

## **Doriemus PLC**

Registered in England No. 03877125; registered as a foreign company in Australia under ARBN 619 213 437

# **Notice of Annual General Meeting**

Notice is given that the Annual General Meeting will be held at:

Time: 11.00 am WST

Date: 30 June 2022

Place: Level 2, 35 Outram Street, West Perth WA 6005

**In order to assist the Company to follow appropriate COVID 19 safety guidelines when holding the Meeting, persons proposing to attend the Meeting in person are requested to contact the Company by email at [jess@everestcorp.com.au](mailto:jess@everestcorp.com.au) at least 3 Business Days prior to the Meeting, so that appropriate arrangements can be made.**

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.

## Business of the Meeting

### Agenda

#### 1. Resolution 1 - Financial Statements and Reports

To receive and consider the report of the directors and the financial statements for the period ended 31 December 2021 and the report of the auditors thereon.

#### 2. Resolution 2 – Adoption of New Articles of Association

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

*“That approval is given for the Company to adopt the New Articles produced to the Meeting in the form as signed by the Chairman of the Meeting for identification purposes, in lieu of the existing Articles of the Company, with effect from the conclusion of the Meeting.”*

#### 3. Resolution 3 – Re-election of Director – Donald Strang

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

*“That, for the purposes of Article 88 of the Company’s Articles of Association, and for all other purposes, Donald Strang, a Director who retires by rotation in accordance with the Company’s Articles of Association, and being eligible, is re-elected as a Director.”*

#### 4. Resolution 4 – Election of Director – Mark Freeman

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

*“That, for the purposes of Listing Rule 14.4, Article 88 of the Company’s Articles of Association, and for all other purposes, Mark Freeman, a Director who retires, and being eligible, is re-elected as a Director.”*

#### 5. Resolution 5 – Re-appointment of auditor

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

*“To re-appoint Elderton Audit UK as auditors of the Company and to authorise the Directors to determine their remuneration.”*

#### 6. Resolution 6 - Directors’ general authority to allot Equity Securities

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

*“That, pursuant to section 551 of the Companies Act 2006 (the “Companies Act”) the Directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot equity securities (as defined by section 560 of the Companies Act) up to the maximum aggregate nominal amount of £500,000 PROVIDED that the authority granted under this resolution shall lapse at the end of the next annual general meeting of the Company to be held after the date of the passing of this resolution save that the Company shall be entitled to make offers or agreements before the expiry of this authority which would or might require shares to be allotted or equity securities to be granted after such expiry and the Directors shall be entitled to allot shares and grant equity securities pursuant to such offers or agreements as*

*if this authority had not expired; and all unexercised authorities previously granted to the Directors to allot shares and grant equity securities be and are hereby revoked, on the terms and conditions set out in the accompanying explanatory notes."*

## **7. Resolution 7 - Disapplication of Pre-emption Rights**

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

*"That, subject to the passing of Resolution 6 above, and in accordance with section 570 of the Companies Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Companies Act) for cash pursuant to the authority conferred by Resolution 6 or by way of a sale of treasury shares, as if section 561(1) of the Companies Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities and the sale of treasury shares:*

(a) *in connection with an offer of equity securities to the holders of Shares in proportion (as nearly as may be practicable) to their respective holdings; and to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or arrangements as the Directors may deem necessary or expedient in relation to the treasury shares, fractional entitlements, record dates, arising out of any legal or practical problems under the laws of any overseas territory or the requirements of any regulatory body or stock exchange; and*

(b) *(otherwise than pursuant to sub paragraph (a) above) up to an aggregate nominal amount of £500,000.*

*and provided that this power shall expire on the conclusion of the next annual general meeting of the Company (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry, make offer(s) or agreement(s) which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offers or agreements notwithstanding that the power conferred by this resolution has expired."*

## **8. Resolution 8 – Approval of 10% Additional Issuance Capacity**

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

*"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement."*

**Dated 30 May 2022**  
**By order of the Board**

**Jessamyn Lyons**  
**Company Secretary**

## Voting Exclusion Statements

Each Voting Exclusion Statement that applies to a Resolution as noted in the Agenda, does not apply to a vote cast in favour of that Resolution by:

- (a) a person as 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 of the meeting 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.

