

MAGONTEC LIMITED NOTICE OF ANNUAL GENERAL MEETING



Message from the Chairman

On behalf of the Board, I am pleased to invite you to attend the 2025 Annual General Meeting (**AGM**) of Magontec Limited. The meeting will be held in person at Cliftons Event Solutions at Level 13, 60 Margaret St, Sydney NSW 2000 on **Wednesday, 7th May 2025** starting at **11:00am** (AEST). Registration of attendees will commence at 10:30am (AEST).

Please note, the AGM will not be held as a virtual or hybrid meeting and, therefore, voting (and any other active Shareholder participation at the AGM) will not be available through an online platform.

This Notice of Meeting details the business to be dealt with at the AGM, which should be read together with the accompanying Explanatory Notes (which includes the Board's voting recommendations in respect of the Resolutions to be considered at the meeting).

This year's AGM will involve the business of receiving and considering the financial report for the financial year ended 31 December 2024 and voting on resolutions to adopt the Remuneration Report, to re-elect Mr Andre Labuschagne and Mr Atul Malhotra as Directors, and to approve the grant of Performance Rights to Mr Nicholas Andrews (Executive Chairman).

The AGM will be conducted in person and will be held at Cliftons Event Solutions at Level 13, 60 Margaret Street, Sydney NSW 2000. This information is also available on the Group's website at www.magontec.com/investor-centre/agm2025/.

Shareholders are encouraged to check the website for any changes in time or location prior to attending the meeting. If you are unable to attend the AGM, the Board encourages you to appoint a proxy to vote on your behalf either by post, by hand, by facsimile or online before the meeting in the manner described in the accompanying Notice of Meeting.

I look forward to welcoming you to Magontec's 2025 AGM.

A handwritten signature in black ink, appearing to read "N. Andrews", with a long horizontal flourish extending to the right.

Nicholas Andrews
Chairman

Date: 26th March 2025

MAGONTEC LIMITED NOTICE OF ANNUAL GENERAL MEETING



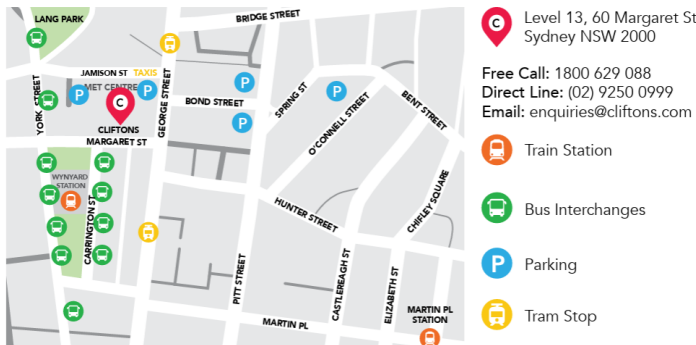
How to participate at the 2025 AGM

The Forty Second Annual General Meeting (**AGM**) of Magontec Limited (ACN 010 441 666) (the **Company** or **Magontec**) will be held on **Wednesday, 7th May 2025 at 11:00am** (AEST).

Venue

Shareholders (and duly appointed proxies, corporate representatives and attorneys of Shareholders) can attend the meeting in person at Cliftons Event Solutions at Level 13, 60 Margaret Street, Sydney NSW 2000.

DIRECTIONS AND PARKING GUIDE



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| CLOSEST TRAIN STATIONS <ul style="list-style-type: none"> • Wynyard Station, 200m (2 min walk) • Martin Place, 700m (6 min walk) | NEAREST PARKING <ul style="list-style-type: none"> • Secure Parking – Met Centre Car Park, Jamison St (1 min walk) • Secure Parking - Amore Hotel Car Park (1 min walk) • Wilson Parking - 20 Bond St (2 min walk) |
| CLOSEST BUS STOPS <ul style="list-style-type: none"> • Carrington St, 50m (1 min walk) | CLOSEST TRAM STOPS <ul style="list-style-type: none"> • George St (1 min walk) |

Registration

Shareholders and their duly appointed proxies, corporate representatives and attorneys attending the AGM can register at the venue from 10:30am (AEST) on the day of the AGM.

An opportunity to meet and talk to Directors and Executive staff will be available after the AGM.

Determination of Voting Entitlement

You will be eligible to vote at the AGM (or at any adjourned meeting) if you are registered as a holder of Shares at 7:00pm (AEST) on **Monday, 5th May 2025** (subject to the applicable voting exclusions set out in this Notice of Meeting). This means that transfers of Shares registered after that time will be disregarded in determining entitlements to attend the AGM and vote on the Resolutions.

Voting at the Meeting

Each of the Resolutions set out in this Notice of Meeting will be decided by a poll in accordance with the Constitution and section 250JA of the Corporations Act.

Every member present in person or by proxy or attorney or other duly authorised representative shall have one vote for every Share held by that member.

Shareholders entitled to vote at the AGM may vote by either:

- attending the meeting and voting in person; or
- appointing a proxy, attorney or, if you are a body corporate, a duly appointed corporate representative to attend and vote at the meeting on your behalf (in the manner described in this Notice of Meeting).

If Shareholders are unable to attend the AGM in person, they are encouraged to appoint a proxy to attend in person and vote on their behalf in accordance with the instructions contained in this Notice of Meeting. The appointment of one or more duly appointed proxies will not preclude a Shareholder from attending the AGM and voting personally. If the member votes on a Resolution, the proxy must not vote as the member's proxy on that Resolution.

