



3 November 2023

Dear Shareholder,

**Annual General Meeting – Notice and Proxy Form**

Notice is hereby given that the Annual General Meeting (Meeting) of Shareholders of Atlantic Tin Limited (Atlantic or the Company) will be held on Thursday 30<sup>th</sup> November 2023 at 4.00pm (AWST), at the Boardroom of Consilium Corporate, Level 2, 22 Mount Street, Perth, Western Australia, 6000 and virtually via a webinar conferencing facility.

In accordance with Part 1.2AA of the Corporations Act, the Company will not be dispatching physical copies of the Notice of Meeting (NOM). Instead, a copy of the NOM is available on the Company's website for download under the "Investor Centre" tab and then under the "Announcements" tab at <https://www.atlantictin.com.au/investor-centre/announcements>

As you have not elected to receive notices by email, a copy of your personalised proxy form is enclosed for your convenience. Shareholders are encouraged to complete and lodge either proxies online or otherwise in accordance with the instructions set out in the proxy form and the Notice.

Your proxy voting instruction must be received by 4.00pm (AWST) on 28 November 2023, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

The NOM is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the Notice of Meeting please contact the Company's Company Secretary on +61 8 6188 8181 or [abetti@atlantictin.com.au](mailto:abetti@atlantictin.com.au)

A handwritten signature in black ink that reads "abetti".

Andrea Betti  
Company Secretary



# ATLANTIC TIN

## Atlantic Tin Ltd

ACN 116 931 705

### Notice of Annual General Meeting and Explanatory Memorandum

---

Date of Meeting: Thursday, 30 November 2023  
Time of Meeting: 4.00pm AWST  
Place of Meeting: Level 2, 22 Mount Street, Perth WA 6000

This is an important document. Please read it carefully.

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

The meeting will be held physically and also virtually via a webinar conferencing facility. If you are a shareholder who wishes to attend and participate in the virtual meeting, please register in advance as per the instructions outlined in this Notice of Meeting. Shareholders are strongly encouraged to lodge their completed proxy forms in accordance with the instructions in this Notice of Meeting.

To register for the meeting, please use the following link:  
[https://us02web.zoom.us/webinar/register/WN\\_8zqGR\\_CcTFWhSNiYdrcW-w](https://us02web.zoom.us/webinar/register/WN_8zqGR_CcTFWhSNiYdrcW-w)

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

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.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5.00pm AWST on Tuesday 28<sup>th</sup> November 2023.

# Notice of Annual General Meeting

Notice is given that an Annual General Meeting of shareholders of Atlantic Tin Ltd ACN 116 931 705 (Company) will be held at Level 2, 22 Mount Street, Perth WA 6000 and virtually via a webinar conferencing facility on 30 November 2023 at 4:00pm AWST.

Shareholders are encouraged to submit their proxies as early as possible, and in any event, prior to the cut-off date for proxy voting as set out in the Notice. To lodge your proxy, please follow the directions on your personalised proxy form.

Shareholders attending the AGM virtually will be able to ask questions and the Company has made provision for Shareholders who register their attendance before the start of the meeting to also cast their votes on the proposed resolutions at the AGM.

The physical and virtual meeting can be attended using the following details:

**When: 4.00PM (AWST) on Thursday 30 November 2023**

**Where: Level 2, 22 Mount Street, Perth, Western Australia and virtually**

Register in advance to attend virtually at this link:

[https://us02web.zoom.us/webinar/register/WN\\_8zqGR\\_CcTFWhSNiYdrcW-w](https://us02web.zoom.us/webinar/register/WN_8zqGR_CcTFWhSNiYdrcW-w)

After registering, you will receive a confirmation email containing information about joining the meeting. As noted previously, the Company strongly recommends its shareholders to lodge a directed proxy as soon as possible in advance of the meeting even if they are planning to attend the meeting online.

The Company will conduct a poll on each resolution presented at the meeting. The Company will accept questions during the meeting either by submitting a question through the Q&A box located on screen or by raising the hand function also located on screen at which point the Company will allow your question verbally.

The Company is happy to accept and answer questions submitted prior to the meeting by email to [info@atlantictin.com.au](mailto:info@atlantictin.com.au). Where a written question is raised in respect of the key management personnel of the Company or the resolutions to be considered at the meeting, the Company will address the relevant question during the course of the meeting or by written response after the Meeting (subject to the discretion of the Company not to respond to unreasonable and/or offensive questions).

