Western Mines Group Ltd
ACN 640 738 834
Level 3, 33 Ord Street
West Perth
WA 6005

26 October 2022

ASX Announcement (ASX:WMG)

Notice of Annual General Meeting and related documents

Western Mines Group Ltd (**WMG** or **Company**) (ASX:WMG) advises that the following documents, in relation to its Annual General Meeting, were dispatched to Shareholders today in accordance with their communication preference:

- Letter to Shareholders;
- Notice of Annual General Meeting; and
- Proxy Form.

This announcement has been authorised for release by the Board of Western Mines Group Limited.

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26 October 2022

Annual General Meeting – Letter to Shareholders

Western Mines Group Ltd (ASX:WMG) ("WMG" or the "Company") advises that an Annual General Meeting of Shareholders will be held at 11.30AM AWST on 25 November 2022 at Kings Park Room, Level 1, Quest Kings Park, 54 Kings Park Road, West Perth WA 6005 and as a **virtual meeting** (**Meeting**).

Details on how to attend and participate in the virtual meeting can be found below and in the Notice of Meeting.

In accordance with Part 1.2AA of the *Corporations Act 2001*, the Company will only be dispatching physical copies of the Notice of Meeting (**Notice**) to Shareholders who have elected to receive the Notice in physical form. The Notice is being made available to Shareholders electronically and can be viewed and downloaded online at the following link: https://www.westernmines.com.au/investors/asx-announcements Alternatively, the Notice will also be available on the Company's ASX market announcements page (ASX: WMG)

Virtual Meeting

In addition to being able to attend the Meeting in person, the Company is pleased to provide Shareholders the opportunity to attend and participate in the Meeting virtually.

If you wish to virtually attend the Meeting (which will be broadcast as a live webinar) please register in advance by contacting the Company by email at contact@westernmines.com.au.

Instructions regarding attending, voting and asking questions at the Meeting will be provided following registration.

Shareholders will be able to vote and ask questions at the virtual meeting.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to the Company Secretary at lee.tamplin@automicgroup.com.au at least 48 hours before the Meeting.

Your vote is important

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

All resolutions will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the Meeting.

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

Shareholders attending virtually will be provided with instructions on how to vote during the meeting however are strongly recommended to submit their vote by proxy in advance of the meeting.

To vote by proxy please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Log into the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder

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	Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.
By post	Completing the enclosed Proxy Form and posting it to: Automic, GPO Box 5193, Sydney NSW 2001
By hand	Completing the enclosed Proxy Form and delivering it by hand to: Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

The Chair intends to vote all open proxies in favour of all resolutions, where permitted.

Yours Faithfully,

Lee Tamplin
Company Secretary

Western Mines Group Ltd
Level 3, 33 Ord Street
West Perth WA 6005
ACN: 640 738 834

https://www.westernmines.com.au

Western Mines Group Ltd

Notice of 2022 Annual General Meeting

Explanatory Statement | Proxy Form

Friday 25 November 2022

11:30 AM AWST

Address
Kings Park Room, Level 1, Quest Kings Park, 54 Kings Park Road, West Perth WA 6005 and as a virtual meeting.

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.

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Important Information for Shareholders about the Company's 2022 AGM

This Notice is given based on circumstances as at 25 October 2022. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at https://www.westernmines.com.au/. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 11.30 AM (AWST) on Friday 25 November 2022 at Kings Park Room, Level 1, Quest Kings Park, 54 Kings Park Road, West Perth WA 6005 and as a virtual meeting (**Meeting**).

If you are a shareholder and you wish to virtually attend the AGM (which will be broadcast as a live webinar), please register in advance by contacting the Company by email at contact@westernmines.com.au. Instructions regarding attending, voting and asking questions at the Meeting will be provided following registration.

Shareholders will be able to vote and ask questions at the virtual meeting. Shareholders are also encouraged to submit questions in advance of the Meeting to the Company.

Questions must be submitted in writing to the Company Secretary at lee.tamplin@automicgroup.com.au at least 48 hours before the AGM.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

Your vote is important

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

Voting in person

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

Voting virtually at the Meeting

Shareholders attending the Meeting virtually will be able to vote during the Meeting. Instructions on how to vote virtually will be provided following registration for the virtual meeting as detailed above.

Voting by proxy

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process please see the **Online Proxy Lodgement Guide** at https://www.automicgroup.com.au/virtual-agms/
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of Western Mines Group Ltd ACN 640 738 834 will be held at 11.30 AM AWST on Friday 25 November 2022 at Kings Park Room, Level 1, Quest Kings Park, 54 Kings Park Road, West Perth WA 6005 and as a **virtual meeting (Meeting)**.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at **5.00 PM** AWST on Wednesday 23 November 2022.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Agenda

Ordinary business

Financial statements and reports

"To receive and to consider the Annual Financial Report of the Company for the financial year ended 30 June 2022 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report for that financial year."

Note: This item of ordinary business is **for discussion only and is not a resolution**.

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

Resolutions

Remuneration Report

1. **Resolution 1** – Adoption of Remuneration Report

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

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Financial Report for the financial year ended 30 June 2022 ."

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement: In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company's key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (**KMP**), or any of that person's Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as Restricted Voter). However, the Company need not disregard a vote if:

(a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and

(b) it is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the Meeting (**Chair**) and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the person chairing the Meeting to vote "against", or to abstain from voting on, this Resolution.

Election of Directors

2. **Resolution 2** – Re-election of Francesco Cannavo as Director

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

"That Francesco Cannavo, a Director who retires by rotation in accordance with the Company's Constitution, and being eligible offers himself for re-election as a Director of the Company, effective immediately."

3. **Resolution 3** - Election of Benjamin Grguric as Director

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

"That Benjamin Grguric, a Director appointed as an additional Director and holding office until the next general meeting of the Company after his appointment in accordance with the Company's Constitution and ASX Listing Rule 14.4, be elected as a Director of the Company, effective immediately."