MAGONTEC LIMITED NOTICE OF ANNUAL GENERAL MEETING



Joint Holders

If a Share is held jointly, and more than one Shareholder votes in respect of that Share, only the vote of the Shareholder whose name appears first in the register of members of the Company counts.

Appointing a Proxy

A Shareholder entitled to attend and vote at the AGM may appoint a proxy to attend the AGM in person and vote at the AGM on behalf of the Shareholder. A proxy may be an individual or a body corporate. If the Shareholder is entitled to cast more than two votes, the Shareholder may appoint two proxies to attend and vote instead of the Shareholder and may specify the proportion or number of votes each proxy is appointed to exercise on a poll. If no such specification is given and two proxies are appointed, each may exercise half the votes to which the member is entitled (disregarding fractions) on a poll. A proxy need not be a Shareholder. Proxies must be executed in accordance with the instructions in the notes accompanying the proxy form.

To be valid, the signed proxy form (together with an original or certified copy of the power of attorney or other authority under which it is signed, if applicable) must be:

- lodged with Boardroom Pty Limited by hand at Level 8, 210 George Street, Sydney NSW 2000 during business hours (Monday to Friday (excluding public holidays), between 9:00am and 5:00pm (AEST));
- lodged online at <https://votingonline.com.au/mglagm2025> by following the directions provided on the proxy form and on the online proxy appointment website;
- delivered by post to Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001; or
- sent by facsimile to Boardroom Pty Limited on +61 2 9290 9655,

and, in each case, must be received by Boardroom Pty Limited (or, in the case of online proxy appointments, lodged online) by no later than 11:00am (AEST) on **Monday, 5th May 2025**, being not less than 48 hours before the scheduled time for holding the meeting. Any proxy form received after this time will not be valid. Further instructions on appointing proxies are available on the proxy form.

If a body corporate is appointed as proxy, please write the full name of that body corporate (e.g. Company X Pty Ltd). Do not use abbreviations. The body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at meetings, in accordance with section 250D of the Corporations Act; and
- provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

If no such evidence is received before the meeting, then the body corporate (through its representative) will not be permitted to act as your proxy.

The appointment of one or more duly appointed proxies will not preclude a Shareholder from attending the AGM and voting personally. If the member votes on a Resolution, the proxy must not vote as the member's proxy on that Resolution.

Enclosed is a proxy form to be completed if you would like to be represented at the AGM by proxy.

Chairman's Voting Intentions

If you appoint the Chairman as your proxy (or the Chairman is appointed by default) and you do not specifically direct how your proxy is to vote on a Resolution, then, by completing and submitting your proxy form, you will be expressly authorising the Chairman to exercise your proxy as the Chairman sees fit in relation to the applicable Resolution, even when a resolution is connected directly or indirectly with the remuneration of one or more members of the Company's KMP.

The Chairman intends to vote all available (including undirected) proxies in favour of all Resolutions put to Shareholders at the meeting, subject to the applicable voting exclusions set out in this Notice of Meeting. In particular, Shareholders should note that, if a Shareholder appoints the Chairman as proxy, or if the Chairman is appointed as proxy by default, in relation to the Resolutions the subject of Item 2 and/or Item 5 and the Shareholder does not mark the "for", "against" or "abstain" box opposite the relevant item on the proxy form, by signing the proxy form (or, if the proxy is appointed online, by directing the proxy how to vote on the relevant Resolution in accordance with the instructions on the website), the Shareholder will be authorising the Chairman to vote in favour of the relevant Resolution, and the Chairman will vote in this way, even though the Resolutions the subject of Item 2 and Item 5 are connected directly with the remuneration of members of KMP.

If a Shareholder wishes to appoint the Chairman as proxy to vote against or abstain from voting on the Resolutions the subject of Item 2 and/or Item 5, the Shareholder must mark the relevant "against" or "abstain" box on the proxy form (or, if the proxy is appointed online, by directing the proxy how to vote on the relevant Resolution in accordance with the instructions on the website). If you appoint as your proxy any other KMP or any of their Closely Related Parties and you do not direct them how to vote on Item 2 and/or Item 5, your proxy will not be entitled to vote on that item. If the proxy form is signed by a Shareholder but does not name the proxy or proxies

MAGONTEC LIMITED

NOTICE OF ANNUAL GENERAL MEETING



in whose favour it is given, or the proxy does not attend the meeting, the Chairman may either act as proxy or complete the proxy form by inserting the name of a Director or the Company Secretary of Magontec.

The Chairman intends to vote all available (including undirected) proxies **IN FAVOUR** of all Resolutions put to Shareholders at the meeting, subject to the applicable voting exclusions set out in this Notice of Meeting. In exceptional circumstances, the Chairman's intentions may change. If there is a change to how the Chairman intends to vote available (including undirected) proxies, the Company will make an immediate announcement to the ASX stating that fact and explaining the reasons for the change.

The Chairman's decision on the validity of a vote submitted at the AGM in person, a vote cast by a proxy or a vote cast by a Shareholder (including by body corporate representative or attorney) is conclusive.

Questions / Comments from Shareholders

In accordance with the Corporations Act, a reasonable opportunity will be provided to Shareholders (and the duly appointed proxies, attorneys and corporate representatives of Shareholders) to ask questions about, or to make comments upon, the matters in relation to the Company and the Resolutions being considered at the AGM. Questions may also be asked of the Company's auditor about the content of the Auditor's Report or the conduct of the audit. The following process will be adopted –

- a) Shareholders physically attending the meeting – pose questions/comments verbally in the customary format.
- b) Shareholders not physically attending the meeting (or who may prefer to register questions or comments in advance of the AGM) – submit any questions/comments in writing to the Company by email to cosec@magontec.com by 5:00pm (AEST) on **Friday, 2nd May 2025**.

