



ATLANTIC TIN

Atlantic Tin Ltd

ACN 116 931 705

Notice of Annual General Meeting and Explanatory Memorandum

Date of Meeting: Thursday, 21 November 2024

Time of Meeting: 4.00pm AWST

Place of Meeting: Level 2, 22 Mount Street, Perth WA 6000

This is an important document. Please read it carefully.

If you are unable to attend the Meeting, please complete the proxy form **enclosed** and return it in accordance with the instructions set out on that form.

The meeting will be held physically and also virtually via a webinar conferencing facility. If you are a shareholder who wishes to attend and participate in the virtual meeting, please register in advance as per the instructions outlined in this Notice of Meeting. Shareholders are strongly encouraged to lodge their completed proxy forms in accordance with the instructions in this Notice of Meeting.

To register for the meeting, please use the following link:

https://us02web.zoom.us/webinar/register/WN_KHe0I3ilTqmx2Bm4iyDhIA

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

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

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 Shareholders at 5.00pm AWST on Tuesday 19th November 2024.

Notice of Annual General Meeting

Notice is given that an Annual General Meeting of shareholders of Atlantic Tin Ltd ACN 116 931 705 (Company) will be held at Level 2, 22 Mount Street, Perth WA 6000 and virtually via a webinar conferencing facility on 21 November 2024 at 4:00pm AWST.

Shareholders are encouraged to submit their proxies as early as possible, and in any event, prior to the cut-off date for proxy voting as set out in the Notice. To lodge your proxy, please follow the directions on your personalised proxy form.

Shareholders attending the AGM virtually will be able to ask questions and the Company has made provision for Shareholders who register their attendance before the start of the meeting to also cast their votes on the proposed resolutions at the AGM.

The physical and virtual meeting can be attended using the following details:

When: 4.00PM (AWST) on Thursday 21 November 2024

Where: Level 2, 22 Mount Street, Perth, Western Australia and virtually

Register in advance to attend virtually at this link:

https://us02web.zoom.us/webinar/register/WN_KHe0I3ilTqmx2Bm4iyDhIA

After registering, you will receive a confirmation email containing information about joining the meeting. As noted previously, the Company strongly recommends its shareholders to lodge a directed proxy as soon as possible in advance of the meeting even if they are planning to attend the meeting online.

The Company will conduct a poll on each resolution presented at the meeting. The Company will accept questions during the meeting either by submitting a question through the Q&A box located on screen or by raising the hand function also located on screen at which point the Company will allow your question verbally.

The Company is happy to accept and answer questions submitted prior to the meeting by email to info@atlantictin.com.au. Where a written question is raised in respect of the key management personnel of the Company or the resolutions to be considered at the meeting, the Company will address the relevant question during the course of the meeting or by written response after the Meeting (subject to the discretion of the Company not to respond to unreasonable and/or offensive questions).

Any shareholders who wish to attend the AGM online should therefore monitor the Company's website for any updates about the AGM. If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the meeting, the Company will make further information available through its website at <https://www.atlantictin.com.au/>

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Agenda

Ordinary business

Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2024 together with the declaration of the Directors, the Director's report and the auditor's report.

1. Resolution 1: Re-election of Director – Mr Stephen Gill

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

“That, for the purpose of clause 13.2 of the Constitution and for all other purposes, Mr Stephen Gill retires, and being eligible, be re-elected as a Director of the Company.”

2. Resolution 2: Re-election of Director – Mr Stephen Withnell

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

“That, for the purpose of clause 13.2 of the Constitution and for all other purposes, Mr Stephen Withnell retires, and being eligible, be elected as a Director of the Company.”