ASX Listing Rule 7.1A (Additional 10% Capacity)

4. **Resolution 4** – ASX Listing Rule 7.1A Approval of Future Issue of Securities

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, the Shareholders approve the issue of equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

(a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or

(b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 4 by:

(i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(iii) 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.

Ratification of Prior Issue of Unlisted Options

5. **Resolution 5** – Ratification of Prior Issue of Unlisted Options to Prenzler Group Pty Ltd

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 750,000 Unlisted Options issued on 27 January 2022 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

(a) a person who participated in the issue or is a counterparty to the agreement being approved; or

(b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 5 by:

(i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(iii) 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.

Issue of Performance Rights under the Incentive Performance Rights Plan

6. **Resolution 6** – Approval of Issue of Performance Rights to Caedmon Marriott, Managing Director of the Company

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

"That for the purposes of section 208 of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 3,000,000 Performance Rights under the Incentive Performance Rights Plan to Caedmon Marriott, Managing Director of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

(a) a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Incentive Performance Rights Plan; or

(b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 6 by:

(i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(iii) 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 vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 6 if:

(a) the proxy is either:
  (i) a member of the Company's Key Management Personnel; or
  (ii) a closely related party of a member of the Company's Key Management Personnel; and

(b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

(a) the proxy is the Chair of the Meeting; and

(b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

7. **Resolution 7** – Approval of Issue of Performance Rights to Rex Turkington, Director of the Company

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

"That for the purposes of section 208 of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 750,000 Performance Rights under the Incentive Performance Rights Plan to Rex Turkington, Director of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of:

(a) a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Incentive Performance Rights Plan; or

(b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 8 by:

(i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(iii) 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 vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 7 if:

(a) the proxy is either:
  (i) a member of the Company's Key Management Personnel; or
  (ii) a closely related party of a member of the Company's Key Management Personnel; and

(b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

(a) the proxy is the Chair of the Meeting; and

(b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

8. **Resolution 8** – Approval of Issue of Performance Rights to Francesco Cannavo, Director of the Company

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

"That for the purposes of section 208 of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 750,000 Performance Rights under the Incentive Performance Rights Plan to Francesco Cannavo, Director of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of:

(a) a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the *Incentive Performance Rights Plan*; or

(b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 8 by:

(i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(iii) 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 vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 8 if:

(a) the proxy is either:
  (i) a member of the Company's Key Management Personnel; or
  (ii) a closely related party of a member of the Company's Key Management Personnel; and

(b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

(a) the proxy is the Chair of the Meeting; and

(b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

9. **Resolution 9** – Amendment to Constitution

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

"That, for the purposes of section 136 of the Corporations Act and for all other purposes, approval is given that the constitution of the Company is amended in the manner set out in the Explanatory Statement, with effect from the conclusion of the meeting."

BY ORDER OF THE BOARD

Lee Tamplin
Company Secretary

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 11.30 AM on Friday, 25 November 2022 at Kings Park Room, Level 1, Quest Kings Park, 54 Kings Park Road, West Perth WA 6005 and as a **virtual meeting**.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Annual General Meeting are set out below.

Agenda

Ordinary business

Financial statements and reports

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2022 together with the declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company Annual Financial Report on its website at https://www.westernmines.com.au/

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on the:

- Conduct of the audit;
- Preparation and content of the Auditor's Report;
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- Independence of the auditor in relation to the conduct of the audit.

Written questions of the auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report of the Company's auditor, please send your question to the Company Secretary. A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received at least five business days before the Meeting, which is by Friday 18 November 2022.

Resolutions

Remuneration Report

Resolution 1 – Adoption of Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's Annual Financial Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Financial Report and is also available on the Company's website at https://www.westernmines.com.au/.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the Meeting (subject of this Notice of Meeting), and then again at the 2023 Annual General Meeting (**2023 AGM**), the Company will be required to put to the vote a resolution (**Spill Resolution**) at the 2023 AGM to approve the calling of a further meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the 2023 AGM. All of the Directors who were in office when the 2023 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the Spill Meeting.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

Voting

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed the Chair to vote in accordance with the Chair's stated intention to vote in favour of Resolution 1.

Shareholders are urged to read carefully the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

Re-election of Director

Resolution 2 – Re-election of Francesco Cannavo as Director

Pursuant to Clause 108.1, the Company's Constitution requires that at the Company's annual general meeting, one third of the Directors shall retire from office. The Directors to retire at the annual general meeting are those who have been in office the longest since their last election.

ASX Listing Rule 14.4 also provides that each Director must not hold office (without re-election) past the third annual general meeting following the Director's appointment or 3 years, whichever is longer.

Francesco Cannavo was elected as a Director of the Company at the 2021 AGM.

Under this Resolution, Francesco Cannavo has elected to retire by rotation, and being eligible, seeks re-election as a Director of the Company at this AGM.

Francesco is an experienced public company director with significant business and investment

experience working with companies operating across various industries, including in particular mining exploration companies, and has been instrumental in assisting several listed and unlisted companies achieve their growth strategies through the raising of investment capital and the acquisition of assets.

Directors' recommendation

The Directors (excluding Francesco Cannavo) recommend that Shareholders vote for this Resolution.

Election of Director

Resolution 3 – Election of Benjamin Grguric as Director

The Company's Constitution provides that any Director appointed in addition to the existing Directors will hold office until the next following annual general meeting and is then eligible for re-election.

ASX Listing Rule 14.4 also provides that each additional director appointed during the year is to hold office until the next annual general meeting and is then eligible for election as a Director of the Company.

Benjamin Grguric was appointed as an additional Director of the Company on 19 September 2022 and has since served as a Director of the Company.

Under this Resolution, Benjamin Grguric seeks election as a Director of the Company at this AGM.

