



ABX GROUP LIMITED
ACN 139 494 885

Notice of Annual General Meeting

Explanatory Statement and Proxy Form

Date of Meeting:
Wednesday, 29 May 2024

Time of Meeting:
11.00am (AEST)

The meeting will be held by live webcast via:
Zoom webinar

In accordance with the *Corporations Act 2001 (Cth)* which provides for permanent relief for companies to use electronic communications to send meeting materials, no hard copy of the Notice of Meeting and Explanatory Statement (“**AGM Materials**”) will be circulated unless Shareholders have elected to receive the AGM Materials in paper form. The Notice of Meeting is also available on the Australian Securities Exchange Market Announcements Platform and on the Company’s website <https://abxgroup.com.au/site/investor-information/shareholder-communications/abx-shareholder-communications>

*This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety.
If Shareholders are in doubt as to how they should vote, they should seek advice from their
accountant, solicitor, or other professional advisor without delay.*

ABX GROUP LIMITED

ACN 139 494 885

Registered office: Level 4, 96-100 Albert Road, South Melbourne VIC 3205.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of ABX Group Limited (the “Company”) will be held by video-conferencing facility on Wednesday, 29 May 2024 at 11.00am (AEST) (“Annual General Meeting” or “Meeting” or “AGM”).

The technology used to hold the Meeting virtually will provide ABX Shareholders with a reasonable opportunity to ask questions or make comments. Voting at the Meeting is occurring by way of poll rather than a show of hands. Each person entitled to vote is to be given the opportunity to vote in real time, and this Notice of Meeting includes information about how shareholders can participate in the Meeting. ABX Shareholders attending virtually will be taken for all purposes to be in attendance as if they were physically there.

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

Shareholders who wish to participate in the AGM online may register in advance for the Meeting:

https://vistra.zoom.us/webinar/register/WN_Pya5GdyORoa-ullGxQi18A

When: Wednesday, 29 May 2024 at 11.00am (AEST)

Topic: ABX: 2024 Annual General Meeting

After registering, you will receive a confirmation email containing information about joining the Meeting. The Company strongly recommends its Shareholders to lodge a direct proxy as soon as possible in advance of the Meeting even if they are planning to attend the Meeting online.

The Company is happy to accept and answer questions submitted prior to the Meeting by email to the Company Secretary Mathew Watkins, mathew.watkins@vistra.com. Where a written question is raised in respect to the key management personnel (“KMP”) of the Company and/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 Shareholder wishing to attend the AGM online should therefore monitor the Company’s website and its ASX announcements for any updates about the AGM. If it becomes necessary or appropriate to make alternative arrangement for the holding or conduct of the Meeting, the Company will make further information available through the ASX website at www.asx.com.au (ASX: ABX) and on its website at <https://www.abxgroup.com>.

AGENDA

ORDINARY BUSINESS

Receipt and Consideration of Financial Statements and Reports

To receive and consider the Annual Report of the Company for the financial year ended 31 December 2023, which includes the Financial Report, the Directors' Report, and the Auditor's Report.

There is no requirement for Shareholders to approve these reports. Accordingly, no resolution will be put to Shareholders on this item of business.

Resolution 1: Adoption of Remuneration Report

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

"That for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report (included in the Directors' Report) for the financial year ended 31 December 2023 be adopted."

Resolution 2: Election of Ms Joycelyn Cheryl Morton as a Director of the Company

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

"That, for the purposes of clause 49.1 of the Constitution, Listing Rule 14.4, and for all other purposes, Ms Joycelyn Cheryl Morton, who retires in accordance with the Constitution, and who, being eligible, offers herself for election, be elected as a Director of the Company."

Resolution 3: Approval to issue Options to Ms Morton under the Employee Share Option Plan

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

"That, under and for the purposes of ASX Listing Rule 10.14, section 208 of the Corporations Act, and for all other purposes, approval be given to grant 150,000 unquoted Options, and the issue of any shares in the Company pursuant to the exercise or conversion of such Options, to Ms Joycelyn Cheryl Morton, a Director of the Company, or her nominee(s), under the Company's Employee Share Option Plan, and on the terms described in the Explanatory Statement which accompanies and forms part of the Notice of Meeting."

SPECIAL BUSINESS

Resolution 4: Renewal of the Proportional Takeover Provisions

To consider and, if thought fit, pass the following resolution as a **special resolution**:

"That the proportional takeover provisions contained in clause 46 of the Company's Constitution (or, if Resolution 6 is passed, clause 45 of the Amended Constitution) be renewed for a period of three years with effect from the date of the Meeting."

Resolution 5: Approval of 10% Placement Facility

To consider and, if thought fit, pass the following resolution as a **special resolution**:

"That, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement."

Resolution 6: Approval of amendments to the Constitution

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

“That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, approval is given to modify the Constitution in the manner set out in the Explanatory Statement, with effect from the conclusion of the Meeting.”

BY ORDER OF THE BOARD



Mathew Watkins
Company Secretary
8 April 2024

Notes

1. **Entire Notice:** The details of the Resolutions contained in the Explanatory Notes accompanying this Notice of Annual General Meeting should be read together with, and form part of, the Notice of Meeting.
2. **Record Date:** The Company has determined that for the purposes of the Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm (AEST) on the date 48 hours before the date of the Annual General Meeting, i.e., on 27 May 2024. Only those persons will be entitled to vote at the Annual General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.
3. **Proxies**
 - a. Votes at the Annual General Meeting may be given personally or by proxy, attorney, or representative.
 - b. Each Shareholder has a right to appoint one or two proxies.
 - c. A proxy need not be a shareholder of the Company.
 - d. If a Shareholder is a company, it must execute under its common seal or otherwise in accordance with its constitution or the Corporations Act.
 - e. Where a Shareholder is entitled to cast two or more votes, the Shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
 - f. If a Shareholder appoints two proxies, and the appointment does not specify the proportion or number of the shareholder's votes, each proxy may exercise half of the votes. If a Shareholder appoints two proxies, neither proxy may vote on a show of hands.
 - g. A proxy must be signed by the Shareholder or their attorney who has not received any notice of revocation of the authority. Proxies given by corporations must be signed in accordance with corporation's constitution and Corporations Act.
 - h. To be effective, Proxy Forms must be received by the Company's share registry (Computershare Investor Services Pty Limited) no later than 48 hours before the commencement of the Annual General Meeting, this is no later than 11.00am (AEST) on Monday 27 May 2024. Any proxy received after that time will not be valid for the scheduled Meeting.

4. Corporate Representative

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising them to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting.

