

**TIAN POH RESOURCES LIMITED  
ACN 168 910 978**

**NOTICE OF ANNUAL GENERAL MEETING AND  
EXPLANATORY STATEMENT**

**For the Annual General Meeting to be held on  
Monday, 30 May 2022 at 11.00am (WST) at  
1/18 Olive Street, Subiaco 6008**

In light of the uncertainty and potential health risks created by the COVID-19 pandemic the Company encourages shareholders to take into account any Government restrictions in place at the date of the meeting and to consider the implications of attending the Annual General Meeting in person. Shareholders can participate in the Annual General Meeting and engage with the Board by:

- lodging a directed proxy in advance of the meeting by following the instructions on the proxy form;
- lodging questions in advance of the meeting by emailing questions to [mvanuffelen@tianpoh.com](mailto:mvanuffelen@tianpoh.com) by 5.00pm (WST) on 28 May 2022;
- attending the meeting via Zoom as follows, noting that voting by Zoom will not be possible by questions will be able to be asked:
  - Meeting ID: 6591190009
  - Passcode: tianpoh09

The Chair will adjourn the meeting if the number of shareholders attending the meeting will lead to a violation of relevant Government laws and regulations on crowds and gatherings.

*As this is an important document, please read it carefully.*

**For those members who have elected to receive a printed copy of the Annual Report, the 2021 Annual Report accompanies this Notice of Annual General Meeting. The 2021 Annual Report is also available on the Company's website [www.tianpoh.com](http://www.tianpoh.com).**

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

## TIME AND PLACE OF MEETING AND HOW TO VOTE

### Venue

The Annual General Meeting of the Shareholders of Tian Poh Resources Limited ACN 168 910 978 (the "Company") will be held at:

**1/18 Olive Street**

**Subiaco WA 6008**

**Commencing at 11.00am (WST) on Monday, 30 May 2022**

### How to Vote

You may vote by attending the Meeting in person, by proxy or corporate representative.

#### Voting in Person

To vote in person, attend the Meeting on the date and at the place set out above. The Meeting will commence at 11.00am (WST).

#### Voting by Proxy

To vote by proxy, please complete and sign the proxy form enclosed with this Notice of Annual General Meeting as soon as possible by either:

By mail: Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia

By email: [mvanuffelen@tianpoh.com](mailto:mvanuffelen@tianpoh.com); or

By fax: (02) 9290 9655 (International: +61 2 9290 9655)

so it is received **not later than 11.00am (WST) on 28 May 2022**, being not later than 48 hours before the commencement of the Annual General Meeting. Any proxy received after that time will not be valid for the scheduled Annual General Meeting.

Your proxy form is enclosed.

#### Appointment of proxy

1. A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy. The proxy may, but need not be, a Shareholder of the Company.
2. If you wish to appoint the Chairman of the Meeting as your proxy, mark the appropriate box on the proxy form. If you appoint the Chairman of the Meeting as your proxy, he or she can only cast your votes on Resolution 1 if you expressly authorise him to do so by marking the box on the proxy form. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairman of the Meeting will be your proxy.
3. You are entitled to appoint up to two persons as proxies to attend the Annual General Meeting and vote on a poll. If you wish to appoint a second proxy, an additional proxy form may be obtained by contacting Boardroom Pty Limited on 1300 737 760 or + 61 2 9290 9600 (if outside Australia).
4. To appoint a second proxy you must on each proxy form state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both proxy forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

#### Snapshot Date

For the purposes of the Corporations Act, the Directors have set a snapshot time and date to determine the identity of those entitled to attend and vote at the Annual General Meeting. The **snapshot time and date is 5.00pm (WST) on 28 May 2022**.

#### Votes on Resolutions

You may direct your proxy how to vote by placing a mark in one of the boxes opposite the Resolutions. All your shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on the Resolutions 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 Resolutions, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on the Resolutions will be invalid.

### **Voting restrictions that may affect your proxy appointment**

Due to the voting exclusions that may apply to certain items of business, the Key Management Personnel and their Closely Related Parties will not be able to vote your proxy on Resolution 1 (Remuneration Report) unless you have directed them how to vote or, in the case of the Chairman, if you expressly authorise him.