During the meeting, the Chairman will seek to address as many Shareholder questions as reasonably practicable, and where appropriate, will give the auditor representative the opportunity to answer both spontaneous and written questions (per section 250PA of the Corporations Act) addressed to them in relation to the Auditor's Report or the conduct of the audit. However, please note that there may not be sufficient time to answer all questions at the AGM. Please note that individual responses will not be sent to Shareholders in respect of questions asked.

Definitions

Words that are defined in the Glossary have the same meaning when used in this Notice of Meeting unless the context requires, or the definitions in the Glossary provide, otherwise.

MAGONTEC LIMITED

NOTICE OF ANNUAL GENERAL MEETING



This document constitutes the Notice of Meeting for the 2025 Annual General Meeting of Magontec Limited (ACN 010 441 666).

The 2025 Annual General Meeting (AGM) of Magontec Limited (ACN 010 441 666) will be held on **Wednesday, 7th May 2025 at 11:00am (AEST)**.

Shareholders (and duly appointed proxies, corporate representatives and attorneys of Shareholders) can attend the meeting in person at Cliftons Event Solutions at Level 13, 60 Margaret Street, Sydney NSW 2000.

The 2024 Annual Report is available for viewing on the Company's website at www.magontec.com and then by following the tab "Investor Centre", or alternatively, by copying this address into your web browser:

<https://magontec.com/investor-centre/>

Items of Business

(For full details on each Resolution to be considered at the AGM, refer to the Explanatory Notes at the foot of this Notice (which form part of this Notice of Meeting)).

ITEM 1: MAGONTEC LIMITED 2024 FINANCIAL REPORT

To receive and consider the financial report (which includes the financial statements, Directors' Report and Auditor's Report) for the financial year ended 31 December 2024.

Note: No resolution is required for this item of business and, accordingly, no vote will be held on this item.

ITEM 2: ADOPTION OF THE REMUNERATION REPORT

Resolution 1:

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

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report (which forms part of the Directors' Report) of the Company for the financial year ended 31 December 2024 set out on pages 36 to 50 (inclusive) of the Annual Report be adopted."

Note: The vote on this Resolution is advisory only and does not bind the Company or the Directors. The Directors will consider the outcome of the vote and feedback from Shareholders at the meeting when reviewing the Company's remuneration policies.

A voting exclusion statement applies to this item of business. See the section below headed 'Voting Exclusion Statement – Resolution 1' in the Explanatory Notes for further details.

ITEM 3: RE-ELECTION OF DIRECTOR - Mr. Andre Labuschagne

Resolution 2:

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

"That, for the purposes of article 12.3(a) of the Constitution, ASX Listing Rules 14.4 and 14.5 and for all other purposes, Mr Andre Labuschagne, who is retiring by rotation in accordance with article 12.3(a) of the Constitution and standing for re-election at the meeting, be re-elected as a Director of the Company, effective from the close of the Annual General Meeting."

ITEM 4: RE-ELECTION OF DIRECTOR - Mr. Atul Malhotra

Resolution 3:

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

"That, for the purposes of article 12.3(a) of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Atul Malhotra, who is retiring by rotation in accordance with article 12.3(a) of the Constitution and standing for re-election at the meeting, be re-elected as a Director of the Company, effective from the close of the Annual General Meeting."

MAGONTEC LIMITED

NOTICE OF ANNUAL GENERAL MEETING



ITEM 5: APPROVE ISSUE OF PERFORMANCE RIGHTS TO EXECUTIVE DIRECTOR AND CEO

Resolution 4:

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

“That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, approval be given for the issue to the Executive Chairman, Mr Nicholas Andrews, of 1,046,994 Performance Rights in respect of his 2025 long-term remuneration under the Magontec Long Term Incentive Plan, in the manner and on the terms and conditions set out in the Explanatory Notes to this Notice of Meeting.”

Note: A voting exclusion statement applies to this item of business. See the section below headed ‘Voting Exclusion Statement – Resolution 4’ in the Explanatory Notes for further details.

EXPLANATORY NOTES

These Explanatory Notes form part of this Notice of Meeting and should be read in conjunction with it. These Explanatory Notes have been prepared to provide Shareholders with important information regarding the items of business proposed for consideration at the AGM.

ITEM 1: MAGONTEC LIMITED 2024 FINANCIAL REPORT

The Corporations Act requires that the financial report (which includes the financial statements and the Directors' declaration, the Directors' Report and the Auditor's Report) for the financial year ended 31 December 2024 be laid before the Annual General Meeting.

Shareholders will be given a reasonable opportunity to ask questions about, or to make comments on, the reports and the management of the Company. Shareholders will also be given an opportunity to ask a representative of the Company's auditor questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by Magontec in relation to the preparation of the financial reports and the independence of the auditor in relation to the conduct of the audit.

The financial statements for the financial year ended 31 December 2024 and reports have been previously made available to Shareholders and can be found on the Company's website (www.Magontec.com).

None of the Corporations Act, the ASX Listing Rules or the Constitution require a vote of Shareholders at the Annual General Meeting on this item and, accordingly, there will be no formal resolution put to, and no vote on this item at, the meeting.

ITEM 2: ADOPTION OF THE REMUNERATION REPORT

Resolution 1:

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

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report (which forms part of the Directors' Report) of the Company for the financial year ended 31 December 2024 set out on pages 36 to 50 (inclusive) of the Annual Report be adopted."

