

ERINBAR LIMITED
ACN 063 389 079

NOTICE OF ANNUAL GENERAL MEETING

AND

EXPLANATORY MEMORANDUM

Important Information

This is an important document that should be read in its entirety. If you do not understand it you should consult your professional advisor without delay.

If you wish to discuss any aspect of this document with the Company please contact Mr Graham Seppelt on telephone 0419 035 297

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the members of Erinbar Limited will be held at the offices of Group 6 Metals Limited, Level 26, 259 George Street Sydney 2000 at 4.00pm (Sydney time) on 4 January 2023 to consider the following business and, to consider and, if thought fit, to pass the following Resolution:

AGENDA :

ITEMS OF ORDINARY BUSINESS

FINANCIAL & OTHER REPORTS

To receive and consider the financial report for the year ended 30 June 2022 and the accompanying Directors' Report, Directors' Declaration and Auditor's Report.

The financial report which forms part of the Annual Report may be found on the Company's web site at www.erinbar.com.au

ORDINARY RESOLUTIONS

1. Ordinary Resolution – Re-election of Mr Johann Jacobs as Director

To consider, and if thought fit, to pass with or without amendment, the following Resolution as an ordinary resolution:

“That Mr Johann Jacobs having retired in accordance with the Company’s Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company with immediate effect.”

DATED this 9th day of December 2022.

BY ORDER OF THE BOARD

Graham Seppelt
Company Secretary

Notes:

Definitions

Terms which are used in this Notice and which are defined in Section 2 of the Explanatory Memorandum have the meanings ascribed to them therein.

Address

If you have recently changed your address or if there is an error in the name and address used for this Notice please notify the Company Secretary. In the case of a corporation, notification is to be signed by a director or company secretary.

Receiving Shareholder Information by email

Shareholders are encouraged to provide their email address to the company to enable future correspondence to be sent by email rather than as a posted letter. The request to update the shareholder data base should be sent to graham@seppelts.net.au.

Voting Entitlement

The Board has determined that a Shareholder’s entitlement to vote at the Meeting will, in accordance with the Corporations Act, be the entitlement of that Shareholder set out in the register of members as at 4pm (Sydney time) on the 2nd day of January 2023.

This means that any Shareholder registered at 4.00pm (Sydney time) on the 2nd day of January 2023 is entitled to attend and vote at the Meeting.

Proxies

A member entitled to attend this Meeting and vote is entitled to appoint a proxy to attend and vote for the member at the Meeting. A proxy need not be a member. If the member is

entitled to cast 2 or more votes at the Meeting the member may appoint 2 proxies. If a member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half of the votes. A form of proxy is attached with this notice.

A body corporate appointed as a Shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Meeting. The representative should bring to the Meeting evidence of this appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

A proxy's authority to speak and vote for a Shareholder at the Meeting is suspended if the Shareholder is present at the Meeting.

The proxy form must be signed and dated by the Shareholder or the Shareholder's attorney. Joint Shareholders must each sign.

In accordance with section 250BA of the Corporations Act, the Company specifies the following information for the purposes of receipt of proxy appointments. To vote by proxy, please complete and sign the proxy form enclosed with this Notice as soon as possible and either:

- Return the proxy form by post to Erinbar Limited , PO Box 424, West Perth, WA 6872; or
- Return the proxy form by delivery to Erinbar Limited, 52 Ord Street, West Perth WA 6005 ; or
- Send the proxy form to the Company Secretary by email at : graham@seppelts.net.au

To be effective a completed proxy form must be received by the Company by no later than 4.00pm (Sydney Time) on 2nd January 2023.

Where the proxy form is executed under power of attorney, the power of attorney must be lodged in like manner as the proxy.

Bodies Corporate

A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of a company's shareholders. The appointment may be a standing one.

Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution.

The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

ERINBAR LIMITED
ACN 063 389 079

EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of a Notice convening the 2022 Annual General Meeting of Erinbar Limited to be held at 4.00pm on Wednesday January 4th 2023 at the offices of Group 6 Metals Limited, Level 26, 259 George Street Sydney 2000. This Explanatory Memorandum is to assist Shareholders in understanding the background to and the legal and other implications of the Notice and the reasons for the Resolutions proposed. Certain terms used in the Notice and this Explanatory Memorandum are defined in Section 2.

1. RESOLUTION 1

Mr Johann Jacobs, having retired in accordance with the Company's Constitution and, being eligible, offers himself for re-election. Mr Jacobs's qualifications and experience are set out in the Company's 2022 Annual Report.

The other Directors unanimously support the re-election of Mr Jacobs under Resolution 1.

The Chairman of the Meeting intends to vote all undirected proxies in favour of Resolution 1.

2. DEFINITIONS

In the Notice and in this Explanatory Memorandum:

“**Board**” means the Board of Directors as constituted from time to time;

“**Business Day**” means any day on which trading banks are open to the public in Western Australia;

“**Company**” and “**Erinbar**” means Erinbar Limited ACN 063 389 079;

“**Constitution**” means the constitution of the Company

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

“**Director**” means a director of the Company currently comprising Messrs J Shervington, J Jacobs and A Coulthard;

“**Explanatory Memorandum**” means this explanatory memorandum;

“**Meeting**” means the meeting of Shareholders convened by this Notice;

“**Notice**” and “**Notice of Meeting**” means the notice of meeting to which this Explanatory Memorandum is attached;

“**Resolution**” means a resolution set out in this Notice;

“**Section**” means a section of this Explanatory Memorandum;

“**Share**” means an ordinary fully paid share in the capital of the Company and “**Shareholder**” has a corresponding meaning;

In the Notice and in this Explanatory Memorandum, references to currency are to the currency of Australia unless stated otherwise.