Montpellier, France; a Bachelor of Laws and Bachelor of Arts from the University of Adelaide; and a Graduate Diploma in Legal Practice.

Ms Holzberger is a graduate of the University of Oxford's Leading Sustainable Corporations; a graduate member of the Australian Institute of Company Directors; and a Fellow of the Governance Institute of Australia. In 2006 Ms Holzberger was awarded the *Telstra South Australian Young Business Woman of the Year* which recognised her commitment and leadership in the energy, resources and business community.

Ms Holzberger is currently Chair of the Andromeda Sustainability and Governance Committee and a member of the Remuneration and Nomination Committee and the Audit and Risk Committee.

#### **Directors' Recommendation**

**The Directors (excluding Ms Holzberger) unanimously recommend that Shareholders vote in favour of Resolution 3. The Chair intends to vote undirected proxies in favour of Resolution 3.**

#### **RESOLUTION 4 ADOPTION OF THE REMUNERATION REPORT FOR THE YEAR ENDED 30 JUNE 2022**

In accordance with Section 250R(2) of the Corporations Act, Shareholders are required to vote on the Company's Remuneration Report for the year ended 30 June 2022.

The Corporations Act requires that a resolution to adopt the Remuneration Report be put to the vote at the Annual General Meeting of the Company. Members should note that the vote on Resolution 4 is not binding on the Company or the Directors.

If more than 25% of the votes cast on a resolution to adopt the Remuneration Report are against the adoption of the Remuneration Report for two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution ("Spill Resolution") that another meeting be held within 90 days, at which all of the Company's Directors must go up for re-election. At the 2021 AGM, the Company's Remuneration Report for the year ended 30 June 2020 was approved by Shareholders. The vote against the resolution was greater than 25%.

The Remuneration Report is contained in the Directors' Report in the 2022 Annual Report, on pages 41 to 61, which will be available to view online at the Company's website [www.andromet.com.au](http://www.andromet.com.au) and despatched to those Shareholders who have elected to receive a hard copy of the report.

#### **Achievements in the past year**

Looking over the past year, a significant amount of work has been done to progress the flagship Great White Kaolin Project. The Company continues to move towards making a final investment decision while progressively de-risking the Project and evaluating funding arrangements that best suit the long-term interests of the Company and its shareholders. These progressive steps are part of the invigorated long-term strategy to bring our product to the broader global market. Key achievements include:

- The granting of the Mining Lease and supporting Miscellaneous Purposes Licences for the Great White Project were granted by the South Australian Minister for Energy and Mining;
- Entering into four binding offtake agreements for Great White refined halloysite-kaolin products. The growth profile of these agreements, as well as ongoing negotiations with several other potential customers, continue to provide the Company with the confidence that further offtake agreements will be signed and production volumes will quickly grow as the Great White brand takes root in the kaolin market;
- The successful completion of the takeover of Minotaur Exploration Limited, the joint venture partner of the Great White Kaolin Project and reflected the Company's confidence in the Project and the strong economic efficiencies gained through full ownership;
- The completion and release of the Definitive Feasibility Study (DFS) which confirmed the significant value and long-term viability of the Project;
- The signing of the land purchase agreements for the acquisition of the freehold land required for the Project;
- The lodgement of the Program for Environmental Protection and Rehabilitation (PEPR) with the South Australian Department for Energy and Mining; and
- Since publishing the DFS, and considering the changed conditions driven by the continued impacts of the COVID-19 pandemic, along with other major global and geopolitical developments, the Board sought to further de-risk the Project. Accordingly, a refinement of the staged, scalable approach to developing GWKP was deemed prudent, through the initial construction of a Starter Plant that more closely matches production to signed offtake volumes currently in place and being negotiated, with a reduced initial capital requirement prior to first production and cash flow.



## The Remuneration Report

The Remuneration Report for the period ended 30 June 2022 has undergone significant changes from the previous year. The Company has now focused on detailed disclosures regarding remuneration strategy, policies, frameworks and practices, and highlighting the Company's response to the "first strike" received at the Company's 2021 Annual General Meeting.

Following the 2021 Annual General Meeting, the Board undertook a comprehensive review of the Company's remuneration framework (Review), the way we communicate our remuneration, and how we reward our Non-executive Directors (NEDs) and Executives.

The Review found that shareholder concerns centred around remuneration being elevated, not sufficiently aligned to Company performance and communications needed to be more transparent.

