
NOTICE OF GENERAL MEETING
EXPLANATORY MEMORANDUM
PROXY FORM

Date of Meeting

4 July 2022

Time of Meeting

9:30am (Sydney time)

Place of Meeting

348 Pacific Highway
Crows Nest NSW 2065, Australia

NOTICE OF GENERAL MEETING

TIMAH RESOURCES LIMITED
ABN 69 123 981 537

Notice is hereby given that a General Meeting of members of Timah Resources Limited ('Company') will be held at our registered corporate office at 348 Pacific Highway Crows Nest NSW 2065, Australia at 9.30am (Sydney time) on Monday 4th July, 2022.

Please note that in light of the Covid-19 crisis, and in the interests of protecting the health of shareholders, physical attendance at the meeting will be restricted to 15 persons due to capacity room constraints imposed by social distancing requirements. This capacity constraint includes 3 directors, company secretary and 2 audit representatives, who have agreed with the company to attend in order to meet the quorum requirements for the meeting.

To facilitate this requirement, and in no way wishing to preclude shareholder attendance, the company encourages all shareholders to direct their proxy vote on the resolution. This is the preferred means of voting at the General meeting.

The meeting will consider and, if thought fit, pass the following resolutions:

RESOLUTION 1: REMOVAL OF AUDITOR

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

"Hall Chadwick (NSW), the current auditor of the Company, be removed as the auditor of the company effective from the date of the Meeting."

The Directors recommend that you vote in favour of this ordinary resolution.

RESOLUTION 2: APPOINTMENT OF AUDITOR

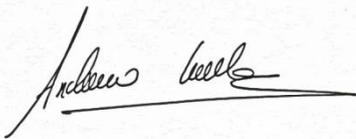
To consider, and if thought fit, to pass the following special resolution that:

"Subject to the passing of Resolution 1, KS Black & Co being qualified to act as auditor of the Company and having consented to act as auditor of the Company, be appointed as the auditor of the company effective from the date of the Meeting and the Directors be authorised to agree the remuneration."

The Directors recommend that you vote in favour of this special resolution.

DATED 3 June 2022

BY ORDER OF THE BOARD
TIMAH RESOURCES LIMITED



ANDREW WALLIS
COMPANY SECRETARY

NOTES

DETERMINATION OF MEMBERSHIP AND VOTING ENTITLEMENT

Everyone who is registered as a Shareholder at 9.30 am (Sydney time) on 2 July 2022 can vote at the General Meeting.

You may vote by:

(a) attending the General Meeting in person (yourself or by sending an attorney, or, if you hold Shares through a company, by sending a corporate representative on your behalf); or

(b) completing and returning a proxy form.

A proxy form accompanies this Notice of General Meeting. The proxy form contains instructions on how to complete the form, the rules applicable to proxies, where to send the form and information regarding corporate representatives.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

New sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this General Meeting. Broadly, the changes mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

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**:

- 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); and
- 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; and
- 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
- 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).

Transfer of non-chair proxy to chair in certain circumstances

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

- 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; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:

- the proxy is not recorded as attending the meeting;
- 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.

Corporate Representative

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 and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

Enquiries

If you have any questions in relation to the resolution to be considered at the Meeting, please speak to the company secretary, Mr Andrew Wallis, on +61 2 9680 2622 or 0411 567 157 between 9.00am and 5.00pm (Sydney time) Monday to Friday.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of a Notice convening the General Meeting of shareholders of Timah Resources Limited to be held on Monday, 4 July 2022. This Explanatory Memorandum is to assist shareholders in understanding the background to and the legal and other implications of the Notice together for the reasons of the resolutions proposed. Both documents should be read in their entirety and in conjunction with each other.

The resolutions are ordinary resolutions.

EXPLANATORY NOTES

RESOLUTIONS 1 AND 2 - REMOVAL AND APPOINTMENT OF AUDITOR

Under Section 329 of the Corporation Act, an auditor of a company may be removed from office by resolution at a general meeting of which 2 months' notice of intention to move the resolution has been given. The notice of intention to remove Hall Chadwick (NSW) is provided to Shareholder with this Notice of General Meeting.