### **Chairman voting undirected proxies**

If the Chairman of the Meeting is your proxy or is appointed as your proxy by default and you have not specified the way the Chairman is to vote on a Resolution, you are expressly authorising and directing the Chairman of the Meeting to exercise your proxy on that Resolution in accordance with the Chairman's voting intentions. The Chairman of the Meeting intends to vote all non-directed proxies in favour of all Resolutions.

### **Corporate representatives**

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 him or her to act as that company's representative. The authority may be sent to the Company in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

### **Questions from Shareholders**

At the Annual General Meeting the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments on the management of the Company and the Remuneration Report.

Mr Jarrad Prue of BDO, as the auditor responsible for preparing the auditor's report for the year ended 31 December 2021 (or his or her representative) will attend the Annual General Meeting. The Chairman will also allow a reasonable opportunity for Shareholders to ask the auditor questions about:

- the conduct of the audit;
- the preparation and content of the auditor's report;
- the accounting policies adopted by the Company in relation to the preparation of financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

To assist the Board and the auditor of the Company in responding to questions please submit any questions you may have in writing no later than **11.00 am (WST) on 28 May 2022:**

By mail: Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia

By email: [mvanuffelen@tianpoh.com](mailto:mvanuffelen@tianpoh.com); or

By fax: (02) 9290 9655 (International: +61 2 9290 9655)

The Company will distribute a list setting out the questions directed to the auditor received in writing by 28 May 2022, being questions which the auditor considers relevant to the content of the auditor's report or the conduct of the audit of the financial report for the year ended 31 December 2021. The Chairman will allow reasonable opportunity to respond to the questions set out in this list.

**TIAN POH RESOURCES LIMITED**  
**ACN 168 910 978**

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is given that the Annual General Meeting of Shareholders of Tian Poh Resources Limited (the "Company") will be held at 1/18 Olive Street, Subiaco WA 6008 at 11.00 am (WST) on Monday, 30 May 2022.

**AGENDA**

**BUSINESS**

The Explanatory Statement which accompanies and forms part of this Notice of Meeting describes the matters to be considered as ordinary business and special business. Certain abbreviations and other defined terms are used throughout this Notice of Meeting. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations used are set out in the Glossary contained in the Explanatory Statement.

**ORDINARY BUSINESS**

**Annual Accounts**

To receive and consider the financial report of the Company and the consolidated financial report of the Company for the year ended 31 December 2021 and the reports by the Directors and Auditor.

**Resolution 1: Remuneration Report**

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

*"That the Remuneration Report contained in the Directors' Report for the year ended 31 December 2021 be adopted by the Company"*

Note: Pursuant to section 250R(3) of the Corporations Act, the vote on this Resolution is advisory only and does not bind the Directors or the Company.

**Voting exclusion:** The Company will disregard any votes cast on this Resolution by or on behalf of a member of Key Management Personnel whose remuneration is disclosed in the Remuneration Report and any Closely Related Parties of those persons, or as a proxy by a member of Key Management Personnel or Closely Related Party, unless the vote is cast as a proxy for a person who is entitled to vote on this Resolution in accordance with their instructions on the proxy form or by the Chairman of the Meeting pursuant to an express authorisation to exercise the proxy.

**Resolution 2: Re-election of Mr Michael van Uffelen as a Director**

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

*"That for the purposes of Listing Rule 14.4 and clause 12 of the Constitution, Mr Michael van Uffelen, being a Director of the Company who retires by rotation, and being eligible, offers himself for re-election, be re-elected as a Director of the Company."*

**Resolution 3: Re-election of Mr John Kay as a Director**

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

*"That for the purposes of Listing Rule 14.4 and clause 12 of the Constitution, Mr Kay, being a Director of the Company who was appointed by the Board to fill a vacancy, and being eligible, offers himself for re-election, be re-elected as a Director of the Company."*

**Resolution 4: Approval of 10% Placement Facility**

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

*“That, pursuant to ASX Listing Rule 7.1A, approval be given to issue Equity Securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement.”*

**Resolution 5: Approval of Issue of Shares – Proposed Capital Raising**

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

*“That, pursuant to ASX Listing Rule 7.1, approval is given for the Company to issue up to 100,000,000 fully paid ordinary shares to investors entitled to subscribe for securities pursuant to section 708 of the Corporations Act on the terms and conditions set out in the Explanatory Statement.”*