In addressing shareholder concerns, the Board has responded to the issues raised in a range of ways as set out in section below. Our response focused on three key aspects:

- conducting a comprehensive review of current remuneration arrangements and identifying any gaps compared to industry practice;
- reviewing the executive reward framework to ensure it remains 'fit for purpose' in the current environment; and
- ensuring 2022 reward decisions appropriately reflect performance and are communicated clearly.

In 2021 and 2022, the Remuneration and Nomination Committee engaged two independent external remuneration advisers. Their assistance centred on analysing Andromeda's remuneration framework and outcomes, providing guidance on industry practice, and comparisons to a relevant group of ASX listed peers; and, considered recommendations and actions to address any gaps.

### Changes to 2022 remuneration framework and outcomes

Based on the findings of the Review, the Board resolved to make certain changes to the remuneration framework and practices of the Company. A summary of these changes and the impact on remuneration outcomes are as follows:

Shareholder Concern	Our Response and Action	Remuneration Outcomes
<b>Remuneration</b> – level considered too high and not linked to company performance	<ul style="list-style-type: none"> <li>• Review of remuneration framework, structure and incentive levels.</li> <li>• Assessment of industry practice</li> <li>• Benchmarking against a peer group of ASX listed companies.</li> </ul>	<ul style="list-style-type: none"> <li>• Overhauling the remuneration framework. <ul style="list-style-type: none"> <li>– Capping of the potential earning of all NEDs and Executives.</li> <li>– Introduction of yearly remuneration reviews benchmarking assessments against peers.</li> <li>– Linking of Executive STI incentives to Company performance and strategy through Key Performance Indicators (KPIs).</li> <li>– Linking of Executive LTI incentives to Company TSR performance against peers.</li> </ul> </li> </ul>
<b>Non-executive Directors</b> – equity options and performance rights	<ul style="list-style-type: none"> <li>• Review of remuneration structure and incentive levels for NEDs.</li> </ul>	<ul style="list-style-type: none"> <li>• NEDs are not eligible for STI and LTI incentives.</li> <li>• Removed equity component of remuneration, and adjusted cash component.</li> <li>• NEDs required to acquire Company shares on market equal in value to one year's Director Fees over a 5 year period.</li> </ul>
<b>Board renewal and skill</b>	<ul style="list-style-type: none"> <li>• Assessment of Board skills, experience and backgrounds; and requirements for managing transition to production stage</li> <li>• Undertook a thorough search for a new Non-executive Chair and NED to complement existing board skills, experience and backgrounds.</li> </ul>	<ul style="list-style-type: none"> <li>• Introduction of regular Board skills matrix assessments.</li> <li>• Board composition aligned to the Company's strategy.</li> <li>• Disclosure of the Board skills matrix.</li> <li>• In September, appointed Melissa Holzberger as an Independent Non-executive Director, with significant legal, mining and energy experience.</li> <li>• In April, appointment of Mick Wilkes as new Independent Chair, an experienced mining executive and director with significant mining and project development experience.</li> <li>• In June, announced the appointment of Austen Perrin as an Independent NED, with significant finance, mining, and logistics experience.</li> </ul>
<b>Communication and transparency</b>	<ul style="list-style-type: none"> <li>• Review of remuneration disclosures, format and communications.</li> </ul>	<ul style="list-style-type: none"> <li>• Enhanced disclosure to improve transparency.</li> </ul>

### ***Enhancing transparency around the reward framework***

The Company reflected on concerns raised by shareholders in relation to the approach to remuneration communication and acknowledge that how the Company measured and communicated the link between remuneration outcomes and performance could be improved.

The Company has therefore included additional disclosures within the Remuneration Report to provide greater transparency on how the remuneration framework operates, introduced links between performance and remuneration outcomes, and enhanced communications to more clearly communicate the Board's decision-making processes in determining reward outcomes.

The Company has committed to continuing to engage with shareholders as a key priority for 2023 and beyond, which will be particularly important as the Company manages the transition to becoming a mining production company.

### **Important information for Shareholders:**

Please note, in accordance with sections 250R(4) and (5) of the Corporations Act, the Chair will not vote any undirected proxies in relation to Resolution 4 unless the Shareholder expressly authorizes the Chair to vote in accordance with the Chair's stated voting intentions. Please note that if the Chair of the Meeting is your proxy (or becomes your proxy by default), by completing the attached proxy form, you will expressly authorise the Chair to exercise your proxy on Resolution 4 even though it is connected directly or indirectly with the remuneration of a member of Key Management Personnel for the Company, which includes the Chair. You should be aware that the Chair of the Meeting intends to vote undirected proxies in favour of the adoption of the Remuneration Report.

Alternatively, if you appoint the Chair as your proxy, you can direct the Chair to vote for or against or abstain from voting on Resolution 4 by marking the appropriate box on the proxy form.