5. Voting Exclusion Statement:

Resolution 1

In accordance with sections 250R(4) and 250BD of the Corporations Act, a vote must not be cast (in any capacity, including as a proxy), and the Company will disregard any votes cast, on this Resolution by, or on behalf of, a member of the Key Management Personnel (being those persons described as such in the Remuneration Report) ("KMP") or a closely related party of such a member (either being a "KMP Voter"), unless the KMP Voter is casting a vote on behalf of a person who is not a KMP Voter (including as a proxy) and either:

- (a) the KMP Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (b) the KMP Voter is the Chair of the Meeting and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on the Resolution; and
 - (ii) expressly authorises the Chair of the Meeting to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the KMP for the Company or the consolidated entity.

If you appoint the Chair of the Meeting as your proxy and you do not direct the Chair of the Meeting on how to vote, you will be expressly authorising the Chair of the Meeting to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the KMP for the Company.

If the Chair of the Meeting is appointed as a proxy for a person who is permitted to vote on this Resolution, the Chair of the Meeting will vote any proxies which do not indicate on their proxy form the way the Chair of the Meeting must vote in favour of this Resolution. In exceptional circumstances, the Chair of the Meeting may change their voting intention on the Resolution, in which case an ASX announcement will be made. Shareholders may also choose to direct the Chair of the Meeting to vote against the Resolution or to abstain from voting.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

Resolution 2

There are no voting exclusions on this Resolution.

Resolution 3

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) a person referred to in Listing Rule 10.14.1 (a director of the Company), herein referring to Ms Joycelyn Cheryl Morton, Listing Rule 10.14.1 (an associate of a director of the Company) or Listing Rule 10.14.3 (a person whose relationship with the Company or a director of the Company or their associate is such that the ASX is of the opinion that the acquisition should be approved by security holders), who is eligible to participate in the Company's Employee Incentive Plan; or
- (b) an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Restriction on KMPs voting undirected proxies:

In accordance with s250BD of the Corporations Act, a vote must not be cast as proxy on this Resolution by a member of the KMP (as defined by the Corporations Act), or a closely related party of a member of KMP, where that proxy appointment does not specify the way the proxy is to vote on the Resolution, and any such vote purported to be cast will be disregarded.

However, a person described above (a “**KMP Voter**”) may cast a vote on this Resolution as a proxy if:

- (a) the KMP Voter is the chair of the meeting; and
- (b) the written appointment of the Chair of the Meeting as proxy expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the KMP.

If you appoint the Chair of the Meeting as your proxy and you do not direct the chair how to vote, you will be expressly authorising the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the KMP of the Company.

Restriction on voting by proposed recipient of financial benefit

In accordance with s224 of the Corporations Act, a vote must not be cast on this Resolution (in any capacity) by or on behalf of Ms Morton, being a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate thereof and any such votes attempted to be cast will be excluded.

However, a person described above (a “**Related Party Voter**”) may cast a vote on this Resolution if:

- (a) it is cast by the Related Party Voter as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution; and
- (b) it is not cast on behalf of the Related Party Voter.

Resolution 4

There are no voting exclusions on this Resolution.

Resolution 5

As at the date of despatch of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A.2 and, therefore, a voting exclusion statement on this Resolution is not currently required by Listing Rule 7.3A.7.

However, if, between the date of despatch of this Notice and the date of the Meeting, the Company proposes to make an issue of Equity Securities under Listing Rule 7.1A.2, the Company will disregard votes cast in favour of this Resolution by or on behalf of:

- (a) any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder or ordinary securities in the Company); or
- (b) an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair of the Meeting to vote on the Resolution as the Chair of the Meeting decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting; and
 - ii. the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 6

There are no voting exclusions on this Resolution.

6. Enquiries

Shareholders are invited to contact the Company Secretary, Mathew Watkins on (03) 9692 7222 if they have any queries in respect of the matters set out in these documents.

EXPLANATORY STATEMENT

Introduction

This Explanatory Statement (“**Statement**”) is included in and forms part of the Notice of Annual General Meeting. The purpose of this Statement is to provide Shareholders with information they require to make an informed decision on the resolutions.

If you are in doubt as to how to vote, you should seek advice from your accountant, solicitor, tax advisor or other professional adviser prior to voting. It is important that you read this Statement in its entirety for a detailed explanation of the resolutions.

Defined terms used in this Notice have the meanings given to them in the Glossary at the end of this Notice. The Notice incorporates and should be read together with this Statement.

ORDINARY BUSINESS

Receipt and Consideration of Financial Statements and Reports

A copy of the Annual Report for the financial year ended 31 December 2023 (which incorporates the Company's Financial Report, Directors Report (including the Remuneration Report) and the Auditors Report) is available on the Company's website at <https://www.abxgroup.com.au/site/investor-information/asx-announcements> or via the Company's announcement platform on ASX. Alternatively, you may obtain a copy free of charge in hard copy form by contacting the Company by phone at (03) 9692 7222, and you may request that this occurs on a standing basis for future years. There is no requirement for Shareholders to approve the Annual Report.

Shareholders will be given reasonable opportunity at the Meeting to ask questions and make comments on the Financial Report, the Directors' Report, and the Auditor's Report. Questions for the Company's auditors relating to the conduct of the audit, preparation and contents of the audit report, accounting policies adopted by the Company in relation to the preparation of its financial statements, and the independence of the auditors in relation to the conduct of the audit, must be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

Resolution 1: Adoption of Remuneration Report

Background

Section 250R(2) of the Corporations Act requires that a resolution to adopt the Remuneration Report must be put to the vote at the Annual General Meeting. The vote on this Resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report is set out in the Directors' Report in the Company's 2023 Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

In accordance with section 250SA of the Corporations Act, Shareholders will be provided with a reasonable opportunity to ask questions concerning, or make comments on, the Remuneration Report at the Meeting.

The Corporations Act requires the Company to put a resolution to Shareholders that, in accordance with Division 9 of Part 2G.2 of the Corporations Act, if twenty five (25%) per cent or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a spill resolution) that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must go up for re-election.

At the Company's last AGM, the votes cast against the Remuneration Report were less than twenty-five (25%) percent of the total votes cast on that resolution and, accordingly, a spill resolution will not, under any circumstances, be required for this Meeting.

Voting Exclusions

For voting exclusions refer to Note 5.

Board Recommendation

Noting that each Director has a personal interest in their own remuneration from the Company (as such interests are described in the Remuneration Report) and, as described in the voting exclusions on this Resolution (set out in the Notice of Meeting), that each Director (or any Closely Related Party of a Director) is excluded from voting their shares on this Resolution, the Board encourage all eligible shareholders to cast their votes in favour of this Resolution.

Voting Intention

The Chair of the Meeting intends to vote all undirected proxies in favour of this Resolution.