Background

The Corporations Act requires that listed companies put a resolution to their shareholders to adopt, by way of a non-binding advisory vote, the Remuneration Report as found in the Company's Annual Report. Shareholders are therefore asked to adopt the Remuneration Report by passing the Resolution the subject of Item 2.

The resolution of Shareholders is advisory only and **not binding** on the Directors or the Company. However, the Board will take the outcome of this vote into account when considering future remuneration policy for non-executive Directors and executive KMP.

[The Remuneration Report is contained in the Company's Annual Report. The Remuneration Report includes information regarding:

- the Company's executive remuneration strategy and framework;
- the structure of Non-executive Director and certain senior executive remuneration arrangements, and details on how Magontec seeks to align executive remuneration with the Company's strategic objectives and shareholder interests; and
- remuneration outcomes for the 2024 financial year.

The Chairman will give Shareholders a reasonable opportunity to ask questions about, or to make comments on, the Remuneration Report at the Annual General Meeting.

Voting Exclusion Statement – Resolution 1

In accordance with the Corporations Act, a vote on Resolution 1 must not be cast, and the Company will disregard any votes cast on Resolution 1:

- by or on behalf of a member of the Key Management Personnel, whose remuneration details are included in the Remuneration Report and/or any Closely Related Party of such a member of Key Management Personnel, in any capacity (including as a proxy); or
- by any person who is a member of Key Management Personnel as at the time Resolution 1 is voted on at the meeting, or a Closely Related Party of such a member of Key Management Personnel, as a proxy,

unless the vote is cast as proxy for a person otherwise entitled to vote on Resolution 1:

- in accordance with the express direction of the appointor; or
- by the Chairman where the proxy appointment does not specify the way the proxy is to vote on Resolution 1 and expressly authorises the Chairman to exercise the proxy in respect of Resolution 1 as the Chairman sees fit even though the resolution

MAGONTEC LIMITED

NOTICE OF ANNUAL GENERAL MEETING



is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Board Recommendation

Noting that each Director has a personal interest in his own remuneration from the Company, the Board recommends that Shareholders vote in **FAVOUR** of Resolution 1.

The Chairman of the AGM intends to vote all available (including undirected) proxies in favour of Resolution 1, subject to the applicable voting exclusions set out above.

ITEM 3: RE-ELECTION OF DIRECTOR - Mr. Andre Labuschagne

Resolution 2:

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

“That, for the purposes of article 12.3(a) of the Constitution, ASX Listing Rules 14.4 and 14.5 and for all other purposes, Mr Andre Labuschagne, who is retiring by rotation in accordance with article 12.3(a) of the Constitution and standing for re-election at the meeting, be re-elected as a Director of the Company, effective from the close of the Annual General Meeting.”

Background

Under article 12.3(a) of the Constitution and ASX Listing Rule 14.4, a director, except a managing director, must not retain office for a period in excess of 3 years or beyond the third annual general meeting following their election (whichever is the longer period), without re-election. As this meeting will be the third annual general meeting since Mr Andre Labuschagne’s last re-election as a Director by Shareholders, Mr Labuschagne will retire at the meeting. Being eligible, Mr Andre Labuschagne offers himself for re-election as a Director at the Meeting.

In circumstances where Shareholders vote in favour of Resolution 2 and Resolution 2 is passed, Mr. Andre Labuschagne will be re-elected as a Director with effect from the end of the meeting. In circumstances where Shareholders do not vote in favour of Resolution 2 and Resolution 2 is not passed, Mr Andre Labuschagne will not be re-elected as a Non-Executive Director giving rise to a possible change in the Magontec directorship profile.

In such circumstances, the Company may need to consider whether it should appoint another independent Director to the Board of the Company to at least restore its current level of compliance with the ASX Corporate Governance Principles and Recommendations.

Mr Labuschagne Profile

Mr Labuschagne was appointed as a Director of Magontec on 22nd January 2014 and is an experienced mining executive with a career spanning more than 30 years, primarily in the gold industry.

He has held various executive roles in South Africa, PNG, Fiji and Australia for a number of leading gold companies, including Emperor Gold Mines, DRD Gold and AngloGold Ashanti. Mr Labuschagne was previously Managing Director of ASX listed gold company, Norton Gold Fields Limited.

Mr Labuschagne is a member and chair of Magontec’s Business Risk Committee and a member of the Finance, Audit and Compliance Committee.

Board Recommendation

The Board (other than Mr Andre Labuschagne, who abstains from making a recommendation) recommends that Shareholders vote in **FAVOUR** of Resolution 2.

The Chairman of the AGM intends to vote all available (including undirected) proxies in favour of Resolution 2.

ITEM 4: RE-ELECTION OF DIRECTOR - Mr. Atul Malhotra

Resolution 3:

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

“That, for the purposes of article 12.3(a) of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Atul Malhotra, who is retiring by rotation in accordance with article 12.3(a) of the Constitution and standing for re-election at the meeting, be re-elected as a Director of the Company, effective from the close of the Annual General Meeting.”

Background

MAGONTEC LIMITED

NOTICE OF ANNUAL GENERAL MEETING



Under article 12.3(a) of the Constitution and ASX Listing Rule 14.4, a director, except a managing director, must not retain office for a period in excess of 3 years or beyond the third annual general meeting following their election (whichever is the longer period), without re-election. As this meeting will be the third annual general meeting since Mr Atul Malhotra's last re-election as a Director by Shareholders, Mr Atul Malhotra will retire at the meeting. Being eligible, Mr Atul Malhotra offers himself for re-election as a Director at the Meeting.

In circumstances where Shareholders vote in favour of Resolution 3 and Resolution 3 is passed, Mr. Atul Malhotra will be re-elected as a Director with effect from the end of the meeting.

