



**Kingsgate**  
Consolidated Limited

**Kingsgate Consolidated Limited**  
ABN 42 000 837 472

Suite 2, Level 23, 20 Bond Street  
Sydney NSW 2000 Australia  
Telephone: +61 2 8256 4800  
Email: [info@kingsgate.com.au](mailto:info@kingsgate.com.au)  
Website: [www.kingsgate.com.au](http://www.kingsgate.com.au)

6 October 2021

Dear Shareholder

## ANNUAL GENERAL MEETING 2021

On behalf of the Board of Directors of Kingsgate Consolidated Limited (Company) I am pleased to confirm that the Company's Annual General Meeting (AGM) will be held as a virtual meeting on **Thursday, 25 November 2021 at 2.00pm**. Attached is our Notice of Meeting of the AGM.

Due to the COVID19 transmission risks, the Australian and New South Wales Governments have announced limitations on gatherings of people. In light of this and to protect the safety of shareholders and staff attending the meeting, the Board has decided to hold the AGM as a virtual meeting. We have arranged to conduct the AGM through an online platform provided by Link Market Services, our share registry service provider. Shareholders will not be able to attend the AGM at a physical location.

The online platform for the AGM can be accessed at <https://agmlive.link/KCN21>. Through the online platform, shareholders will be able to view the AGM proceedings, ask questions during the AGM and vote during the AGM. More information about using the online platform to participate in the virtual AGM can be found in the Notice of Meeting and the Virtual AGM Online Guide available on our website.

Questions may also be submitted during the AGM by voice using the teleconference facility during the meeting. Shareholders will need to contact Link Market Services on **1800 990 363 or +61 1800 990 363 prior to the AGM to obtain a personalised PIN number to ask a question** via the telephone. **To ask a question via telephone please dial 1800 316 740 or +61 2 7201 7808 on the day of the AGM.** You will receive instructions on how to ask a question during the AGM from the phone moderator. If your holding cannot be verified by the moderator, you will attend the AGM as a visitor and will not be able to ask a question.

More information about how to ask questions during the AGM via the online platform or by telephone is available in the virtual meeting guide which can be located on the Company's website at [https://www.kingsgate.com.au/KCN\\_Virtual-Online-Guide.pdf](https://www.kingsgate.com.au/KCN_Virtual-Online-Guide.pdf).

I will address the meeting and comment on the Company's performance and outlook, prior to consideration of the business as detailed in the Notice of Meeting. A copy of the address and presentation will be released on the ASX prior to the commencement of the meeting.

The 2021 Annual Report can be accessed on our website <https://www.kingsgate.com.au> on the "Investors/Annual Report" page. If you have previously elected to receive a hard copy of the Annual Report, you will shortly receive a copy.

Further information on each of the items of business to be considered at the AGM can be found in the Explanatory Notes section of the attached Notice of Meeting.

You are encouraged to vote on each of the resolutions to be considered at the AGM. You may do this ahead of the AGM by voting online through Link's Investor Centre (via <https://www.linkmarketservices.com.au>) or by completing and returning the provided Proxy Form no later than 2.00pm (Sydney time) on Tuesday 23 November 2021 in one of the ways specified in the Notice of Meeting. Alternatively, you may vote during the AGM via the online platform.

**Please read the Notice of Meeting and Proxy Form carefully and consider directing your proxy on how to vote on each resolution by crossing either a "For" or "Against" box on the Proxy Form.**

I look forward to your virtual attendance and the opportunity to engage with you at our 2021 AGM.

Yours sincerely

KINGSGATE CONSOLIDATED LIMITED

**Ross Smyth-Kirk**  
Executive Chairman



**Kingsgate**

Consolidated Limited

ABN 42 000 837 472

# Notice of Annual General Meeting

and Explanatory Memorandum  
to Shareholders

Virtual meeting on **Thursday 25 November 2021**  
at **2.00pm** Sydney time.

*A Proxy Form is enclosed with this Notice*

Please complete and return the enclosed Proxy Form  
in accordance with the specified instructions.

Please read the Notice and Explanatory Memorandum carefully.

# Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (AGM) of Shareholders of Kingsgate Consolidated Limited will be held on **Thursday 25 November 2021 at 2.00pm (Sydney time) as a virtual meeting.**

Shareholders may participate in the AGM virtually through an online platform provided by our share registrar Link Market Services which can be accessed at <https://agmlive.link/KCN21>. **Further information on how to participate is set out in this Notice of Meeting and the Virtual AGM Online Guide available on our website <https://www.kingsgate.com.au>. Shareholders will not be able to attend the AGM at a physical location.**

## Business

### Item 1 Financial Report

To receive and consider the Company's Financial Report and the reports of the Directors and the Auditor for the financial year ended 30 June 2021.

#### Resolution 1

##### Re-election of Peter Warren as a Director

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

*That Peter Warren, a Director of the Company retiring by rotation in accordance with the Company's Constitution and the ASX Listing Rules, and being eligible and having signified his candidature for the office, be re-elected as a Director of the Company.*

#### Resolution 2

##### Approval of an on-market Buy-Back of up to 50% of its Shares

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

*That for the purposes of section 257C of the Corporations Act 2001 (Cth) and for all other purposes, approval is given for the Company to buy back up to 110,660,226 of the Company's issued shares at the election of the Board and otherwise on the terms and conditions set out in the Explanatory Memorandum.*

## Resolution 3

### Approval of Remuneration Report

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

**To adopt the Remuneration Report for the year ended 30 June 2021.**

**Note:** This resolution is advisory only and does not bind the Directors or the Company.

#### Voting Exclusion – Key Management Personnel (KMP)

The Company will disregard any votes cast on Resolution 3:

- › by or on behalf of a member of the Key Management Personnel of the Company (KMP); or
- › by or on behalf of a Closely Related Party of the KMP.

A member of the KMP or Closely Related Party may cast a vote as proxy for a person who is not a member of the KMP or a Closely Related Party where either the proxy is directed how to vote on the resolution or the proxy is the chair of the meeting and is expressly authorised to exercise the proxy.

### Participation at Meeting

In order to encourage participation by shareholders at the AGM, shareholders who wish to put questions to the Company with respect to the business of the meeting, the Company's Annual Report or generally, may put those questions in advance of the meeting by emailing them to the following address:

info@kingsgate.com.au (please put as subject line **Kingsgate AGM**)

or mailing them to the following address:

Company Secretary  
Kingsgate Consolidated Limited  
Suite 2, Level 23  
20 Bond Street  
Sydney NSW 2000

As far as practicable and to the extent that it is lawful to do so, the Company will provide the information at the meeting.

Shareholders may, in the same manner and by the fifth Business Day before the meeting, put questions to the Company's auditors which are relevant to:

1. the content of the Auditor's Report to be considered at the meeting; or
2. the conduct of the audit.

Questions may also be submitted during the AGM by voice using the teleconference facility during the meeting. Shareholders will need to contact Link Market Services on **1800 990 363** or **+61 1800 990 363** prior to the AGM to obtain a personalised PIN number to ask a question via the telephone. **To ask a question via telephone please dial 1800 316 740 or +61 2 7201 7808 on the day of the AGM.** You will receive instructions on how to ask a question during the AGM from the phone moderator. If your holding cannot be verified by the moderator, you will attend the AGM as a visitor and will not be able to ask a question.

More information about how to ask questions during the AGM via the online platform or by telephone is available in the virtual meeting guide which can be located on the Company's website at [https://www.kingsgate.com.au/KCN\\_Virtual-Online-Guide.pdf](https://www.kingsgate.com.au/KCN_Virtual-Online-Guide.pdf).

### Explanatory Memorandum

Shareholders are referred to the Explanatory Memorandum accompanying and forming part of this Notice of Meeting.

Capitalised terms in this Notice of Meeting and the Explanatory Memorandum are defined in Annexure A to the Explanatory Memorandum.

### Resolutions not inter-dependent

None of the resolutions are inter-dependent. This means that one or more of the resolutions can be passed even though one or more of the other resolutions were not passed by shareholders.

