

## Notice of 2022 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: 10:15am (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 on 30 January 2023 at 10:15am (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 2022 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 – Re-Election of Alec Pismiris as a Director

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

*“That Alec Pismiris, 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 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

# Notice of Annual General Meeting

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 Resolution which is the subject of the business of the Annual General Meeting to be held at 10:15am (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 Resolution in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolution 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 2022 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 – Re-election of Alec Pismiris 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). If two (2) or more Directors have been a Director the longest and an equal time without re-election, then in default of agreement, the Director to retire will be determined by ballot.

Alec Pismiris retires in accordance with clause 7.2(b)(4) of the Company's Constitution and, being eligible, offers himself for re-election as a Director.

Alec Pismiris was a director of Papillion Resources Limited and a founding director of Cardinal Resources Limited. He is currently a director of ASX listed companies Agrimin Limited (ASX:AMN), Bubalus Resources Limited (ASX:BUS), Sunshine Limited (ASX:SHN) and The Market Herald Ltd (ASX:TMH).

The Board of Directors (with Alec Pismiris 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.



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 **10.15am (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)