In circumstances where Shareholders do not vote in favour of Resolution 3 and Resolution 3 is not passed, Mr Atul Malhotra will not be re-elected as a Non-Executive Director giving rise to a possible change in the Magontec directorship profile.

In such circumstances, the Company may need to consider whether it should appoint another independent Director to the Board of the Company to at least restore its current level of compliance with ASX Corporate Governance Principles and Recommendations.

Mr Malhotra Profile

Mr Malhotra was appointed a Director of Magontec on 1st January 2019, is based in Europe and has an extensive professional career in procurement, supply, strategy and business development.

Mr Malhotra has held executive roles at Georg Fischer Automotive Group, ABB, Bombardier Transportation, Adtranz and Continental AG in his 40-year career with responsibility for procurement, projects and operations in Europe, Asia and Australia.

He holds a Master of Business Administration qualification from Delhi University. In the period from January 2014 to May 2019, Mr Malhotra acted as an independent adviser to various corporate clients and businesses.

Mr Malhotra is the Chair of Magontec's Finance, Audit and Compliance Committee, a member of the Remuneration and Nominations Committee and a member of the Business Risk Committee.

Board Recommendation

The Board (other than Mr Atul Malhotra, who abstains from making a recommendation) recommends that Shareholders vote in **FAVOUR** of Resolution 3.

The Chairman of the AGM intends to vote all available (including undirected) proxies in favour of Resolution 3.

ITEM 5: APPROVE ISSUE OF PERFORMANCE RIGHTS TO EXECUTIVE DIRECTOR AND CEO

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

Resolution 4:

"That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, approval be given for the issue to the Executive Chairman, Mr Nicholas Andrews, of 1,046,994 Performance Rights in respect of his 2025 long-term remuneration under the Magontec Long Term Incentive Plan, in the manner and on the terms and conditions set out in the Explanatory Notes to this Notice of Meeting."

Background

ASX Listing Rule 10.14 requires an ASX-listed company to obtain shareholder approval for the acquisition of securities (including the performance rights the subject of this Resolution) under an employee incentive scheme by specified persons, which includes a Director, subject to limited exceptions. Mr Nicholas Andrews is a Director and, therefore, Shareholder approval is being sought for the purposes of ASX Listing Rule 10.14.

Approval of this Resolution under Listing Rule 10.14 will also result in any performance rights the subject of this Resolution granted to Mr Nicholas Andrews being excepted from ASX Listing Rule 7.1. This means that any performance rights the subject of this Resolution granted to Mr Nicholas Andrews, and any new Shares issued to Mr Nicholas Andrews in satisfaction of those rights, will be excluded from the calculation of Magontec's annual 15 per cent new security issue limit under ASX Listing Rule 7.1.

If this Resolution 4 is approved, the issue of 1,046,994 Performance Rights will be an issue of securities under the **"Magontec Long Term Incentive Plan"** as approved at the 2024 AGM (Resolution 4).

The terms and conditions of the proposed grant are summarised in these Explanatory Notes.

MAGONTEC LIMITED

NOTICE OF ANNUAL GENERAL MEETING



The Executive Chairman's remuneration arrangements

As disclosed in the 2024 Annual Report, the annual remuneration package for Mr Andrews is:

- a total fixed remuneration of \$560,263 (base salary plus superannuation);
- STI equal to 50% at target (and capped 62.5% for exceeding financial targets) of his total fixed remuneration; and
- LTI equal to 50% at target of his total fixed remuneration.

The remuneration arrangements are reviewed annually by the Remuneration and Nominations Committee and every second year by an external independent remuneration consultant. The last external review was completed in 2023 and, as a result, the remuneration structure was updated to reflect current market conditions and incorporated Shareholder feedback. An external review is scheduled for 2025.

The proposed 2025 LTI grant

The proposed LTI grant is 1,046,994 Performance Rights, which has been calculated based on 50% of Mr Nicholas Andrews' total fixed remuneration (being an amount of \$560,263), divided by the 10-day volume-weighted average price (**VWAP**) ending 31 December 2024 and adjusted for the selective share buy-back.

Due to the Extraordinary General Meeting held on 5th February 2025, approving the selective share buy-back of QSLM ordinary shares held in Magontec, the subsequent reduction in issued Shares and the share price volatility relative to the net tangible asset backing per Share, the Board deemed it appropriate to reduce the calculated grant for 2025 and align it with the issued Share reduction. The adjustment is reflected in the proposed 1,046,994 Performance Rights to be approved to issue at this AGM. No compensation was received by Mr. Andrews for this reduction.

Performance target and linkage to group performance

The vesting performance conditions, and the relevant weightings are as follows:

1. Magontec's total shareholder return (TSR) relative to the TSR of the S&P/ASX Small Ordinaries Index (70 per cent weighting) over the performance period; and
2. Magontec's strategy execution and timely delivery of outcomes (30 per cent weighting).

The performance rights remain at risk throughout the performance period, with performance conditions chosen to reinforce the focus on results and outcomes which are aligned with long-term Shareholder interests.

The performance rights have conditions which will be measured over a three-year performance period from 1 January 2025 to 31 December 2027. The performance conditions are specific to Mr. Andrews' role as Executive Chairman and will be tested at the end of the 2027 financial year.