Resolution 2: Election of Ms Joycelyn Cheryl Morton as a Director of the Company

Background

Listing Rule 14.5 require that at least one Director must stand for election or re-election at each Annual General Meeting. Clause 49 of the Company's Constitution further provides for Directors' compulsory retirement at each annual general meeting which include, *inter alia*, that any director appointed by the Directors since the last annual general meeting must retire at the end of each annual general meeting (clause 49.1.1).

Ms Morton, who was appointed by the Board on 3 April 2024 is now retiring in accordance with these requirements and, being eligible, offers herself for election.

Ms Morton currently serves as a non-executive director of two ASX-listed companies; investment company Argo Global Listed Infrastructure Ltd (ASX:ALI) and Felix Group Holdings (ASX:FLX), which is a developer of a procurement management platform and vendor marketplace for the construction industry. She is a non-executive director of AIM-listed Gelion, a developer of innovative battery technologies, as well as energy infrastructure company Epic Energy Group.

Ms Morton has previously served as a non-executive director on a diverse range of boards, including Australia's largest specialised naval defence company ASC Pty Ltd, Snowy Hydro Ltd and Beach Energy Ltd (ASX:BPT). She has been Chair of the Audit, Risk and Compliance Committee for multiple boards. Earlier in her career, Ms Morton held senior positions at energy company Shell Australia and Shell International, and prior to that Woolworths Limited.

In addition to her corporate experience, Ms Morton is a Fellow and Life Member of CPA Australia, having served as the organisation's National President. She also represented both CPA Australia and the Institute of Chartered Accountants Australia and New Zealand on the Board of the International Federation of Accountants (IFAC).

The Board considers Ms Morton to be an independent director.

Voting Exclusions

There are no voting exclusions on this Resolution.

Board Recommendation

The Board (with Ms Morton abstaining) recommends that Shareholders vote in favour of the election of Ms Joycelyn Cheryl Morton as it considers that her qualifications, experience, skills, and expertise are appropriate for the Board position and will enable her to act in the best interests of the Company and its shareholders. The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

Voting Intention

The Chair of the Meeting intends to vote all undirected proxies in favour of this Resolution.

Resolution 3: Approval to issue Options to Ms Morton under the Employee Share Option Plan

Background

This Resolution seeks Shareholder approval to grant 150,000 unquoted Options (“Options”) to Ms Joycelyn Cheryl Morton as a performance linked incentive component in the remuneration package on the terms described below and in accordance with the Company’s Employee Share Option Plan (the “Plan”), as well as approval for the issue of any Shares on vesting and exercise of those Options.

The Options’ exercise price will be a 30-trading day VWAP of an ABX Share the day before the day prior to the date of issue of the securities. The Options will vest in four tranches, as detailed below, and will expire 6 years after the date of issue:

- Tranche 1: 25% of the Options to vest 12 months from the date of issue;
- Tranche 2: 25% of the Options to vest 24 months from the date of issue;
- Tranche 3: 25% of the Options to vest 36 months from the date of issue; and
- Tranche 4: 25% of the Options to vest 48 months from the date of issue.

The Options will vest subject to service conditions being met. Each vested Option entitles Ms Morton to be issued one ordinary fully paid share in the Company on vesting. Prior to vesting, Options do not entitle Ms Morton to any dividends or voting rights.

The Board believes that it is appropriate to use Options to compensate Ms Morton as this is in line with current market practices and remunerates her appropriately given the current size of the Company. Options provides an appropriate and meaningful form of remuneration that aligns with Shareholder interests. The Board believes that the achievement of the service hurdles attached to these Options will be to the benefit of all Shareholders as these will motivate Ms Morton to remain in the Company to carry on the role as a Non-Executive Director. In particular, the Board considers that the value attributed to the Options (as described below) and their associated terms and conditions represent reasonable remuneration for Ms Morton as if the Company and Ms Morton were dealing at arm’s length.

Terms of Options

It is proposed that 150,000 Options be granted to Ms Morton under the Plan, subject to Shareholder approval.

It is proposed that Options be granted to the following Directors under the Plan, subject to Shareholder approval. The major terms and features of the securities can be found under Annexure A.

Director’s Remuneration Package and Interests

As at the date of this Notice, the details (including the amount) of the current total remuneration package of the Non-Executive Director to whom (or to whose nominee(s)) Options would be issued if this Resolution is passed is \$50,000 per annum.

The above does not include the value of the proposed Shares/Options/Performance Rights, nor the value of any securities previously issued to the Directors as remuneration.

The Company has prepared an assessment of the indicative fair value of the Options as summarised below. The value is indicative only, based on assumptions relevant at the date of the calculation, being 3 April 2024. Different assumptions may be relevant at grant date which may alter the value of the Options for financial reporting purposes. The total remuneration package mentioned above would be increased by the total set out in the following table, based on the assumptions. The actual valuation amount will not be able to be calculated until the Options are issued, at which time the assumptions may have changed.

Assessment	
Indicative fair value per Option	\$0.0345
Number of Options	150,000
Total \$	\$5,175

The indicative fair value was calculated using the Black-Scholes option valuation model. The assumptions used in the valuation model were as follows:

Assumptions:	
Valuation date	3 April 2024 [^]
Spot price (closing price 2 April 2024)	\$0.054 (5.4 cents)
Exercise price#	\$0.0623 (6.23 cents) per Option
Probability of achieving vesting conditions	100%
Expiry date	6 years from issue date
Expected future volatility ⁺	71.89%
Risk free rate	3.86%
Dividend yield	Nil

[^] Based on the issue date assumed as being the valuation date.

30 Day VWAP at valuation date

+ Based on assessment of estimated future volatility of the Company.

As at the date of this Notice, Ms Morton has the following no direct and indirect interests in shares and options of the Company. Following the issue of the Options, Ms Morton will hold 150,000 Options. If Ms Morton's proposed Options were to be exercised (assuming no other issue of shares), Ms Morton's shareholding in the Company will increase from 0% to 0.06%.

ASX Listing Rules requirements

As noted above, the Company is proposing to issue Options to Ms Morton (the "Issue").

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

10.14.1 a director of the company;

10.14.2 an associate of a director of the company; or

10.14.3 a person whose relationship with the company or a person referred to in Listing Rule 10.14.1 or

10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The Issue falls within Listing Rule 10.14.1 above, as the Plan constitutes an "employee incentive scheme" under the ASX Listing Rules, and therefore requires the approval of the Company's shareholders under Listing Rule 10.14.

This Resolution therefore seeks the required shareholder approval to the Issue under and for the purposes of Listing Rule 10.14.

If this Resolution is passed, the Company will be able to proceed with the issue of the Options and Ms Morton will receive the number of Options set out above, with the increase in her remuneration and potential increase in her shareholding if the Options are converted to Shares, as described above.