## Expected Timetable of Principal Events

<u>Event</u>	<u>Expected time / date</u>
Publication of this document	8 June 2022
Record Date for Meeting	11.00am on 28 June 2022
Latest time and date for receipt of CDI voting instruction cards	11.00am on 27 June 2022
Latest time and date for receipt of forms of proxy cards	11.00am on 28 June 2022
Date and time of Annual General Meeting	11:00am on 30 June 2022

### Notes:

- (1) All times shown in this document are Australian Western Standard Time unless otherwise stated. The dates and times given are indicative only and are based on the Company's current expectations and may be subject to change. If any of the times and/or date above changes. The revised times and/or dates will be notified to Shareholders by announcement through the Australian Securities Exchange.
- (2) If the Annual General Meeting is adjourned, the latest time and date for receipt of forms of proxy form and CDI voting instruction card for the adjourned meeting will be notified to Shareholders by announcement through the Australian Securities Exchange.

**In order to assist the Company to follow appropriate COVID 19 safety guidelines when holding the Meeting, persons proposing to attend the Meeting in person are requested to contact the Company by email at [jess@everestcorp.com.au](mailto:jess@everestcorp.com.au) at least 3 Business Days prior to the Meeting, so that appropriate arrangements can be made.**

## **Voting by proxy**

### **Proxy Form – Holders of Shares**

If you are a registered holder of Shares whether or not you are able to attend the Annual General Meeting, you may use the enclosed form of proxy to appoint one or more persons to attend and vote on a poll on your behalf. A proxy need not be a member of the Company.

A form of proxy is provided and must be sent to the following address:

c/o Hill Dickinson, The Broadgate Tower, 20 Primrose Street, London, EC2A 2EW

Alternatively, proxy forms can be emailed to the Company via the Joint Company Secretaries at [jess@everestcorp.com.au](mailto:jess@everestcorp.com.au) or [david@everestcorp.com.au](mailto:david@everestcorp.com.au).

### **CDI Voting Instruction Form – Holders of CDIs on the Australian CDI register**

Holders of CDIs on the Australian CDI registry may only vote by directing CHESS Depository Nominees Pty Ltd ("CHESS" the Depository Nominee in respect of the CDIs) to cast proxy votes in the manner directed in the CDI voting instruction form enclosed. Please see the Notes to the Notice of Annual General Meeting for more details.

The CDI voting instruction form must be returned to:

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively, you can fax your form to:

(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

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(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

### **Entitlement to attend and vote**

- 1 Please see explanatory notes 2 to 18 for information on how to appoint a proxy. Under the ASX Listing Rules and the ASX Settlement Operating Rules, the Company as an issuer of CDIs permits CDI holders to attend any meeting of the holders of Shares. Please see explanatory notes for more information on how to vote your CDIs.

### **Appointment of proxies**

- 2 As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form with this Notice of Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
- 3 A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your

behalf at the meeting you must appoint your own choice of proxy (not the chairman) and give your instructions directly to the relevant person.

- 4 You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different Shares. You may not appoint more than one proxy to exercise rights attached to any one Share. To appoint more than one proxy, you must complete a separate proxy form for each proxy and specify against the proxy's name the number of Shares over which the proxy has rights. If you are in any doubt as to the procedure to be followed for the purpose of appointing more than one proxy you must contact the Company at c/- Hill Dickinson, The Broadgate Tower, 20 Primrose Street, London, EC2A 2EW. If you fail to specify the number of Shares to which each proxy relates, or specify a number of Shares greater than that held by you on the record date, proxy appointments will be invalid.
- 5 If you do not indicate to your proxy how to vote on any resolution, your proxy will vote or abstain from voting at his discretion. Your proxy will vote (or abstain from voting) as he thinks fit in relation to any other matter which is put before the meeting.

#### **Appointment of proxy using the hard copy proxy form**

- 6 The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold his vote.
- 7 To appoint a proxy using the proxy form, it must be:
  - 7.1 completed and signed;
  - 7.2 sent or delivered to the Company at c/- Hill Dickinson, The Broadgate Tower, 20 Primrose Street, London, EC2A 2EW or emailed to the Company via the Joint Company Secretaries at [jess@everestcorp.com.au](mailto:jess@everestcorp.com.au) or [david@everestcorp.com.au](mailto:david@everestcorp.com.au); and
  - 7.3 received by the Company no later than 11.00am on 28 June 2022 (being 48 hours prior to the Meeting).
- 8 In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
- 9 Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
- 10 The Company, pursuant to regulation 41 of The Uncertificated Securities Regulations 2001, specifies that only those ordinary shareholders registered in the register of members of the Company 48 hours before the meeting shall be entitled to attend or vote at the meeting in respect of the number of Shares registered in their name at that time. Changes to entries on the relevant register of securities after that time will be disregarded in determining the rights of any person to attend or vote at the meeting. If the meeting is adjourned by more than 48 hours, then to be so entitled, shareholders must be entered on the Company's register of members 48 hours before the time appointed for holding the adjourned meeting or if the Company gives notice of the adjourned meeting, at the time specified in that notice.