Any shareholders who wish to attend the AGM online should therefore monitor the Company's website for any updates about the AGM. If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the meeting, the Company will make further information available through its website at <https://www.atlantictin.com.au/>

# Notice of Annual General Meeting

## Agenda

### Ordinary business

---

### Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2023 together with the declaration of the Directors, the Director's report and the auditor's report.

#### 1. Resolution 1: Re-election of Director – Mr Nicholas Slade

---

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purpose of clause 13.2 of the Constitution and for all other purposes, Mr Nicholas Slade retires, and being eligible, be re-elected as a Director of the Company.”*

#### 2. Resolution 2: Election of Director – Mr Stephen Gill

---

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purpose of clause 13.4 of the Constitution and for all other purposes, Mr Stephen Gill retires, and being eligible, be elected as a Director of the Company.”*

#### 3. Resolution 3: Election of Director – Mr Stephen Withnell

---

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purpose of clause 13.4 of the Constitution and for all other purposes, Mr Stephen Withnell retires, and being eligible, be elected as a Director of the Company.”*

#### 4. Resolution 4: Election of Director – Mrs Maha Daoudi

---

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purpose of clause 13.4 of the Constitution and for all other purposes, Mrs Maha Daoudi retires, and being eligible, be elected as a Director of the Company.”*

#### 5. Resolution 5: Election of Director – Ms Andrea Betti

---

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purpose of clause 13.4 of the Constitution and for all other purposes, Ms Andrea Betti retires, and being eligible, be elected as a Director of the Company.”*

#### 6. Resolution 6: Election of Director – Mr Adam Strauss

---

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purpose of clause 13.4 of the Constitution and for all other purposes, Mr Adam Strauss retires, and being eligible, be elected as a Director of the Company.”*

# Notice of Annual General Meeting

## 7. General business

---

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

The resolution(s) at this Meeting will be voted on by poll and Shareholders who are entitled to vote may vote either prior to the Meeting by appointing a proxy or by poll during the Meeting.

**By order of the board**



**Andrea Betti**  
**Director and Company Secretary**

31 October 2023

# Notice of Annual General Meeting

## Proxies and representatives

Shareholders are entitled to appoint a proxy to attend and vote on their behalf. Where a shareholder is entitled to cast two or more votes at the meeting, they may appoint two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion or number of votes the shareholder may exercise. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. The proxy may, but need not, be a shareholder of the Company.

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the meeting under Section 250D of the *Corporations Act 2001* (Cth). The proxy form must be signed by the shareholder or his/her attorney duly authorised in writing or, if the shareholder is a corporation, in a manner permitted by the *Corporations Act*.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be **deposited at, posted to, scanned and emailed or sent by facsimile transmission to the address listed below** not less than 48 hours before the time for holding the meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

<b>BY MAIL</b> Atlantic Tin Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235, Australia	<b>ONLINE</b> Lodge your vote online at <a href="https://investorcentre.linkgroup.com">https://investorcentre.linkgroup.com</a>
<b>BY HAND</b> Link Market Services Limited Parramatta Square, Level 22, Tower 6 10 Darcy Street, Parramatta NSW 2150	<b>BY FAX</b> +61 2 9287 0309
	<b>ALL ENQUIRIES TO</b> 1300 554 474 within Australia +61 1300 554 474 (outside Australia)

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

A proxy form is attached to this Notice.

## Voting entitlement

For the purposes of determining voting entitlements at the Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 5.00pm AWST on 28 November 2023.

Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

## Signing instructions

You must sign the proxy form as follows in the spaces provided:

<b>Individual:</b>	Where the holding is in one name, the holder must sign.
<b>Joint Holding:</b>	Where the holding is in more than one name, either holder may sign.
<b>Power of Attorney:</b>	To sign under Power of Attorney, please attach a certified photocopy of the Power of Attorney to this form when you return it.
<b>Companies:</b>	Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

# Explanatory Memorandum

## 1. Introduction

---

This Explanatory Memorandum is provided to shareholders Atlantic Tin Ltd ACN 116 931 705 (**the Company**) to explain the resolutions to be put to Shareholders at the Annual General Meeting to be held at Level 2, 22 Mount Street, Perth WA 6000 on 30 November 2023 commencing at 4:00pm AWST.

