



Mount Gibson Iron Limited

ABN 87 008 670 817



Level 1, 2 Kings Park Road
West Perth 6005, Western Australia
PO Box 55, West Perth WA 6872
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ASX Code : MGX

18 October 2024

ASX Markets Announcements Office
Australian Securities Exchange Ltd

MOUNT GIBSON IRON LIMITED – 2024 AGM NOTICE OF MEETING DOCUMENTS

Mount Gibson Iron Limited (“**Mount Gibson**”) will be holding its Annual General Meeting as a hybrid meeting, online and in person at the Karri Room, Parmelia Hilton, 14 Mill Street Perth Western Australia at 10:30am (AWST) on Wednesday, 20 November 2024 (“**Meeting**”).

Attached are the relevant meeting documents:

- Letter to shareholders
- Notice of Meeting
- Proxy form

Authorised by:

David Stokes
Company Secretary



Mount Gibson Iron Limited

ABN 87 008 670 817

Level 1, 2 Kings Park Road
WEST PERTH 6005
Western Australia
PO Box 55
WEST PERTH 6872
Western Australia

18 October 2024

Telephone: 61-8-9426 7500
Facsimile: 61-8-9485 2305
E-mail: admin@mgx.com.au

Dear Shareholder,

MOUNT GIBSON IRON LIMITED - ANNUAL GENERAL MEETING

You are invited to attend the Annual General Meeting of Mount Gibson Iron Limited (**ASX:MGX**) to be held at the Karri Room, Parmelia Hilton, 14 Mill Street, Perth, Western Australia at **10:30am (AWST) on Wednesday, 20 November 2024 ("Meeting")**.

The Meeting will be held in a hybrid format in 2024, as both a physical and virtual meeting using the Computershare online meeting platform. Shareholders will just receive this letter and a personalised Proxy form unless they have expressly requested hard copy Meeting documents.

The Meeting documentation will be available to view and download from the Company's website: <https://www.mtgibsoniron.com.au/investors-and-media/2024-annual-general-meeting/>

Your participation in the Meeting is important to us. The Meeting will be webcast live via Computershare's online platform. You will be able to listen to the proceedings, view the CEO presentation, ask written or verbal questions of the Board and vote in real-time. All resolutions will be decided on a poll.

Shareholders and visitors can join the Meeting online by their computer or mobile device by entering this link into their web browser: <https://meetnow.global/MU2JW6V>. Shareholders will then enter their username (SRN/HIN – see proxy form) and password details (post code for Australian registered holders, and country code for foreign shareholders). Please refer to Computershare's "Online Meeting Guide" available on the Company's website as provided above for more details.

Members unable to attend online or in person can participate in the Meeting by appointing a proxy to attend and vote live at the Meeting. At the same time, if you are planning to attend the Meeting online, you are still encouraged to cast proxy votes prior to the meeting at www.investorvote.com.au.

If you would like to lodge any questions prior to the Meeting, or if you are unable to access the Meeting documents online or would like to specifically receive hard copy versions, please contact the Company Secretary on +61 8 9426 7500 or via email at admin@mgx.com.au.

Authorised by:
David Stokes
Company Secretary



MOUNT GIBSON IRON LIMITED

ACN 008 670 817

NOTICE OF MEETING

with

EXPLANATORY MEMORANDUM & VOTING INFORMATION STATEMENT

**FOR THE
ANNUAL GENERAL MEETING OF SHAREHOLDERS**

WEDNESDAY, 20 NOVEMBER 2024

TIME: 10:30AM (AWST)

HYBRID MEETING

**PLACE: KARRI ROOM, PARMELIA HILTON, 14 MILL
STREET PERTH WESTERN AUSTRALIA**

ONLINE: *<https://meetnow.global/MU2JW6V>*

A proxy form is enclosed or has otherwise been provided to you

Please read this Notice of Meeting and Explanatory Memorandum carefully.

If you are unable to attend the Annual General Meeting, please complete and return the proxy form in accordance with the specified directions.