3. Resolution 3: Issue of Related Party Share Rights – Mr Stephen Gill

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

“That, for the purposes of section 195(4) and section 208 of the Corporations Act, and for all other purposes, approval is given for the Company to issue 631,944 Share Rights to Stephen Gill (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

4. Resolution 4: Issue of Related Party Share Rights – Mr Nicholas Slade

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

“That, for the purposes of section 195(4) and section 208 of the Corporations Act, and for all other purposes, approval is given for the Company to issue 400,000 Share Rights to Nicholas Slade (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

5. Resolution 5: Issue of Related Party Share Rights – Mr Stephen Withnell

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

“That, for the purposes of section 195(4) and section 208 of the Corporations Act, and for all other purposes, approval is given for the Company to issue 341,667 Share Rights to Stephen Withnell (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

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A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

6. Resolution 6: Issue of Related Party Share Rights – Ms Maha Daoudi

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

“That, for the purposes of section 195(4) and section 208 of the Corporations Act, and for all other purposes, approval is given for the Company to issue 341,667 Share Rights to Maha Daoudi (or her nominee) on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

7. Resolution 7: Issue of Related Party Share Rights – Ms Andrea Betti

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

“That, for the purposes of section 195(4) and section 208 of the Corporations Act, and for all other purposes, approval is given for the Company to issue 341,667 Share Rights to Andrea Betti (or her nominee) on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

8. Resolution 8: Issue of Related Party Share Rights – Mr Adam Strauss

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

“That, for the purposes of section 195(4) and section 208 of the Corporations Act, and for all other purposes, approval is given for the Company to issue 400,000 Share Rights to Adam Strauss (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

9. Resolution 9: Increase in Non-Executive Director Remuneration Pool

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

“That, for the purposes of clause 13.8 of the Constitution of the Company and for all other purposes, shareholders approve the increase in the maximum aggregate amount of remuneration that may be paid to non-executive directors of the Company as a whole in each year from \$450,000 to \$720,000.”

10. Resolution 10 – Renewal of proportional takeover provisions

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

“That the proportional takeover provisions contained in clause 35 of the Company’s Constitution be renewed for a further period of three years commencing from the date of this Annual General Meeting.”

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11. General business

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

The resolution(s) at this Meeting will be voted on by poll and Shareholders who are entitled to vote may vote either prior to the Meeting by appointing a proxy or by poll during the Meeting.

By order of the board

A handwritten signature in black ink, appearing to read 'A. Betti', written in a cursive style.

Andrea Betti
Director and Company Secretary

10 October 2024

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Voting Prohibition Statements

Resolution 3 – Issue of Share Rights to Related Party	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 3 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 3 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none">(a) the proxy is either:<ul style="list-style-type: none">(i) a member of the Key Management Personnel; or(ii) a Closely Related Party of such a member; and(iii) the appointment does not specify the way the proxy is to vote on this Resolution. <p>Provided the Chair is not a Resolution 3 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none">(a) the proxy is the Chair; and(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 4 – Issue of Share Rights to Related Party	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 4 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 4 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none">(a) the proxy is either:<ul style="list-style-type: none">(i) a member of the Key Management Personnel; or(ii) a Closely Related Party of such a member; and(iii) the appointment does not specify the way the proxy is to vote on this Resolution. <p>Provided the Chair is not a Resolution 4 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none">(a) the proxy is the Chair; and(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 5 – Issue of Share Rights to Related Party	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 5 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 5 Excluded Party.</p>

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	<p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none">(a) the proxy is either:<ul style="list-style-type: none">(i) a member of the Key Management Personnel; or(ii) a Closely Related Party of such a member; and(iii) the appointment does not specify the way the proxy is to vote on this Resolution. <p>Provided the Chair is not a Resolution 5 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none">(a) the proxy is the Chair; and(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
<p>Resolution 6 – Issue of Share Rights to Related Party</p>	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 6 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 6 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none">(a) the proxy is either:<ul style="list-style-type: none">(i) a member of the Key Management Personnel; or(ii) a Closely Related Party of such a member; and(iii) the appointment does not specify the way the proxy is to vote on this Resolution. <p>Provided the Chair is not a Resolution 6 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none">(a) the proxy is the Chair; and(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
<p>Resolution 7 – Issue of Share Rights to Related Party</p>	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 7 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 7 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none">(a) the proxy is either:<ul style="list-style-type: none">(i) a member of the Key Management Personnel; or(ii) a Closely Related Party of such a member; and(iii) the appointment does not specify the way the proxy is to vote on this Resolution. <p>Provided the Chair is not a Resolution 7 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none">(a) the proxy is the Chair; and(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with

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	remuneration of a member of the Key Management Personnel.
Resolution 8 – Issue of Share Rights to Related Party	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 8 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 8 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <p>(a) the proxy is either:</p> <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (iii) the appointment does not specify the way the proxy is to vote on this Resolution. <p>Provided the Chair is not a Resolution 8 Excluded Party, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>