The Directors recommend Shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the resolutions.

Subject to the abstentions noted below, the Directors unanimously recommend that Shareholders vote in favour of all resolutions. The Chair of the Meeting intends to vote all available undirected proxies in favour of each resolution.

Terms used in this Explanatory Memorandum are defined in Section 10.

## 2. Financial Statements and Reports

---

In accordance with the Constitution, 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 2023 together with the declaration of the Directors, the Directors' report and the auditor's report.

There is no requirement for shareholders to approve these reports. However, time will be allowed during the annual general meeting for consideration by shareholders of the financial statements and the associated directors' and auditors' reports.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at [www.atlantictin.com.au](http://www.atlantictin.com.au)

The Company's Annual Report is placed before the Shareholders for discussion.

No voting is required for this item.

## 3. Resolution 1: Re-election of Director – Mr Nicholas Slade

---

### 3.1 General

Clause 13.2 of the Constitution provides that no Director, except a Managing Director, shall hold office for a period in excess of 3 years, or until the third annual general meeting following their appointment, whichever is the longer, without submitting themselves for re-election.

Mr Slade was last elected at the 2020 Annual General Meeting, and accordingly must seek re-election at this annual general meeting.

### 3.2 Qualifications and other material directorships

Mr Slade has 27 years' experience as an international mining professional in both management and technical roles, spanning various operating companies, consulting and project development roles. Mr Slade has significant experience in hard rock mining having managed underground mining operations. He has also had leading roles in conducting due diligence for equity and offtake interests, and overall project management/technical leadership of mining projects/studies.

Mr Slade is the Principal Engineer and Director of the Noetic Mining Solutions Ltd (an independent mining consultancy) and also employed as the Head of Technical at Ecora Resources PLC. Prior to this, he held roles including Vice-President Technical & Operations with Pala Investments, Chief Mining Engineer - Underground with commodities trader Trafigura, Vice-President Golder PasteTec Consulting (subsidiary of Golder Associates). Mr Slade has also held operations management and technical roles in Xstrata (now Glencore).

Mr Slade is a Fellow of the IMMM; a Chartered Engineer; a Fellow of the AusIMM (CP) and a member of the SME. Mr Slade has authored and reviewed a range of papers in various fields of his experience and is a co-editor of the AusIMM Mine Manager's Handbook and a co-author of the AusIMM's Mineral Consultants' Handbook. Mr Slade holds a Queensland First Class Metalliferous Underground Mine Manager's certificate, an AusImm Professional Certificate in ESG & Social Responsibility, a BEng in

# Explanatory Memorandum

Mineral Surveying & Resource Management and a MSc in Mining Engineering from the Camborne School of Mines, UK.

### 3.3 Board recommendation

The Board supports the re-election of Mr Slade as a Director of the Company and recommends (with Mr Slade abstaining) that Shareholders vote in favour of Resolution 1.

## 4. Resolution 2: Election of Director – Mr Stephen Gill

---

### 4.1 General

Clause 13.4 of the Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum specified by the Constitution. Any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders.

Mr Gill was appointed a director of the Company on 8 February 2023, and accordingly must seek election at this annual general meeting.

### 4.2 Qualifications and other material directorships

Mr Gill is Managing Partner of Pala Investments (Pala), the Company's cornerstone shareholder, where he oversees the investment activities of the firm, including private equity and debt investments, in addition to the firm's trading strategies. Prior to Pala, he worked with Amec advising industrial and natural resources companies on corporate transactions and environmental regulatory matters, including the IPO of the Kazakh state oil company; and venture capital for Recovco, an aluminium recycling technology company.

### 4.3 Board recommendation

The Board supports the election of Mr Gill as a Director of the Company and recommends (with Mr Gill abstaining) that Shareholders vote in favour of Resolution 2.

## 5. Resolution 3: Election of Director – Mr Stephen Withnell

---

### 5.1 General

Clause 13.4 of the Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum specified by the Constitution. Any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders.

Mr Withnell was appointed a director of the Company on 8 February 2023, and accordingly must seek election at this annual general meeting.

### 5.2 Qualifications and other material directorships

Mr Withnell has over 20 years' experience in international capital markets and finance, with an extensive track record in natural resources. He is a former Managing Director of Goldman Sachs International. Mr Withnell joined Goldman Sachs from Citigroup Global Markets in 2006 and retired from Goldman Sachs in 2019, having been Head of Metals & Mining investment Banking for Europe, the Middle East and Africa. Mr Withnell has worked on numerous strategic reviews, fundraising campaigns, board assignments, mergers and acquisitions, corporate takeovers, and equity and debt capital markets transactions.