As a further alternative, Shareholders can nominate as their proxy for the purposes of Resolution 4, a proxy who is not a member of the Company's Key Management Personnel or any of their Closely Related Parties. That person would be permitted to vote undirected proxies (subject to the Listing Rules).

If the votes cast against this year's resolution to adopt the 2022 Remuneration Report are again at least 25% of the total votes cast, the Company will receive a "second strike". If a company receives two strikes, it is required to put a resolution to the meeting to determine whether the Company's directors (who were Directors when the resolution to approve the Remuneration Report for the year ended 30 June 2022 was put to the meeting) will need to stand for re-election at a special meeting.

As a result, this Notice of Meeting includes a 'conditional' resolution (Resolution 5). This conditional resolution will be put to the Annual General Meeting irrespective of whether there is a Second Strike however the result of the vote will be of no force and effect and will not be disclosed if the Company does not receive a Second Strike on its remuneration report. Further detail is included in the explanatory notes to Resolution 5.

### **Directors' Recommendation**

***The Directors unanimously recommend that Shareholders vote in favour of Resolution 4, noting that each Director has a material personal interest in his own remuneration from the Company. The Chair intends to vote undirected proxies in favour of Resolution 4.***

### **RESOLUTION 5 HOLD A SPILL MEETING**

This resolution is a conditional resolution. It will be put to the Annual General Meeting irrespective of whether the Company receives a Second Strike however the result of the vote will be of no force and effect and will not be disclosed if the Company does not receive a Second Strike on its remuneration report.

This resolution will be considered as an ordinary resolution, which means that, to be passed, the resolution requires the approval of a simple majority of the votes cast by or on behalf of the shareholders entitled to vote on the matter.

The Corporations Act was amended in June 2011 to introduce the "two-strikes" rule. The two strikes rule provides that if at least 25% of the votes cast on the adoption of the remuneration report at two consecutive AGMs are against adopting the remuneration report, members will have the opportunity to vote on a "Spill Resolution" (as described below).

At last year's AGM, more than 25% of the votes cast on the resolution to adopt the remuneration report were against adopting the report. This constitutes a "first strike".

If at least 25% of the votes cast on Resolution 4 are against adopting the Remuneration Report at the Meeting, this will constitute a "second strike" and a resolution is required to be put to the Meeting and voted on as required by section 250V of the Corporations Act (the **Spill Resolution**).

If less than 25% of the votes cast on Resolution 4 are against adopting the Remuneration Report at the Meeting, then there will be no "second strike" and the results of the vote on Resolution 5 will be of no force and effect and will not be disclosed.

If the Spill Resolution is passed, a further special meeting of Shareholders must be held within 90 days (the **Spill Meeting**) of the Spill Resolution being passed. Immediately before the end of the Spill Meeting, with the exception of the managing director of the Company, all of the Directors who were Directors when the resolution to approve the Remuneration Report for the year ended 30 June 2022

was put to the meeting, including Mr Wilkes, Mr Perrin and Ms Holzberger if they are re-elected under Resolutions 1, 2 and 3, (the **Vacating Directors**) will cease to hold office immediately before the end of the Spill Meeting.

No voting exclusions will apply to any resolutions proposing the appointment of any of the Vacating Directors at the Spill Meeting, and shareholders can exercise their voting rights to support the re-election of the Vacating Directors. If the Spill Resolution is passed, each of the Vacating Directors intends to stand for re-election at the Spill Meeting and may vote their own Shares in support of their own and each other Vacating Director's re-election.

In deciding how to vote on Resolution 5, the Board recommends that shareholders consider the following factors:

- a) a Spill Meeting would disrupt the Board's function and require the Company to divert resources (both financial and time-based) towards organising and responding to the Spill Meeting;
- b) substantial additional costs (including legal, printing, mail-out and share registry costs) would be incurred if the Company is required to call and hold a Spill Meeting;
- c) there would be uncertainty as to the composition of the Board until any Spill Meeting is held. Such uncertainty may create instability within the Company and may have a negative effect on the Company's share price, its dealings with stakeholders and its broader operation;
- d) the Board believes that it has addressed the concerns raised by investors in the context of which the "first strike" was received at the Company's 2021 Annual General Meeting.

In the event a Spill Meeting is required a separate notice of meeting will be distributed to Shareholders with details about those persons that will seek election as directors of the Company at the Spill Meeting.

Each Vacating Director is eligible to seek re-election as a director of the Company at the Spill Meeting.

If the Spill Resolution is passed, members should note that each of the Vacating Directors intends to stand for re-election at the Spill Meeting.