### Entitlement to vote

It has been determined that in accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), for the purposes of the AGM, shares will be taken to be held by the persons who are the registered holders at 7.00pm Sydney time on Tuesday 23 November 2021. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

## Proxies

A shareholder entitled to attend and vote has a right to appoint a proxy to attend and vote instead of the shareholder. A proxy need not be a shareholder and can be either an individual or a body corporate. If a shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- › appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the Corporations Act; and
- › provides satisfactory evidence of the appointment of its corporate representative to the Company.

If such evidence is not received, then the body corporate (through its representative) will not be permitted to act as a proxy.

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

A Proxy Form accompanies this Notice of Meeting and to be effective must be received at the address stated.

The Proxy Form (and any Power of Attorney under which it is signed) must be received no later than 2.00pm on Tuesday 23 November 2021, being 48 hours before the time for holding the meeting.

Any Proxy Form received after that time will not be valid for the scheduled meeting. Please lodge the Proxy Form with the Company's Share Registry. You are encouraged to submit your proxy by:

### Online:

Shareholders may vote online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) by entering the shareholding details as shown on the Proxy Form, then selecting 'Voting', and then following the prompts to lodge the shareholders' vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Shareholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).

### By Mobile Device:

Link's voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

### QR Code

To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



### By mail:

Kingsgate Consolidated Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235

### By fax:

+61 2 9287 0309

### By hand delivering\* it to:

Link Market Services Limited  
Level 12, 680 George Street  
Sydney NSW 2000

\* During business hours  
Monday – Friday (9.00am – 5.00pm)  
and subject to public health orders and restrictions.

By Order of the Board,

Dated: 6 October 2021

**Ross Coyle**

*Company Secretary*

**Kingsgate Consolidated Limited**

# Explanatory Memorandum to Shareholders

## 1. Introduction

This Explanatory Memorandum has been prepared to assist shareholders to understand the business to be put to shareholders at the meeting.

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of Meeting. Annexure A of this Explanatory Memorandum contains definitions of capitalised terms in the Notice of Meeting and this Explanatory Memorandum.

The Directors recommend that shareholders read this Explanatory Memorandum in full before making any decision in relation to the resolutions set out in the Notice of Meeting.

If any shareholder is in doubt as to how they should vote, they should seek advice from their professional adviser prior to voting.

## 2. Financial Report

The Corporations Act requires that the Report of the Directors, the Auditor's Report and the Annual Financial Report be tabled before the AGM. In addition, the Company's Constitution provides for these reports to be received and considered at the meeting.

Apart from the matters involving remuneration which are required to be voted on, neither the Corporations Act nor the Company's Constitution require a vote of shareholders at the AGM on the financial statements and reports. However, shareholders will be given reasonable opportunity at the meeting to raise questions with respect to these reports.

Shareholders may also submit written questions to the Company's auditor if the question is relevant to the content of the Audit Report, or the conduct of its audit of the Annual Report for the year ended 30 June 2021. Any written questions to the auditor must be submitted to the Company no later than the fifth Business Day before the AGM.

## 3. Resolution 1: Re-election of Peter Warren as a Director

### 3.1 General

The Company's Constitution requires that at each AGM one third of the Company's Directors or, if their number is not a multiple of three, then the number nearest to one third, must retire from office.

The Company's Constitution also states that a Director must retire from office at the conclusion of the third AGM after which the Director was elected or re-elected in accordance with the Company's Constitution.

Peter Warren retires as a Director and offers himself for re-election as a Director. Mr Warren was first appointed a Director on 1 July 2014. Mr Warren is considered to be an independent Director.

### 3.2 Qualifications and experience

Peter Warren was Chief Financial Officer and Company Secretary of Kingsgate Consolidated Limited for six years up until his retirement in 2011. He is a CPA of over 46 years standing, with an extensive involvement in the resources industry. He was Company Secretary and Chief Financial Officer for Equatorial Mining Limited and of the Australian subsidiaries of the Swiss based Alusuisse Group and has held various financial and accounting positions for Peabody Resources and Hamersley Iron. Mr Warren is a Director of Kingsgate's wholly owned subsidiary, Akara Resources Public Company Limited.

Mr Warren is Chairman of the Audit Committee and a member of the Nomination and Remuneration Committees.