Consequences of Shareholders' Decision

- a. If this Resolution 4 is passed, the Company will be able to proceed with the issue of 1,046,994 Performance Rights to the Executive Chairman, Mr Nicholas Andrews, resulting in a total of 2,325,934 Performance Rights granted that are unvested and not expired on the date of this Notice which are summarised below:
- b. In circumstances where Shareholders **do not approve** Resolution 4 and no Performance Rights are granted to the Executive Chairman, Mr Nicholas Andrews, by virtue of this Resolution:
 - i. the number of Performance Rights granted that are unvested and not expired on the date of this Notice will remain at 1,278,940;
 - ii. will be misaligned with the expectations of Participants in terms of the application of the Rules previously approved by shareholders; and
 - iii. will be inconsistent with the participant's remuneration and employment arrangements.

Details of any securities issued under the Magontec Long Term Incentive Plan will be published in the annual report of Magontec relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.

MAGONTEC LIMITED

NOTICE OF ANNUAL GENERAL MEETING



Additional information required by ASX Listing Rules 10.14 and 10.15

In accordance with ASX Listing Rules 10.14 and 10.15, the following additional information is provided to Shareholders in connection with this Resolution:

| 10.15.1 | Name of the person. | Mr Nicholas Andrews | | | | | | | | |
|--|--|---|----------------------|-------------|--|-----------|----------------------|---------------------------------------|----------------|--------------------------------------|
| 10.15.2 | Which category in rules 10.14.1 – 10.14.3 the person falls within and why. | (10.14.1) Mr. Andrews is a Director. | | | | | | | | |
| 10.15.3 | Number and class of securities proposed to be issued to the person under the scheme for which approval is being sought. | 1,046,994 Performance Rights in respect of Mr Andrew's 2025 long-term remuneration under the Magontec Long Term Incentive Plan. | | | | | | | | |
| 10.15.4 | <p>If the person is:</p> <ul style="list-style-type: none"> a director under rule 10.14.1; or an associate of, or person connected with, a director under rules 10.14.2 or 10.14.3, details (including the amount) of the director's current total remuneration package. | <p>Mr Andrew's current total remuneration package is set out in the table below.</p> <table border="1"> <thead> <tr> <th>Remuneration element</th> <th>Opportunity</th> </tr> </thead> <tbody> <tr> <td>2025 total fixed remuneration (base salary, superannuation and benefits) (TFR)</td> <td>\$560,263</td> </tr> <tr> <td>Short-term incentive</td> <td>\$350,164 (capped at 62.5% of TFR)</td> </tr> <tr> <td>2025 LTI grant</td> <td>\$280,131 (50% of TFR at maximum)</td> </tr> </tbody> </table> <p>The actual value (if any) that Mr Andrews will receive from the proposed 2025 LTI grant cannot be determined until the end of the three-year performance period described above and will depend on the extent to which the performance conditions are achieved, the number of performance rights that vest in accordance with the performance conditions and the Magontec share price at the time of vesting.</p> | Remuneration element | Opportunity | 2025 total fixed remuneration (base salary, superannuation and benefits) (TFR) | \$560,263 | Short-term incentive | \$350,164 (capped at 62.5% of TFR) | 2025 LTI grant | \$280,131 (50% of TFR at maximum) |
| Remuneration element | Opportunity | | | | | | | | | |
| 2025 total fixed remuneration (base salary, superannuation and benefits) (TFR) | \$560,263 | | | | | | | | | |
| Short-term incentive | \$350,164 (capped at 62.5% of TFR) | | | | | | | | | |
| 2025 LTI grant | \$280,131 (50% of TFR at maximum) | | | | | | | | | |
| 10.15.5 | The number of securities that have previously been issued to the person under the scheme and the average acquisition price (if any) paid by the person for those securities. | <p>Mr Andrews has previously been granted a total of 1,782,940 performance rights under the "Magontec Global Management Group - 2020 Shareholder Approved Plan (approved at 2023 AGM 11 May 2023)" and is fully detailed in the Remuneration Report contained in the 2024 Annual Report.</p> <p>Following the EGM on 5th February 2025 and shareholder approval for a selective share-buyback of the QSLM shareholding, the grants were adjusted to 1,278,940, reflecting the reduced issued capital of ordinary shares. No compensation for the reduction was received by Mr. Andrews.</p> <p>No acquisition price was paid by Mr Andrews for those rights.</p> <p>Previous Performance Rights Vested and Issued as Ordinary shares:</p> <ul style="list-style-type: none"> 125,163 ordinary shares issued 19 May 2017 being part conversion of Performance Rights issued in respect of 1 January 2014 to 31 December 2016 LTI Performance Period. 200,000 ordinary shares issued 27 May 2024 being part conversion of Performance Rights issued in respect of 1 January 2021 to 31 December 2023 LTI Performance Period. <p>Performance Rights granted but not vested or cancelled:</p> <ul style="list-style-type: none"> 1,278,940 unvested Performance Rights are held in relation to the 3 three-year performance periods ending 31 December 2025 and 31 December 2026. | | | | | | | | |