If this Resolution is not passed, the Company will not be able to proceed with the issue of the Options to Ms Morton and she will not receive the Options, or any potential shareholdings as described above.

If approval is given under ASX Listing Rule 10.14, approval is not required under ASX Listing Rule 7.1.

Disclosures for the purposes of ASX Listing Rule 10.15

The following disclosures are made for the purposes of ASX Listing Rule 10.15:

- (a) the name of the person is Ms Joycelyn Cheryl Morton;
- (b) Ms Morton fall(s) within ASX Listing Rule 10.14.1, as she is a Director of the Company;
- (c) the number and class of securities proposed to be issued is 150,000 unquoted Options;
- (d) Ms Morton's remuneration package is as set out above;
- (e) No securities were previously issued to Ms Morton under the Plan;
- (f) information about the securities is as follows:
- (g) A summary of the material terms of the securities is set out above and also in Annexure A;
- (h) An explanation for the use of this type of security is set out above.
- (i) The total value the entity attributes to these securities is \$5,175 based on the indicative fair value as described above;

- (j) the entity expects to issue the Options within two months after the date of the meeting, and in any event, no later than 3 years after the date of the meeting;
- (k) the Options will be granted to Ms Morton at a nil issue price;
- (l) the material terms of the Plan can be found in Annexure B to this Explanatory Statement;
- (m) no loan will be made by the Company in relation to the grant of Options to Ms Morton;
- (n) details of any securities issued under the Plan will be published in the Annual Report of the Company relating to a period in which the securities were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14;
- (o) any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after this Resolution is approved and who were not named in this Notice of Meeting will not participate until approval is obtained under Listing Rule 10.14.

Related party benefits – Chapter 2E Corporations Act

The Board has formed the view that the issue of Options to the above Director do not require Shareholder approval under section 208 of the Corporations Act as the issue constitute “reasonable remuneration” in accordance with section 211 of the Corporations Act, as the provision of the Options would be remuneration, the giving of which would be reasonable given the circumstances of the Company and the circumstances of the relevant Director, including the responsibilities involved in her position.

A “financial benefit” is defined in section 229 of the Corporations Act and includes granting an option to a related party.

Section 228 of the Corporations Act defines a “related party” for the purposes of Chapter 2E to include:

- directors of the public company (section 228(2)(a)); and
- an entity controlled by directors of the public company (section 228(4)). Section 228(5) provides that an entity is a related party of a public company at a particular time if the entity was a related party of the public company of a kind referred to in subsection (1), (2), (3) or (4) at any time within the previous 6 months.

In reaching this view, the Board considers the proposed grant of Options aligns the interests of the relevant Director with the interests of Shareholders. The grant of Options to Ms Morton is a cost-effective form of remuneration when compared to the payment of cash consideration.

Consistent with the desire to minimise cash expenditures, the Board believes that having regard to the Company's current cash position, and the Company's objective to use available cash to fund its operations in the near future, and in order to compensate the above Director in line with current market practices, Options provide an appropriate and meaningful remuneration component to Ms Morton that is aligned with Shareholder interests. In addition, the estimated values of the Options are not excessive when compared to the Director's other remuneration from the Company.

The Director who is proposed to receive Options was not present during the decision-making process, including any decision to put to shareholders the proposed issue of the Options.

If this Resolution is passed and the Options are issued, Ms Morton will have a relevant interest in the 150,000 Options in the Company.

SPECIAL BUSINESS

Resolution 4: Renewal of the Proportional Takeover Provisions

Background

Clause 46 of the Company's Constitution (or, if Resolution 6 is approved, clause 45 of the Amended Constitution) contains proportional takeover provisions which prohibit the registration of transfers of securities acquired under a proportional takeover bid unless a resolution is passed by the Shareholders approving the bid (“**Proportional Takeover Provisions**”). The Corporations Act provides that these Proportional Takeover Provisions cease to apply at the end of three years from the date of their adoption (or last renewal). The Proportional Takeover provisions were inserted in the Company's Constitution which was adopted on 16 December 2021. Accordingly, these provisions will expire on 16 December 2024 if not renewed at this Meeting.

If the Proportional Takeover Provisions are renewed by Shareholders, they will be on exactly the same terms as the current Proportional Takeover Provisions in clause 46 of the Company's Constitution (or, if Resolution 6 is approved, clause 45 of the Amended Constitution) and operate for three years from the date of the Meeting, unless renewed earlier. A copy of the Company's Constitution is available at <https://abxgroup.com.au/site/investor-information/shareholder-communications/abx-shareholder-communications>.

The Board believes it is appropriate that the Proportional Takeover Provisions of the Company's Constitution be renewed.

Statement under the Corporations Act

In seeking shareholder approval for the renewal of the Proportional Takeover Provisions, the Corporations Act requires the following information to be provided to shareholders when they are considering the renewal of the Proportional Takeover Provisions.

What is a proportional takeover bid?

A proportional takeover bid is a takeover bid where the bidder offers to buy only a specified proportion of each shareholder's shares in the target company.

Effect of provisions proposed to be renewed

If a proportional takeover bid is made, the Directors must ensure that Shareholders vote on a resolution to approve the bid at least 14 days before the last day of the bid period or a later date allowed by the Australian Securities and Investments Commission. The vote is decided on a simple majority.

Each person who, as at the end of the day on which the first offer under the proportional takeover bid was made, held the class of shares in the Company in respect of which offers are made under the proportional takeover bid, is entitled to vote, but the bidder and its associates are not allowed to vote.

If the resolution is not passed, transfers giving effect to a contract resulting from the acceptance of an offer made under a proportional takeover bid cannot be registered. If the resolution is approved, or is taken to have been approved, the transfers must be registered if they comply with the Corporations Act and the Company's Constitution.

If the resolution is not voted on before the 14-day deadline specified in the Corporations Act, the bid will be taken to have been approved.

The Proportional Takeover Provisions do not apply to full takeover bids. The renewed provisions will expire after three years, unless again renewed by Shareholders by a special resolution.

Reason for the resolution

A proportional takeover bid means that control of a company may pass without Shareholders having the chance to sell all their shares to the bidder. The bidder may take control of the company without paying an adequate price.

To deal with this possibility, the Corporations Act permits a company to provide in its constitution that if a proportional takeover bid is made, shareholders must vote on whether to accept or reject the proportional takeover bid and that decision will be binding on all the shareholders.

The benefit of the Proportional Takeover Provisions is that they allow the Company's Shareholders to decide collectively whether the proportional takeover bid is acceptable in principle and it may ensure that any partial offer is appropriately priced.

If the offer does proceed, individual Shareholders can then make a separate decision as to whether they wish to accept the bid for their shares.

