



Crater Gold Mining Limited

ACN 067 519 779

NOTICE OF ANNUAL GENERAL MEETING

Date of Meeting: Thursday 28 November 2024
Time of Meeting: 11.00am AWST
Place of Meeting: Consilium Corporate Offices, Second Floor, 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.

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.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+ 61 8) 6188 8181.

IMPORTANT INFORMATION

VENUE AND TIME OF MEETING

The Annual General Meeting of the Shareholders of Crater Gold Mining Limited which this Notice of Annual General Meeting relates to will be held at the offices of Consilium Corporate, Second Floor, 22 Mount Street, Perth on Thursday 28 November 2024 commencing at 11.00am AWST.

YOUR VOTE IS IMPORTANT

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

VOTING IN PERSON

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

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 4:00pm AWST on Tuesday 26 November 2024.

VOTING BY PROXY

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

In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

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

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

Further details on these changes is set out below.

Proxy vote if appointment specifies way to vote

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

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

Transfer of non-Chair proxy to Chair in certain circumstances

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

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting;
 - the proxy does not vote on the resolution,

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

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Crater Gold Mining Limited ACN 067 519 779 will be held at the Consilium Corporate Offices, Second Floor, 22 Mount Street, Perth on 28 November 2024 commencing at 11.00am AWST.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the person eligible to vote at the Annual General Meeting are those who are registered Shareholders at 4:00pm AWST on 26 November 2024.

The Explanatory Statement which accompanies and forms part of this Notice describes the matters to be considered at the Meeting.

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and to consider 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 for that financial year.

2. RESOLUTION 1 – RE-ELECTION OF DIRECTOR – MR SAMUEL CHAN

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

“That for the purpose of clause 15.2 of the Constitution and for all other purposes, Mr Samuel Chan, a Director, retires by rotation, and being eligible, is re-elected as a Director of the Company.”

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR DESMOND SUN

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

“That for the purpose of clause 15.2 of the Constitution and for all other purposes, Mr Desmond Sun, a Director, retires by rotation, and being eligible, is re-elected as a Director of the Company.”

4. RESOLUTION 3 – CHANGE OF COMPANY NAME

To consider and, if thought fit, pass, with or without amendment, the following resolution as a **special resolution**:

“That, for the purposes of section 157 of the Corporations Act, and for all other purposes, the name of the Company be changed from ‘Crater Gold Mining Limited’ to ‘Croydon Critical Minerals Limited’ with effect from the date the change of Company name is approved.”

DATED: 31 OCTOBER 2024

BY ORDER OF THE BOARD

**DAMON COX
COMPANY SECRETARY**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held at the offices of Consilium Corporate, Second Floor, 22 Mount Street, Perth on Thursday 28 November 2024 commencing at 11.00am AWST.

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

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the 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.

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.cratergold.com.au

2. RESOLUTIONS 1 AND 2 – RE-ELECTION OF DIRECTORS

Clause 15.2 of the Constitution requires that at the Company's Annual General Meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always 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 his or her appointment, whichever is the longer, without submitting himself or herself 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 shall (unless they otherwise agree among themselves) be determined by drawing lots. A Director who retires by rotation under clause 15.2 of the Constitution is eligible for re-election.

The Company currently has five Directors and accordingly two must retire. Mr Russell Parker is the Managing Director, and is therefore exempt from the requirement to retire from office and seek re-election.

Mr Samuel Chan and Mr Desmond Sun, being the two directors longest in office since their last election, will both retire by rotation at the Annual General Meeting and, being eligible, offer themselves for re-election.

Mr Samuel Chan

Samuel Chan has been a Director of the Company since 29 January 2013 and was appointed as Non-Executive Chairman on 11 March 2013. Mr Chan is a director and the controller of Freefire Technology Limited ("Freefire"), the major shareholder and financier in the Company. Mr Chan is not considered to be an independent director.

Mr Chan received a Bachelor's degree from the University of Manchester, UK in 1970 and qualified as a chartered accountant in 1973. He was the Company Secretary of YangtzeKiang Garment Limited from 1974 to 1988 and has been a Director of YangtzeKiang Garment Limited since 1977.

Mr Chan was appointed the Managing Director of YGM Trading Limited from 1987 to 2006 and the Chief Executive Officer of YGM Trading Limited from 2006 to 2010. He has been the Vice Chairman of the board of YGM Trading Limited since 2010. Mr Chan is also on the board of YangtzeKiang Garment Limited. Mr Chan was formerly a director of Hang Ten Group Holdings Limited (listed in Hong Kong) from 2003 to 2012.

Mr Chan, will retire in accordance with clause 15.2 of the Constitution and being eligible, seeks election from Shareholders.

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

Mr Desmond Sun

Desmond Sun was appointed as a Director of the Company on 29 January 2013. Mr Sun is considered to be an independent director.

Mr Sun obtained a Bachelor of Economics from the University of Tasmania and held management positions with the Ford Motor Company in Australia, as well as with Citibank NA and Lloyds Bank Plc in Hong Kong. He has been an executive Director of several listed companies in Hong Kong and has been engaged in advisory services on strategic planning and corporate development, mainly in corporate finance, since 1991.

Mr Sun, will retire in accordance with clause 15.2 of the Constitution and being eligible, seeks election from Shareholders.

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

3. RESOLUTION 3 – CHANGE OF COMPANY NAME

Resolution 3 seeks approval to change the company name from 'Crater Gold Mining Limited' to 'Croydon Critical Minerals Limited'.

The reason this change is sought is to reflect better the Company's strategic direction as it commences a new chapter in its progress.

Pursuant to section 157(1)(a) of the Corporations Act, the Company may change its company name by special resolution, which requires the approval of 75% of the Shareholders attending and entitled to vote at the Meeting. This change will not, in itself, affect the legal status of the Company or any of its assets or liabilities.

Resolution 3 will immediately take effect from when ASIC alters the details of the Company's registration under section 157(3) of the Corporations Act.

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

ENQUIRIES

Shareholders may contact the Company Secretary on (+ 61 8) 6188 8181 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

\$ means Australian dollars.

Accounting Standards has the meaning given to that term in the Corporations Act.

AWST means Australian Western Standard Time.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

Board means the Directors.

Chair or Chairman means the individual elected to chair any meeting of the Company from time to time.

Child Entity has the meaning given to that term in the Listing Rules.

Closely Related Party has the meaning given to that term in the Corporations Act.

Company means Crater Gold Mining Limited ACN 067 519 779.

Constitution means the Company's constitution, as amended from time to time.

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

Corporations Regulations means *Corporations Regulations 2001* (Cth).

Directors means the directors of the Company.

Explanatory Memorandum means the explanatory memorandum accompanying this Notice.

Key Management Personnel has the meaning given to that term in the Accounting Standards.

Meeting means the Annual General Meeting convened by the Notice.

Notice means this Notice of Annual General Meeting.

Notice of Meeting means this Notice of Annual General Meeting.

Proxy Form means the proxy form accompanying the Notice.

Resolution means a resolution contained in the Notice.

Restricted Voter means Key Management Personnel and their Closely Related Parties as at the date of the Meeting.

Shareholder means a member of the Company from time to time.

Shares means fully paid ordinary shares in the capital of the Company.