MAGONTEC LIMITED

NOTICE OF ANNUAL GENERAL MEETING



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| | | <ul style="list-style-type: none"> The grants were made under the “Magontec Global Management Group - 2020 Shareholder Approved Plan (updated at 2023 AGM 11th May 2023)”. All securities granted have been issued at nil consideration. |
| 10.15.6 | <p>If the securities are not fully paid ordinary securities:</p> <ul style="list-style-type: none"> a summary of the material terms of the securities; why that type of security is being used; and the value the entity attributes to that security and its basis. | <p>Refer to the Magontec Long Term Incentive Plan on the Company’s website at www.Magontec.com and then follow the tabs “Investor Centre”, “Corporate Governance”, “STI LTI Governing Documents”, with a summary included in Appendix 1 of this Notice.</p> <p>Performance Rights are proposed to be granted under the 2025 LTI grant as they create share price alignment between participants and Shareholders, but do not provide participants with the full benefits of share ownership (such as dividend and voting rights) unless and until the vesting conditions are satisfied, the performance rights vest and are exercised.</p> <p>1,046,994 Performance Rights proposed to be issued in relation to Mr Andrew’s 2025 long-term remuneration under the Magontec Long Term Incentive Plan. Estimated fair value = 10 cents per share totaling \$104,699.</p> <p>The actual value (if any) that Mr Andrews will receive from the proposed 2025 LTI grant cannot be determined until the end of the three-year performance period described above and will depend on the extent to which the performance conditions are achieved, the number of performance rights that vest in accordance with the performance conditions and the Magontec share price at the time of vesting.</p> |
| 10.15.7 | Date by which securities are to be issued | Within 30 days after the date of the Annual General Meeting. |
| 10.15.8 | The price at which the entity will issue the securities to the person under the scheme. | Nil. |
| 10.15.9 | A summary of the material terms of the scheme. | Refer to the Magontec Long Term Incentive Plan in the website details shown at 10.15.6 above in this table, with a summary included in Appendix 1 of this Notice. |
| 10.15.10 | A summary of the material terms of any loan that will be made to the person in relation to the acquisition. | No loan will be provided by the Company (or a subsidiary) in relation to the grant or exercise of Performance Rights pursuant to the 2025 LTI grant. |
| 10.15.11 | Required statements | <ul style="list-style-type: none"> Details of any securities issued under the scheme will be published in the annual report of Magontec relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the scheme after the resolution is approved and who were not named in this Notice of Meeting will not participate until approval is obtained under that rule. |
| 10.15.12 | Voting exclusion statement. | See the section below headed ‘Voting Exclusion Statement – Resolution 4’ in the Explanatory Notes. |

MAGONTEC LIMITED

NOTICE OF ANNUAL GENERAL MEETING



1. Voting Exclusion Statement – Resolution 4

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of Mr Andrews or any Associate of Mr Andrews (regardless of the capacity in which the vote is cast). However, the Company will not disregard a vote cast in favour of Resolution 4 if:

- it is cast by a person as a proxy or attorney for a person who is otherwise entitled to vote on Resolution 4 in accordance with the directions given to the proxy or attorney to vote on Resolution 4 in that way;
- it is cast by the Chairman as a proxy or attorney for a person who is entitled to vote on Resolution 4 in accordance with a direction given to the Chairman to vote as the Chairman decides; or
- it is cast by a Shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:
 - the beneficiary provides written confirmation to the Shareholder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
 - the Shareholder votes on the Resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

Further, a vote must not be cast (and, if cast, will be disregarded by the Company) on Resolution 4 by a member of the Key Management Personnel as at the time the Resolution is voted on at the meeting, or a Closely Related Party of such a member, as a proxy, unless the vote is cast as proxy for a person otherwise entitled to vote on Resolution 4:

- in accordance with the express direction of the appointor; or
- by the Chairman where the proxy appointment does not specify the way the proxy is to vote on Resolution 4 and expressly authorises the Chairman to exercise the proxy in respect of Resolution 4 even though the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

2. Board Recommendation

The Board (other than Mr Andrews, who abstains from making a recommendation) recommends that Shareholders vote in **FAVOUR** of Resolution 4.

The Chairman of the AGM intends to vote all available (including undirected) proxies in favour of Resolution 4, subject to the applicable voting exclusions set out above.

By order of the Board.

A handwritten signature in black ink, appearing to read "Dean Taylor".

Dean Taylor
Company Secretary
26th March 2025

Helpline: If you have any questions regarding the meeting or proxy voting, please do not hesitate to contact the Company's share registry, **Boardroom Pty Limited** on 1300 737 760 for Australian Shareholders or +61 2 9290 9600 for overseas Shareholders.

MAGONTEC LIMITED

NOTICE OF ANNUAL GENERAL MEETING



GLOSSARY

AEST means Australian Eastern Standard Time.

AGM, Annual General Meeting or meeting means the annual general meeting convened by this Notice of Meeting.

Annual Report means the annual report of Magontec for the financial year ended 31 December 2024.

Associate has the meaning given to it in the ASX Listing Rules.

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

ASX Listing Rule or Listing Rule means the official listing rules of ASX.

Auditor's Report means the auditor's report for the Company for the financial year ended 31 December 2024, as contained in the Annual Report.

Board means the board of Directors.

Chairman means the person appointed to chair the Company's meeting. The Company intends to appoint Mr Nicholas Andrews, the Company's current executive chairman, to act as chairman at this meeting.

Closely Related Party has the meaning given to that term in section 9 of the Corporations Act.

Company or Magontec means Magontec Limited (ACN 010 441 666).

Constitution means the constitution of the Company.

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

Directors means the directors of the Company and **Director** means any one of them.

Directors' Report means the directors' report for the Company for the financial year ended 31 December 2024, as contained in the Annual Report.

Explanatory Notes means the explanatory notes which accompany the Notice of Meeting.

Glossary means this glossary.

Group means Magontec and its controlled subsidiaries.

KMP or Key Management Personnel means the persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise). The KMP during the financial year ended 31 December 2024 are listed in the Remuneration Report.

Magontec Long Term Incentive Plan or Plan means the "Magontec Long Term Incentive Plan" as approved at the 2024 AGM (Resolution 4).

Notice or Notice of Meeting means this notice of annual general meeting.

Performance Rights means performance rights under the Magontec Long Term Incentive Plan.