Awareness of current acquisition proposals

As at the date of this Notice, none of the Directors are aware of any proposal for any person to acquire (or increase the extent of) a substantial interest in the Company from its current level.

Advantages and disadvantages of the Proportional Takeover Provisions

There have been no proportional takeover bids for the Company while the Provisional Takeover Provisions have been in operation. Accordingly, there are no actual examples against which to assess the advantages and disadvantages of the Proportional Takeover Provisions from the Directors and Shareholders of the Company.

Potential advantages and disadvantages of the proposed resolution for both Directors and Shareholders

An advantage to the Directors of renewing the Proportional Takeover Provisions is that the Directors will be able to assess the Shareholders' views on a proportional takeover bid should one be made. Otherwise, the Directors consider that the proposed renewal of the Proportional Takeover Provisions has no potential advantages or disadvantages for Directors given that they remain free to make a recommendation on whether a proportional takeover bid should be approved or rejected.

The potential advantages of the Proportional Takeover Provisions for Shareholders of the Company include:

- that the provisions give Shareholders an opportunity to consider the terms of a proportional takeover bid to determine whether it is in their best interests that it proceed and, on that basis, enables Shareholders to decide whether or not to accept the offer;
- the provisions may discourage the making of a proportional takeover bid which may be opportunistic and may prevent control passing without payment of an appropriate control premium;
- an increase in Shareholders' bargaining power may assist in ensuring that the proportional takeover bid is adequately priced;
- the provisions may assist Shareholders to avoid being locked in as a minority; and
- knowing the view of the majority Shareholders may assist each individual Shareholder assessing the likely outcome of the proportional takeover bid and whether to approve or reject that bid.

The potential disadvantages of the Proportional Takeover Provisions for Shareholders of the Company include:

- that the provisions may make proportional takeover bids more difficult to succeed and therefore effectively discourage proportional takeover bids being made;
- the provisions may reduce the freedom for Shareholders to sell some or all of their shares at a premium to persons seeking control of the Company and any takeover speculation element in the Company's share price may also be reduced;
- the chance of a proportional takeover bid being successful may be reduced due to the delay, cost and uncertainty in convening a general meeting; and
- the provisions may be considered an additional restriction on the ability of individual Shareholders to deal freely with their shares.

The Directors consider that the potential advantages for Shareholders of the renewal of the Proportional Takeover Provisions outweigh the potential disadvantages. In particular, Shareholders as a whole are able to decide whether or not a proportional takeover bid is successful.

Voting Exclusions

There are no voting exclusions on this Resolution.

Board Recommendation

The Board unanimously recommends the renewal of the Proportional Takeover Provisions. Accordingly, shareholder approval is sought pursuant to this Resolution.

Voting Intention

The Chair of the Meeting intends to vote all undirected proxies in favour of this Resolution.

Resolution 5: Approval of 10% Placement Facility

Background

The Company is seeking Shareholder approval by way of a special resolution to have the ability, if required, to issue Equity Securities under the 10% Placement Facility. The effect of this Resolution is to allow the Directors to issue Equity Securities under Listing Rule 7.1A during the 10% Placement Period (as defined below) without, or in addition to, using the Company's 15% Capacity under Listing Rule 7.1.

ASX Listing Rules information

a. Summary of Listing Rule 7.1A

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period (“**15% Capacity**”).

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its Annual General Meeting, to increase this 15% limit by an extra 10% (“**10% Placement Facility**”) to 25%.

An ‘eligible entity’ for the purposes of Listing Rule 7.1A means an entity which is not included in the S&P/ASX 300 Index, and which has a market capitalisation of \$300 million or less. The Company is, at the date of this Notice, an eligible entity for these purposes. Note however that if, on the date of the Meeting, the market capitalisation of the Company exceeds \$300 million or the Company has been included in the S&P/ASX 300 Index, then this Resolution will no longer be effective and will be withdrawn.

This Resolution seeks Shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue Equity Securities without further Shareholder approval.

If this Resolution is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% Placement Facility to issue Equity Securities without Shareholder approval provided for in LR 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

b. Formula for calculating the 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an Annual General Meeting may issue or agree to issue, during the 12-month period after the date of the Annual General Meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

- A** is the number of shares on issue at the commencement of the “relevant period” (which, for the Company, is the 12-month period immediately preceding the date of the issue or agreement:
- (A) plus the number of fully paid shares issued in the relevant period under an exception in Listing Rule 7.2, other than exception 9, 16 or 17;
 - (B) plus the number of fully paid shares issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9 where:
 - (i) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - (ii) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under rule 7.1 or rule 7.4;
 - (C) plus the number of fully paid shares issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:
 - (i) the agreement was entered into before the commencement of the relevant period; or
 - (ii) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under rule 7.1 or rule 7.4;
 - (D) plus the number of fully paid shares issued in the relevant period with approval of holders of shares under Listing Rules 7.1 or 7.4;
 - (E) plus the number of partly paid shares that became fully paid in the relevant period;
 - (F) less the number of fully paid shares cancelled in the relevant period.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by shareholders under Listing Rule 7.1 or 7.4.

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% Capacity under Listing Rule 7.1. The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula stated above.

c. Type and number of Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. The Company, as at 2 April 2024, has on issue the following classes of quoted Equity Securities:

ASX Security Code and Description	Total Number
ABX: Ordinary Fully Paid	250,040,314
ABXO: Options with an exercise price of \$0.12 each and expiring on 6 September 2024	13,224,750

Specific information required by Listing Rule 7.3A

a. Placement Period

The period for which the approval of the 10% Placement Facility will be valid (as set out in Listing Rule 7.1A.1) commences on the date of this Meeting and expires on the first to occur of the following:

- (a) the date that is 12 months after the date of this Meeting;
 - (b) the time and date of the Company's next Annual General Meeting; and
 - (c) the time and date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).
- ("10% Placement Period").

The Company will only issue and allot the Equity Securities approved under the 10% Placement Facility during the 10% Placement Period.

b. Minimum Issue Price and Cash Consideration

The Equity Securities will be issued for cash consideration at an issue price of not less than 75% of the VWAP for the Company's Equity Securities in the same class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the securities; or
- (b) if the Equity Securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the Equity Securities are issued.

c. Purposes of the funds raised

The purposes for which the funds raised by an issue of Equity Securities under rule 7.1A.2 may be used by the Company include:

- (a) consideration for the acquisition(s) of the new assets and investments, including the expenses associated with such acquisition(s); and
- (b) continued expenditure on the Company's current business and/or general working capital.

d. Risk of economic and voting dilution

If this Resolution is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the dilution table below.