Voting Exclusion Statements

The Company will disregard any votes cast in favour of the resolution set out below by or on behalf of the following persons:

Resolution 3 – Issue of Share Rights to Related Party	Stephen Gill (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 4 – Issue of Share Rights to Related Party	Nicholas Slade (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 5 – Issue of Share Rights to Related Party	Stephen Withnell (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 6 – Issue of Share Rights to Related Party	Maha Daoudi (or her nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 7 – Issue of Share Rights to Related Party	Andrea Betti (or her nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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Resolution 8 – Issue of Share Rights to Related Party	Adam Strauss (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 9 – Increase in Non-Executive Director Remuneration Pool	A Director or an associate of that person or those persons who will obtain a material benefit as a result of the increase in the non-executive director remuneration pool (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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Proxies and representatives

Shareholders are entitled to appoint a proxy to attend and vote on their behalf. Where a shareholder is entitled to cast two or more votes at the meeting, they may appoint two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion or number of votes the shareholder may exercise. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. The proxy may, but need not, be a shareholder of the Company.

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the meeting under Section 250D of the *Corporations Act 2001* (Cth). The proxy form must be signed by the shareholder or his/her attorney duly authorised in writing or, if the shareholder is a corporation, in a manner permitted by the *Corporations Act*.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be **deposited at, posted to, scanned and emailed or sent by facsimile transmission to the address listed below** not less than 48 hours before the time for holding the meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

BY MAIL Atlantic Tin Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235, Australia	ONLINE Lodge your vote online at https://investorcentre.linkgroup.com
BY HAND Link Market Services Limited Parramatta Square, Level 22, Tower 6 10 Darcy Street, Parramatta NSW 2150	BY FAX +61 2 9287 0309
	ALL ENQUIRIES TO 1300 554 474 within Australia +61 1300 554 474 (outside Australia)

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

A proxy form is attached to this Notice.

Voting entitlement

For the purposes of determining voting entitlements at the Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 5.00pm AWST on 19 November 2024.

Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Signing instructions

You must sign the proxy 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 holder may sign.
Power of Attorney:	To sign under Power of Attorney, 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 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.

Explanatory Memorandum

1. Introduction

This Explanatory Memorandum is provided to shareholders Atlantic Tin Ltd ACN 116 931 705 (**the Company**) to explain the resolutions to be put to Shareholders at the Annual General Meeting to be held at Level 2, 22 Mount Street, Perth WA 6000 on 21 November 2024 commencing at 4:00pm AWST.

The Directors recommend Shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the resolutions.

Subject to the abstentions noted below, the Directors unanimously recommend that Shareholders vote in favour of all resolutions. The Chair of the Meeting intends to vote all available undirected proxies in favour of each resolution.

Terms used in this Explanatory Memorandum are defined in Section 9.

2. 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 2024 together with the declaration of the Directors, the Directors' report and the auditor's report.

There is no requirement for shareholders to approve these reports. However, time will be allowed during the annual general meeting for consideration by shareholders of the financial statements and the associated directors' and auditors' reports.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.atlantictin.com.au

The Company's Annual Report is placed before the Shareholders for discussion.

No voting is required for this item.

3. Resolution 1: Re-election of Director – Mr Stephen Gill

3.1 General

Clause 13.2 of the Constitution provides that one-third of the Directors for the time being shall retire from office, provided that no Director, except a Managing Director, shall hold office for a period in excess of 3 years, or until the third annual general meeting following their appointment, whichever is the longer, without submitting themselves for re-election. The Directors to retire at an annual general meeting are those who have been longest in office since their last election but as between persons who became Directors on the same day, those to retire may be agreed among themselves.

Mr Gill was last elected at the 2023 Annual General Meeting and seeks re-election at this annual general meeting.

3.2 Qualifications and other material directorships

Mr Gill is Managing Director of Terra Natural Capital, an investment company. Previously, Mr. Gill was Managing Partner of Pala Investments (Pala), the Company's cornerstone shareholder, over 16 years and he oversaw energy transition and decarbonisation related investment activities of the firm, including private equity and debt investments, in addition to the firm's trading strategies. Prior to Pala, Mr Gill worked with Amec advising industrial and natural resources companies on corporate transactions and environmental regulatory matters.