Mr Withnell is an Professor in Practice in Finance at Durham University Business School. Mr Withnell is a Non-Executive Director of European Metal Recycling, a global leader in sustainable materials, and of Verso Biosense, a European healthcare company.

Mr Withnell is a graduate of the INSEAD International Directors Programme, a Trustee of the London Library and a Freeman of the City of London.

### 5.3 Board recommendation



# Explanatory Memorandum

The Board supports the election of Mr Withnell as a Director of the Company and recommends (with Mr Withnell abstaining) that Shareholders vote in favour of Resolution 3.

## **6. Resolution 4: Election of Director – Mrs Maha Daoudi**

---

### **6.1 General**

Clause 13.4 of the Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum specified by the Constitution. Any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders.

Mrs Daoudi was appointed a director of the Company on 31 March 2023, and accordingly must seek election at this annual general meeting.

### **6.2 Qualifications and other material directorships**

Mrs Daoudi has over 20 years' international experience in the commodities and energy transition industries, across the entire value chain. Mrs Daoudi has held Board and Senior level positions at several large organizations, including Trafigura, one of the largest international trading houses, where she was Global Head of Copper Concentrates Trading and a member of the Metals & Minerals management committee. Mrs Daoudi has also held various management roles with Managem, a large Moroccan mining conglomerate, and set up and managed their Swiss trading arm.

Mrs Daoudi has been the architect of significant offtake agreements and has been involved in large projects developments in mining, smelting and warehousing in China, Latin America, Europe and Africa. She has an extensive network in the commodities industry and a proven ability to strike up international strategic alliances.

Mrs Daoudi currently holds several Advisory and Board membership mandates where she advises handpicked companies in the commodities, energy transition, finance and tech industries on business strategy, risk management, marketing, operations and expansion plans.

Mrs Daoudi has a Master's degree in International Business and Strategic Management from Toulouse Business School, a Master's degree in Design from Lucerne University of Applied Sciences and Arts, as well as an Executive Management degree in Leadership and Strategic Development from ESSEC Paris.

### **6.3 Board recommendation**

The Board supports the election of Mrs Daoudi as a Director of the Company and recommends (with Mrs Daoudi abstaining) that Shareholders vote in favour of Resolution 4.

## **7. Resolution 5: Election of Director – Ms Andrea Betti**

---

### **7.1 General**

Clause 13.4 of the Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum specified by the Constitution. Any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders.

Ms Betti was appointed a director of the Company on 12 July 2023, and accordingly must seek election at this annual general meeting.

### **7.2 Qualifications and other material directorships**

Ms Betti is an accounting and corporate governance professional, with over 25 years' experience in accounting, corporate governance, finance and corporate banking.

Ms Betti has a Bachelor of Commerce, Graduate Diploma in Corporate Governance, Graduate Diploma in Applied Finance and Investment, and a Master of Business Administration.

# Explanatory Memorandum

Ms Betti is a member of the Institute of Chartered Accountants in Australia and New Zealand and an associate member of the Governance Institute of Australia. Ms Betti is currently the Managing Director of a corporate advisory firm based in Perth that provides corporate and other advisory services to public listed companies, including to Atlantic Tin.

Ms Betti has also held roles as Non-Executive Director, Chief Financial Officer and Company Secretary for companies in the private and public listed sector and continues to do so.

## 7.3 Board recommendation

The Board supports the election of Ms Betti as a Director of the Company and recommends (with Ms Betti abstaining) that Shareholders vote in favour of Resolution 5.

## 8. Resolution 6: Election of Director – Mr Adam Strauss

---

### 8.1 General

Clause 13.4 of the Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum specified by the Constitution. Any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders.

Mr Strauss was appointed a director of the Company on 1 September 2023, and accordingly must seek election at this annual general meeting.

### 8.2 Qualifications and other material directorships

Mr Strauss is a lawyer with extensive experience in corporate transactions, having previously spent over 20 years at Herbert Smith Freehills, a leading global law firm. He was a partner in the Corporate M&A practice of Herbert Smith Freehills for over 10 years.

