

TANTALUM INTERNATIONAL LIMITED

ACN 086 594 498

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of Shareholders of Tantalum International Limited (**Company**) will be held at Mayfair Lane, 72 Outram Street, West Perth, 6005 Western Australia on Thursday, 9 December 2021 at 11.30am (WST) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of the Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Tuesday, 7 December 2021 at 11.30am (WST). Terms and abbreviations used in the Notice are defined in Schedule 1.

AGENDA

1. Annual Report

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

2. Resolution 1 - Re-election of Director - Mr Ayman Ayyash

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

"That in accordance with the Constitution and for all other purposes, Mr Ayman Ayyash retires and, being eligible, is re-elected as a Director on the terms and conditions in the Explanatory Memorandum."

3. Resolution 2 - Re-election of Director - Mr John Kenny

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

"That, pursuant to and in accordance with article 14.4 of the Constitution and for all other purposes, John Kenny, Director, who was appointed as an addition to the Board on 29 June 2021, retires and being eligible is elected as a Director on the terms and conditions in the Explanatory Memorandum."

BY ORDER OF THE BOARD



Rowan Caren
Director and Company Secretary

Dated: 8 November 2021

TANTALUM INTERNATIONAL LIMITED

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EXPLANATORY MEMORANDUM

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Mayfair Lane, 72 Outram Street, West Perth, 6005 Western Australia on Thursday, 9 December 2021 at 11.30am (WST).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Action to be taken by Shareholders
Section 3	Annual Report
Section 4	Resolution 1 - Re-election of Director - Mr Ayman Ayyash
Section 5	Resolution 2 - Re-election of Director - Mr John Kenny
Schedule 1	Definitions

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Voting in person

To vote in person, attend the Meeting on the date and at the place set out above.

2.2 Proxies

(a) Voting by proxy

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (i) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (ii) a proxy need not be a member of the Company; and
- (iii) a member of the Company 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, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

(b) Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (i) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (ii) if the proxy has 2 or more appointments that specify different ways to vote on the resolution - the proxy must not vote on a show of hands;
- (iii) if the proxy is the chair of the meeting at which the resolution is voted on - the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (iv) if the proxy is not the chair - the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

(c) Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- (i) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- (ii) the appointed proxy is not the chair of the meeting;
- (iii) at the meeting, a poll is duly demanded on the resolution; and
- (iv) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

3. Annual Report

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2021.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report which is available online at <https://tantalumint.wixsite.com/tantalumint>
- (b) ask questions about, or comment on, the management of the Company; and

- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.
- In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:
- (a) the preparation and content of the Auditor's Report;
 - (b) the conduct of the audit;
 - (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
 - (d) the independence of the auditor in relation to the conduct of the audit,
- may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.
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4. Resolution 1 - Re-election of Director - Ayman Ayyash

4.1 General

Pursuant to Article 14.2 of the Constitution, If the Company has 3 or more Directors, one third of the Directors (rounded up to the nearest whole number) must retire at each AGM.

Accordingly, Mr Ayyash resigns as a Director at this annual general meeting and, being eligible, seeks approval to be elected as a Director.

The Board (excluding Mr Ayyash) recommends that Shareholders vote in favour of Resolution 1.

Resolution 1 is an ordinary resolution.

The Chair intends to exercise all available proxies in favour of Resolution 1.

4.2 Mr Ayman Ayyash

Mr Ayyash is a business based in Amman, Jordan. Mr Ayyash has worked with Tantalum International Limited and before that with Gippsland Limited for many years. He was an instrumental part of the team that secured the settlement with Egypt. He was appointed to the Board of Tantalum International Limited in 2014 and was last re-appointed in 2018.

5. Resolution 2 - Re-election of Director - John Kenny

5.1 General

Article 14.4 of the Constitution requires a Director appointed during the year to retire at the next general meeting of the Company, at which the Director is eligible for re-election at such meeting.

Accordingly, Mr Kenny resigns as a Director at this annual general meeting and, being eligible, seeks approval to be elected as a Director.

The Board (excluding Mr Kenny) recommends that Shareholders vote in favour of Resolution 2.

Resolution 2 is an ordinary resolution.

The Chair intends to exercise all available proxies in favour of Resolution 2.

5.2 Mr John Kenny BCom (Hons) LLB

Mr Kenny is a corporate and resources lawyer with a specialised interest in venture capital, initial public offerings and merger acquisitions.

Schedule 1 - Definitions

In the Notice, words importing the singular include the plural and vice versa.

\$ means Australian Dollars.

Auditor's Report means the auditor's report on the Financial Report.

Board means the board of Directors.

Chair means the person appointed to chair the Meeting of the Company convened by the Notice.

Company means Tantalum International Limited (ACN 086 594 498).

Constitution means the constitution of the Company as at the date of the Meeting.

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

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.

Explanatory Memorandum means the explanatory memorandum 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.

Meeting has the meaning given in the introductory paragraph of the Notice.

Notice means this notice of annual general meeting.

Proxy Form means the proxy form attached to the Notice.

Resolution means a resolution referred to in the Notice.

Section means a section of the Explanatory Memorandum.

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

Shareholder means a shareholder of the Company.

WST means Western Standard Time, being the time in Perth, Western Australia.