**Following the consideration of the Nomination Committee and their recommendation in favour of the re-election, the Board (not including Mr Warren) recommends members vote in favour of the re-election of Mr Warren as a Director.**

## 4. Resolution 2: Approval of an on-market Buy-Back of up to 50% of its Shares

### Background

At its Annual General Meeting held on 26 November 2020, shareholders approved an on-market Buy-Back (**Buy-Back**) of up to 50% of the Company's shares.

Under the approved Buy-Back, between 7 July 2021 and 27 July 2021, the Company bought back 533,399 shares at prices of between \$0.80 and \$0.84, at an average price of \$0.81.

As the previous approval to Buy-Back up to 50% of the Company's shares expires on 25 November 2021, a further shareholder approval is now sought for the Company to buy back up to 50% (110,660,226) of its Shares.

Shareholder approval is required for the Buy-Back as the number of shares for which approval is requested does not fall within the "10/12 Limit" set out in Section 257B(4) and (5) of the Corporations Act.

If the Company does not obtain shareholder approval, the Board will consider a Buy-Back of up to 10% of its Shares that are within the 10/12 Limit.

### Introduction

The Company wishes to maintain the option, to conduct an on-market Buy-Back of its Shares.

The approval of this Resolution will allow the Company, at the Board's discretion, to buy back up to 50% (110,660,226) of its Shares.

### Shareholder Approval

#### General

The decision to seek approval for the Buy-Back is based on a continuing desire to generate shareholder value. The Buy-Back is intended to improve shareholder returns, enhance capital efficiency while maintaining the Company's flexibility to pursue growth and other means of generating shareholder value. The Company's Board is of the view that the Buy-Back is in the Company's best interests without compromising its ability to meet its corporate objectives.

#### Why Shareholder approval is required

Under Section 257C(1) of the Corporations Act, an ordinary resolution of shareholders is required for the Company to buy back shares that exceeds the 10/12 Limit.

Section 3.24 of the Company's Constitution states the Company may buy back shares in itself in any manner authorised or permitted by the Corporations Act or the ASX Listing Rules. Under section 257A of the Corporations Act, the Company may only conduct a Buy-Back if:

- › it does not materially prejudice the Company's ability to pay its creditors; and
- › the Company follows the procedures set out in Division 2 of the Corporations Act.

In relation to these requirements:

- (i) the size of the Buy-Back will be managed by the Board after taking into account all current and future existing and contingent obligations. Accordingly, the Board considers that the approval of the Buy-Back will not have a material impact on the Company's ability to meet its creditor obligations; and
- (ii) Shareholders are being asked to approve the proposal at the General Meeting of the Company.

### 10/12 Limit

Section 257B(4) of the Corporations Act provides that the 10/12 Limit of a Company proposing to make a Buy-Back is 10% of the smallest number, at any time during the last 12 months, of voting shares of the Company.

## Reason for the Buy-Back

The reason for the Buy-Back is to return surplus funds to shareholders who wish to sell their shares. The Board continues to keep under review other means of returning funds to shareholders, and has elected to do so by way of an on-market Buy-Back in order to give shareholders the option of maintaining all or part of their shareholding, or selling all or part of their shareholding, while at the same time increasing the net asset backing per share, in the event that the Company is successful with its TAFTA Claim, or is able to achieve a settlement of the Claim or finalises the sale of Nueva Esperanza.

The Company may not necessarily buy back all of the shares for which authority is given by Resolution 2. The number of shares to be repurchased by the Company under the Buy-Back will be dependent in part on the future price of the shares on the market, and the amount of compensation recovered from Thailand under the TAFTA Claim or the terms of any settlement that may occur.

The Board continues to consider that the Company's prospects under the TAFTA Claim are excellent. However, there can be no guarantee as to its outcome nor that any settlement will be achieved.

A further consideration for the Board will be the proposed sale of the Company's Nueva Esperanza Project in Chile which at the date of this Notice remains conditional.

The Board reserves the right to conduct the Buy-Back for some reason other than the reasons stated in this Explanatory Memorandum, should the Company's circumstances change.

## Financial Effect on the Company

The Company's cash will be reduced by any amounts expended on shares under the Buy-Back. The amount of cash expended will depend on the number of shares bought back and the price at which they are bought back.