3.3 Independence

If re-elected, the Board considers that Mr Gill is not an independent Director, due to his recent role as Managing Director of Pala Investments Ltd, a significant shareholder of the Company.

3.4 Board recommendation

The Board supports the re-election of Mr Gill as a Director of the Company and recommends (with Mr Gill abstaining) that Shareholders vote in favour of Resolution 1.

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4. Resolution 2: Election of Director – Mr Stephen Withnell

4.1 General

Clause 13.2 of the Constitution provides that one-third of the Directors for the time being shall retire from office, provided that no Director, except a Managing Director, shall hold office for a period in excess of 3 years, or until the third annual general meeting following their appointment, whichever is the longer, without submitting themselves for re-election. The Directors to retire at an annual general meeting are those who have been longest in office since their last election but as between persons who became Directors on the same day, those to retire may be agreed among themselves.

Mr Withnell was last elected at the 2023 Annual General Meeting and seeks re-election at this annual general meeting.

4.2 Qualifications and other material directorships

Mr Withnell has over 20 years' experience in international capital markets and finance, with an extensive track record in natural resources. He currently serves as a Senior Advisor for the global investment bank, Evercore. He is a Non-Executive Director of European Metal Recycling, a world leader in sustainable materials, and of Verso Biosense, a European healthcare company.

Mr Withnell is a former Managing Director of Goldman Sachs International. He served as Head of Metals & Mining investment Banking for Europe, the Middle East and Africa. He has worked on numerous strategic reviews, fundraising assignments, board assignments, mergers and acquisitions, corporate takeovers, and equity and debt capital markets transactions.

Mr Withnell is a Professor in Practice in Finance at Durham University Business School. He is a graduate of the INSEAD International Directors Programme, a Trustee of the London Library, and a Freeman of the City of London. He earned his DPhil in History from Oxford University.

4.3 Independence

If re-elected, the Board considers that Mr Withnell will be an independent Director.

4.4 Board recommendation

The Board supports the election of Mr Withnell as a Director of the Company and recommends (with Mr Withnell abstaining) that Shareholders vote in favour of Resolution 2.

5. Resolutions 3 to 8: Approval of Related Party Share Rights

5.1 General

Resolutions 3 to 8 seek Shareholder approval for the Company to issue 2,456,945 Share Rights to the Directors (**Related Party Share Rights**), as part of a salary sacrifice arrangement, where up to 100% of the directors' salary can be remunerated via the grant of Share Rights, pursuant to the Non-Executive Director Share Rights Plan, rather than remunerated in cash. A total of 2,456,945 Share Rights are to be granted to Mr Stephen Gill, Mr Nicholas Slade, Mr Stephen Withnell, Ms Maha Daoudi, Ms Andrea Betti and Mr Adam Strauss (**Related Parties**) on the terms and conditions set out in the table below. The primary purpose of the grant of the Related Party Share Rights to the Related Parties is to adequately remunerate the directors and enable the Company to conserve cash resources and to provide a performance linked incentive component in the remuneration package for the Related Parties to motivate and reward the performance of the Related Parties in their respective roles as Directors.

In addition, the Company considers that the issue of the Related Party Share Rights:

- (a) will align the interests of the Related Parties with those of Shareholders; and
- (b) is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash

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reserves on its operations that it would if alternative cash forms of remuneration were given to the Related Parties.

Resolutions 3 to 8 seek Shareholder approval to issue the Related Party Share Rights to the Related Parties.

5.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of Related Party Share Rights constitutes giving a financial benefit and Mr Gill, Mr Slade, Mr Withnell, Ms Daoudi, Ms Betti and Mr Strauss are related parties of the Company by virtue of being Directors.

As the Related Party Share Rights are proposed to be issued to all six Directors of the Company, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue of the Share Rights.

Accordingly, Shareholder approval for the issue of Related Party Share Rights to the Related Parties is sought in accordance with Chapter 2E of the Corporations Act.

Resolutions 3 to 8 seek the required Shareholder approval for the issue of the Related Party Share Rights under and for the purposes of Chapter 2E of the Corporations Act.

