



**A B N 83 636 743 649**

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## **Notice of Annual General Meeting**

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**TIME:** 11:00am (AEDT)

**DATE:** 13 December 2023

**PLACE:** DW Accounting & Advisory, Level 4, 91 William Street, Melbourne VIC 3000

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

***Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary Andrew Draffin on (+61 3) 8611 5333.***

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## IMPORTANT INFORMATION

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### VENUE OF MEETING

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The General Meeting of the Shareholders to which this Notice of Meeting relates will be held at DW Accounting & Advisory, Level 4, 91 William Street, Melbourne VIC 3000 on Wednesday, 13 December 2023 at 10.00am (AEDT).

### YOUR VOTE IS IMPORTANT

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

### VOTING ELIGIBILITY

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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 of the Company at 7:00pm (AEDT) on Monday 11 December 2023.

### VOTING IN PERSON

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

### VOTING BY PROXY

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To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- post to Cosmo Gold Limited, PO Box 253 Collins Street West, Melbourne VIC 8007; or
- email to [perry@dwaccounting.com.au](mailto:perry@dwaccounting.com.au)

so that it is received not later than 11.00am (AEDT) on Monday, 11 December 2023.

***Proxy Forms received later than this time will be invalid.***

In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member 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 member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

### ***Proxy vote if appointment specifies way to vote***

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

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- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

***Transfer of non-chair proxy to chair in certain circumstances***

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
  - the proxy is not recorded as attending the meeting;
  - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

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# COSMO GOLD LIMITED

A B N 83 636 743 649

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## NOTICE OF ANNUAL GENERAL MEETING

### AGENDA

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#### 1. Annual Report

To table and consider the Annual Report of the Company and its controlled entities for the year ended 30 June 2023 which includes the Financial Report and Directors' Report in relation to that financial year and the Auditor's Report on the Financial Report.

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#### 2. Resolution 1 – Re-Election of Director – Mr John Chegwidden

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

*"That, Mr John Chegwidden, who retires in accordance with the Constitution and, being eligible for re-election, offers himself for re-election, be re-elected as a Director."*

By Order of the Board



**ANDREW DRAFFIN**

Company Secretary

Dated: 17 November 2023

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# COSMO GOLD LIMITED

**A B N 83 646 743 649**

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## EXPLANATORY MEMORANDUM

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### 1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at 11.00am (AEDT) on 13 December 2023, at the offices of DW Accounting & Advisory, Level 4, 91 William Street, Melbourne, Victoria.

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding on how to vote on the Resolutions set out in the Notice.

This Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2:	Action to be Taken by Shareholders
Section 3:	Annual Report
Section 4:	Resolution 1 – Re-Election of Director – Mr John Chegwiddden

A Proxy Form is enclosed with the Notice.

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### 2. Action to be Taken by Shareholders

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

#### 2.1 Proxies and Corporate Representatives

A Proxy Form is enclosed with the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are encouraged to sign and return the Proxy Form to the Company in accordance with the instructions.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

Proxy Forms will only be effective if they are received by the Company no later than 48 hours before the time scheduled for commencement of the Meeting (being by 10.00am

(AEDT) on 13 December 2023). The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

## **2.2 Voting Intentions of the Chair**

If the Chairman of the Meeting is appointed, or taken to be appointed, as a proxy, but the appointment does not specify the way to vote on a Resolution, then the Chairman intends to exercise all available votes in favour of each Resolution.

## **2.3 Questions**

Whether or not you intend to attend the Meeting, the Company recommends that written questions are submitted to the Chairman prior to the Meeting no later than 48 hours before the time scheduled for commencement of the Meeting (being by 10.00am AEDT on, 11 December 2023. All questions will either be addressed in the Meeting, or receive a written response.

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## **3. Annual Report**

The Corporations Act requires the Company to lay its Annual Report and the reports of the Directors and Auditor for the last financial year before the Meeting.

There is no requirement for Shareholders to approve the Annual Report but Shareholders will be offered the opportunity to:

- (a) Raise any questions concerning the Annual Report for the financial year ended 30 June 2023 which is available online at <http://www.cosmogold.com.au>;
- (b) Submit questions or make comment on the management of the Company; and
- (c) Submit questions to the Auditor about the conduct of the audit and the preparation and content of the Auditor's Report.

Written questions must be submitted to the Company Secretary by email at [perry@dwaccounting.com.au](mailto:perry@dwaccounting.com.au) by no later than 10.00am (AEDT) on 11 December 2023.