#### **Appointment of proxy by joint members**

- 11 In the case of joint holders of shares, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder (being the first named holder in respect of the shares in the Company's register of members) will be accepted.

#### **Changing proxy instructions**

- 12 To change your proxy instructions simply submit a new proxy appointment using the method set out in paragraph 6 above. Note that the cut off time for receipt of proxy appointments specified in that paragraph also applies in relation to amended instructions. Any amended proxy appointment received after the specified cut off time will be disregarded.

- 13 Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact the Company as indicated in paragraph 3 above.
- 14 If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

#### **Termination of proxy appointments**

- 15 In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company as indicated above. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
- 16 The revocation notice must be received by the Company no later than 11.00 am on 28 June 2022.
- 17 If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to paragraph 18 below, your proxy appointment will remain valid.
- 18 Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

#### **Instructions for Holders of CDIs in the Australian register only:**

- 19 Holders of CDIs will be permitted to attend the Meeting but may only vote by directing CHESD Depository Nominees Pty Ltd ("CHESD" the Depository Nominee in respect of the CDIs) to cast proxy votes in the manner directed in the CDI voting instruction form enclosed.
- 20 The CDI voting instruction, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, should be sent to:

Postal address:

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively, you can fax your form to:

(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

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(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

- 21 Holders of CDIs can instruct CDN to cast proxy votes online by visiting [www.investorvote.com.au](http://www.investorvote.com.au) and entering the Shareholder's Control Number, SRN/HIN and PIN, which are shown on the first page of the enclosed form.
- 22 Directions must arrive by not later than 11.00am Australian Western Standard Time on 27 June 2022 i.e., being 72 hours prior to the date of the meeting to allow CHESD sufficient time to lodge the combined proxies in the United Kingdom 48 hours before the time of the Meeting (without taking into account any part of a day that is not a working day).
- 23 Instructions for completing and lodging the CDI voting instruction form are appended to it.

- 24 You must be registered as the holder of CDIs as at 11:00am on 27 June 2022, WST for your CDI voting instruction to be valid.
- 25 Should the Meeting be adjourned then the deadline for revised voting instructions and the record date for determining registered holders of CDIs will be 72 hours before the time that the adjourned Meeting recommences, excluding any part of a day that is not a working day.
- 26 To obtain a copy of the CHES Depositary Nominee's Financial Services Guide, go to <https://www2.asx.com.au/content/dam/asx/investors/investment-options/chess-depositary-interests.pdf> or phone 131 279 if you would like one sent to you by mail.

**Total Voting rights**

- 27 As at 26 May 2022, the Company's issued share capital comprised 120,356,105 Shares of GBP0.051 each, with voting rights (Shares).
- 28 The Company does not hold any Shares in Treasury.
- 29 The Company has its Shares listed on ASX as CDIs on the basis of 1 CDI being equal to 1 Share.
- 30 Therefore the total number of voting rights in the Company as at 26 May 2022 is 120,356,105.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6245 2050.



## Explanatory Statement

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

### 1. Resolution 1 – Financial Statements and Reports

The Company's audited financial statements, Directors' report and Auditor's report for the financial year ended 31 December 2021 have been mailed to Shareholders. The Company's financial statements are also available on its website ([www.doriemus.co.uk](http://www.doriemus.co.uk)) and on the ASX website ([www.asx.com.au](http://www.asx.com.au)).

### 2. Resolution 2 – Adoption of New Articles of Association

#### 2.1 General

Resolution 2 seeks Shareholder approval for the adoption of new Articles of Association (**New Articles**). The New Articles are substantially the same as the Company's existing Articles, which were adopted by special resolution on 28 July 2017 to facilitate the listing of the Company on ASX which occurred in September 2017. The major changes in the New Articles are summarised as follows.