5.3 Technical information required by ASX section 219 of the Corporations Act

Pursuant to and in accordance with section 219 of the Corporations Act, the following information is provided in relation to Resolutions 3 to 8:

- (a) the Related Party Share Rights will be issued to Mr Gill, Mr Slade, Mr Withnell, Ms Daoudi, Ms Betti and Mr Strauss (or their nominees);
- (b) the maximum number of Related Party Share Rights (being the nature of the financial benefit being provided) is 2,456,945 comprising:
 - (i) 631,944 Related Party Share Rights to Mr Stephen Gill (or his nominee) (Resolution 3);
 - (ii) 400,000 Related Party Share Rights to Mr Nicholas Slade (or his nominee) (Resolution 4);
 - (iii) 341,667 Related Party Share Rights to Mr Stephen Withnell (or his nominee) (Resolution 5);
 - (iv) 341,667 Related Party Share Rights to Ms Maha Daoudi (or her nominee) (Resolution 6);
 - (v) 341,667 Related Party Share Rights to Ms Andrea Betti (or her nominee) (Resolution 7); and
 - (vi) 400,000 Related Party Share Rights to Mr Adam Straus (or his nominee) (Resolution 8);
- (c) The number of Related Party Share Rights to be issued to the Directors has been based on current non-executive director fees and the amount of salary sacrifice each director has chosen, as follows:

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Related Party	Annual Salary	Salary paid in Share Rights (%)	Salary paid in Share Rights (\$)	Share Rights to be issued ¹
Mr Stephen Gill	\$125,000	76%	94,792	631,944
Mr Nicholas Slade	\$90,000	67%	60,000	400,000
Mr Stephen Withnell	\$90,000	57%	51,250	341,667
Ms Maha Daoudi	\$90,000	57%	51,250	341,667
Ms Andrea Betti	\$90,000	57%	51,250	341,667
Mr Adam Strauss	\$90,000	67%	60,000	400,000

¹ The deemed issued price of the Share Rights is based on the most recent capital raising share price of \$0.15

- (d) the relevant interests of the Related Parties in securities in the Company as at the date of this Notice and following completion of the issue is set out below:

As at the date of this Notice

Related Party	Shares ¹	Options	Share Rights
Stephen Gill	1,184,048	Nil	Nil
Nicholas Slade	4,332,590	Nil	Nil
Stephen Withnell	911,399	Nil	Nil
Maha Daoudi	862,250	Nil	Nil
Adam Strauss	233,333	Nil	Nil
Andrea Betti	Nil	Nil	Nil

Post issue

Related Party	Shares ¹	Share Rights
Stephen Gill	1,184,048	631,944
Nicholas Slade	4,332,590	400,000
Stephen Withnell	911,399	341,667
Maha Daoudi	862,250	341,667
Adam Strauss	233,333	400,000
Andrea Betti	Nil	341,667

¹ Fully paid ordinary shares in the capital of the Company.

- (e) Set out below is an illustration showing the dilutionary impact of the Shares that may be issued upon conversion of the Share Rights under Resolutions 3 to 8 based on an assumed price of \$0.15 per Share:

Deemed Issue Price	Maximum Number Of Shares Which May Be Issued Upon Conversion Of The Share Rights	Current Shares On Issue As At The Date Of This Notice ¹	Dilution Effect On Existing Shareholders
\$0.15	2,456,945	331,870,995	0.73%

¹ There are currently 331,870,995 Shares on issue as at the date of this Notice and this table assumes no convertible securities converted or additional Shares issued, other than the maximum number of Shares which may be issued upon conversion of the Share Rights pursuant to Resolutions 3 to 8 (based on the deemed issue prices set out in the table).