Shareholders may be exposed to economic risk and voting dilution, including the following:

- (a) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of this Meeting; and

(b) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date, which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The dilution table below shows the potential dilution of existing Shareholders on the basis of the market price of its quoted ordinary securities as at 2 April 2024 (“**Current Share Price**”) and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice of Meeting.

The dilution table also shows:

- (a) two examples where variable “A” has increased by 50% and 100%. Variable “A” is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders’ meeting; and
- (b) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Issue Price		
		\$0.027 50% decrease in Current Share Price	\$0.054 Current Share Price	\$0.108 100% increase in Current Share Price
Current Variable A 250,040,314 Shares	10% Voting Dilution	25,004,031 Shares		
	Funds raised	\$675,109	\$1,350,218	\$2,700,435
50% increase in current Variable A 375,060,471 Shares	10% Voting Dilution	37,506,047 Shares		
	Funds raised	\$1,012,663	\$2,025,327	\$4,050,653
100% increase in current Variable A 500,080,063 Shares	10% Voting Dilution	50,008,063 Shares		
	Funds raised	\$1,350,218	\$2,700,435	\$5,400,871

This dilution table has been prepared on the following assumptions:

- (a) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility;
- (b) No convertible security is exercised and converted into ordinary securities before the date of the issue of the Equity Securities;
- (c) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (d) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder’s holding at the date of the Meeting.
- (e) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (f) The issue of Equity Securities under the 10% Placement Facility consists only of ordinary securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- (g) The Current Share Price is \$0.054 being the closing market price of the ordinary securities on ASX on 2 April 2024.

e. Allocation Policy

The Company’s allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to relevant factors including, but not limited to, the following:

- (a) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
- (b) the effect of the issue of the Equity Securities on the control of the Company;
- (c) the financial situation and solvency of the Company; and
- (d) advice from corporate, financial, and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders, subject to compliance with Listing Rule 10.11, and/or new Shareholders who are not related parties or associates of a related party of the Company.

f. Previous Issues under Listing Rule 7.1A.2

Information about equity securities issued under Rule 7.1A.2 in the 12-month period preceding the date of the Meeting:

- (i) The total number of equity securities issued or agreed to be issued under rule 7.1A.2 in that 12-month period: 18,750,000 fully paid ordinary shares, issued 13 September 2023;
- (ii) Percentage they represent of the total number of equity securities on issue at the commencement of that 12-month period: 6.17%;
- (iii) In relation to the issue made on 13 September 2023:
 - a. the securities were issued to professional and sophisticated investors identified through a bookbuild conducted by Sequoia Corporate Finance Pty Ltd. There were no participants in this issue that were investors required to be disclosed under ASX Guidance Note 21, i.e., no participants were a related party of the entity, a member of KMP, a substantial holder of the entity, an adviser of the entity, or an associate of the above;
 - b. the securities issued were 18,750,000 fully paid ordinary shares;
 - c. the issue price was \$0.08 (8 cents) per share which was a 1.27% premium to the closing price of \$0.079 (7.9 cents) on 13 September 2023;
 - d. cash consideration from issue
 - i. Total cash consideration received: \$1.5 million from fully paid ordinary shares issued under Rule 7.1A;
 - ii. Amount of that cash which has been spent: \$1.5 million on the development of rare earths project in Tasmania;
 - iii. Intended use for the remaining amount of that cash: N/A.
- (iv) the Company has not agreed to issue any Equity Securities under Rule 7.1A.2 other than those referred to above and the Company has not agreed, before the 12-month period preceding the date of the Meeting, to issue any Equity Securities under Rule 7.1A.2 where such securities remain unissued as at the date of the Meeting.

Special Resolution

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution. This means it requires approval of 75% of the votes cast by Shareholders present or represented, and eligible to vote.

Voting Exclusions

A voting exclusion statement is set out in Note 5 of the Notice.

Board Recommendation

The Directors of the Company believe that this Resolution is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

Voting Intention

The Chair of the Meeting intends to vote all undirected proxies in favour of this Resolution.

Resolution 6: Approval of amendments to the Constitution

Background

Under section 136(2) of the Corporations Act, a company can modify or repeal its constitution or a provision of its constitution by special resolution of Shareholders.

The Company's current Constitution was adopted in 2021 and has not been amended since. As there have been a number of developments in law, corporate governance principles, terminology and general and commercial practices for ASX listed companies since the current Constitution was adopted, the Board is proposing to amend the existing Constitution to give effect to those changes.

Resolution 6 is proposed as a special resolution, which means at least 75% of the votes cast by Shareholders entitled to vote must be in favour of the resolution, in accordance with the Corporations Act. If passed by Shareholders at the Meeting, the proposed amendments to the Constitution will take effect from the conclusion of the Meeting.

Summary of the proposed changes

A summary of the more significant proposed amendments to the Company's Constitution is as follows:

- the provisions relating to the use of technology for general meetings have been enhanced;
- new provisions have been included relating to the provision and receipt of notices, including the electronic dispatch of meeting documentation;
- the provisions concerning the sale by the Company of non-marketable parcels of shares have been updated to reflect the procedure outlined in the Listing Rules;
- the provisions relating to joint holdings have been updated to reflect the proposed replacement of the CHESSE system;
- the quorum requirements for general meetings have been reduced;
- the provisions relating to dividends have been updated to reflect changes to the Corporations Act; and
- the provisions relating to Director retirement and rotation have been updated to better reflect market practice.

An overview of the more significant changes to the Constitution is set out below. Shareholders should note that this is a summary only and consideration should be given to the full text of the proposed amendments. A full copy of the Constitution of the Company tracking the modifications proposed in this Resolution is available for download from ABX Group Limited's website at <https://abxgroup.com.au/site/investor-information/shareholder-communications/abx-shareholder-communications>.

General meetings

While the current Constitution provides the ability for the Company to hold virtual meetings, these provisions pre-date the introduction of the *Corporations Amendment (Meetings and Documents) Act 2022* (Cth) (**Corporations Amendment Act**) which, among other matters, amended the Corporations Act to allow companies to hold hybrid meetings and, if expressly permitted or required by the company's constitution, wholly virtual meetings and enable companies to distribute certain shareholder materials by electronic means.

The proposed amendments to the Constitution better reflect the Corporations Amendment Act and provide additional clarity in relation to the Company's ability to hold virtual only meetings using virtual meeting technology, including the various conditions that must be satisfied in order for that to take place. In addition, the proposed amendments incorporate other changes to assist with the orderly conduct of general meetings, including various consequential provisions regarding postponement and adjournment of physical, hybrid and wholly virtual meetings.

Consistent with the Corporations Act, the proposed amendments also require voting on all substantive resolutions to be determined by way of a poll rather than a show of hands.