Ben has extensive experience in mineral exploration and scientific research, with direct involvement in a number of gold and nickel discoveries over the last 30 years. Ben is considered a leading expert on WA nickel sulphide exploration with over 50 peer-reviewed scientific papers. Ben is currently an independent consultant to a number of listed exploration and mining companies and has been consulting to WMG since August 2022.

Ben spent his early career with WMC Resources/BHP, in particular at the Mt Keith Nickel Operation, managing brownfield and greenfield nickel sulphide exploration in Western Australia. As Geoscience Manager – Australia for Norilsk Nickel, Ben was responsible for exploration strategy across their portfolio of WA nickel assets and directly involved in the discovery of the West Jordan Type 2 nickel sulphide deposit.

Ben obtained a PhD in Earth Sciences from the University of Cambridge and is a fellow of the Australian Institute of Geoscientists (FAIG) and the Society of Economic Geologists (FSEG).

Directors' recommendation

The Directors (excluding Benjamin Grguric) recommend that Shareholders vote for this Resolution.

ASX Listing Rule 7.1A

Resolution 4 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to add an additional 10% capacity.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation less than the amount prescribed by ASX (currently $300 million).

As of the date of this Notice of Meeting, the Company has a market capitalisation of approximately $6.0million and therefore is an eligible entity. If at the time of the Meeting the Company is no longer an eligible entity this Resolution will be withdrawn.

This Resolution seeks Shareholder approval by way of a special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without Shareholder approval.

If this Resolution is passed, the Company will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

Information Required by ASX Listing Rule 7.3A

The following information is provided to Shareholder for the purposes of Listing Rule 7.3A.

Period for which the approval will be valid

An approval under this Listing Rule 7.1A commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

(a) the date which is 12 months after the date of the annual general meeting at which the approval is obtained;

(b) the time and date of the entity's next annual general meeting; and

(c) the time and date on which Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

Minimum price at which the equity securities may be issued under Listing Rule 7.1A

Any equity securities issued under Listing Rule 7.1A.2 must be an existing quoted class of the Company's equity securities and issued for cash consideration.

The issue price per equity security must not be less than 75% of the volume weighted average market price of the equity securities in that class, calculated over 15 trading days on which trades in that class were recorded immediately before:

(a) the date on which the price at the equity securities are to be issued is agreed by the Company and the recipient of the equity securities; and

(b) if the equity securities are not issued within 10 trading days of the date in paragraph (a), the date on which the equity securities are issued.

Purposes for which the funds raised by an issue of equity securities under Listing Rule 7.1A may be used

As noted above, any equity securities issued under Listing Rule 7.1A.2 must be issued for cash consideration. Accordingly, every issue of equity securities under Listing Rule 7.1A.2 will have an accompanying proposed use of funds at the time of issue.

As at the date of this Notice, the Company has not formed an intention to offer any equity securities under Listing Rule 7.1A during the Listing Rule 7.1A mandate period, if Shareholders

approve this Resolution. However, if Shareholders approved this Resolution and the Company did raise funds from the issue of equity securities under Listing Rule 7.1A, based on the Company's existing plans, the Company considers that the funds may be used for the following purposes:

(a) undertake follow-up exploration on a number of priority targets identified at the Projects from a review of available data and field work, including a second phase of diamond drilling at the Mulga Tank Ni-Cu-PGE Project;

(b) subject to results of the exploration activities, progress technical studies on the Projects;

(c) assess opportunities for business development and new venture activities to potentially add additional exploration projects.

Risk of economic and voting dilution to existing ordinary Securityholders

If this Resolution is approved, and the Company issues equity securities under Listing Rule 7.1A, the existing Shareholders' economic and voting power in the Company will be diluted.

There is a risk that:

(a) the market price for the Company's equity securities in that class may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and

(b) the equity securities may be issued at a price that is at a discount (as described above) to the market price for the Company's equity securities on the issue date;

which may have an effect on the amount of funds raised by the issue of equity securities under Listing Rule 7.1A.

The table below shows the potential dilution of existing Securityholders on the basis of 3 different assumed issue prices and values for the variable "A" in the formula in rule 7.1A.2:

Variable "A" ASX Listing Rule 7.1A.2		**Potential Dilution and Funds Raised**		
		$0.068 50% decrease in issue price	**$0.135 issue prices[b]**	**$0.27 100% increase in issue price**
"A" is the number of shares on issue, being 44,650,001 Shares[a]	**10% voting dilution[c]**	4,465,000	4,465,000	4,465,000
	Funds raised	$303,620	$602,775	$1,205,550
"A" is a 50% increase in shares on issue, being 66,975,001 Shares	**10% voting dilution[c]**	6,697,500	6,697,500	6,697,500
	Funds raised	$455,430	$904,163	$1,808,325
"A" is a 100% increase in shares on issue, being 89,300,002 Shares	**10% voting dilution[c]**	8,930,000	8,930,000	8,930,000
	Funds raised	$607,240	$1,205,550	$2,411,100

Notes:

(a) Based on the total number of fully paid ordinary Shares on issue as at 6 October 2022.

(b) Based on the closing price of the Company's Shares on ASX as at 6 October 2022.

(c) The table assumes that the Company issues the maximum number of ordinary Shares available to be issued under Listing Rule 7.1A.

(d) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of equity securities under Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement.

(e) The table shows the effect of an issue of equity securities under Listing Rule 7.1A only, not under the Company's 15% placement capacity under Listing Rule 7.1.

Allocation policy for issues under Listing Rule 7.1A

The Company's allocation policy and the identity of the allottees of equity securities under Listing Rule 7.1A will depend on a number of factors, including:

(a) the Company's intentions in relation to the possible issue of equity securities (for cash consideration) during the Listing Rule 7.1A mandate period;
(b) the structure and timeframe of the capital raising opportunities available to the Company and any alternative methods for raising funds that are available to the Company (such as a pro rata offer or an offer under a share purchase plan);
(c) the potential effect on the control of the Company;
(d) the Company's financial position and the likely future capital requirements; and
(e) advice from the Company's corporate or financial advisors.