It should be noted that under this section, if a company calls a meeting after the notice of intention has been given, the meeting may pass the resolution even though the meeting is held less than 2 months after the notice of intention is given.

The Company provides the notice of intention to Shareholders at Appendix A to this Notice and seeks the approval to remove the auditor even though the meeting will be held less than 2 months after the notice of intention is given.

Under Section 327D of the Corporation Act, the Company in a general meeting may appoint an auditor to replace an auditor removed under Section 329 of the Corporation Act.

If Hall Chadwick (NSW) is removed under Resolution 1, the Directors propose that K.S. Black & Co be appointed as the Company's auditor effective from the date of the Meeting. The notice of intention to remove Hall Chadwick (NSW) as auditor of the Company and nomination of K.S. Black & Co as auditor of the Company is provided to Shareholders in Appendix B to this Notice of General Meeting. K.S. Black & Co has given written consent to act as the Company's auditor in accordance with Section 328A(1) of the Corporations Act.

If Resolutions 1 and 2 are passed, the appointment of K.S. Black & Co as the Company's auditor will take effect at the close of this General Meeting.

The Directors unanimously recommend that shareholders approve this resolution.

Mark this box with an 'X' if you have made any changes to your address details (see reverse)

Appointment of Proxy

I/We (name of shareholder) _____

Of (address) _____

Being a member/s of Timah Resources Limited and entitled to attend and vote hereby appoint

the Chairman of the Meeting (mark with an 'X') **OR**

Write here the name of the person you are appointing if this person **is someone other than** the Chairman of the Meeting.

or failing the person named, or if no person is named, the Chairman of the Meeting as my/our proxy to act generally at the meeting 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) at the I General Meeting of Timah Resources Limited to be held at the Company registered office of 348 Pacific Highway, Crows Nest, NSW 2065 Australia at 9:30 am (Sydney time) on 4 July 2022 and at any adjournment of that meeting.

Important:

If the Chair of the meeting is appointed as your proxy, or may be appointed by default, and you do not wish to direct your proxy how to vote as your proxy in respect of a resolution, please place a mark in this box.

By marking this box, you acknowledge that the Chair of the Meeting may exercise your proxy even if he has an interest in the outcome of the resolutions and that votes cast by the Chair of the meeting for those resolutions other than as proxy holder will be disregarded because of that interest.

If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

Voting Directions to your proxy – please mark to indicate your directions

		FOR	AGAINST	ABSTAIN*
Resolution 1:	Hall Chadwick (NSW) be removed as the auditor of the company			
Resolution 2	KS Black & Co be appointed as the auditor of the company.			

In addition to the intention advised above, the Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business unless he has an interest in the outcome of that item. *If you mark the Abstain box for the 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 computing the required majority on a poll.

Appointing a second proxy

We wish to appoint a second proxy

Mark with an 'X' if you wish to appoint a second proxy **AND**

%

OR

State the percentage of your voting rights or the number of securities for this Proxy Form

PLEASE SIGN HERE This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder1	Securityholder2	Securityholder3

Individual/Sole Director and Sole Company Secretary

Director

Director/Company Secretary

Contact Name

Contact Daytime Telephone

____/____/____
Date

HOW TO COMPLETE THE PROXY FORM

1 Your Address

This form has been sent to your address as it appears on the company's share register. If this address is incorrect, please mark the box and write the correct address on the form. **Please note, you cannot change ownership of your securities using this form.**

2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. 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. A proxy need not be a security holder of the company.

3 Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite the item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on an item by inserting the percentage or number of securities you wish to vote in the appropriate box. 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 your vote on that item will be invalid.

4 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 contacting the company's registered office or you may copy this form.

To appoint a second proxy you must:

- a) indicate that you wish to appoint a second proxy by marking the box;

on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or 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;

- b) return both forms together in the same envelope.

5 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, all of the security holders should sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the company. 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.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below no later than 48 hours before the commencement of the meeting at 9.30am on 4 July 2022. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged:

by posting or delivery to:

Timah Resources Limited
P.O. Box 782,
QVB Post Office.,
Sydney NSW 1234.

Telephone: 02 8054 1886