QSLM means Qinghai Salt Lake Magnesium Co Limited.

Remuneration Report means the remuneration report for the Company for the financial year ended 31 December 2024, as contained in the Annual Report.

Resolution means a resolution set out in this Notice.

Share means a fully paid ordinary share of the Company.

Shareholder means a holder of at least one Share.

MAGONTEC LIMITED

NOTICE OF ANNUAL GENERAL MEETING



APPENDIX 1 – KEY SUMMARY OF TERMS & CONDITIONS OF GRANT

A summary of the key terms of the proposed grant of Performance Rights to the Executive Chairman, Mr Nicholas Andrews, under the 2025 LTI grant, and the material terms of the Plan (that will apply to those Performance Rights), is set out below.

This summary is to be read in conjunction with the current approved rules governing the Magontec Long Term Incentive Plan, which can be located at the Magontec website ([MLTIP](#)). Capitalised terms used, but not defined in the table below, have the meaning given to them in the Plan.

| | |
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| How is the LTI governed? | The resultant payments are subject to approval by the Board upon the recommendation of the Remuneration and Nominations Committee. |
| Vesting Conditions | <p>Performance Rights will vest subject to satisfying the performance-based hurdles and the service-based hurdle as set out below:</p> <ul style="list-style-type: none"> The participant must be employed by or provide services to the Company on the vesting date set out above for the relevant Performance Rights to vest; and <p>Representing 70% of the Performance Rights granted:</p> <ul style="list-style-type: none"> where the Company achieves a TSR in the bottom third or fourth quartile when compared to the S&P/ASX Small Ordinaries Index for the relevant testing period, none of the Performance Rights will vest; where the Company achieves a TSR in the second quartile when compared to the constituents of the S&P/ASX Small Ordinaries Index for the relevant testing period, the Performance Rights will vest pro rata on a straight line basis (i.e. 50% of Performance Rights will vest if TSR is at the bottom of the second quartile and 100% of Performance Rights will vest if TSR is at the top of the second quartile); and where the Company achieves a TSR in the top quartile when compared to the constituents of the S&P/ASX Small Ordinaries Index for the relevant testing period, all of the Performance Rights will vest. <p>Representing 30% of the Performance Rights granted:</p> <ul style="list-style-type: none"> where the participant completes the agreed KPI targets. Partial completion of targets may result in a proportionate grant, but subject to approval by the Board. |
| Exercise | Grants will only be able to exercise a Performance Right if the participant has received a Vesting Notice confirming that any Performance Right Vesting Conditions have been satisfied or waived. <i>Clause 15 of the Plan Rules.</i> |
| Interest in shares | The participant has no right or interest in a Share the subject of a Performance Right held by you unless and until the Performance Right is exercised and the Share is issued. <i>Clause 14.4 of the Plan Rules.</i> |
| Dividends & Voting Rights | The grant will not receive voting or dividend rights as a result of holding Performance Rights. The grant will not have any right to attend or vote at a general meeting of the Company as a result of holding Performance Rights. The grant will not have such rights until your Performance Rights are exercised and you hold Shares in the Company. <i>Clause 10 of the Plan Rules.</i> |
| Equal Rank | A Share issued on exercise of a Performance Right will rank equally in all respects with Shares already on issue on the date of issue of the Shares, except for entitlements which had a record date before the date of issue of that Share. <i>Clause 15.10 of the Plan Rules</i> |
| Transfer Restrictions | You may not Deal with Performance Rights or the Shares issues on exercise of the Performance Rights without the prior consent of the Board, except where the transfer or assignment occurs by force of law upon death. <i>Clause 11 and 17 of the Plan Rules</i> |

MAGONTEC LIMITED

NOTICE OF ANNUAL GENERAL MEETING



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| Capital reconstructions and corporate actions | <p>Holders of Performance Rights are not entitled to participate in any new issue of securities to existing holders of Shares in the Company. The treatment of the Performance Rights in other corporate actions is set out in the Plan Rules.</p> <p><i>Clause 13 and clause 18 of the Plan Rules.</i></p> |
| Lapse of Performance Rights | <p>Any Performance Rights granted under the Plan Rules will lapse on the earlier of:</p> <ul style="list-style-type: none"> • the Board determining that any Performance Right Vesting Condition applicable to the Performance Right has not been satisfied, reached or met or is not capable of being satisfied, reached or met; • the day immediately following the Last Exercise Date; and • the Performance Right lapsing on: <ul style="list-style-type: none"> ○ cessation of employment; or ○ the occurrence of breach, fraud or misconduct. <p>Upon lapsing, all rights in respect of those Performance Rights are forfeited, and the Performance Rights will be cancelled.</p> <p><i>Clause 16 of the Plan Rules.</i></p> |
| Cessation of employment | <p>Under the Plan Rules, if the participant is a Bad Leaver the Unvested Performance Rights will immediately lapse and any Vested Performance Rights must be exercised within 60 days of cessation of employment or they will also lapse.</p> <p><i>Clause 19 of the Plan Rules.</i></p> |
| Clawback | <p>Any benefit received by the participant from the exercise of a Performance Right may be required to be repaid to the Company if the Board becomes aware of a material misstatement in the Company's financial statements or some other event has occurred which means the Performance Rights Vesting Conditions were not or should not have been determined to have been satisfied. In this event, the Board will notify the participant that the affected Performance Rights will be cancelled for nil consideration and may be required to pay the Company the after-tax value of the affected Performance Rights (which have been converted to Shares) within 30 days of receiving notice to do so.</p> <p><i>Clause 22 of the Plan Rules.</i></p> |