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# **BMG RESOURCES LIMITED**

**ABN 96 107 118 678**

## **ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING**

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Notice is hereby given that, in relation to the Notice of General Meeting dated 25 October 2024 (**Notice of Meeting**) in respect of a general meeting of Shareholders of BMG Resources Limited (**Company**) scheduled to be held at 10.00am (WST) on 26 November 2024 at The Melbourne Hotel, Karingal Ballroom (Karingal 1), Level 1, 33 Milligan Street, Perth, Western Australia (**Meeting**), the Directors have determined to issue this addendum to the Notice of Meeting (**Addendum**), for the purposes set out below.

Terms and abbreviations used in this Addendum have the same meaning as in the Notice of Meeting unless otherwise provided for in this Addendum.

This Addendum supplements the Notice of Meeting and should be read in its entirety and in conjunction with the Notice of Meeting. Save for the amendments set out below, all Resolutions proposed and information in the Notice of Meeting remains unchanged.

The Company confirms that the Meeting will be held as scheduled at 10.00am (WST) on 26 November 2024 at The Melbourne Hotel, Karingal Ballroom (Karingal 1), Level 1, 33 Milligan Street, Perth, Western Australia. The Directors consider that Shareholders will have adequate time to consider the amendments to of the Notice of Meeting.

### **Additional Resolution**

Pursuant to this Addendum, an additional resolution is added to the Notice of Meeting.

### **Explanatory Statement – Additional Information**

Pursuant to this Addendum, additional sections listed below are added to the Explanatory Statement to the Notice of Meeting.

### **Background to the Addendum**

This addendum has been prepared due to an administrative oversight by the Company.

### **Replacement Proxy Form and Voting Instructions**

Attached to this Addendum is a replacement Proxy Form.

If you wish to have your vote counted by proxy in respect of Resolution 8, you must use the replacement Proxy Form to vote on all Resolutions.

If you have already completed and returned the Proxy Form previously provided with the Notice of Meeting and you wish to vote on Resolution 8, you must complete and return a replacement Proxy Form to vote on all Resolutions.

You should return your completed replacement Proxy Form to the Company's Share Registry in accordance with the instructions set out in the "*Returning Proxy Forms*" section of the Notice of Meeting.

If you provide a replacement Proxy Form, any Proxy Form provided to you with the original Notice of Meeting which has already been completed and returned will be disregarded.

The Company is entitled to accept any Proxy Form already submitted by you unless you submit a replacement Proxy Form.

## **Enquiries**

Shareholders should contact Sean Meakin on +618 9424 9390 if they have any queries in respect of the matters set out in this Addendum.

## **AGENDA**

### **RESOLUTION 8 – APPROVAL OF CHANGE OF AUDITOR**

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

*“To consider and, if thought fit, to pass, the following resolution as an ordinary resolution: “That for the purposes of section 327B of the Corporations Act and for all other purposes, BDO Audit Pty Ltd, having consented in writing to act as auditor of the Company, is appointed as auditor of the Company with effect from the conclusion of this Meeting.”*”

## **EXPLANATORY STATEMENT**

### **9. RESOLUTION 8 – APPROVAL OF CHANGE OF AUDITOR**

#### **9.1 Background**

On 12 April 2024, the Company announced the appointment of BDO Audit Pty Ltd as auditor of the Company, following the resignation of BDO Audit (WA) Pty Ltd. The change of auditor arose as a result of BDO Audit (WA) Pty Ltd restructuring its audit practice whereby audits will be conducted by BDO Audit Pty Ltd, an authorised audit company, rather than BDO Audit (WA) Pty Ltd. Pursuant to section 329(5) of the Corporations Act, ASIC consented to the resignation of BDO Audit (WA) Pty Ltd on 10 April 2024.

Under section 327C(2) of the Corporations Act, any auditor appointed under section 327C(1) of the Corporations Act holds office until the Company's next annual general meeting. The Company is therefore required to appoint an auditor of the Company to fill the vacancy in the office of auditor at the Annual General Meeting pursuant to section 327B of the Corporations Act.

Accordingly, Resolution 8 seeks the approval of Shareholders to appoint BDO Audit Pty Ltd as the Company's auditor with effect from the conclusion of the Meeting.

If Resolution 8 is not passed, there will be a vacancy in respect of the Company's auditor, which the Directors will be obliged to fill within one month, in accordance with section 327C of the Corporations Act.

The Company has received written notice of nomination from a member of the Company for BDO Audit Pty Ltd to be appointed as the Company's auditor, in accordance with section 328B of the Corporations Act. A copy of the notice of nomination is attached to this Explanatory Statement as Schedule 4.

#### **9.2 Board Recommendation**

The Board unanimously recommends that Shareholders vote in favour of Resolution 8.

The Chair intends to vote all undirected proxies which the Chair holds as proxy in favour of Resolution 8, unless the Shareholder has expressly indicated a different voting intention.

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## SCHEDULE 4 – NOMINATION OF AUDITOR LETTER

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28 October 2024

To the Board of Directors

BMG Resources Limited  
Level 13, 37 St Georges Terrace  
PERTH WA 6000

I, John Prineas, being a member of BMG Resources Limited (**Company**), nominate BDO Audit Pty Ltd in accordance with section 328B(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**) to fill the office of auditor of the Company.

Please distribute copies of this notice of this nomination as required by section 328B(3) of the Corporations Act.



Signed and dated 28 October 2024:

John Prineas



# Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

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Your proxy voting instruction must be received by **10.00am (AWST) on Sunday, 24 November 2024**, 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 Key Management Personnel.

### 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://automicgroup.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](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

#### WEBSITE:

<https://automicgroup.com.au>

#### PHONE:

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