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IMPORTANT INFORMATION

(1) KEY DATES

Annual General Meeting	10:30am (AWST) on Wednesday, 20 November 2024
Deadline - Proxy form lodgment	10:30am (AWST) on Monday, 18 November 2024
Voting eligibility	Registered Shareholders as at 4:00pm (AWST) on Monday, 18 November 2024

(2) MEETING – ONLINE AND IN PERSON

Mount Gibson Iron Limited (“**Mount Gibson**” or “**Company**”) will be holding its Annual General Meeting as a hybrid meeting, online and in person at the Karri Room, Parmelia Hilton, 14 Mill Street Perth Western Australia at 10:30am (AWST) on Wednesday, 20 November 2024 (“**Meeting**”). Mount Gibson Shareholders and attorneys, corporate representatives and proxy holders who would prefer not to attend in person may choose to participate in a live webcast of the meeting through the Computershare online platform (webcast link: <https://meetnow.global/MU2JW6V>). The Computershare online platform allows Shareholders and their attorneys, corporate representatives and proxies to listen to the Meeting, view presentation slides, vote and ask questions online in real time.

Shareholders are encouraged to monitor the Company's website at www.mtgibsoniron.com.au and the Company's announcements platform on the ASX at www.asx.com.au for any updates in relation to arrangements for the Meeting.

(3) VOTING IN PERSON (OR BY ATTORNEY OR CORPORATE REPRESENTATIVE)

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

Shareholders, or their attorneys or corporate representatives, who plan to attend the Meeting are asked to arrive at the venue 20 minutes prior to the time designated for the Meeting, if possible, so that the Shareholders' holding may be checked against the Company's share register and their attendance recorded.

In the case of an attorney, to be effective a certified copy of the power of attorney, or the original power of attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.

In the case of a corporate representative, the Company will require a certificate of appointment of the corporate representative executed in accordance with the Corporations Act. The certificate of appointment must be lodged with the Company and/or the Company's share registry, Computershare Investor Services, before the Meeting. Certificates of appointment of corporate representative are available at www.investorcentre.com or on request by contacting Computershare Investor Services on telephone number 1800 783 447 or +61 3 9473 2555 (outside Australia).

(4) VOTING ONLINE

(a) How to join the Meeting virtually

Shareholders, proxies, attorneys, corporate representatives and visitors can join the Meeting online by their computer or mobile device by entering this link into their web browser:

<https://meetnow.global/MU2JW6V>

Prior to joining the meeting, attorneys must have already provided to Computershare a certified copy of the power of attorney, or the original power of attorney, by no later than 10:30am (AWST) on Monday, 18 November 2024, and corporate representatives must have already lodged a certificate of appointment with the Company and/or the Company's share registry, Computershare Investor Services.

Shareholders, proxies, attorneys, corporate representatives and visitors will need to take the following steps:

- Click on 'Join Meeting Now';
- Enter your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 prior to the Annual General Meeting to obtain their login details;
- Enter your post code if an Australia registered shareholder, or if an overseas shareholder, please select your country from the drop-down menu; and
- Read, and if you agree, please accept the Terms and Conditions and click 'Continue'.

Registration for the meeting will be open at 10.00am (AWST) on Wednesday, 20 November 2024 (30 minutes prior to the start of the Meeting).

We also recommend that you refer to Computershare's "Online Meeting Guide" provided with the Meeting documentation and available at: www.computershare.com.au/virtualmeetingguide ("**Online Meeting Guide**").

(b) Shareholders - Voting and asking questions in the Meeting

The Computershare platform enables voting to take place at any time between the commencement of the Meeting up until closure is announced by the Chair during the Meeting. The process for asking questions and voting is detailed in the Online Meeting Guide and the Chair will also guide Shareholders through this process during the Meeting.

Please note, only Shareholders (or their proxies, attorneys or corporate representatives) may ask questions once they have been verified. It may not be possible to respond to all questions raised during the Meeting. Shareholders are therefore encouraged to lodge questions prior to the Meeting by emailing their question(s) to the Company Secretary, David Stokes, via email at admin@mgx.com.au.

(c) Visitors

Visitors to the Meeting will be able to listen to the Meeting and view presentation slides but will not have access to vote or ask questions.

(d) Proxy

Please note that Shareholders who are unable to attend the Meeting can appoint a proxy to attend and vote live at the Meeting. If you intend to appoint a proxy, please lodge a directed proxy vote online at www.investorvote.com.au.

Alternatively, you can lodge your signed and directed proxy by mail or fax in accordance with instructions contained in the Voting Information Statement. Proxy forms can be downloaded from <https://www.mtgibsoniron.com.au/investors-and-media/2024-annual-general-meeting/>.

If you are planning to attend the Meeting online, you are still encouraged to cast proxy votes and lodge questions prior to the meeting.

To be effective, proxies must be provided by no later than 10:30am (AWST) on Monday, 18 November 2024. Proxies received after this time will be invalid.