- References to legislation and regulatory bodies have been updated to reflect current legislation and nomenclature.
- Redundant provisions have been removed.
- Article 10 has been amended to clarify the procedure for the variation of class rights of shares.
- Provisions to enable the Company to hold general meetings by means of electronic facilities, and to hold a general meeting at more than one place, have been included (Articles 76 and 77).
- Provisions reflecting the current requirements of the ASX Listing Rules regarding any securities classified as "restricted securities" under the ASX Listing Rules have been included as Article 170, and a consequential amendment has been made to Article 33.5, and to certain definitions. This will enable the Company to enforce restrictions on restricted securities (e.g., that the holder of restricted securities cannot dispose of those securities) during the applicable escrow period under the ASX Listing Rules in accordance with provisions in the Articles. The Company does not currently have any restricted securities on issue, but it would need to have these provisions in its Articles if it were to undertake a transaction that resulted in the issue of securities that would be classified as restricted securities under the ASX Listing Rules.

The proposed New Articles will be made available to view on the Company's website at [www.doriemus.co.uk](http://www.doriemus.co.uk), or can be inspected at the offices of Hill Dickinson LLP, the Broadgate Tower, 20 Primrose Street, London, EC2A 2EW, or the Company's registered office in Australia at Level 3, 35 Outram Street, West Perth, WA, 6005, up until the date of the Annual General Meeting.

#### 2.2 Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 2.

### 3. Resolution 3 – Re-election of Director – Donald Strang

#### 3.1 General

Mr Donald Strang was appointed on 15 March 2013 and was last re-elected at the Annual General Meeting held on 23 July 2019. Mr Strang retires by rotation and offers himself for re-election.

### **3.2 Qualifications and other material directorships**

Mr. Strang is a member of the Australian Institute of Chartered Accountants and has been in business for over 20 years, holding senior financial and management positions in both publicly listed and private enterprises in Australia, Europe and Africa. Mr. Strang has considerable corporate and international expertise and over the past decade has focused on mining and exploration activities in the oil and gas and natural resources sector.

Mr Strang is currently a Director of Cadence Minerals plc and Gunsynd plc, both listed on AIM, London.

### **3.3 Independence**

Mr Strang is considered an independent director.

### **3.4 Other material information**

Mr Strang chairs the Audit and Risk Committee and sits on the Audit and Risk Management Committee.

### **3.5 Board Recommendation**

The Board (other than Mr Strang who declines to give a recommendation due to his material personal interest in this Resolution) supports the election of Mr Strang and recommends that Shareholders vote in favour of Resolution 3).

## **4. Resolution 4 – Election of Director – Mark Freeman**

### **4.1 General**

The Board appointed Mr Mark Freeman as an additional Non-Executive Director on 25 May 2021. In accordance with Article 80, a director so appointed holds office only until the dissolution of the next Annual General Meeting following his or her appointment, unless he or she is reappointed at that meeting. Under Article 88, a director who ceases to hold office, whether by retirement by rotation or otherwise, at an Annual General Meeting may, if he or she is willing to act, be re-appointed at that meeting. Mr Freeman accordingly puts himself forward for election.

### **4.2 Qualifications and other material directorships**

Mr Freeman is a Chartered Accountant with more than 25 years' experience in corporate finance and the resources industry with a focus on oil and gas and mining development projects. Mr Freeman has experience in strategic planning, business development, acquisitions and mergers, gas commercialisation, project development and general management.

Mr Freeman is a graduate of the University of Western Australia with a Bachelor of Commerce with a double major in finance and accounting, and he holds a Graduate Diploma in Applied Finance with a major in investment analysis from the Securities Institute of Australia.

Mr Freeman is currently a director of Pursuit Minerals Limited, Calima Energy Limited, and Roquefort Therapeutics plc. He was previously a director of Grand Gulf Energy Limited (2010 to 2022).

### **4.3 Independence**

Mr Freeman is considered to be an independent director.

### **4.4 Other material information**

There is no other relevant material information concerning Mr Freeman.

#### **4.5 Board Recommendation**

The Board (other than Mr Freeman who declines to give a recommendation due to his material personal interest in this Resolution) supports the election of Mr Freeman and recommends that Shareholders vote in favour of Resolution 4).

### **5. Resolution 5 – Appointment of auditor**

#### **5.1 General**

Resolution 5 seeks shareholder approval to re-appoint Elderton Audit UK as auditors and to authorise the directors to determine their remuneration.

#### **5.2 Board Recommendation**

The Board unanimously recommends that Shareholders vote in favour of Resolution 5.