## Interests of Directors

The Directors may participate in the Buy-Back. Their respective shareholdings in the Company are as follows:

Ross Smyth-Kirk: 5,076,725 shares

Peter Warren: 200,000 shares

Peter Alexander: 46,487 shares

Note: None of the Directors intends to participate in the Buy-Back.

## Source of Funds

As at 30 June, 2021 the Company held cash and deposits at call of \$9.68 million.

In addition, any proceeds received by the Company under the TAFTA Claim may be expended on the Buy-Back. Depending on the amount of compensation received from Thailand and the Company's future plans with respect to its Nueva Esperanza Project, additional funds may be returned to shareholders by other means, such as a special dividend or dividends or a reduction of capital.

## Share Price

For the three months prior to the date of this Notice of Meeting, the Company's shares traded at between \$0.685 per share and \$1.675 per share.

On the day prior to the date of this Notice of Meeting, the Company's shares closed at \$1.605 per share.

## On-market Share Buy-Back – Process and Timing

If approval is granted for the conduct of a Buy-Back, the Company would review prevailing market conditions, business development opportunities and its cash position, prior to commencing the Buy-Back process and would implement the Buy-Back at such time and in circumstances which would allow for the efficient management of the Company's capital. All shares purchased by the Company in the Buy-Back will be cancelled in accordance with the Corporations Act.

There is no guarantee that the Company will buy back the full number of shares and the Company reserves the right to suspend or terminate the Buy-Back at any time, and to buy back fewer than 110,660,226 of the shares, or no shares at all.

## Intentions of the Board if the Buy-Back is not approved

In the event that the Buy-Back is not approved by shareholders, the Board may proceed with the Buy-Back of shares within the 10/12 Limit.



#### Terms of the Buy-Back

The terms of the proposed Buy-Back are as follows:

<b>Buy-Back price</b>	The Buy-Back will be conducted on-market from time to time, at market prices. Under the ASX Listing Rules, the price that can be paid is not more than 5% above the volume weighted average market price of shares calculated over the previous 5 days on which sales in shares were recorded.
<b>Buy-Back period</b>	Twelve months from the date of passing of Resolution 2.
<b>Total number of shares to be bought back</b>	110,660,226
<b>Dilution effect</b>	There will be no dilution effect on shareholders, other than those whose shares are acquired as a result of the Buy-Back.

#### The Effect of the Buy-Back on Creditors

The Buy-Back involves a reduction in the Company's cash reserves. However, in the opinion of the Board, this will not materially prejudice the Company's ability to pay its creditors, as the Buy-Back will be managed to ensure that the Company will have sufficient cash reserves to pay its creditors post the Buy-Back.

#### The Effect of Buy-Back on Shareholders

The Buy-Back will have no effect on the number of shares held by shareholders who have not had their shares acquired. The Company has no partly paid shares on issue and no convertible securities on issue.

#### The Effect on the Shares, Rights and Options on Issue

The Buy-Back will have no effect on the number of Rights and Options that may be issued to management, or on the strike price of Options. The Buy-Back will have the effect of reducing the total number of shares on issue by the number of shares bought back on-market and subsequently cancelled.

#### The Effect on Company's Contributed Equity

On completion of the Buy-Back, the contributed equity of the Company will be reduced by the amount expended in buying back shares.

#### Advantages and Disadvantages of the Buy-Back

The advantages of the Buy-Back are that it is an efficient and flexible means of returning surplus funds to shareholders, while at the same time potentially increasing the net asset backing per share in the event that the TAFTA Claim is successful or is settled.

The disadvantage is that in the event that the TAFTA Claim is not successful or cannot be settled, the Company's cash reserves will have been depleted to the extent that they have been expended on the Buy-Back, and the net asset backing per share for those shareholders who have retained all or some of their shares will have been reduced accordingly.

**The Directors unanimously recommend that Shareholders vote in favour of the Approval of an on-market Buy-Back of up to 50% of its Shares.**

## 5. Resolution 3: Approval of Remuneration Report

Section 250R(2) of the *Corporations Act 2001* requires that the section of the Directors' Report dealing with the remuneration of Directors, the secretary and senior executives ("**Remuneration Report**") be put to shareholders at the AGM for adoption by resolution.

The vote is advisory only, and does not bind the Directors or the Company.