More information on proxies is provided in the Voting Information Statement included in the Meeting documentation.

(5) PLEASE READ THE NOTICE OF MEETING

This is an important document that should be read in its entirety. If you do not understand it, or any part of it, you should consult with your professional advisers without delay.

You are encouraged to participate in person or via the online meeting platform (including by your attorney or corporate representative), but if you cannot, please lodge a directed proxy vote online at www.investorvote.com.au or complete and return the enclosed proxy form to Computershare Investor Services Pty Limited at GPO Box 242, Melbourne, Victoria 3001 or by facsimile on: 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia) by the deadline above.

**NOTICE OF THE ANNUAL GENERAL MEETING
MOUNT GIBSON IRON LIMITED**

ACN 008 670 817

Notice is hereby given that the Annual General Meeting of the Shareholders of Mount Gibson Iron Limited ("**Mount Gibson**" or "**Company**") will be held both in person at the Karri Room, Parmelia Hilton, 14 Mill Street Perth Western Australia at 10:30am (AWST) on Wednesday, 20 November 2024 and also online on an online platform overseen by Computershare.

ORDINARY BUSINESS

FINANCIAL REPORTS

To receive and consider the financial report, the Directors' report and Auditor's report for the year ended 30 June 2024.

RESOLUTION 1 - Re-election of Director – Simon Bird

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

"That Simon Bird, being a Director who retires by rotation in accordance with Rule 8.1(d) of the Company's Constitution and ASX Listing Rule 14.4, and being eligible, be re-elected as a Director of the Company."

RESOLUTION 2 - Re-election of Director – Professor Paul Douglas

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

"That Professor Paul Douglas, being a Director who retires by rotation in accordance with Rule 8.1(d) of the Company's Constitution and ASX Listing Rule 14.4, and being eligible, be re-elected as a Director of the Company."

RESOLUTION 3 - Non-binding resolution to adopt the 2024 Remuneration Report

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

"That, for the purposes of section 250R(2) of the Corporations Act, and for all other purposes, the Remuneration Report for the Company for the year ended 30 June 2024 as set out in the 2024 Annual Report be adopted."

Note: Under the Corporations Act, the vote on this resolution is advisory only and will not bind Mount Gibson or the Directors. Shareholders are encouraged to read the Explanatory Memorandum for further details on the consequences of voting on this Resolution.

Voting exclusion:

The Company will disregard any votes cast on Resolution 3:

- by or on behalf of a member of the Key Management Personnel named in the Remuneration Report or their Closely Related Parties, regardless of the capacity in which the vote is cast; or
- as a proxy by a member of the Key Management Personnel at the date of the Meeting or their Closely Related Parties,

unless the vote is cast as a proxy for a person who is entitled to vote on Resolution 3:

- in accordance with their directions on how to vote as set out in the proxy appointment; or
- by the Chair pursuant to an express authorisation to exercise the proxy as the Chair thinks fit even though Resolution 3 is connected with the remuneration of Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolution 3.

OTHER BUSINESS

To deal with any other business which may be brought forward in accordance with the Constitution and the Corporations Act.

Relevant terms in each of the above Resolutions are defined in the Definitions section of the Explanatory Memorandum.

For further information, Shareholders are referred to the Explanatory Memorandum, Voting Information Statement, and proxy form included with the Meeting documentation provided to Shareholders. The Meeting documentation can also be located on the Company's website: <https://www.mtgibsoniron.com.au/investors-and-media/2024-annual-general-meeting/>.

If you wish to discuss any aspect of the Meeting documentation with the Company, please contact the Company Secretary, David Stokes, by telephone on +61 8 9426 7500.

BY ORDER OF THE BOARD

David Stokes

Company Secretary

DATED:18 October 2024

VOTING INFORMATION STATEMENT

REQUIRED MAJORITY

Resolution 1, 2, and 3, are all ordinary resolutions and each will be passed if at least 50% of votes cast by Shareholders entitled to vote on the resolution are cast in favour of the Resolution.

ENTITLEMENT TO VOTE

The Company has determined that for the purposes of the Corporations Act, Shareholders eligible to vote at the Meeting will be taken to be those registered holders of the Company's shares at **4:00pm (Perth time) on Monday 18 November 2024**. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

PROXIES

Appointing a proxy

Each Shareholder who is entitled to attend and vote at the Meeting is entitled to appoint a proxy. The proxy does not need to be a Shareholder and can be either an individual or a body corporate.