Based on the Company's historical cashflow reports and capital raising activities in the past 12 months, the Company considers that it may raise funds during the Listing Rule 7.1A mandate period, although this cannot be guaranteed. As of the date of this Notice, no specific intention to issue equity securities in relation to any parties, investors or existing Securityholders have been formed. In addition, no intentions have been formed in relation to the possible number of issues, or the time frame in which the issues could be made. Subject to the requirements of the Listing Rules and the Corporations Act, the Board of Directors reserve the right to determine at the time of any issue of equity securities under Listing Rule 7.1A, the allocation policy that the Company will adopt for that issue.

If and when the determination is made to proceed with an issue of equity securities during the Listing Rule 7.1A mandate period, details regarding the allottees and purposes of issue will be disclosed pursuant to the Company's obligations under Listing Rules 3.10.3 and 7.1A.4.

Offers made under Listing Rule 7.1A may be made to parties (excluding any related parties) including professional and sophisticated investors, existing Shareholders of the Company, clients of Australian Financial Service Licence holders and/or their nominees, or any other person to whom the Company is able to make an offer of equity securities.

The Company has not issued equity securities under Listing Rule 7.1A.2 in the 12 months preceding the AGM.

This Resolution is a Special Resolution. For a Special Resolution to be passed, at least 75% of the votes validly cast on the resolution by Shareholders (by number of ordinary shares) must be in favour of this Resolution.

Directors' recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

Ratification of Prior Issue of Unlisted Options

Resolution 5 – Ratification of Prior Issue of Unlisted Options to Prenzler Group Pty Ltd

Background

As announced by the Company on 27 January 2022, the Company issued 750,000 unlisted options exercisable at $0.30 and expiring on 27 January 2024 utilising the Company's existing capacity under Listing Rule 7.1 (**Unlisted Options**).

The Unlisted Options were issued to a nominee of the Prenzler Group Pty Ltd being Maximus Flannery Pty Ltd as consideration for the provision of 3 months' corporate advisory services.

ASX Listing Rule 7.1

This Resolution proposes that Shareholders of the Company approve and ratify the prior issue

and allotment of 750,000 unlisted options exercisable at $0.30 and expiring on 27 January 2024, which was issued on 27 January 2022 (**Issue Date**).

All of the Unlisted Options was issued by utilising the Company's existing capacity under Listing Rule 7.1.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The issue of Unlisted Options did not fit within any of the exceptions to Listing Rule 7.1 and, as it has not been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the Issue Date.

Listing Rule 7.4 allows the Shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to subsequently approve the issue of Unlisted Options for the purposes of Listing Rule 7.4.

If this Resolution is passed, the issue of Unlisted Options will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12-month period following the Issue Date.

If this Resolution is not passed, the issue of Unlisted Options will be included in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12-month period following the Issue Date.

Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

(a) The Unlisted Options were issued to Maximus Flannery Pty Ltd a nominee of Prenzler Group Pty Ltd.

(b) The Company issued 750,000 Unlisted Options.

(c) The Unlisted Options were issued on 27 January 2022.

(d) The Unlisted Options have an exercise price of $0.30 per share and are exercisable two years from the date of issuing, expiry 27 January 2024.

(e) Funds were not raised from the issue of the Unlisted Options as the Unlisted Options were issued as consideration for services rendered under a corporate services mandate.

(f) The Unlisted Options were issued under an agreement between Prenzler Group Pty Ltd (**Prenzler**) and Western Mines Group Ltd. The material terms of the agreement are that Prenzler provide advisory services in respect of shareholder communications, ASX releases, investor presentations and other marketing to the Company. The Unlisted Options formed part of the consideration payable by the Company to Prenzler for Prenzler's services.

Directors' recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

Resolutions 6-8 – Approval of Issue of Performance Rights to Caedmon Marriott, Rex Turkington, and Francesco Cannavo, Directors of the Company.

Background

The Company's Incentive Performance Rights Plan (**Incentive Plan**) was approved by Shareholders of the Company on 25 February 2022.

As announced on 14 April 2022, the Company invited Caedmon Marriott, Rex Turkington, and Francesco Cannavo, each a Director of the Company, subject to Shareholder approval that is sought under these Resolutions, to participate in the Incentive Plan by subscribing for the following securities under the Incentive Plan (**Incentive Securities**):

(a) Resolution 6 - 3,000,000 Performance Rights to Caedmon Marriott **(Marriott Rights);**

(b) Resolution 7 - 750,000 Performance Rights to Rex Turkington **(Turkington Rights);**

(c) Resolution 8 - 750,000 Performance Rights to Francesco Cannavo **(Cannavo Rights);**

It is noted that one Director, Ben Grguric, is not receiving rights.

A summary of the material terms of the Incentive Securities are as follows:

Table A	
Description	Each Right granted under the Plan will not vest and be exercisable unless the Vesting Conditions attaching to the Rights have been satisfied, or waived, as determined by the Board and in accordance with the rules of the Plan. Each vested Right entitles the holder to subscribe for one fully paid ordinary shares (**Share**) upon exercise of the Right at nil cost
Expiry Date	Unexercised Rights will expire on 14 March 2025
Vesting Conditions	Each one-third of the Rights is subject to the following vesting conditions: 1. WMG share price achieves a 20 day VWAP of $0.40 per share 2. WMG share price achieves a 20 day VWAP of $0.60 per share 3. WMG share price achieves a 20 day VWAP of $0.80 per share
Other	In accordance with the ASX's requirements for performance securities, the Rights: 1. are not transferable (and, consequently, will not be quoted on ASX or any other exchange): 2. Do not confer any right to vote, except as otherwise required by law; 3. Do not confer any entitlement to a dividend, whether fixed at the discretion of the directors; 4. Do not confer any right to a return of capital, whether in winding up, upon a reduction of capital or otherwise; 5. Do not confer any right to participate in the surplus profit or assets of the entity upon winding up; and 6. Do not confer any right to participate in new issues of securities such as bonus issues or entitlement issues, unless and until the applicable Vesting Conditions are achieved and the Rights are converted into Shares.