Explanatory Memorandum

- (f) if the Related Party Share Rights issued to the Related Parties are converted, a total of 2,456,945 Shares would be issued. This will increase the number of Shares on issue from 331,870,995 (being the total number of Shares on issue as at the date of this Notice) to (assuming that no Shares are issued and no convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 0.73%, comprising 0.19% by Mr Gill, 0.12% by Mr Slade, 0.10 by Mr Withnell, 0.10% by Ms Daoudi, 0.10% by Ms Betti and 0.12% by Mr Strauss;
- (g) the Related Party Share Rights will be issued at a deemed issue price of \$0.15
- (h) the terms and conditions of the Related Party Share Rights is set out in Schedule 1;
- (i) the Related Party Share Rights will be issued no later than 1 month after the date of the Meeting;
- (j) the Related Party Share Rights will be issued for nil cash consideration, and accordingly no funds will be raised;
- (k) the purpose of the issue of Related Party Share Rights is to provide a performance linked incentive component in the remuneration package for the Related Parties to align the interests of the Related Parties with those of Shareholders to motivate and reward the performance of the Related Parties in their roles as Directors and to provide a cost effective way for the Company to remunerate the Related Parties, which will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Parties;
- (l) the Related Party Share Rights are unquoted Share Rights. The Company has agreed to issue Related Party Share Rights to the Related Parties for the following reasons:
 - (i) the Related Party Share Rights are utilised as part of a salary sacrifice arrangement which assists the Company to adequately remunerate the directors and also enables the Company to conserve cash resources;
 - (ii) the Related Party Share Rights will align the interests of the Related Parties with those of Shareholders;
 - (iii) the issue of Related Party Share Rights is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Parties; and
 - (iv) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Related Party Share Rights on the terms proposed;
- (m) the number of Related Party Share Rights to be issued to each of the Related Parties has been determined based upon a consideration of:
 - (i) the number of Related Party Shares Rights is determined by the amount of salary sacrifice chosen by each Related Party, and based on a deemed share price of A\$0.15, which is the share issue price of the most recent capital raising;
 - (ii) the remuneration of the Related Parties; and
 - (iii) incentives to attract and retain the service of the Related Parties who have appropriate knowledge and expertise, while maintaining the Company's cash reserves.

The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Related Party Share Rights upon the terms proposed;
- (n) the total remuneration package for each of the Related Parties for the previous financial year and the proposed total remuneration package for the current financial year are set out below:

Explanatory Memorandum

Related Party	Current Financial Year 2024/25	Previous Financial Year 2023/24
Mr Stephen Gill	\$127,885 ¹	\$159,341 ⁷
Mr Nicholas Slade	\$91,727 ²	\$110,486 ⁸
Mr Stephen Withnell	\$91,727 ³	\$121,925 ⁹
Ms Maha Daoudi	\$91,595 ⁴	\$92,351 ¹⁰
Ms Andrea Betti	\$91,727 ⁵	\$86,932 ¹¹
Mr Adam Strauss	\$90,000 ⁶	\$74,835 ¹²

Notes:

1. Comprising Directors' salary of \$52,083 and \$75,801 being the value of the Related Party Share Rights.
2. Comprising Directors' salary of \$33,750 and share-based payments of \$657,977 being the value of the Related Party Share Rights.
3. Comprising Directors' salary of \$42,500 and share-based payments of \$49,227 being the value of the Related Party Share Rights.
4. Comprising Directors' salary of \$42,386 and share-based payments of \$49,227 being the value of the Related Party Share Rights.
5. Comprising Directors' salary of \$42,500 and share-based payments of \$49,227 being the value of the Related Party Share Rights.
6. Comprising Directors' salary of \$30,269, a superannuation payment of \$3,481 and share-based payments of \$57,977 being the value of the Related Party Share Rights
7. Comprising share-based payment of \$159,341 being the value of the Related Party Share Rights
8. Comprising Directors' salary of \$7,500 and share-based payments of \$102,486 being the value of the Related Party Share Rights.
9. Comprising Directors' salary of \$30,000, and share-based payments of \$91,925 being the value of the Related Party Share Rights.
10. Comprising Directors' salary of \$30,502 and share-based payments of \$61,849 being the value of the Related Party Share Rights.
11. Comprising Directors' salary of \$72,097, and share-based payments of \$14,835 being the value of the Related Party Share Rights.
12. Comprising Directors' salary of \$22,523, a superannuation payment of \$2,477 and share-based payments of \$49,835 being the value of the Related Party Share Rights.

The table above excludes amounts paid to the Related Parties in the form of consultancy fees. Reference to these amounts are detailed in the Company's 30 June 2024 Annual Report.