A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the number or percentage of votes each proxy is to exercise. If no number or percentage is specified, each proxy may exercise half the Shareholder's votes.

Voting by proxy

A Shareholder may direct their proxy to vote for, against or abstain from voting on each Resolution by marking the appropriate box in the voting directions section of the proxy form. If a proxy holder votes, they must cast all votes as directed. Any directed proxies that are not voted will automatically default to the Chair, who must vote the proxies as directed.

Should any Resolution, other than those specified in this Notice, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.

If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on the poll and the Shares that are the subject of the proxy appointment will not be counted in calculating the required majority.

Shareholders who return their proxy forms with a direction how to vote, but who do not nominate the identity of their proxy, will be taken to have appointed the Chair of the Meeting as their proxy to vote on their behalf. If a proxy form is returned but the nominated proxy does not attend the Meeting, the Chair of the Meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chair of the Meeting, the secretary or any Director that do not contain a direction how to vote will be used, where possible, to support each of the Resolutions proposed in this Notice, provided they are entitled to cast votes as a proxy under the voting exclusion rules which may apply to one or more of the proposed Resolutions. These rules are explained in this Notice.

Voting restrictions that may affect your proxy appointment - Resolution 3

- *Key Management Personnel (other than Chair) as proxy*

Due to the voting exclusions that apply to Resolution 3, Key Management Personnel and their Closely Related Parties will generally not be able to vote your proxy on Resolution 3 unless you are eligible to vote, and you have specifically directed them how to vote.

- *Chair as proxy*

If the Chair is to act as your proxy in relation to Resolution 3, and you have not given the Chair directions on how to vote by marking the appropriate box in the voting directions section of the proxy form, the proxy form expressly directs and authorises the Chair to cast your vote 'for' Resolution 3.

Signing instructions – Proxy form

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 holder may, but need not, be a Shareholder. In the case of Shares jointly held by two or more persons, both holders must sign the proxy form.

Where the appointment of a proxy is signed by the Shareholder's attorney, a certified copy of the power of attorney, or the power of attorney itself, must be received by the Company at the above address, or by facsimile, and by 10:30am (AWST) on Monday, 18 November 2024. If facsimile transmission is used, the power of attorney must be certified.

Return of Proxy form

To vote by proxy, please complete and sign the proxy form and return to the Company, as detailed below, by no later than 10:30am (AWST) on Monday, 18 November 2024:

Online: Submit proxy voting instructions online at www.investorvote.com.au.

 Please refer to the enclosed proxy form for more information about submitting the proxy online.

By Mail: c/- Computershare, GPO Box 242, Melbourne, Victoria 3001

In person: Mount Gibson Iron Limited, Level 1, 2 Kings Park, West Perth, Western Australia

By facsimile: 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)

CUSTODIAN VOTING

For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

CHAIRMAN'S VOTING INTENTIONS

The Chairman intends to vote all available proxies in favour of each of the proposed Resolutions.

EXPLANATORY MEMORANDUM

MOUNT GIBSON IRON LIMITED

ACN 008 670 817

This Explanatory Memorandum has been prepared to assist Shareholders to understand the business to be put to Shareholders at the forthcoming 2024 Annual General Meeting.

1. ORDINARY BUSINESS

FINANCIAL REPORTS

The *Corporations Act 2001* (Cth) (“**Corporations Act**”) requires:

- the reports of the Directors and Auditor; and
- the annual financial report, including the financial statements of the Company for the year ended 30 June 2024,

to be laid before the Meeting. Neither the Corporations Act nor the Constitution requires a vote of Shareholders on the reports or statements. However, Shareholders will be given an opportunity to raise questions or comments on the management of the Company at the Meeting.

A reasonable opportunity will be given to Shareholders who are entitled to vote at the Meeting to ask the Company’s external auditor Ernst & Young (**EY**) questions relevant to the conduct of the audit, the preparation and content of the auditor’s report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

Shareholders who are entitled to vote at the Meeting may also submit a written question to EY (via the Company) if the question is relevant to:

- the content of EY’s audit report; or
- the conduct of its audit of the Company’s annual financial reports for the year ended 30 June 2024.

Relevant questions for EY must be received no later than 5:00pm (AWST), Wednesday 13 November 2024. EY will either answer the relevant questions at the meeting or table written answers at the meeting. If written answers are tabled at the meeting, they will be made available to Shareholders as soon as practicable after the meeting, on the Company’s website: <https://www.mtgibsoniron.com.au/investors-and-media/2024-annual-general-meeting/>

Please send any relevant questions for EY by 5:00pm (AWST), Wednesday 13 November 2024 to the Company at Level 1, 2 Kings Park Road, West Perth, Western Australia, or by email – admin@mgx.com.au, marked for the attention of the Company Secretary, David Stokes.