Director and Related Party Approvals

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

(a) a director of the Company;
(b) an associate of a director of the Company; or
(c) a person whose relationship with the Company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders.

As Caedmon Marriott, Rex Turkington, and Francesco Cannavo (together the **Directors**) are Directors of the Company, the proposed issue of Incentive Securities constitutes the acquisition of securities under an employee incentive scheme for the purposes of Listing Rule 10.14 and therefore requires the approval of the Company's shareholders under Listing Rule 10.14.

To this end, Resolutions 6 to 8 seek the required Shareholder approval to issue the Incentive Securities to the Directors under and for the purposes of Listing Rule 10.14.

If approval is obtained under Listing Rule 10.14, in accordance with Listing Rule 10.12 (exception 8), separate approval is not required under Listing Rule 10.11.

If Resolution 6 is passed, the Company will be able to proceed with the proposed issue of Incentive Securities to Caedmon Marriott.

If Resolution 6 is not passed, the Company will not be able to proceed with the proposed issue and of Incentive Securities to Caedmon Marriott and may consider alternative incentive methods, including but not limited to cash.

If Resolution 7 is passed, the Company will be able to proceed with the proposed issue of Incentive Securities to Rex Turkington.

If Resolution 7 is not passed, the Company will not be able to proceed with the proposed issue and of Incentive Securities to Rex Turkington and may consider alternative incentive methods, including but not limited to cash.

If Resolution 8 is passed, the Company will be able to proceed with the proposed issue of Incentive Securities to Francesco Cannavo.

If Resolution 8 is not passed, the Company will not be able to proceed with the proposed issue and of Incentive Securities to Francesco Cannavo and may consider alternative incentive methods, including but not limited to cash.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

(a) the giving of the financial benefit falls within one of the exceptions to the provisions; or

(b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Incentive Securities constitutes the giving of a financial benefit.

A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes a person whom there is reasonable grounds to believe will become a "related party" of a public company.

For each Director for whom the issue of Incentive Securities were considered, the other non-conflicted Directors considered the proposed issue, and formed the view that the giving of the

financial benefit to that Director was reasonable remuneration given the circumstances of the Company, the quantum of the Incentive Securities, the terms of the Incentive Securities, and the responsibilities held by that Director in the Company.

Accordingly, the non-conflicted Directors of the Company believe that the issue of these Incentive Securities to each of the Directors under Resolutions 6 to 8 fall within the "reasonable remuneration" exception as set out in section 211 of the Corporations Act and rely on this exception for the purposes of Resolutions 6 to 8. Therefore, the proposed issue of Incentive Securities to Directors under Resolutions 6 to 8 requires Shareholder approval under and for the purposes of Listing Rule 10.14 only.

Information Required by ASX Listing Rule 10.15

The following information in relation to the issue of Incentive Securities under Resolutions 6 to 9 is provided to Shareholders for the purposes of ASX Listing Rule 10.15:

(a) The allottees are:

(i) The allottee of the Marriott Rights is Caedmon Marriott**;**

(ii) The allottee of the Turkington Rights is Rex Turkington;

(iii) The allottee of the Cannavo Rights is Francesco Cannavo.

(b) Each of Caedmon Marriott, Rex Turkington, and Francesco Cannavo is a Director of the Company and falls within the category referred to in ASX Listing Rule 10.14.1.

(c) The maximum number of Incentive Securities that may be acquired by each of the allottees is as follows:

(i) 3,000,000 Incentive Securities to Caedmon Marriott;

(ii) 750,000 Incentive Securities to Rex Turkington;

(iii) 750,000 Incentive Securities to Francesco Cannavo.

(d) The current total remuneration package received by the relevant Director is

Name	Current Salary (excluding superannuation)	Value of rights proposed to be issued under Resolutions 6 to 8	If rights are issued total remuneration will be:
Caedmon Marriott	$210,000	$590,000	$800,000
Rex Turkington	$50,000	$147,500	$197,500
Francesco Cannavo	$40,000	$147,500	$187,500

(e) Since the Incentive Plan was approved by Shareholders on 25 February 2022, the Company has not issued any Incentive Securities to the Directors:

(f) The material terms of the Incentive Securities are set out in Table A above.

The Company has decided to choose this type of equity security as it is unlisted (therefore has no immediate dilutionary impact on shareholders) and the terms can be structured to assist in aligning the interests of the holders with Shareholders of the Company.

The Incentive Securities are valued using the following metrics:.

Grant Date	Expiry Date	Share Price at Grant	Barrier Price	Volatility	Risk-free Rate	Value at Grant
11/04/22	11/03/25	$0.276	$0.40	76.3%	2.33%	$0.23

11/04/22	11/03/25	$0.276	$0.60	76.3%	2.33%	$0.19
11/04/22	11/03/25	$0.276	$0.80	76.3%	2.33%	$0.17

(g) The Incentive Securities will be issued no later than 3 years from the date of this Meeting (or such later date as permitted by any ASX waiver or modification of ASX Listing Rules), if approved by Shareholders of the Company.

(h) The Incentive Securities are being issued for nil cash consideration pursuant to the terms of the Incentive Plan. Accordingly, no funds will be raised.

(i) The material terms of the Incentive Plan are set out in Table A above of this Notice of Meeting.

(j) Details of any securities issued under the Incentive Plan will be published in each annual report of the Company relating to a period which securities have been issued, and that approval for the issue of securities was obtained under ASX Listing Rule 10.14. Any additional persons who become entitled to participate in the Incentive Plan after the resolution was approved and who were not named in the notice of meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

Resolution 9 – Amendment of Constitution

The Company's current constitution was adopted by the Company prior to and for the purposes of listing.