**Voting exclusion:** The Company will disregard any votes cast on this Resolution by or on behalf of a person who may participate in the proposed issue and a person who might obtain a benefit except a benefit solely in the capacity of a holder of Shares if this Resolution is passed and any Associates of those persons. However, this does not apply to a vote cast in favour of this resolution by 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 to vote on the resolution as the Chair decides; or a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- 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
- the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**Incorporation of Explanatory Statement**

The Explanatory Statement attached to this Notice of Meeting, is hereby incorporated into and forms part of this Notice of Meeting.

**DATED THIS 29<sup>th</sup> DAY OF APRIL 2022**

**BY ORDER OF THE BOARD**

**Mr Michael van Uffelen**  
**Director and Company Secretary**

## EXPLANATORY STATEMENT

This Explanatory Statement and all attachments are important documents. They should be read carefully.

If you have any questions regarding the matters set out in this Explanatory Statement or the preceding Notice of Meeting, please contact the Company, your stockbroker or other professional adviser.

Certain abbreviations and other defined terms are used throughout this Explanatory Statement. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations used are set out in the Glossary contained in this Explanatory Statement.

This Explanatory Statement has been prepared for the Shareholders of Tian Poh Resources Limited in connection with the Annual General Meeting of the Company to be held on Monday, 30 May 2022.

### 1 ANNUAL ACCOUNTS

The Corporations Act requires that the Annual Report (which includes the financial report, directors' report and auditors' report) be tabled at the Annual General Meeting.

Shareholders will be given an opportunity to ask questions and make comments about the Annual Report, but there will be no formal resolution submitted in respect of the Annual Report.

### 2 RESOLUTION 1 – REMUNERATION REPORT

The Remuneration Report is required to be considered for adoption in accordance with section 250R of the Corporations Act. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors' Report contained in the annual financial report of the Company for the financial year ending 31 December 2021.

A reasonable opportunity will be given for the discussion of the Remuneration Report at the Annual General Meeting. Shareholders should note that the vote on this Resolution is advisory only and does not bind the Company or the Directors.

In accordance with Division 9 of Part 2G.2 of the Corporations Act, if 25% 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.

It is noted that at the Company's last Annual General Meeting less than 25% of votes were cast against the adoption of the Remuneration Report and accordingly, a spill resolution will not under any circumstances be required for the Annual General Meeting.

The Chairman intends to exercise all undirected proxies in favour of Resolution 1. If the Chairman of the Annual General Meeting is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the Proxy Form, the Shareholder is considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.

### 3 RESOLUTION 2 – RE-ELECTION OF A DIRECTOR (MR VAN UFFELEN)

Resolution 2 seeks approval for the re-election of Mr van Uffelen as a Director.

Mr van Uffelen retires at this Annual General Meeting and, being eligible, offers himself for re-election.

Michael is an experienced Director, CFO and Company Secretary actively engaged in managing companies and providing corporate advisory services.

Mr van Uffelen holds a Bachelor of Commerce degree from the University of Western Australia and is a Chartered Accountant. He has over 30 years company and business management experience gained with major accounting firms, an investment bank, and private and public companies, in Australia and internationally.

Mr van Uffelen is also a director of Anson Resources Limited and Nanoveu Limited.

If elected the board considers Mr van Uffelen will not be an independent director.

The Directors (other than Mr van Uffelen) recommend that Shareholders vote in favour of this Resolution.

#### **4 RESOLUTION 3 – RE-ELECTION OF A DIRECTOR (MR KAY)**

Resolution 3 seeks approval for the re-election of Mr Kay as a Director.

Mr Kay retires at this Annual General Meeting and, being eligible, offers himself for re-election.

Mr Kay holds a Bachelor of Laws from the University of Western Australia and has over 12 years' experience as a corporate and commercial lawyer, including practicing as a senior associate for Perth corporate law firm Steinepreis Paganin. Mr Kay has previously held both company secretarial and non-executive roles for ASX listed companies. Mr Kay operates a corporate consultancy practice which provides corporate advisory services to listed and unlisted companies. Mr Kay does not is not a director of any other public companies.