If 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs a Spill Resolution will be required to be put to the vote at the second of those AGMs.

The Remuneration Report is set out in the 2021 Annual Report.

### The Report:

- (a) explains the Board's policies in relation to the nature and level of remuneration paid to Directors, secretary and senior executives within the Company group;
- (b) discusses the link between the Board's policies and the Company's performance;
- (c) sets out the remuneration details for each Director and for each member of the Company's senior executive management team; and
- (d) makes clear that the basis for remunerating Non-Executive Directors is distinct from the basis for remunerating executives, including Executive Directors.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

## 6. Chairman of the Meeting and Chairman's Voting Intention for Undirected Proxies

It is intended that the Chairman will vote undirected proxies which he holds as proxy in favour of all resolutions.

# Annexure A

## Definitions

The meanings of capitalised terms used in the Notice of Meeting and Explanatory Memorandum are set out below:

**AGM** means Annual General Meeting.

**ASX** means the ASX Limited or the exchange operated by it, as the context requires.

**Board** means the Company's Board of Directors.

**Business Day** means a day other than a Saturday, Sunday or public holiday in New South Wales.

**Closely Related Party** of a member of the Key Management Personnel for an entity means:

- (a) a spouse or child of the member; or
- (b) a child of the member's spouse; or
- (c) a dependant of the member or the member's spouse; or
- (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 dealings with the entity; or
- (e) a company the member controls.

**Company** means Kingsgate Consolidated Limited ABN 42 000 837 472.

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

**Key Management Personnel** has the same meaning as in the accounting standards, being namely 'Key Management Personnel' are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly and includes any Director (whether executive or otherwise) of the Company.

**Listing Rules** means the ASX Listing Rules published by the ASX from time to time.

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

**Share Registry** means Link Market Services Limited.

**Shareholder** means the registered holder of a Share.

**TAFTA** means Thailand-Australia Free Trade Agreement.

**TAFTA Claim** means the claim for compensation by the Company against Thailand under TAFTA, resulting from the unlawful expropriation by Thailand of the Chatree Gold Mine in 2016.

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**Kingsgate**  
Consolidated Limited



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ABN 42 000 837 472

## LODGE YOUR VOTE

**ONLINE**  
www.linkmarketservices.com.au

**BY MAIL**  
Kingsgate Consolidated Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia

**BY FAX**  
+61 2 9287 0309

**BY HAND**  
Link Market Services Limited  
Level 12, 680 George Street, Sydney NSW 2000

**ALL ENQUIRIES TO**  
Telephone: +61 1300 554 474

## PROXY FORM

I/We being a member(s) of Kingsgate Consolidated Limited and entitled to attend and vote hereby appoint:

### APPOINT A PROXY

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

**OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **2:00pm on Thursday, 25 November 2021** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in: Online at <https://agmlive.link/KCN21>. The Virtual AGM Online Guide is available on our website [https://www.kingsgate.com.au/KCN\\_Virtual-Online-Guide.pdf](https://www.kingsgate.com.au/KCN_Virtual-Online-Guide.pdf).

**Important for Resolution 3:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 3, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

### VOTING DIRECTIONS

**Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.**

**Please read the voting instructions overleaf before marking any boxes with an .**

#### Resolutions

	For	Against	Abstain*
1 Re-election of Peter Warren as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approval of an on-market Buy-Back of up to 50% of its Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\* 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 votes will not be counted in computing the required majority on a poll.

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1

Individual/Sole Director/ Director and Company Secretary (Delete two)

Joint Shareholder 2

Individual/Sole Director/ Director and Company Secretary (Delete two)

Joint Shareholder 3

Individual/Sole Director/ Director and Company Secretary (Delete two)

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

KCN PRX2101N



## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name and email address of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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; and
- (b) return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at [registrars@linkmarketservices.com.au](mailto:registrars@linkmarketservices.com.au) prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **2:00pm on Tuesday, 23 November 2021**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



#### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

#### QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



#### BY MAIL

Kingsgate Consolidated Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
Level 12  
680 George Street  
Sydney NSW 2000

\*during business hours Monday to Friday (9:00am - 5:00pm)  
and subject to public health orders and restrictions