### **6. Resolution 6 – Directors' general authority to allot Equity Securities**

#### **6.1 General**

Subject to a limited number of exceptions, the directors of a company must not allot shares unless they have the authority to do so under section 551 of the Companies Act. An authority to allot shares in relation to an English public company must always be granted under Section 551 of the Companies Act. Authority to allot shares pursuant to section 551 of the Companies Act can be granted by either a provision in the articles of association of the company or by ordinary resolution passed by the members of the company.

An authority to allot given under section 551 of the Companies Act must specify the maximum amount of shares that may be allotted under it. If the authority relates to the grant of rights to subscribe for shares, it must state the maximum amount of shares that can be allotted under those rights (section 551 (6), Companies Act). The authority must also specify an expiry date, which must not be more than five years from the date the resolution containing the authority is passed.

Once a section 551 of the Companies Act authority to allot has expired, the directors may, if specifically permitted by the terms of the expired authority, allot shares or grant rights to subscribe for or to convert any security into shares pursuant to an offer or agreement made by the company before the authority expired (section 551 (7), Companies Act).

Resolution 6 seeks shareholder approval to authorise the directors to allot shares. or rights to subscribe for or to convert any security into shares, up a total value of £500,000 (equivalent to 125,000,000 Shares at par value of £0.004 per Share).

The Company notes that while the Company remains listed on ASX, any issues of Equity Securities are also subject to compliance with the limitations imposed by the ASX Listing Rules. The general nature of the limitations imposed by the ASX Listing Rules 7.1 and 7.1A on the number of Equity Securities that can be issued without prior shareholder approval under ASX Listing Rule 7.1 is described further in Section 8 below.

If this resolution is approved, the Company will be able to issue equity securities under the ASX Listing Rules on a non-pro rata basis using its 15% placement capacity under ASX Listing Rule 7.1 (and 10% Additional Issuance Capacity under ASX Listing Rule 7.1A, assuming Resolution 8 is passed), without being required to obtain further shareholder approval under the Companies Act.

#### **6.2 Board Recommendation**

The Board unanimously recommend that Shareholders vote in favour of Resolution 6.

## **7. Resolution 7 – Disapplication of Pre-emption Rights**

### **7.1 General**

Under section 561 of the Companies Act, a company is proposing to allot equity securities must first offer them to each holder of Shares in the company pro rata to his existing Shareholding. This pre-emption right applies to any allotment of equity securities unless either: (i) one of the exceptions set out in section 564 to section 566 of the Companies Act applies or; (ii) the company excludes or dis-applies the statutory pre-emption rights by one of the permitted methods set out in sections 569 to 573 of the Companies Act.

If the directors of a company are generally authorised to allot shares under section 551 of the Companies Act, they may also be given the power to allot shares under that general authorisation as if the pre-emption provisions in section 561 did not apply (section 570, Companies Act). As a disapplication of the statutory pre-emption right under section 570 works in combination with the authority to allot shares under section 551, the special resolutions dis-applying the statutory pre-emption right cross-refers to the corresponding authority to allot.

If this resolution is approved, the Company will be able to issue up to 25% of its issued share capital under the ASX Listing Rules without being required to obtain further shareholder approval under the Companies Act.

If this resolution is not approved then the Company will not be able to issue any equity securities unless shareholder approval is otherwise obtained.

### **7.2 Board Recommendation**

The Board unanimously recommend that Shareholders vote in favour of Resolution 7.

## **8. Resolution 8 – Approval of 10% Additional Issuance Capacity**

### **8.1 General**

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under ASX Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

An "eligible entity" means an entity which is not included in the S&P/ASX300 Index and which has a market capitalisation of \$300 million or less. The Company is an eligible entity for these purposes.

Resolution 8 seeks shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in ASX Listing Rule 7.1A to issue equity securities without shareholder approval (**Additional Issuance Capacity**).

If Resolution 8 is not passed, the Company will not be able to access the Additional Issuance Capacity and will remain subject to the 15% limit on issuing equity securities without shareholder approval set out in ASX Listing Rule 7.1.

The Board considers it is in the Company's best interests to have the opportunity to take advantage of the flexibility to issue additional securities provided under ASX Listing Rule 7.1A. As at the date of this Notice, no decision has been made by the Board to undertake any issue of securities under the Additional Issuance Capacity if Shareholders approve Resolution 8. The Board unanimously recommend that shareholders vote in favour of Resolution 8.

The information below provides more background on ASX Listing Rule 7.1A and the disclosure required by ASX Listing Rule 7.3A.