- (o) the value of the Related Party Share Rights is included in the salaries of each of the Related Parties in the table above for FY24/25 and has been determined based on a deemed share price of A\$0.15, which is the share issue price of the most recent capital raising;
- (p) the Related Party Share Rights are not being issued under an agreement; and
- (q) a voting exclusion statement is included in this Notice of Meeting.

5.4 Board recommendation

As all the Directors have a material personal interest in the outcome of Resolutions 3 to 8, the Directors make no voting recommendation to Shareholders as to how to vote in relation to Resolutions 3 to 8.

6. Resolution 9: Increase in Non-Executive Director Remuneration Pool

6.1 General

Non-executive directors are paid from a pool of fees, the maximum size of which must be approved by Shareholders. The present pool size is \$400,000 per annum which was approved

Explanatory Memorandum

by shareholders in January 2022. It is proposed that this be increased by \$320,000 to \$720,000 per annum.

Clause 13.8 of the Company Constitution provides that the directors' remuneration must not exceed the maximum sum determined by the Company in general meeting, with individual apportionments of that sum remaining within the discretion of the Board of the Company.

It is considered appropriate and necessary to increase the remuneration pool from which the non-executive directors are paid to allow the Company to continue to attract additional directors of the calibre required to progress and develop the Company's business.

6.2 Voting Exclusion

A voting exclusion statement is included in this Notice of Meeting.

6.3 Board recommendation

As the Directors have an interest in the outcome of Resolution 9, the Directors make no voting recommendation to Shareholders as to how to vote in relation to Resolution 9.

The Chair intends to vote all available proxies in favour of Resolution 9.

7. Resolution 10: Renewal of Proportional Takeover Provisions

7.1 General

Resolution 10 seeks Shareholders approval for the renewal of the proportional takeover provisions which are contained in clause 35 of the Company's Constitution. A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares.

Under the Corporations Act, the provisions in clause 35 must be renewed every three years, or they will cease to have effect.

The current provisions were adopted when a replacement company constitution was approved by shareholders on 31 January 2022. Accordingly, the provisions will expire shortly after the 2024 annual general meeting of Shareholders.

7.2 Information required by section 648G of the Corporations Act

Effect of proposed proportional takeover provisions

Where offers have been made under a proportional off-market bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional off-market bid is prohibited unless and until a resolution to approve the proportional off-market bid is passed.

Reasons for proportional takeover provisions

A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium.

These amended provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle, and assist in ensuring that any partial bid is appropriately priced.

Knowledge of any acquisition proposals

As at the date of this Notice of Meeting, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

Potential advantages and disadvantages of proportional takeover provisions

The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

Explanatory Memorandum

The potential advantages of the proportional takeover provisions for Shareholders include:

- (a) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- (b) assisting in preventing Shareholders from being locked in as a minority;
- (c) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and
- (d) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid.

The potential disadvantages of the proportional takeover provisions for Shareholders include:

- (a) proportional takeover bids may be discouraged;
- (b) lost opportunity to sell a portion of their Shares at a premium; and
- (c) the likelihood of a proportional takeover bid succeeding may be reduced.

7.3 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 10.

8. General Business

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company. Specific comments relating to the Resolution(s) are set out in the Explanatory Memorandum.

Any inquiries in relation to the Notice of Meeting or Explanatory Memorandum should be directed to:

Ms Andrea Betti
Director and Company Secretary
Phone: 08 6188 8181
Email: abetti@atlantictin.com.au

Explanatory Memorandum

9. Interpretation

Annual General Meeting means the Annual General Meeting of the Company pursuant to this Notice of Meeting.

Board means the board of directors of the Company.

Chair means chair of the meeting

Closely Related Party has the meaning given in section 9 of the *Corporations Act 2001 (Cth)*.

Company means Atlantic Tin Ltd ACN 116 931 705.

Constitution means the constitution of the Company from time to time.

Corporations Act means the *Corporations Act 2001 (Cth)* as amended, varied or replaced from time to time.

Director means a director of the Company.

Explanatory Memorandum means this explanatory memorandum accompanying the Notice of Meeting.

Key Management Personnel has the definition given in the accounting standards as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of that entity.

Notice of Meeting or **Notice** means the notice of meeting giving notice to shareholders of the Meeting, accompanying this Explanatory Memorandum.

Option means an option to acquire a Share.