If the Company does not receive a "second strike" or the Spill Resolution fails, then the Company has a "clean slate" and will enter the 2023 Annual General Meeting with no "strikes".

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, if Resolution 5 is put to the Meeting, the Board recommends that Shareholders vote **against** Resolution 5 on the basis that a Spill Meeting would be disruptive and costly and in the Board's view it would be inappropriate to remove all of the Vacating Directors in the circumstances.

The Chair intends to vote undirected proxies **against** Resolution 5.

# GLOSSARY

In this Explanatory Memorandum, the following terms have the following unless the context otherwise requires:

<b>"ASX"</b>	means ASX Limited ACN 008 624 691 or the securities exchange operated by ASX Limited (as the context requires).
<b>"Board"</b>	means the Board of Directors from time to time.
<b>"Closely Related Party"</b>	of a member of the Key Management Personnel means: <ul style="list-style-type: none"><li>• a spouse or child of the member;</li><li>• a child of the member's spouse;</li><li>• a dependant of the member or of the member's spouse;</li><li>• 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 dealings with the Company; or</li><li>• a company that the member controls.</li></ul>
<b>"Company"</b>	means Andromeda Metals Limited (ACN 061 503 375).
<b>"Constitution"</b>	means the constitution of the Company from time to time.
<b>"Corporations Act"</b>	means the Corporations Act 2001 (Cth).
<b>"Directors"</b>	means the Directors of the Company from time to time and "Director" means any one of them.
<b>"Equity Securities"</b>	has the meaning given to that term in the Listing Rules.
<b>"Explanatory Memorandum"</b>	means this explanatory memorandum.
<b>"Key Management Personnel"</b>	means those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any Director (whether executive or otherwise).
<b>"Listing Rules"</b>	means the listing rules of ASX and any other rules of ASX which are applicable while the Company is admitted to the official list of ASX, each as amended or replaced from time to time, except to the extent of any express written waiver by ASX.
<b>"Meeting"</b>	has the meaning given in the introductory paragraph of the Explanatory Memorandum.
<b>"Related Party"</b>	has the meaning given to that term in Section 228 of the Corporations Act.
<b>"Resolution"</b>	means a resolution contained in this Notice of Meeting.
<b>"Share"</b>	means a fully paid ordinary share in the capital of the Company.
<b>"Shareholder"</b>	means a holder of Shares in the Company.
<b>"Trading Day"</b>	means a day determined by ASX to be a trading day in accordance with the Listing Rules.
<b>"VWAP"</b>	means Volume Weighted Average Price of the Company's ASX-listed Shares trading under the code ADN.

**Need assistance?****Phone:**1300 556 161 (within Australia)  
+61 3 9415 4000 (outside Australia)**Online:**[www.investorcentre.com/contact](http://www.investorcentre.com/contact)**YOUR VOTE IS IMPORTANT**

For your proxy appointment to be effective it must be received by **1:00pm (ACDT) on Saturday, 19 November 2022.**

# Proxy Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**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](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

### Online:

Lodge your vote online at [www.investorvote.com.au](http://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:****SRN/HIN:**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

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.

**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.

# Proxy Form

Please mark  to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Andromeda Metals Limited hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman 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 Chairman 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 Andromeda Metals Limited to be held at Adelaide Pavilion, Veale Gardens, corner South Terrace and Peacock Road, Adelaide, SA 5000 and as a virtual meeting on Monday, 21 November 2022 at 1:00pm (ACDT) and at any adjournment or postponement of that meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 4 and 5 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 4 and 5 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**The Chairman of the Meeting intends to vote undirected proxies in favour of each Item of business with the exception of Resolution 5 where the Chairman of the Meeting intends to vote against.**

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 4 and 5 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 show of hands or a poll and your votes will not be counted in computing the required majority.

The Chairman of the Meeting intends to vote all available proxies in **FAVOUR** of the following items of business

	For	Against	Abstain
Resolution 1 Election of Mr Michael Wilkes as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Election of Mr Austen Perrin as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-election of Ms Melissa Holzberger as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Adoption of the Remuneration Report for the year ended 30 June 2022	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies **AGAINST** the following item of business

Resolution 5 Spill Meeting Resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business with the exception of Resolution 5 where the Chairman of the Meeting intends to vote against. In exceptional circumstances, the Chairman 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 <input type="text"/>	Securityholder 2 <input type="text"/>	Securityholder 3 <input type="text"/>	/ / Date
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	

**Update your communication details** (Optional)

Mobile Number <input type="text"/>	Email Address <input type="text"/>
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By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