The following details should be included with written questions:

- the Shareholder’s name; and
- either the Shareholder’s SRN or HIN.

2. RESOLUTION 1 - Re-election of Simon Bird

Mr Bird was last re-elected as a Director at the Company’s annual general meeting on 10 November 2021. Pursuant to Rule 8.1(d) of the Constitution and Listing Rule 14.4, Mr Bird, being a Director, retires by rotation and, being eligible, offers himself for re-election as a Director.

Rule 8.1(d) of the Constitution provides that a Director (who is not the Managing Director, if any) must not hold office without re-election beyond the third annual general meeting following the meeting at which the Director was last elected or re-elected. Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director’s appointment or 3 years, whichever is longer.

Mr Bird was appointed as an Independent Non-Executive Director on 23 February 2012 and was most recently re-elected on 10 November 2021. Mr Bird is the Lead Independent Director and Chair of the Audit & Financial Risk Committee.

Mr Bird is a Chartered Accountant, Fellow of CPA Australia and Fellow of the Australian Institute of Company Directors. Mr Bird has over 40 years of international corporate experience, including holding the positions of Finance Director with Xpansiv Limited, General Manager Finance at Stockland Limited, Chief Financial Officer of GrainCorp Limited, and Chief Financial Officer of Wizard Mortgage Corporation. He was also Chief Executive Officer of ASX-listed King Island Scheelite Limited and a former Managing Director of ASX-listed Sovereign Gold Limited. Former directorships include CPA Australia Limited and ASX-listed Advance Metals Limited. Mr Bird is currently Chief Financial Officer with Federation Mining Pty Ltd, Chairman of Stepping Stone House Limited and non-executive Chairman of ASX-listed Maronan Metals Limited.

The Board considers that Mr Bird, if re-elected, will continue to be classified as an independent director.

Based on Mr Bird’s relevant experience and qualifications, the Board (excluding Mr Bird) recommends that shareholders vote in favour of the re-election of Mr Bird.

3. RESOLUTION 2 – Re-election of Professor Paul Dougas

Professor Dougas was last re-elected as a Director at the Company's annual general meeting on 10 November 2021. Pursuant to Rule 8.1(d) of the Constitution and Listing Rule 14.4, Professor Dougas being a Director, retires by rotation and, being eligible, offers himself for re-election as a Director.

Rule 8.1(d) of the Constitution provides that a Director (who is not the Managing Director, if any) must not hold office without re-election beyond the third annual general meeting following the meeting at which the director was last elected or re-elected. Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer.

Professor Dougas was appointed as an Independent Non-Executive Director on 16 November 2011 and was most recently re-elected on 10 November 2021. Professor Dougas is Chairman of the Operational Risk, Sustainability and Contracts Committee.

Professor Dougas has over 40 years of design, process, project engineering, managerial, commercial and corporate experience having commenced his career in the Melbourne & Metropolitan Board of Works before joining engineering firm Sinclair Knight Merz in 1978. From initial technical roles, he assumed leadership roles in Sydney before returning to Melbourne as Associate Director and Victorian Branch Manager in 1985. In 1995 he was appointed Managing Director Elect and Director of Marketing before becoming Chief Executive Officer and Managing Director in 1996. For the following 15 years, he led a significant expansion of the firm locally and internationally involving more than 50 local and international acquisitions. Professor Dougas was a Non-Executive Director of ConnectEast Ltd from 2009 until its takeover in September 2011 and was also on the Sinclair Knight Merz Board from 1990 until 2011. He was a Non-Executive Director of Epworth Healthcare from 2012 to 2021 and is a former Chairman of the Global Carbon Capture and Storage Institute, and Norman, Disney & Young and a former Non-Executive Director of Beacon Foundation and Calibre Group Limited. Professor Dougas is also a Professorial Fellow in the School of Engineering at Melbourne University.

The Board considers that Professor Dougas, if re-elected, will continue to be classified as an independent director.

Based on Professor Dougas's relevant experience and qualifications, the Board (excluding Professor Dougas) recommends that shareholders vote in favour of the re-election of Professor Dougas.