Notices

Amendments are proposed to how notices may be provided to Shareholders, simplifying administration and adopting a standard ASX listed company approach to shareholder notices. These amendments are consistent with the recent changes to the Corporations Act regarding electronic communication which permits electronic dispatch of notices and other meeting related documents in certain circumstances. Relevantly, the time that notices are taken to be received by Shareholders has been amended to better reflect market practice and provide less variation as between different means of service.

Quorum

An amendment is proposed to reduce the number of Shareholders required to constitute a quorum for a general meeting from 5 (which applies for such time as the Company has more than 20 Shareholders) to 2 Shareholders, regardless of the total number of Shareholders, unless there are less than 2 Shareholders, in which case a quorum is those Shareholders.

Currently, if the Company does not have 5 Shareholders attend a general meeting, then the meeting cannot proceed, and the Company will incur the cost of arranging another meeting at a later date. This amendment is intended to mitigate this risk and bring the quorum requirements in line with market norms for ASX listed entities.

Dividends

Section 254T of the Corporations Act was amended effective 28 June 2010. There is now a three-tiered test that a company will need to satisfy before paying a dividend replacing the previous test that dividends may only be paid out of profits.

The current Constitution reflects the former profits test and restricts the dividends to be paid out of the profits of the Company. An amendment is proposed to bring the provisions relating to the declaration and payment of dividends in line with the current position under the Corporations Act. The Directors consider it appropriate to update the Constitution for this amendment to allow more flexibility in the payment of dividends in the future should the Company be in a position to pay dividends.

The proposed amendments to the Constitution also seek to clarify that the decision to declare a dividend is a matter exclusively for the Directors.

Retirement and rotation of Directors

The current Constitution requires one third of the Board to stand for re-election at each annual general meeting together with any Directors for whom the annual general meeting would be the third since their last appointment, any Directors appointed by the Board since the last annual general meeting and any Director who has attained the age of 72 years.

The amended Constitution simplifies the retirement and rotation process and aligns with the Listing Rules and Corporations Act. In particular, the amended Constitution does not include a requirement that one third of the Directors (excluding the Managing Director) retire from office at each annual general meeting. It also dispenses with the age limit for Directors which recognises the valuable contribution older people can make to company boards and reflects the position at law which does not impose any age restriction for directors.

Other

As the current Constitution has not been updated for a number of years, certain other non-substantive amendments have been proposed to update the terminology and provide clarifications to align with modern drafting/practices.

Voting Exclusions

There are no voting exclusions on this Resolution.

Board Recommendation

The Board unanimously recommends that you vote in favour of Resolution 6. Accordingly, Shareholder approval is sought pursuant to this Resolution.

Voting Intention

The Chair of the Meeting intends to vote all undirected proxies in favour of this Resolution.

Disclosure

The Company considers this Statement to contain all material information known to it that could reasonably be required by a Shareholder in deciding how to vote on the proposed Resolutions other than information that would be unreasonable to require the Company to disclose because it has previously disclosed that information to Shareholders.

ANNEXURE A

TERMS OF OPTIONS REFERRED TO UNDER RESOLUTION 3

Entitlement	Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
Exercise Price	The amount payable upon exercise of each Option will be the 30-trading day volume weighted average price of ABX Shares before the date of issue of the Options.
Vesting Conditions	Tranche 1: 25% of the Options to vest 12 months from the date of issue; Tranche 2: 25% of the Options to vest 24 months from the date of issue; Tranche 3: 25% of the Options to vest 36 months from the date of issue; and Tranche 4: 25% of the Options to vest 48 months from the date of issue. The Options will vest subject to service conditions being met.
Expiry Date	Each Option will expire at 5:00 pm (Sydney Time) on the date that is six (6) years from the date of issue. An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
Exercise Period	The Options are exercisable at any time on and from the satisfaction of the relevant vesting condition set out in above until the Expiry Date.
Notice of Exercise	The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option holding statement and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
Exercise Date	A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds.
Timing of issue of Shares on exercise	Within 15 Business Days after the later of the following: (i) the Exercise Date; and (ii) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information, but in any case no later than 20 Business Days after the Exercise Date, the Company will: i. issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company; ii. if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and (i) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options. If a notice delivered under paragraph (ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
Shares issued on exercise	Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
Lapse of an Option	If the holder ceases to be engaged by the Company any unexercised options will lapse, unless exercised, within three months of the holder ceasing to be engaged by the Company unless the Board resolves otherwise.
Reconstruction of capital	If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
Participation in new issues	There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
Change in exercise price	An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
Transferability	The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

ANNEXURE B

SUMMARY OF EMPLOYEE SHARE OPTION PLAN TERMS AND CONDITIONS

The Company has established the Employee Share Option Plan (“ESOP”) to provide an incentive for employees to participate in the future growth of the Company. The ESOP will be administered in accordance with the ESOP rules, which are summarised below.