The Board of the Company wishes to amend its existing Constitution so that the Company can in future have the option to hold virtual general meetings using technology that gives the shareholders as a whole a reasonable opportunity to participate.

Accordingly, the Company has prepared an updated Constitution (**New Constitution**) which incorporates the following key amendments:

(a) Replace Clause 63 with the following:

63. Use of Technology at General Meetings

63.1 Subject to Corporations Act, the Listing Rules and any applicable law:

(a) a meeting may be held at one or more venues using any technology that gives the shareholders as a whole a reasonable opportunity to participate;
(b) a meeting may be hybrid (virtual and in-person) held at one or more venues using any technology that gives the shareholders as a whole a reasonable opportunity to participate; or
(c) a meeting may be held virtually only using any technology that gives the shareholders as a whole a reasonable opportunity to participate; and
(d) any reference to a "place" when used in the context of a meeting may be, but need not be, a physical place.

63.2 If, before or during a general meeting of members, any technical difficulty occurs, such that the members as a whole do not have a reasonable opportunity to participate, the chair of the meeting may:

(a) adjourn the meeting until the technical difficulty is remedied; or
(b) where a quorum remains present (either at the place at which the chair is present or by technology contemplated by this Rule) and able to

participate, subject to the Corporations Act, continue the meeting (in which case no member may object to the meeting being held or continuing.

63.3 Participation in a hybrid or virtual meeting using any technology that gives the shareholders as a whole a reasonable opportunity to participate shall constitute presence in person or 'personally' at such meeting (including for the purpose of any quorum requirements in this Constitution);

(b) Delete Clause 70 which is redundant.

Prior to the Meeting, a copy of the New Constitution is available for review by Shareholders at the Company's registered office during normal business hours. A copy of the New Constitution can also be sent to Shareholders of the Company upon a request being made to the Company Secretary on lee.tamplin@automicgroup.com.au

A complete signed copy of the New Constitution will be tabled at the Meeting.

Pursuant to section 136(2) of the Corporations Act, a modification to the Company's Constitution can only be effected by way of a Special Resolution passed by its Shareholders. Therefore, this Resolution is a Special Resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on this Resolution are voted in its favour.

Professional Advice

If you have any doubt or do not understand this Resolution, it is strongly recommended that you seek advice from a solicitor or other professional advisor.

Directors' Recommendation

The Board of Directors recommend Shareholders vote for this Resolution.

Enquiries

Shareholders are asked to contact the Company Secretary at lee.tamplin@automicgroup.com.au if they have any queries in respect of the matters set out in these documents.

Glossary

Annual Financial Report means the 2022 Annual Report to Shareholders for the period ended 30 June 2022 as lodged by the Company with ASX on 23 September 2022.

Annual General Meeting or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

ASIC means Australian Securities and Investment Commission.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

ASX Listing Rules or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Auditor's Report means the auditor's report of HLB Mann Judd (Vic) Partnership dated 23 September 2022 as included in the Annual Financial Report.

AWST means Australian Western Standard Time as observed in Perth, Western Australia.

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on the stock market of ASX.

Chair means the person chairing the Meeting.

Closely Related Party of a member of the KMP means:

(a) a spouse or child of the member;

(b) a child of the member's spouse;

(c) a dependant of the member or of 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 dealings with the Company;

(e) a company the member controls; or

(f) a person prescribed by the *Corporation Regulations 2001* (Cth).

Company means Western Mines Group Ltd ACN 640 738 834.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Director means a current director of the Company.

Directors' Report means the report of Directors as included in the Annual Financial Report.

Dollar or "**$**" means Australian dollars.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

KMP means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting dated 26 October 2022 including the Explanatory Statement.

Option means an option which, subject to its terms, could be exercised into a Share.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Performance Right means a performance right which, subject to its terms, could convert to a Share.

Proxy Form means the proxy form attached to this Notice of Meeting.

Remuneration Report means the remuneration report as set out in the Annual Financial Report.

Resolutions means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

Restricted Voter means a member of the Company's KMP and any Closely Related Parties of those members.

Securities mean Shares and/or Options (as the context requires).

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

Shareholder means a holder of a Share.

Share Registry means **Automic Pty Ltd**.

Special Resolution means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Spill Meeting means the meeting that will be convened within 90 days of the 2023 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2023 AGM.

Spill Resolution means the resolution required to be put to Shareholders at the 2023 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2023 AGM.

Trading Day has the meaning given to that term in ASX Listing Rule 19.12.

VWAP means the volume weighted average market (closing) price, with respects to the price of Shares.

Annexure A – Terms of Options

1. The Options are transferable and will not be quoted on the ASX. If the Company's Shares have been admitted to Official Quotation by the ASX, then the Company must apply to the ASX within ten (10) business days after the date of issue of any Shares issued upon exercise of the Options, for such Shares to be admitted to Official Quotation.

2. Each Option entitles the holder to subscribe for one (1) Share upon the exercise of the Option. All Shares issued upon exercise of the Options will rank equally with all Shares in the capital of the Company.

3. The Options are exercisable at any time on or prior to 27 January 2024 (Expiry Date). Options not exercised before the Expiry Date will lapse upon the Expiry Date.

4. The Options vest immediately upon issue (27 January 2022).

5. The amount payable upon the exercise of each Option will be $0.30 (Exercise Price).

6. The Options may be exercised after the issue date and any time on or prior to the Expiry Date by providing notice in writing to the Company in accordance with their terms of issue and payment of the Exercise Price for each Option by electronic funds transfer or any other means of payment to the Company.

7. If, prior to expiry of the Options, there is a reorganisation of the issued capital of the Company, then the rights of an Option holder will be varied to the extent necessary in order to comply with the ASX Listing Rules applying to the reorganisation of capital at the time of reorganisation.