If elected the board considers Mr Kay will be an independent director.

The Directors (other than Mr Kay) recommend that Shareholders vote in favour of this Resolution.

#### **5 RESOLUTION 4 - APPROVAL OF 10% PLACEMENT FACILITY**

ASX Listing Rule 7.1A enables eligible entities to obtain shareholder approval to issue Equity Securities up to 10% of their issued capital over a 12 month period after the Annual General Meeting ("**10% Placement Facility**"). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

##### **5.1 General**

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.

However, under Listing Rule 7.1A, an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (7.1A Mandate).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. The Company is an eligible entity for these purposes as its market capitalisation is currently \$17,393,076.

Resolution 4 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

If Resolution 4 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 Resolution 4 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A, and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

## 5.2 Technical information required by Listing Rule 7.1A

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to Resolution 4:

### (a) Period for which the 7.1A Mandate is valid

The 7.1A Mandate will commence on the date of the Meeting and expiring on the first to occur of the following:

- (i) the date that is 12 months after the date of this Meeting;
- (ii) the time and date of the Company's next annual general meeting; and
- (iii) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

### (b) Minimum Price

Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 trading days of the date paragraph (i), the date on which the Equity Securities are issued.

### (c) Use of funds raised under the 7.1A Mandate

The Company may issue Equity Securities under the 7.1A Mandate as cash consideration in which case the Company intends to use funds raised for the development of its existing products and products in development and/or for general working capital. In addition, the Company may use the cash consideration for the acquisition of new assets and investments.

### (d) Risk of Economic and Voting Dilution

Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 4 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the



number of Equity Securities on issue as at 5 August 2021, being the last traded day before the shares were suspended from trading on the ASX.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

Variable 'A' in Listing Rule 7.1A2		Dilution		
		\$0.0225 50% decrease in Issue Price	\$0.045 Issue Price	\$0.0675 50% increase in Issue Price
Current Variable A	10% Voting Dilution	38,651,281	38,651,281	38,651,281
386,512,810 Shares	Funds Raised	\$869,653	\$1,739,308	\$2,608,961
50% increase in current Variable A	10% Voting Dilution	57,976,922	57,976,922	57,976,922
579,769,215 Shares	Funds Raised	\$1,304,481	\$2,608,961	\$3,913,442
100% increase in current Variable A	10% Voting Dilution	77,302,562	77,302,562	77,302,562
773,025,620 Shares	Funds Raised	\$1,739,307	\$3,478,615	\$5,217,923

\*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

**The table above uses the following assumptions:**

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- (ii) 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%.
- (iii) 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 Annual General Meeting.
- (iv) The table shows only the effect of issue of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1 or other issues of Equity Securities.
- (v) The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
- (vi) The issue price set out above is the closing price of the Shares on the ASX on 9 April 2021.

Shareholders should note that there is a risk that:

- (vii) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (viii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(e) **Allocation policy under the 7.1A Mandate**

The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the recipients under the 7.1A Mandate will be vendors of the new resources, assets or investments.

(f) **Previous approval under Listing Rule 7.1A**

The Company previously obtained Shareholder approval under Listing Rule 7.1A at its 2021 Annual General Meeting. No securities were issued under Listing Rule 7.1A since the 2021 Annual General Meeting.

### 5.3 **Voting Exclusion Statement**

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

## 6 **RESOLUTION 5 - APPROVAL OF ISSUE OF SHARES – PROPOSED CAPITAL RAISING**

### 6.1 **Background**

The Company is seeking approval for a capital raising to raise additional capital at an issue price of at least 80% of the average market price for Shares traded on ASX over the last five days on which sales of Shares are recorded before the date on which the issue is made.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to

equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

Resolution 5 seeks Shareholder approval for the Company to issue up to 100,000,000 Shares at an issue price of at least 80% of the average market price for Shares traded on ASX over the last five days on which sales of Shares are recorded before the date on which the issue is made any time on or before the first anniversary of the issue of the Share under this resolution (Issue).

## 6.2 Information required by ASX Listing Rules

In compliance with the information requirements of ASX Listing Rule 7.3 Shareholders are advised of the following particulars in relation to the proposed issue of Shares the subject of Resolution 4:

(a) *Maximum number of securities proposed for issue:*

100,000,000 Shares

(b) *Date by which the Company will issue and allot securities:*

No later than three months after Shareholder approval.