Mr Strauss has worked extensively in the mining sector and has advised on mergers & acquisitions, joint ventures, offtake agreements, demergers, capital raisings, corporate restructurings and corporate governance. His experience includes both local and international or cross-border transactions. Post his time at Herbert Smith Freehills, he served as Acting Head of Legal (M&A) for BHP Limited.

Mr Strauss is currently the principal of Strauss & Partners Law and is based in Sydney, Australia. He holds a Bachelor of Science and a Bachelor of Laws (First Class Honours) degrees, and is admitted to practise law in New South Wales, Australia.

### 8.3 Board recommendation

The Board supports the election of Mr Strauss as a Director of the Company and recommends (with Mr Strauss abstaining) that Shareholders vote in favour of Resolution 6.

# Explanatory Memorandum

## **9. General Business**

---

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company. Specific comments relating to the Resolution(s) are set out in the Explanatory Memorandum.

Any inquiries in relation to the Notice of Meeting or Explanatory Memorandum should be directed to:

**Ms Andrea Betti**  
**Director and Company Secretary**  
**Phone: 08 6188 8181**  
**Email: [abetti@atlantictin.com.au](mailto:abetti@atlantictin.com.au)**

# Explanatory Memorandum

## 10. Interpretation

---

**Annual General Meeting** means the Annual General Meeting of the Company pursuant to this Notice of Meeting.

**Board** means the board of directors of the Company.

**Closely Related Party** has the meaning given in section 9 of the *Corporations Act 2001 (Cth)*.

**Company** means Atlantic Tin Ltd ACN 116 931 705.

**Constitution** means the constitution of the Company from time to time.

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

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

**Explanatory Memorandum** means this explanatory memorandum accompanying the Notice of Meeting.

**Key Management Personnel** has the definition given in the accounting standards as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of that entity.

**Notice of Meeting** or **Notice** means the notice of meeting giving notice to shareholders of the Meeting, accompanying this Explanatory Memorandum.

**Option** means an option to acquire a Share.

**Ordinary Resolution** means a resolution passed by more than 50% of the votes cast at a general meeting of shareholders.

**Proxy Form** means the proxy form accompanying the Notice of Meeting.

**Resolution** means a resolution proposed at the Meeting.


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

**Shareholder** means a holder of Shares in the Company.

**Special Resolution** means a resolution:


- (i) of which notice has been given as set out in paragraph 249L(1)(c) of the Corporations Act; and
- (ii) that has been passed by at least 75% of the votes cast by members entitled to vote on the resolution.


**LODGE YOUR VOTE**

 **ONLINE**  
<https://investorcentre.linkgroup.com>

 **BY MAIL**  
Atlantic Tin Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia

 **BY FAX**  
+61 2 9287 0309

 **BY HAND**  
Link Market Services Limited  
Parramatta Square, Level 22, Tower 6,  
10 Darcy Street, Parramatta NSW 2150

 **ALL ENQUIRIES TO**  
Telephone: 1300 554 474      Overseas: +61 1300 554 474



**X99999999999**

**PROXY FORM**

I/We being a member(s) of Atlantic Tin Limited and entitled to attend and vote hereby appoint:

**APPOINT A PROXY**

**the Chairman of the Meeting (mark box)**

**OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

**STEP 1**


or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **4:00pm (AWST) on Thursday, 30 November 2023 at Level 2, 22 Mount Street, Perth WA 6000 (the Meeting)** and at any postponement or adjournment of the Meeting.  
**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

**VOTING DIRECTIONS**

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

**Resolutions**

	For	Against	Abstain*		For	Against	Abstain*
1 Re-election of Director – Mr Nicholas Slade	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Election of Director – Ms Andrea Betti	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Director – Mr Stephen Gill	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Election of Director – Mr Adam Strauss	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Director – Mr Stephen Withnell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Election of Director – Mrs Maha Daoudi	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

 \* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

**SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED**

Shareholder 1 (Individual)	Joint Shareholder 2 (Individual)	Joint Shareholder 3 (Individual)
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

**STEP 3**



## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **4:00pm (AWST) on Tuesday, 28 November 2023**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



#### ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



#### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

#### QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



#### BY MAIL

Atlantic Tin Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
Parramatta Square  
Level 22, Tower 6  
10 Darcy Street  
Parramatta NSW 2150

\*During business hours Monday to Friday (9:00am - 5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**