## 8.2 Description of ASX Listing Rule 7.1A

### (a) **Securities that may be issued under the Additional Issuance Capacity**

Under the Additional Issuance Capacity, the Company can only issue Equity Securities belonging to an existing quoted class of the Company's Equity Securities. As at the date of this Notice, the Company has on issue two classes of quoted Equity Securities, being CDIs (each CDI representing a fully paid ordinary Share ) (ASX Code: **DOR**) and Quoted Options exercisable at \$0.10 each on or before 1 September 2026 (ASX Code: **DORO**).

### (b) **Minimum issue price**

Equity Securities issued under the Additional Issuance Capacity must be issued for cash consideration per security which is not less than 75% of the volume weighted average market price for the securities in that class, calculated over the 15 ASX Trading Days on which trades of securities in that class were recorded immediately before:

- (i) the date on which the price at which the securities are to be issued is agreed by the Company and the recipient of the securities; or
- (ii) if the securities are not issued within 10 ASX trading days of the date in paragraph (i) above, the date on which the securities are issued.

The Company will disclose this information when Equity Securities are issued under the Additional Issuance Capacity.

### (c) **Period for which approval will be valid**

Shareholder approval of the Additional Issuance Capacity will be valid for the period commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) the date that is 12 months after the date of the Meeting; or
- (ii) the time and date of the Company's next annual general meeting; or
- (iii) if the Company receives Shareholder approval for a proposed transaction under ASX Listing Rule 11.1.2 (significant change to the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of main undertaking), the time and date of that approval,

**(Additional Issuance Period).**

### (d) **Dilution risks**

If Equity Securities are issued under the Additional Issuance Capacity, there is a risk of economic and voting dilution of existing Shareholders, including the following risks:

- (i) the market price for Equity Securities in the class of securities issued under the Additional Issuance Capacity may be significantly lower on the issue date than on the date of the approval under ASX Listing Rule 7.1A (that is, the date of the Meeting, if Resolution 8 is approved); and
- (ii) the Equity Securities may be issued under the Additional Issuance Capacity at a discount to the market price for those Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The below table shows the potential dilution of existing shareholders on the basis of the market price of CDIs and the number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A.2, both as at 25 May 2022.

The table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of CDIs (each representing one fully paid ordinary Share) the Company has on issue as at 25 May 2022. The number of CDIs on issue may increase as a result of issues that do not require shareholder approval (for example, a pro rata entitlement offer or securities issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future general meeting; and
- (iii) two examples of where the issue price of CDIs has decreased by 50% and increased by 50% as against the market price as at 25 May 2022.

Number of CDIs on Issue (Variable 'A' in ASX Listing Rule 7.1A2)	Dilution			
	Issue Price (per CDI)	\$0.095 50% decrease in Issue Price	\$0.09 Issue Price	\$0.38 50% increase in Issue Price
120,356,105 (Current Variable A)	<b>CDIs issued - 10% voting dilution</b>	12,035,610	12,035,610	12,035,610
	<b>Funds Raised</b>	\$541,602.47	\$1,083,204.95	\$1,624,807.42
180,534,157 (50% increase in Variable A)	<b>CDIs issued - 10% voting dilution</b>	18,053,415	18,053,415	18,053,415
	<b>Funds Raised</b>	\$812,403	\$1,624,807	\$2,437,211
240,712,210 (100% increase in Variable A)	<b>CDIs issued - 10% voting dilution</b>	24,071,221	24,071,221	24,071,221
	<b>Funds Raised</b>	\$1,083,204	\$2,166,409	\$3,249,614

\*The number of CDIs on issue (Variable A in the formula) could increase as a result of the issue of CDIs that do not require shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with shareholder approval under ASX Listing Rule 7.1.

The table above uses the following assumptions:

1. There are currently 120,356,105 CDIs on issue.
2. The issue price set out above is the closing price of the CDIs on the ASX on 25 May 2022.
3. The Company issues the maximum possible number of Equity Securities under the Additional Issuance Capacity.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
5. The issue of Equity Securities under the Additional Issuance Capacity consists only of CDIs and the consideration provided for those CDIs is cash. It is assumed that no Options are exercised into CDIs before the date of issue of the Equity Securities.

6. The calculations above do not show the dilution that any one particular Holder will be subject to. All Holders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

Holders should note that there is a risk that:

- (i) the market price for the Company's CDIs (or Quoted Options) may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the CDIs (or Quoted Options) may be issued at a price that is at a discount to the market price for the relevant class of Equity Securities on the date of issue.