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## **4. Resolution 1 – Re-Election of Director – Mr John Chegwidden**

Article 16.1 (c) of the Constitution requires an election of Directors to be held each year.

Article 16.1(c iv) of the Constitution states that a Director who retires under Article (16.1(c) is eligible for re-election.

Pursuant to the Constitution, Mr Chegwidden retires and seeks re-election.

Mr Chegwidden is a Chartered Accountant with over 30 years' experience, including managing his own chartered accounting practice, and has acted as a director, company secretary and corporate advisor to public (including ASX-listed), private and not-for-profit companies. Mr Chegwidden has a strong knowledge of the mining, exploration, mineral processing and resources sector in Australia, with key competencies in providing corporate advice, tenement management, budgeting and modelling, operational management, OHS, corporate governance, capital raising, marketing and financial management services in

relation to junior mining.

The Board (Mr Chegwidan abstaining) recommends Shareholders vote in favour of Resolution 1.

## **Schedule 1 - Definitions**

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In this Explanatory Memorandum and Notice:

**"AEDT"** means Australian Eastern Daylight-Saving Time, being the time in Melbourne, Victoria.

**"Annual Report"** means the Directors' Report, the Company's Annual Financial Report, and Auditor's Report thereon, in respect to the financial year ended 30 June 2021.

**"Article"** means an article of the Constitution.

**"Auditor"** means a person or organisation authorized to review and verify the accuracy of financial records and ensure that the Company complies with relevant regulatory laws.

**"Board"** means the board of Directors of the Company.

**"Chair"** or **"Chairman"** means the person appointed to chair the Meeting.

**"Closely Related Party"** has the meaning given in section 9 of the Corporations Act.

**"Company"** or **"Cosmo Gold"** means Cosmo Gold Limited ABN 83 636 743 649.

**"Constitution"** means the constitution of the Company.

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

**"Director"** means a director of the Company.

**"Explanatory Memorandum"** means the explanatory memorandum to the Notice.

**"Key Management Personnel"** means 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) of the Company.

**"Meeting"** has the meaning given in the introductory paragraph of the Notice.

**"Notice"** or **"Notice of Meeting"** means this Notice of Meeting.

**"Proxy Form"** means the proxy form enclosed with the Notice.

**"Resolution"** means a resolution contained in this Notice.

**"Share"** means a fully paid ordinary share in the capital of the Company.

**"Shareholder"** means a shareholder of the Company.

In this Notice, words importing the singular include the plural and conversely.

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# APPOINTMENT OF PROXY FORM

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**COSMO GOLD LIMITED**  
**ACN 636 743 649**

## ANNUAL GENERAL MEETING

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

**OR:**

the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 11:00am (AEDT) on 13 December 2023, and at any adjournment thereof.

**The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.**

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### Voting on business of the Meeting

Resolution 1

Re-Election of Director – Mr John Chegwidzen

**FOR**

**AGAINST**

**ABSTAIN**

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

### Important for Resolution 1

If you have not directed your proxy how to vote as your proxy in respect of Resolution 1 and the Chair is, or may by default be, appointed your proxy, you must mark the box below.

I/we direct the Chair to vote in accordance with his/her voting intentions (as set out above) on Resolution 1 (except where I/we have indicated a different voting intention above).

If the Chair is, or may by default be, appointed your proxy and you do not mark this box and you have not directed the Chair how to vote, the Chair will not cast your votes on Resolution 1 and your votes will not be counted in calculating the required majority if a poll is called on Resolution 1.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: \_\_\_\_\_ %

**Signature of Shareholder(s):**

**Individual or Shareholder 1**

Sole Director/Company Secretary

**Shareholder 2**

Director

**Shareholder 3**

Director/Company Secretary

**Date:**

**Contact name:**

**Contact ph (daytime):**

**E-mail address:**

**Consent for contact by e-mail:**

YES  NO



## Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing instructions):**
  - **(Individual):** Where the holding is in one name, the Shareholder must sign.
  - **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
  - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
  - **(Companies):** Where the company has a sole director, who is also the sole company secretary, that person must sign. Where the company (pursuant to section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting via the online webinar, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
  - post to Cosmo Gold Limited, PO Box 253 Collins Street West, Melbourne VIC 8007; or
  - email to [perry@dwaccounting.com.au](mailto:perry@dwaccounting.com.au)

so that it is received not later than **11.00am** (AEDT) on 11 December 2023.

**Proxy Forms received later than this time will be invalid.**