8. An Optionholder may only participate in new issues of securities in the Company to Shareholders to the extent that the Option has been exercised and the Shares allotted in respect of the Option before the record date for determining entitlements to the issue. The Company must give reasonable notice to the Optionholder of any new issue before the record date for determining entitlements to that issue in accordance with the ASX Listing Rules.

9. If the Company makes a bonus issue of Shares pro rata to Shareholders, the number of Shares over which an Option is exercisable will be increased by the number of Shares which the Optionholder would have received if the Option had been exercised before the record date for the bonus issue.

Annexure B – Summary of Incentive Performance Rights Plan

The material terms and conditions of the Incentive Performance Rights Plan (**Plan**) are as follows:

(a) **Eligibility**: Participants in the Plan may be:

(i) a Director (whether executive or non-executive) of the Company and any Related Body Corporate of the Company (each a **Group Company**);

(ii) a full or part time employee of any Group Company;

(iii) a casual employee or contractor of a Group Company to the extent permitted by ASIC Class Order 14/1000 as amended or replaced (**Class Order**); or

(iv) a prospective participant, being a person to whom the offer is made but who can only accept the offer if an arrangement has been entered into that will result in the person becoming a participant under sub-paragraphs (i), (ii) or (iii) above,

who is declared by the Board to be eligible to receive grants of Performance Rights under the Plan (**Eligible Participant**).

(b) **Securities offered**: the Plan provides for Performance Rights to be granted to Eligible Participants or their nominees. A **Performance Right** is a right to be issued or transferred a Share (or paid a Cash Payment (as defined below), upon and subject to the terms of the Plan and the terms of any applicable Offer.

(c) **Offer** - The Board may from time to time, in its absolute discretion, make a written offer to any Eligible Participant to apply for Performance Rights, upon the terms set out in the Plan and up on such additional terms and conditions as the Board determines.

(d) **Plan Limit** - the Company must have reasonable grounds to believe, when making an offer, that the number of Shares to be received on exercise of Performance Rights offered under an offer, when aggregated with the number of Shares issued or that may be issued as a result of offers made in reliance on the Class Order at any time during the previous 3 year period under an employee incentive scheme covered by the Class Order or an ASIC exempt arrangement of a similar kind to an employee incentive scheme, will not exceed 5% of the total number of Shares on issue at the date of the offer.

(e) **Issue Price** - Performance Rights granted under the Plan will be issued for nil cash consideration unless otherwise specified in the offer for the Performance Right.

(f) **Vesting Conditions** - A Performance Right may be made subject to vesting conditions as determined by the Board in its discretion and as specified in the offer for the Performance Right (**Vesting Conditions**).

(g) **Vesting** - the Board may in its absolute discretion (except in respect of a change of control occurring where Vesting Conditions are deemed to be automatically waived), by written notice to an Eligible Participant to whom Performance Rights have been granted under the Plan or their nominee (**Participant**), resolve to waive any of the Vesting Conditions applying to Performance Rights due to:

(i) special circumstances arising in relation to the Eligible Participant in respect of those Performance Rights, being:

(A) the Eligible Participant ceasing to be an Eligible Participant due to:

(I) death or total or permanent disability of that Eligible Participant; or

(II) retirement or redundancy of that Eligible Participant,

(B) that Eligible Person suffering severe financial hardship

(C) any other circumstance stated to constitute "special circumstances" in the terms of the relevant offer made to me and accepted by the Participant; or

(D) any other circumstances determined by the Board at any time (whether before or after the offer) and notified to the relevant Participant which circumstances may relate to the Participant, a class of Participant, including the Participant or particular circumstances or class of circumstances applying to the Participant,

(**Special Circumstances**); or

(ii) a change of control occurring; or

(iii) the Company passing a resolution for voluntary winding up, or an order is made for the compulsory winding up of the Company.

(h) **Exercise on Vesting:**

(i) A vested Performance Right which has not lapsed may be exercised by the relevant Participant delivering an exercise notice and the certificate for the Performance Right(s) at any time within 12 months of the Board notifying that the Performance Right has vested.

(ii) No exercise price nor other payment will be payable on the exercise of the Performance Right(s).

(iii) Subject to the Corporations Act 2001 (Cth), the Listing Rules, the terms of the Plan and the terms of any offer, where all Vesting Conditions in respect of a Performance Right have been satisfied or waived, the Company will, within 10 Business Days of satisfaction of receipt of a valid notice of exercise for vested Performance Right, issue the Shares over which the Performance Right can be exercised.

(i) **Lapsing** - A Performance Right will lapse upon the earlier to occur of:

(i) an unauthorised dealing in, or hedging of, the Performance Right;

(ii) a Vesting Condition in relation to the Performance Right is not satisfied by the due date, or becomes incapable of satisfaction, as determined by the Board acting reasonably, unless the Board exercises its discretion to waive the Vesting Condition and vest the Performance Right in accordance with the Plan, or the Board resolves, in its absolute discretion, to allow the

unvested Performance Rights to remain unvested after the Relevant Person ceases to be an Eligible Participant;

(iii) a vested Performance Right is not exercised within the time limit specified in paragraph (g) above;

(iv) in respect of an unvested Performance Right only, a Relevant Person ceases to be an Eligible Participant, unless the Board exercises its discretion to waive the Vesting Condition and vest the Performance Right in accordance with the Plan, or the Board resolves, in its absolute discretion, to allow the unvested Performance Rights to remain unvested after the Relevant Person ceases to be an Eligible Participant;

(v) in respect of a vested Performance Right only, an Eligible Participant who was granted, or whose nominee was granted, the Performance Right (**Relevant Person**) ceases to be an Eligible Participant and the Board, in its absolute discretion, resolves that the Performance Right granted in respect of that Relevant Person must:

(A) be exercised within one (1) month (or such later date as the Board determines) of the date the Relevant Person ceases to be an Eligible Participant and the Performance Right is not exercised within that period; or

(B) be cancelled by the Company in consideration for a cash amount equal to the then current market value of a Share (Cash Payment) to the Participant, and a Cash Payment is made in respect of the vested Performance Right;

(vi) the Board deems that a Performance Right lapses due to fraud, dishonesty or other improper behaviour of the holder/Eligible Participant;

(vii) in respect of an unvested Performance Right, the Company undergoes a change of control or a winding up resolution or order is made, and the Performance Right does not vest; and

(viii) the expiry date of the Performance Right, which will be determine by the Board and specified in the offer for the Performance Tight.