(e) **Purpose of issues under Additional Issuance Capacity**

The Company may issue Equity Securities under the Additional Issuance Capacity to raise cash to fund the following:

- (i) general working capital expenses;
- (ii) activities associated with its current business;
- (iii) repayment of debt; or
- (iv) the acquisition of new assets and investments (including any expenses associated with such an acquisition).

The Company will comply with the disclosure requirements of ASX Listing Rule 7.1A.4 on issue of any Equity Securities pursuant to the approval sought by Resolution 8.

(f) **Allocation policy under Additional Issuance Capacity**

The Company's allocation policy and the identity of the recipients of Equity Securities issued under the Additional Issuance Capacity will be determined on a case-by-case basis at the time of issue and in the Company's discretion.

No decision has been made in relation to an issue of Equity Securities under the Additional Issuance Capacity, including whether the Company will engage with new investors or existing Shareholders, and, if so, the identities of any such persons.

However, when determining the allocation policy and the identity of the recipients, the Company will have regard to the following considerations:

- (i) prevailing market conditions;
- (ii) the purpose for the issue of the Equity Securities;
- (iii) the financial situation and solvency of the Company;
- (iv) impacts of the placement on control;
- (v) other methods of raising capital; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Recipients may include existing Holders or new investors, but not persons who are related parties or associates of related parties of the Company. If the issue is made in connection with the acquisition of assets, the recipients may be the sellers of those assets.

(g) **Previous issues under the Additional Issuance Capacity**

**8.3** The Company has not issued any Equity Securities under a previous Additional Issuance Capacity in the 12 months prior to the date of the Meeting. **Voting exclusion statement**

At the time of dispatching this Notice, the Company is not proposing to make an issue of Equity Securities under the Additional Issuance Capacity. Accordingly, no voting exclusion statement is included in respect of Resolution 8 in the Notice.



## Glossary

**\$** means Australian dollars.

**£** or **GBP** means Great British pounds

**Additional Issuance Capacity** has the meaning given in Section 8.1.

**Annual General Meeting** or **Meeting** means the annual general meeting convened by the Notice.

**Article** means an article of the Articles of Association.

**Articles of Association** means the articles of association of the Company as at the date of the Meeting.

**ASX** means **ASX Limited** (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

**ASX Listing Rules** or **Listing Rules** means the Listing Rules of ASX.

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

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**CDI** means CHESS Depository Interest, being a unit of beneficial ownership of a Share legally held by CHESS

**CDI Holder** means a holder of CDIs.

**CDI Voting Instruction Form** means the CDI voting instruction form for use in connection with the Annual General Meeting which accompanies this document.

**Chair** means the chair of the Meeting.

**CHESS** means CHESS Depository Nominees Pty Ltd (ACN 071 346 506).

**Company** or **Doriemus** means Doriemus PLC (registered in England and Wales with registered number 03877125; registered in Australia as a foreign company with ARBN 619 213 437).

**Companies Act** means the *Companies Act 2006* (UK), as amended.

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

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

**Equity Securities** includes a CDI, a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

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

**Holder** means a Shareholder or CDI Holder

**Notice** or **Notice of Meeting** means this notice of annual general meeting including the Explanatory Statement and the Proxy Form.

**Optionholder** means a holder of an Option.

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

**Quoted Options** means the Options exercisable at \$0.10 each on or before 1 September 2026 quoted on ASX under the trading code "DORO" **Related Party** has the meaning given to that term in the ASX Listing Rules.

**Resolutions** means the resolutions set out in the Notice, or any one of them, as the context requires.

**Schedule** means a schedule to this Notice.

**Section** means a section of the Explanatory Statement.

**Securities** means any Equity Securities of the Company (including Shares, CDIs and Options).

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

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

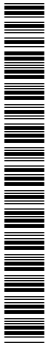
**Trading Day** has the same meaning as in the ASX Listing Rules

**Variable A** means "A" as set out in the formula in ASX Listing Rule 7.1A(2).

**Voting Instruction Form** means the CDI Voting Instruction Form

**VWAP** means volume weighted average price.

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



MR A SAMPLE  
< DESIGNATION >  
SAMPLE STREET  
SAMPLE TOWN  
SAMPLE CITY  
SAMPLE COUNTY  
AA11 1AA

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## Form of Proxy - Annual General Meeting to be held on 30 June 2022

To be effective, all proxy appointments must be lodged with the Company at:  
c/o Hill Dickinson, The Broadgate Tower, 20 Primrose Street, London, EC2A 2EW  
by 28 June 2022 at 11.00 am.

