

## Notice of 2021 Annual General Meeting and Explanatory Memorandum

Bishop Resources NL ACN 161 038 464

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Date of Meeting: 30 January 2023

Time of Meeting: 10:00am (AWST)

Place of Meeting: 25 Colins Street West Perth WA 6005

# Notice of Annual General Meeting

## Bishop Resources NL ACN 161 038 464

Notice is hereby given that the Annual General Meeting of Shareholders of Bishop Resources NL ACN 161 038 464 (**Company**) will be held at 25 Colins Street West Perth WA 6005 on 30 January 2023 at 10:00am (AWST) for the purpose of transacting the following business referred to in this Notice of Annual General Meeting.

## Agenda

### 1. Ordinary Business

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#### 1.1 Financial statements and reports

*“To receive and consider the Annual Financial Report of the Company for the year ended 30 June 2021 together with the declaration of the Directors, the Directors’ 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 Annual General Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

#### 1.2 Resolution 1 – Appointment of auditor

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

*“That, for the purposes of section 327B(1) of the Corporations Act and for all other purposes, Stantons, having consented to act in writing as the Company’s auditor, is appointed as the Company’s auditor on the terms and conditions in the Explanatory Memorandum”.*

#### 1.3 Resolution 2 – Re-Election of David Michael as a Director

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

*“That David Michael, who retires by rotation in accordance with clause 7.2 of the Company’s Constitution and, being eligible, offers himself for re-election, is re-elected as a Director of the Company.”*

### 2. General business

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

## Other Information

Details of the definitions and abbreviations used in this Notice are set out in the Glossary to the Explanatory Memorandum.

## Voting by proxy

Information in relation to voting by proxy, together with a form of proxy, is provided with this Notice.

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

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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.

A proxy form is enclosed. If required it should be completed, signed and returned to the Company's share registry in accordance with the proxy instructions on that form.

## **Date for determining holders of shares**

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Directors have set a date to determine the identity of those entitled to attend and vote at the Meeting. For the purposes of determining voting entitlements at the Meeting, Shares will be taken to be held by persons who are registered as holding at 10:00am (AWST) on 28 January 2023. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

**Dated 21 December 2022**

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By order of the Board

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David Michael  
Director

# Explanatory Memorandum

This Explanatory Memorandum has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Annual General Meeting to be held at 10:00am (AWST) on 30 January 2023 at 25 Colins Street West Perth WA 6005.

The purpose of this Explanatory Memorandum 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 Memorandum, 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 Meeting are set out below.

## **1. Financial Statements and Reports**

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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 2021 together with the declaration of the Directors, the Director's Report and the Auditor's Report.

In accordance with the Corporations Act, the Company is not required to provide a hard copy of the Company's Annual Financial Report to Shareholders unless a Shareholder has previously elected to receive a hard copy.

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.

## **2. Resolution 1 – Appointment of Auditor**

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Resolution 1 seeks Shareholder approval for the appointment of Stantons as the Company's auditor.

This is the Company's first annual general meeting. Accordingly, the Company is required to appoint an auditor at this Meeting (as it is the first annual general meeting) pursuant to section 327B(1) of the Corporations Act.

Pursuant to section 328B of the Corporations Act, the Company received a valid notice of nomination from a Shareholder which nominated Stantons to be appointed as the auditor of the Company. A copy of the notice of nomination is set out in Annexure A of this Notice of Meeting.

Stantons has provided the Company its written consent to act, subject to Shareholder approval being obtained, as the Company's auditor in accordance with section 328A(1) of the Corporations Act, and, as at the date of this Notice, has not withdrawn its consent.

Accordingly, under this Resolution, Shareholder approval is being sought to appoint Stantons as the auditor of the Company. If this resolution is passed, the appointment of Stantons will take effect at the close of this Meeting.

Pursuant to section 327A of the Corporations Act, directors of a public company must within one month of registration appoint an auditor who will hold office until the company's first annual general meeting. This resolution also seeks to ratify the appointment of Stantons (which occurred outside this one month period, on 3 October 2019).

### **Directors' recommendation**

The Board of Directors recommend that Shareholders vote in favour of this Resolution.

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## **3. Resolution 2 – Re-election of David Michael as a Director**

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In accordance with clause 7.2 of the Company's Constitution, there must be an election of Directors at each annual general meeting of the Company. The Director to stand for re-election is the person who has been a Director the longest without re-election (excluding the managing director).

David Michael retires in accordance with clause 7.2(b) of the Company's Constitution and, being eligible, offers himself for re-election as a Director.

David Michael is qualified as a Chartered Accountant, previously employed at the Attorney Generals Department. He holds a Graduate Diploma in Applied Finance and has been a stockbroker for nearly 30 years. He is the founder of numerous ASX listed companies.

The Board of Directors (with David Michael abstaining) recommend that Shareholders vote in favour of this Resolution.

# Explanatory Memorandum

## Glossary

**AWST** means Western Standard Time in Perth, Western Australia.

**Board** means the current Board of Directors of the Company.

**Company** means Bishop Resources NL ACN 161 038 464.

**Constitution** means the Company's constitution, as amended from time to time.

**Corporations Act** means *Corporations Act 2001* (Cth), as amended from time to time.

**Directors** means the Directors of the Company.

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

**Meeting** means the Annual General Meeting of the Company convened by this Notice.

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

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

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

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

**Stantons** means Stantons Corporate Finance Pty Ltd.

# Explanatory Memorandum

## Annexure A – Notice of Nomination of Auditor

Oceanic Capital Pty Ltd  
Level 1, 1150 Cambridge Street  
West Leederville WA 6005

Attn: Company Secretary  
Bishop Resources NL  
25 Colins Street  
**West Perth WA 6005**

Dear Sir/Madam

### **Nomination of Auditor**

For the purposes of Section 328B(1) of the *Corporations Act 2001* (Cth), I, Oceanic Capital Pty Ltd being a member of Bishop Resources NL ACN 161 038 464 (**Company**) hereby nominate the firm, Stantons of 40 Kings Park Road, West Perth WA 6005 as auditor of the Company at the upcoming Annual General Meeting of the Company to be held on or about 30 January 2023.

Yours faithfully

David Michael  
Oceanic Capital Pty Ltd  
Director



BISHOP RESOURCES

Bishop Resources NL | ACN 161 038 464

# Proxy Voting Form

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

Holder Number:

Your proxy voting instruction must be received by **10.00am (WST) on Saturday, 28 January 2023**, 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/#/login>

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)