(j) **Non-Transferable -** Subject to the Listing Rules, and except as otherwise provided for by an offer, a Performance Right granted under the Plan is only transferable, assignable or able to be otherwise disposed in Special Circumstances with the consent of the Board (which may be withheld in its absolute discretion) or by force of law upon death to the Eligible Participant's legal personal representative or upon bankruptcy to the Eligible Participant's trustee in bankruptcy.

(k) **Cash Payment:**

(i) Subject to the *Corporations Act 2001* (Cth), the Listing Rules, the terms of the Plan and the terms of any offer, where all Vesting Conditions in respect of a Performance Right have been satisfied or waived, the Board may, in its absolute discretion, within 10 Business Days of receipt of a valid notice of exercise for vested Performance Right, in lieu of issuing or transferring a Share to the Eligible Participant on exercise of the Performance Right,

pay the Relevant Person a Cash Payment for the Performance Right exercised.

(ii) Where the Company is listed on the ASX, the Cash Payment in respect of a Performance Right exercised will be the volume weighted average market price for Shares traded on the ASX over the 10 most recent trading days on which the Shares were traded prior to the day:

(A) when the Performance Right was exercised; or

(B) in respect of a Cash payment made under paragraph (h)(v), the Board so resolves under that paragraph.

(l) **Shares:** All Shares issued under the Plan will rank equally in all respects with the Shares of the same class for the time being on issue except as regards any rights attaching to such Shares by reference to a record date prior to the date of their issue.

(m) **Restrictions on Shares –** Subject to any escrow restrictions imposed by ASX, the Board may, in its discretion, determine at any time up until exercise of Performance Rights, that a restriction period will apply to some or all of the Shares issued or transferred to the Relevant Person on exercise of those Performance Rights, up to a maximum of twenty-four (24) months from the date the Shares are issued on the exercise of a Performance Right granted under the Plan.

(n) **Quotation of Shares -** If Shares of the same class as those issued under the Plan are quoted on the ASX, the Company will, subject to the Listing Rules, apply to the ASX for those Shares to be quoted on ASX within the later of 10 Business Days after:

(i) the date the Shares are issued; and

(ii) the date any Restriction Period that applies to the Shares ends.

(o) **No Participation Rights** - There are no participation rights or entitlements inherent in the Performance Rights and Participants will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights without exercising the Performance Right.

(p) **Reorganisation** - If, at any time, the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a Relevant Person are to be changed in a manner consistent with the Corporations Act 2001 and the Listing Rules (if applicable) at the time of the reorganisation.

(q) **Amendments** - Subject to the terms of the Plan, the Corporations Act 2001 and the Listing Rules:

(i) the Board may, at any time, by resolution amend or add to all or any of the provisions of the Plan, an offer or the terms or conditions of any Performance Right granted under the Plan; and

(ii) any amendment may be given such retrospective effect as is specified in the written instrument or resolution by which the amendment is made.

Western Mines Group Ltd | ACN: 640 738 834

Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Holder Number:

SAMPLE

Your proxy voting instruction must be received by **11.30am (AWST) on Wednesday, 23 November 2022,** being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: **https://investor.automic.com.au/#/home** Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

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 Shareholders 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 Proxy Voting Form when you return it.
Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.
Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at https://automic.com.au.

Lodging your Proxy Voting Form:

Online:
Use your computer or smartphone to appoint a proxy at
https://investor.automic.com.au/#/loginsah
or scan the QR code below using your smartphone
Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.

BY MAIL:
Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:
Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:
meetings@automicgroup.com.au

BY FACSIMILE:
+61 2 8583 3040

All enquiries to Automic:
WEBCHAT: https://automicgroup.com.au/

PHONE: 1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

STEP 1 – How to vote

APPOINT A PROXY:
I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Western Mines Group Ltd, to be held on **11.30am (AWST) on Friday, 25 November 2022** at **Kings Park Room, Level 1, Quest Kings Park, 54 Kings Park Road, West Perth WA 6005 and as a virtual meeting** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your 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 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.
Unless indicated otherwise by ticking the "for"," against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS
Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 6, 7, and 8 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 6, 7, and 8 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

VIRTUAL PARTICIPATION AT THE AGM:
If you are a shareholder and you wish to virtually attend the AGM (which will be broadcast as a live webinar), please register in advance by contacting the Company by email at contact@westernmines.com.au.

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

STEP 2 – Your voting direction

Resolutions		For	Against	Abstain
1.	Adoption of Remuneration Report	☐	☐	☐
2.	Re-election of Francesco Cannavo as Director	☐	☐	☐
3.	Election of Benjamin Grguric as Director	☐	☐	☐
4.	ASX Listing Rule 7.1A Approval of Future Issue of Securities **SPECIAL RESOLUTION**	☐	☐	☐
5.	Ratification of Prior Issue of Unlisted Options to Prenzler Group Pty Ltd	☐	☐	☐
6.	Approval of Issue of Performance Rights to Caedmon Marriott, Managing Director of the Company	☐	☐	☐
7.	Approval of Issue of Performance Rights to Rex Turkington, Director of the Company	☐	☐	☐
8.	Approval of Issue of Performance Rights to Francesco Cannavo, Director of the Company	☐	☐	☐
9.	Amendment to Constitution **SPECIAL RESOLUTION**	☐	☐	☐

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) ☐☐ / ☐☐ / ☐☐

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).

AUTOMIC

WMG

SAMPLE