Ordinary Resolution means a resolution passed by more than 50% of the votes cast at a general meeting of shareholders.

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

Related Parties has the meaning given in section 5.1.

Related Party Share Rights means Share Rights Issued to a Related Party

Resolution means a resolution proposed at the Meeting.

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

Share Right means a security right to convert into a share.

Shareholder means a holder of Shares in the Company.

Special Resolution means a resolution:

- (i) of which notice has been given as set out in paragraph 249L(1)(c) of the Corporations Act; and
- (ii) that has been passed by at least 75% of the votes cast by members entitled to vote on the resolution.

Explanatory Memorandum

SCHEDULE 1 – TERMS AND CONDITIONS OF THE RELATED PARTY SHARE RIGHTS

(a) **Entitlement**

Each Related Party Share Right entitles the holder to subscribe for one Share upon conversion of the Related Share Right.

(b) **Non-Executive Director Share Rights Plan**

The Share Rights are issued pursuant to the Non-Executive Director Share Rights Plan approved by Shareholders on 24 November 2017.

(c) **Expiry Date**

Each Related Party Share Right will expire at 5:00 pm (WST) on 5 April 2025. A Related Party Share Right not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Vesting Period**

Each Related Party Share Right will vest 12 months from date of grant, subject to the Share Right holder continuing to be a director of Company at the vesting date.

(e) **Conversion Date**

The Related Party Share Rights, once they vest, will automatically be converted into fully paid ordinary shares. The fully paid ordinary shares issued upon vesting will then enter into a holding lock, which will expire in 12 months, or upon the date the Related Party ceases to be a non-executive director, whichever is the earlier date.

(f) **Shares issued upon conversion**

Shares issued upon conversion of the Related Party Share Rights rank equally with the then issued shares of the Company.

(g) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of a Related Party Share Right holder are to be changed in a manner consistent with the Corporations Act at the time of the reconstruction.

(h) **Participation in new issues**

There are no participation rights or entitlements inherent in the Related Party Share Rights and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Related Party Share Rights without exercising the Related Party Share Rights.

(i) **Transferability**


The Related Party Share Rights are not transferable.

(j) **Change of Control Event**


Upon the occurrence of a Change of Control Event the Share Rights will vest on a pro-rata basis and the vested Share Rights will automatically convert into fully paid ordinary shares.

LODGE YOUR VOTE


ONLINE
 <https://investorcentre.linkgroup.com>

BY MAIL
 Atlantic Tin 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
 Parramatta Square, Level 22, Tower 6,
 10 Darcy Street, Parramatta NSW 2150; or
 Level 12, 680 George Street, Sydney NSW 2000

*During business hours Monday to Friday

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

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 above by **4:00pm (AWST) on Tuesday, 19 November 2024**, 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
 <https://investorcentre.linkgroup.com>

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 <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

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

QR Code



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 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 Resolutions are 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 the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

IMPORTANT INFORMATION

Link Group is now known as MUFG Pension & Market Services. Over the coming months, Link Market Services will progressively rebrand to its new name MUFG Corporate Markets, a division of MUFG Pension & Market Services.

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**



X9999999999

PROXY FORM

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

STEP 1

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 of the person or body corporate you are appointing as your proxy

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 **4:00pm (AWST) on Thursday, 21 November 2024 at Level 2, 22 Mount Street, Perth WA 6000** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolutions 3, 4, 5, 6, 7, 8 & 9 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 Resolutions 3, 4, 5, 6, 7, 8 & 9, even though the Resolutions are 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.

STEP 2

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*		For	Against	Abstain*
1 Re-election of Director – Mr Stephen Gill as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 Increase in Non-Executive Director Remuneration Pool	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director – Mr Stephen Withnell as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10 Renewal of proportional takeover provisions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Issue of Related Party Share Rights – Mr Stephen Gill	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Issue of Related Party Share Rights – Mr Nicholas Slade	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
5 Issue of Related Party Share Rights – Mr Stephen Withnell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6 Issue of Related Party Share Rights – Ms Maha Daoudi	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7 Issue of Related Party Share Rights – Ms Andrea Betti	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
8 Issue of Related Party Share Rights – Mr Adam Strauss	<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.

STEP 3

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

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).

KASU PRX2401D