(c) *Price at which the securities proposed for issue:*

At least 80% of the average market price for Shares traded on ASX over the last five days on which sales of Shares are recorded before the date on which the issue is made.

(d) *Basis upon which allottees will be determined:*

The allottees will be sophisticated, professional and other investors who are entitled to receive exempt offers under Section 708 of the Corporations Act.

No related parties of the Company are entitled to participate in the proposed issue.

(e) *Terms of issue:*

The Shares will rank equally in all respects with the existing Shares on issue.

(f) *Intended use of funds raised:*

It is intended that the funds raised will be used to continue the exploration and development of the Company's projects in Mongolian including drilling, metallurgical test work and associated studies, development activities and for working capital.

(g) *Dates of allotment:*

The Shares will be allotted progressively as the placement funds are received.

(h) *Implication of the resolution being passed or not:*

Resolution 5 seeks the required shareholder approval to the Issue under and for the purposes of Listing Rule 7.1.

If resolution 5 is passed, the Company will be able to proceed with the Issue of up to 100,000,000 shares at an issue price of at least 80% of the average market price for Shares traded on ASX over the last five days on which sales of Shares are recorded before the date on which the issue is made.

If resolution 5 is not passed, the Company will not be able to proceed with the Issue and the Company may be delayed in implementing its business plan.

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

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## GLOSSARY

“\$” means Australian dollars.

“\$US” means United States of America dollars.

“**Annual Report**” means the Company’s annual report including the reports of the Directors and the auditor and the financial statements of the Company for the year ended 31 December 2021, which can be downloaded at the Company’s website.

“**Associate**” has the meaning given to it by Division 2 of Part 1 of the Corporations Act.

“**ASX**” means ASX Limited ACN 008 624 691 or the Australian Securities Exchange as the context requires.

“**Auditor**” means BDO.

“**Board**” means the board of Directors.

“**Business Day**” means any ASX Business day that is not a Saturday, Sunday or public holiday in Western Australia.

“**Closely Related Party**” means, in relation to a member of Key Management Personnel:

- (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 regulations as defined in the Corporations Act.

“**Company**” means Tian Poh Resources Limited ACN 168 910 978.

“**Constitution**” means the Company’s Constitution.

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

“**Directors**” mean the directors of the Company.

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

“**Explanatory Statement**” means the explanatory statement accompanying the Notice of Meeting.

“**Key Management Personnel**” means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

“**Listing Rules**” means the Listing Rules of ASX.

“**Meeting**” or “**Annual General Meeting**” means a meeting of the Shareholders, holders or Directors;

“**Notice**”, “**Notice of Meeting**” or “**Notice of Annual General Meeting**” means this Notice of Annual General Meeting including the Explanatory Statement.

“**Resolutions**” means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

**“Shareholders”** means the holder of the Share.

**“Share”** means a fully paid ordinary shares in the Company.

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

**“WST”** means Australian Western Standard Time.

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



#### All Correspondence to:

-  **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia
-  **By Fax:** +61 2 9290 9655
-  **Online:** www.boardroomlimited.com.au
-  **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am (WST) on Saturday, 28 May 2022.**

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

#### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

#### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### STEP 3 SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

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

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00am (WST) on Saturday, 28 May 2022.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

-  **By Fax** + 61 2 9290 9655
-  **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia
-  **In Person** Boardroom Pty Limited  
Level 12, 225 George Street,  
Sydney NSW 2000 Australia

#### Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

# Tian Poh Resources Limited

ACN 168 910 978

## Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

**Please note, you cannot change ownership of your securities using this form.**

## PROXY FORM

### STEP 1 APPOINT A PROXY

I/We being a member/s of **Tian Poh Resources Limited** (Company) and entitled to attend and vote hereby appoint:

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

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **1/18 Olive Street, Subiaco, WA, 6008 on Monday, 30 May, 2022 at 11:00am (WST)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

### STEP 2 VOTING DIRECTIONS

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

		For	Against	Abstain*
Resolution 1	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Michael van Uffelen as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr John Kay as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of Issue of Shares – Proposed Capital Raising	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2022