Eligibility	Participants in the ESOP may be: <ul style="list-style-type: none">(i) a Director (whether executive or non-executive) of the Company and any associated body corporate of the Company (each a Group Company);(ii) a full or part time employee of any Group Company; or(iii) a prospective participant, being a person to whom the offer is made but who can only accept the offer if an arrangement has been entered into that will result in the person becoming a participant under paragraphs (i), (ii), or (iii) above, who is declared by the Board to be eligible to receive grants of Options under the ESOP (“ Eligible Participants ”).
Offer	The Board may, from time to time, in its absolute discretion, make a written offer to any Eligible Participant (including an Eligible Participant who has previously received an offer) to apply for up to a specified number of Options, upon the terms set out in the ESOP and upon such additional terms and conditions as the Board determines.
Plan limit	The Company must have reasonable grounds to believe, when making an offer in reliance of the Class Order, that the number of Shares to be received on exercise of Options offered under an offer, when aggregated with the number of Shares issued or that may be issued as a result of offers made in reliance on the Class Order at any time during the previous 3 year period under an employee incentive scheme covered by the Class Order or an ASIC exempt arrangement of a similar kind to an employee incentive scheme, will not exceed 5% of the total number of Shares on issue at the date of the offer.
Issue price	Unless the Options are quoted on the ASX, Options issued under the ESOP will be issued for no more than nominal cash consideration.
Vesting Conditions	An Option may be made subject to vesting conditions as determined by the Board in its discretion and as specified in the offer for the Option.
Vesting	The Board may in its absolute discretion by written notice to a Participant (being an Eligible Participant to whom Options have been granted under the ESOP or their nominee where the Options have been granted to the nominee of the Eligible Participant (“ Relevant Person ”), resolve to waive any of the Vesting Conditions (subject to any regulatory requirements) applying to Options due to: <ul style="list-style-type: none">(i) Special Circumstances arising in relation to a Relevant Person in respect of those Performance Rights, being:<ul style="list-style-type: none">(A) a Relevant Person ceasing to be an Eligible Participant due to:<ul style="list-style-type: none">(I) death or total or permanent disability of a Relevant Person; or(II) retirement or redundancy of a Relevant Person;(B) a relevant person suffering severe financial hardship;(C) any other circumstance stated to constitute “special circumstances” in the terms of the relevant Offer made to and accepted by the Participant; or(D) any other circumstances determined by the Board at any time (whether before or after the Offer) and notified to the relevant Participant which circumstances may relate to the Participant, a class of Participant, including the Participant or particular circumstances or class of circumstances applying to the Participant; or(ii) a change of control occurring; or(iii) the Company passing a resolution for voluntary winding up, or an order is made for the compulsory winding up of the Company.
Lapse of an Option	An Option will lapse upon the earlier to occur of: <ul style="list-style-type: none">(i) an unauthorised dealing in the Option;(ii) a Vesting Condition in relation to the Option is not satisfied by its due date, or becomes incapable of satisfaction, unless the Board exercises its discretion to waive the Vesting Conditions and vest the Option in the circumstances set out in paragraph relating to Vesting and Vesting Conditions or the Board resolves, in its absolute discretion, to allow the unvested Options to remain unvested after the Relevant Person ceases to be an Eligible Participant;(iii) in respect of unvested Option only, an Eligible Participant ceases to be an Eligible Participant, unless the Board exercises its discretion to vest the Option in the circumstances set out in paragraph relating to Vesting and Vesting Conditions or the Board resolves, in its absolute discretion, to allow the unvested Options to remain unvested after the Relevant Person ceases to be an Eligible Participant;(iv) in respect of vested Options only, a relevant person ceases to be an Eligible Participant and the Option granted in respect of that person is not exercised within one (1) month (or such later date as the Board determines) of the date that person ceases to be an Eligible Participant;(v) the Board deems that an Option lapses due to fraud, dishonesty or other improper behaviour of the Eligible Participant;(vi) the Company undergoes a change of control or a winding up resolution or order is made and the Board does not exercise its discretion to vest the Option; the expiry date of the Option.
Shares	Shares resulting from the exercise of the Options shall, subject to any Sale Restrictions from the date of issue, rank on equal terms with all other Shares on issue.

Sale Restrictions	The Board may, in its discretion, determine at any time up until exercise of Options, that a restriction period will apply to some, or all of the Shares issued to an Eligible Participant (or their eligible nominee) on exercise of those Options up to a maximum of seven (7) years from the grant date of the Options. In addition, the Board may, in its sole discretion, having regard to the circumstances at the time, waive any such restriction period determined.
Not transferrable	Subject to the ASX Listing Rules, Options are only transferrable in Special Circumstances with the prior written consent of the Board (which may be withheld in its absolute discretion) or by force of law upon death, to the Participant's legal personal representative or upon bankruptcy to the participant's trustee in bankruptcy.
No Participation Rights	There are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options.
Change in exercise price of number of underlying securities	Unless specified in the offer of the Options and subject to compliance with the ASX Listing Rules, an Option does not confer the right to a change in exercise price or in the number of underlying Shares over which the Option can be exercised.
Reorganisation	If, at any time, the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder of an Option are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reorganization.
Trust	The Board may, at any time, establish a trust for the sole purpose of acquiring and holding Shares in respect of which a Participant may exercise, or has exercised, vested Options, including for the purpose of enforcing the disposal restrictions and appoint a trustee to act as trustee of the trust. The trustee will hold the Shares as trustee for and on behalf of a Participant as beneficial owner upon the terms of the trust. The Board may at any time amend all or any of the provisions of the ESOP to effect the establishment of such a trust and the appointment of such a trustee.
Amendments	Subject to express restrictions set out in the ESOP and complying with the Corporations Act, ASX Listing Rules and any other applicable law, the Board may, at any time, by resolution amend or add to all or any of the provisions of the ESOP, or the terms or conditions of any Option granted under the ESOP including giving any amendment retrospective effect.

GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

“\$” means Australian Dollars;

“**10% Placement Facility**” as defined under the ASX Listing Rules 7.1A;

“**15% Capacity**” or “**15% Placement Capacity**” as defined under the ASX Listing Rules 7.1;

“**AGM Materials**” means the Notice of Meeting and Explanatory Statement;

“**AGM, Annual General Meeting or Meeting**” means the 2024 Annual General Meeting convened by the Notice;

“**ASX**” means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;

“**AEST**” means Australian Eastern Standard Time;

“**Amended Constitution**” means the proposed amended constitution, the form of which is being put to Shareholders for approval in Resolution 6;

“**Board**” means the Directors acting as the Board of Directors of the Company;

“**Chair**” means the person appointed to chair the Meeting of the Company convened by the Notice;

“**Class Order**” as defined in the Company’s ESOP;

“**Closely Related Party**” of a member of the 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 entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth).

“**Company**” means ABX Group Limited ACN 139 494 885;

“**Constitution**” means the constitution of the Company as at the date of the Meeting;

“**Corporations Act**” means the *Corporations Act 2001 (Cth)*;

“**Current Share Price**” is the date referred to in the Explanatory Statement for Resolution 5;

“**Director**” means a Director of the Company;

“**Directors Report**” means the annual directors’ report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

“**Eligible Participant**” as defined in the Company’s ESOP;

“**ESOP**” means Employee Share Option Plan;

“**Equity Securities**” has the same meaning as in the ASX Listing Rules;

“**Explanatory Statement**” means the explanatory statement which forms part of the Notice;

“**Financial Report**” means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

“**Key Management Personnel or KMP**” means those persons details of whose remuneration are included in the Remuneration Report having the authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (executive or otherwise), as defined in the Corporations Act;

“**Listing Rules**” means the official listing rules of ASX;

“**Meeting**” has the meaning given in the introductory paragraph of the Notice;

“**Notice**” means this Notice of Annual General Meeting including the Explanatory Statement;

“**Plan**” means the Equity Incentive Plan of the Company;

“**Proxy Form**” means the proxy form attached to the Notice;

“**Remuneration Report**” means the remuneration report set out in the Director’s report section of the Company’s annual financial report for the period ended 31 December 2023;

“**Resolution**” means a resolution referred to in the Notice;

“**Share**” means a fully paid ordinary share in the capital of the Company;

“**Shareholder**” means member of the Company, as defined in the Constitution of the Company;

“**Statement**” means the Explanatory Statement forming part of this Notice of Meeting;

“**Trading Day**” means a day determined by ASX to be a trading day in accordance with the Listing Rules; and

“**VWAP**” means the volume weighted average price.