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# EQUITY & ROYALTY INVESTMENTS LTD

ACN 129 549 435

## NOTICE OF ANNUAL GENERAL MEETING

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Notice is given that the Annual General Meeting of Shareholders will be held at 11.00am (WST) on Thursday, 20 September 2018 at Level 11, 216 St Georges Terrace, Perth Western Australia.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the proxy form part of this Notice of Meeting.

The Directors have determined that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at 4.00pm (WST) on 18 September 2018.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

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### VOTING

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#### YOUR VOTE IS IMPORTANT

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The business of the Annual General Meeting affects your shareholding and your vote is important.

#### VOTING IN PERSON

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

#### VOTING BY PROXY

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To vote by proxy, please complete and sign the enclosed proxy form and return by:

- (a) **post** to PO Box 1227, West Perth, Western Australia 6872; or
- (b) **email** to the Company on the following email address [info@corpbservices.com](mailto:info@corpbservices.com),

so that it is received not later than 11.00am (WST) on 18 September 2018.

Proxy forms received later than this time will be invalid.

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### AGENDA

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#### ORDINARY BUSINESS

##### 1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2018 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

##### 2. Resolution 1 – Re-election of Mr Ian Gregory


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

*"That, for the purposes of clause 11.3 of the Company's constitution and for all other purposes, Mr Ian Gregory retires by rotation, and being eligible, is re-elected as a Director."*

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DATED: 2 AUGUST 2018

BY ORDER OF THE BOARD



DAMIAN HICKS  
DIRECTOR  
EQUITY & ROYALTY INVESTMENTS LTD

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### EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the 2018 Annual General Meeting.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

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#### 1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2018 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

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#### 2. RESOLUTION 1 – RE-ELECTION OF DIRECTOR

Clause 11.3 of the Constitution requires that if the Company has three or more Directors, one third (or the number nearest one-third) of those Directors must retire at each annual general meeting, provided always that no Director shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

The Company currently has 3 Directors and accordingly 1 must retire.

A Director who retires by rotation under clause 11.3 of the Constitution is eligible for re-election.

**Mr Ian Gregory** retires by rotation and seeks re-election.

Mr Gregory holds a Bachelor of Business from Curtin University and has over 25 years experience in the provision of company secretarial and business administration services in a variety of industries, including exploration, mining, mineral processing, oil and gas, banking, insurance and aquaculture.

For 6 years prior to this Ian was the Company Secretary of the Iluka Resources Limited group of companies based in Perth. Iluka is the largest zircon producer in the world and the second largest producer of titanium minerals, with operating mines in Australia and the USA. Before joining Iluka, Ian worked for 12 years as Company Secretary and Compliance Manager of IBJ Australia Bank Limited, the Australian operations of The Industrial Bank of Japan, and prior to that he was Company Secretary, for 4 years, of the Griffin Coal Mining group of companies.

Ian has been the Chairman of the Western Australian Branch Council of the Institute of Chartered Secretaries and Administrators and served on the National Council of that body.

The Directors (excluding Mr Gregory) recommend that shareholders vote in favour of Resolution 1. The Chairman of the meeting intends to vote undirected proxies in favour of the Resolution.

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### GLOSSARY

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\$ means Australian dollars.

**Annual General Meeting** means the meeting convened by the Notice of Meeting.

**ASIC** means the Australian Securities and Investments Commission.

**Board** means the current board of directors of the Company.

**Company** means Equity & Royalty Investments Ltd (ACN 129 549 435).

**Constitution** means the Company's constitution.

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

**Directors** means the current directors of the Company.

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

**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.

**Proxy Form** means the proxy form accompanying the Notice of Meeting.

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

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

**WST** means Western Standard Time as observed in Perth, Western Australia.

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# EQUITY & ROYALTY INVESTMENTS LIMITED

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## PROXY FORM

### 2018 ANNUAL GENERAL MEETING

Shareholder name and address

Change of address. If incorrect, mark this box and make the correction in the space below. Ensure the form is signed.

#### Appoint a Proxy to Vote on Your Behalf

I/We being a Member of Equity & Royalty Investments Ltd entitled to attend and vote at the Meeting, hereby appoint

the Chairman  
of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the person so named or, if no person is named, the Chairman of the Meeting or the Chairman's nominee, to vote in accordance with the following directions or, if no directions have been given, as the proxy sees fit at the Annual General Meeting to be held at Level 11, 216 St Georges Tce, Perth Western Australia on Thursday, 20 September 2018 at 11.00am (WST) and at any adjournment thereof.

#### Voting on Business of the Annual General Meeting

NOTE: If you mark the **ABSTAIN** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Resolution 1

Re-Election of Mr Ian Gregory

FOR

AGAINST

ABSTAIN

If two proxies are being appointed, the proportion of voting rights this proxy represents is

 %

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

#### Signature of Shareholder(s)

NOTE: This section must be completed.

Individual or Shareholder 1

Sole Director and  
Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Contact  
name

\_\_\_\_\_

Contact  
number

\_\_\_\_\_

Date / /

#### Instructions for Completing 'Appointment of Proxy' Form

1. A member entitled to attend and vote at a Meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
2. A duly appointed proxy need not be a member of the Company. In the case of joint holders, all must sign.
3. Corporate shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
  - 2 directors of the company;
  - a director and a company secretary of the company; or
  - for a proprietary company that has a sole director who is also the sole company secretary – that director.

For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

4. Completion of a Proxy Form will not prevent individual shareholders from attending the Meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the Meeting.
5. Where a Proxy Form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.