5. RESOLUTION 3 – Non-binding resolution to adopt the 2024 Remuneration Report

The Remuneration Report sets out the Company's remuneration arrangements for Directors and senior management and is set out in the Directors' Report section in the Company's 2024 Annual Report, which is available on the Company's website (www.mtgibsoniron.com.au).

Section 250R(2) of the Corporations Act requires companies to put a resolution to their Shareholders that the Remuneration Report be adopted. The Remuneration Report is set out in the Company's 2024 Annual Report and is also available on the Company's website at www.mtgibsoniron.com.au.

Under section 250R(3) of the Corporations Act, the vote on the resolution is advisory only and does not bind the Directors or the Company.

The Company's remuneration report for the financial year ended 30 June 2023 did not receive a vote of more than 25% against its adoption at the Company's last annual general meeting held on 15 November 2023. Accordingly, if at least 25% of the votes cast on this Resolution 3 are against adoption of the Remuneration Report it will not result in the Company putting a Spill Resolution to Shareholders for this Meeting.

Under the Corporations Act, if 25% or more of votes cast on Resolution 3 at the Meeting were against the adoption of the Remuneration Report, and this occurred again at the Company's 2025 Annual General Meeting in relation to the remuneration report considered at that meeting, the following sequence of events would occur:

- The Company would be required to put to Shareholders at the 2025 Annual General Meeting a resolution (**Spill Resolution**) proposing the calling of a general meeting to consider the appointment of Directors of the Company.
- If more than 50% of Shareholders voted in favour of the Spill Resolution, the Company would be required to convene the general meeting (**Spill Meeting**) within 90 days after the 2025 Annual General Meeting.
- All of the Directors who were in office when the 2025 Directors' Report was approved by the Board, other than the Managing Director of the Company (if any), would cease to hold office immediately before the end of the Spill Meeting but could stand for re-election at the Spill Meeting.
- Following the Spill Meeting those persons whose election or re-election as Directors was approved at the Spill Meeting would be the Directors of the Company.

The Chair will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report at the Annual General Meeting. The Board will consider the outcome of the vote on Resolution 3 and comments made by Shareholders on the Remuneration Report at the Annual General Meeting when reviewing the Company's remuneration policy.

Note that a voting exclusion applies to this Resolution 3. Shareholders are urged to carefully read the proxy form and provide a direction to the proxy on how to vote on this Resolution.

The Chair of the meeting intends to vote undirected proxies in favour of Resolution 3.

Definitions

Accounting Standards has the meaning given to that term in the Corporations Act.

Annual General Meeting or Meeting means the annual general meeting of Mount Gibson Iron Limited to be held on 20 November 2024.

Annual Report means the annual report of the Company for the year ended 30 June 2024.

Associate has the meaning given to that term in the Listing Rules.

Board means the Directors.

Chair means the individual elected to chair any meeting of the Company from time to time.

Closely Related Party of a member of Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or 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 dealing with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth).

Company means Mount Gibson Iron Limited (ACN 008 670 817).

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

Directors means the directors of the Company.

Explanatory Memorandum means the explanatory memorandum accompanying this Notice.

Key Management Personnel has the same meaning as in the accounting standards published by the Australian Accounting Standards Board and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Listing Rules means the ASX Listing Rules.

Meeting means the Annual General Meeting convened by the Notice.

Notice or **Notice of Meeting** means this Notice of Annual General Meeting.

Remuneration Report means the remuneration report set out in the Directors' Report section of the Company's Annual Report for the year ended 30 June 2024.

Resolution means a resolution contained in the Notice.


Shareholder means a member of the Company from time to time.


Shares means fully paid ordinary shares in the capital of the Company.

Spill Meeting has the meaning set out on page 13.

Spill Resolution has the meaning set out on page 13.

Need assistance?

 **Phone:**
1300 139 262 (within Australia)
+61 3 9415 4381 (outside Australia)

 **Online:**
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:30am (AWST) on Monday, 18 November 2024.**

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

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Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 184141

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Mount Gibson Iron Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Mount Gibson Iron Limited to be held at Karri Room, Parmelia Hilton, 14 Mill Street, Perth, WA 6000 and as a virtual meeting on Wednesday, 20 November 2024 at 10:30am (AWST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 3 (except where I/we have indicated a different voting intention in step 2) even though Resolution 3 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 3 by marking the appropriate box in step 2.

Step 2 Items of Business

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

		For	Against	Abstain
Resolution 1	Re-election of Director – Simon Bird	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Professor Paul Douglas	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Non-binding resolution to adopt the 2024 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