### Explanatory Notes:

- Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes).
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0370 702 0000 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
- Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on 28 June 2022. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0370 702 0000 to request a change of address form or go to [www.investorcentre.co.uk](http://www.investorcentre.co.uk) to use the online Investor Centre service.
- Any alterations made to this form should be initialled.
- The completion and return of this form will not preclude a member from attending the meeting and voting in person.

**Kindly Note:** This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

#### All Named Holders

MR A SAMPLE  
< Designation >  
Additional Holder 1  
Additional Holder 2  
Additional Holder 3  
Additional Holder 4

# Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chairman.  
Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).

	*
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I/We hereby appoint the Chairman of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement\* on my/our behalf at the Annual General Meeting of Doriemus PLC to be held at **Level 2, 35 Outram Street, West Perth WA 6005** on **30 June 2022** at **11.00 am**, and at any adjourned meeting. The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote. Unless indicated otherwise by ticking the "for", "against" or "withheld" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

\* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



## Ordinary Resolution

1. To receive and consider the report of the directors and the financial statements for the period ended 31 December 2021 and the report of the auditors thereon. For  Against  Vote Withheld

## Special Resolution

2. That approval is given for the Company to adopt the New Articles with effect from the conclusion of the Meeting. For  Against  Vote Withheld

## Ordinary Resolutions

3. To re-appoint, as a director of the Company, Donald Strang. For  Against  Vote Withheld

4. To appoint, as a director of the Company, Mark Freeman. For  Against  Vote Withheld

## Special Resolution

5. To re-appoint Elderton Audit UK as auditor of the Company. For  Against  Vote Withheld

## Ordinary Resolution

6. That the directors be authorised to exercise all powers of the Company to allot equity securities up to the maximum aggregate nominal amount of £500,000. For  Against  Vote Withheld

## Special Resolutions

7. That the Directors be generally empowered to allot equity securities for cash. For  Against  Vote Withheld

8. That approval is given for the Company to issue Equity Securities totalling up to 10% of the issued capital of the Company. For  Against  Vote Withheld

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Date

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).





DOR

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Need assistance?



**Phone:**

1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be received by **11:00am (AWST) on Monday, 27 June 2022.**

# CDI Voting Instruction Form

## How to Vote on Items of Business

Each CHESSE Depository Interest (CDI) is equivalent to one share of Company Common Stock, so that every 1 (one) CDI registered in your name at 11:00am (AWST) on 27 June 2022 entitles you to one vote.

You can vote by completing, signing and returning your CDI Voting Instruction Form. This form gives your voting instructions to CHESSE Depository Nominees Pty Ltd, which will vote the underlying shares on your behalf. You need to return the form no later than the time and date shown above to give CHESSE Depository Nominees Pty Ltd enough time to tabulate all CHESSE Depository Interest votes and to vote on the underlying shares.

## SIGNING INSTRUCTIONS FOR POSTAL FORMS

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the Australian registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Only duly authorised officer/s can sign on behalf of a company. Please sign in the boxes provided, which state the office held by the signatory, ie Sole Director, Sole Company Secretary or Director and Company Secretary. Delete titles as applicable.

## Lodge your Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

# CDI Voting Instruction Form

Please mark  to indicate your directions

## Step 1

**CHES Depositary Nominees Pty Ltd will vote as directed**

**XX**

### Voting Instructions to CHES Depositary Nominees Pty Ltd

I/We being a holder of CHES Depositary Interests of Doriemus PLC hereby direct CHES Depositary Nominees Pty Ltd to vote the shares underlying my/our holding at the Annual General Meeting of Doriemus PLC to be held at Level 2, 35 Outram Street, West Perth WA 6005 on Thursday, 30 June 2022 at 11:00am (AWST) and at any adjournment or postponement of that meeting.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote. Unless indicated otherwise by ticking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

By execution of this CDI Voting Form the undersigned hereby authorises CHES Depositary Nominees Pty Ltd to appoint such proxies or their substitutes to vote in their discretion on such business as may properly come before the meeting.

## Step 2

### Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing CHES Depositary Nominees Pty Ltd or their appointed 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.

	For	Against	Abstain		For	Against	Abstain
1.							
				7.			
2.				8.			
3.							
4.							
5.							
6.							

## Step 3

### Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

DOR

2 8 8 4 3 9 A



Computershare

