



Ten Sixty Four Limited  
ABN 60 099 377 849

## Need assistance?



**Phone:**

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



**Online:**

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

## Ten Sixty Four Limited Annual General Meeting

The Ten Sixty Four Limited Annual General Meeting will be held on Thursday, 24 November 2022 at 1:00pm (AWST). You are encouraged to participate in the meeting using the following options:



### MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit [www.investorvote.com.au](http://www.investorvote.com.au) and use the below information:



Control Number: 181659

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

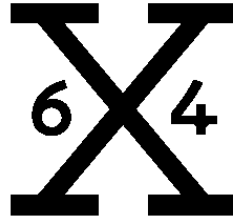
For your proxy appointment to be effective it must be received by 1:00pm (AWST) on Tuesday, 22 November 2022.



### ATTENDING THE MEETING IN PERSON

The meeting will be held at:  
The Celtic Club, 48 Ord Street, West Perth, WA 6005

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.



# TEN SIXTY FOUR LIMITED

ACN 099 377 849

## NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM

**For the Annual General Meeting to be held on Thursday, 24 November 2022 at 1.00pm  
(Perth time) at Celtic Club, 48 Ord Street, West Perth, Western Australia.**

**This is an important document. Please read it carefully and in its entirety.  
If you do not understand it please consult with your professional advisers.**

If you are unable to attend the Annual General Meeting, please complete the Proxy Appointment Form enclosed and return it in accordance with the instructions set out on that form.

# TEN SIXTY FOUR LIMITED

ACN 099 377 849

## NOTICE OF ANNUAL GENERAL MEETING

Ten Sixty Four Limited (the “**Company**”) gives notice that the Annual General Meeting of the Company will be held on Thursday, 24 November 2022 at 1.00pm (Perth time) at Celtic Club, 48 Ord Street, West Perth, Western Australia.

### ITEMS OF BUSINESS

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Memorandum and the Proxy Appointment Form are part of this Notice.

Terms and abbreviations used in this Notice (including in the Explanatory Memorandum and the Proxy Appointment Form) are defined in Schedule 1 to this Notice (or elsewhere in the body of this Notice).

#### 1. ACCOUNTS AND REPORTS

To receive and consider the Financial Report of the Company, the Directors' Report and the Auditor's Report for the year ended 30 June 2022.

#### 2. RESOLUTION 1 - RE-ELECTION OF DIRECTOR - MR SIMON MOTTRAM

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

*"That Mr Simon Mottram, who retires by rotation and in accordance with ASX Listing Rule 14.4 and Rule 7.3(d) of the Constitution of the Company, be re-elected as a Director."*

#### 3. RESOLUTION 2 - RE-ELECTION OF DIRECTOR - MR ANDREW HUNT

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

*"That Mr Andrew Hunt, who was appointed a Director of the Company on 16 March 2022 and in accordance with ASX Listing Rule 14.4 and Rule 7.3(f) of the Constitution of the Company, be re-elected as a Director."*

#### 4. RESOLUTION 3 - RE-ELECTION OF DIRECTOR - MR AARON TREYVAUD

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

*"That Mr Aaron Treyvaud, who was appointed a Director of the Company on 2 May 2022 and in accordance with ASX Listing Rule 14.4 and Rule 7.3(f) of the Constitution of the Company, be re-elected as a Director."*

## **5. RESOLUTION 4 – APPROVAL TO ISSUE DIRECTOR OPTIONS TO MR JEFFREY MCGLINN**

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

*"That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 7,500,000 Director Options to Mr Jeffrey McGlinn (and/or his nominees) on the terms and conditions in the Explanatory Memorandum."*

### **Voting Exclusion Statement for Resolution 4:**

The Company will disregard a vote cast in favour of this Resolution by or on behalf of the person (and any associate) who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity).

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

- (a) a person as proxy or attorney for a person who is entitled to vote, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote, 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.

### **Voting Prohibition Statement for Resolution 4:**

The Company will disregard a vote cast in favour of this Resolution by or on behalf of any of the following persons:

- (a) Mr McGlinn or any associate of Mr McGlinn; or
- (b) any member of the Key Management Personnel of the Company or a Closely Related Party of a member of the Key Management Personnel of the Company.

However, a person described above may cast a vote on Resolution 4 as a proxy if the vote is not cast on behalf of a person described in sub-paragraphs (a) or (b) above and either:

- (a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- (b) the person is the Chairperson of the meeting and the appointment of the Chairperson as proxy:
  - (i) does not specify the way the proxy is to vote on the resolution; and
  - (ii) expressly authorises the Chairperson to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

## **6. RESOLUTION 5 - RATIFICATION OF PRIOR ISSUE OF SHARES**

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

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 20,000,000 Shares to the vendors of Ten Sixty Four (Queensland) Limited (and/or their nominees) on the terms and conditions set out in the Explanatory Statement."*

### **Voting Exclusion Statement for Resolution 5:**

The Company will disregard a vote cast in favour of this Resolution by or on behalf of any of the following persons:

- (a) any person who participated in the issue of the Consideration Shares under, or is a counterparty to, the Share Sale Deed (as those terms are defined in section 5 of the Explanatory Memorandum); or
- (b) any associate of those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote, 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.

## 7. RESOLUTION 6 - ADOPTION OF THE REMUNERATION REPORT

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

*“That, in accordance with section 250R(2) of the Corporations Act, the Remuneration Report, which forms part of the Directors' Report for the year ended 30 June 2022, be adopted.”*

### Short Explanation:

The Remuneration Report is in the Directors' Report section of the Company's 2022 Annual Report. At a listed Company's Annual General Meeting, a resolution that the Remuneration Report be adopted must be put to the vote. Section 250R(3) of the Corporations Act provides that the vote on this resolution is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

### **Voting Prohibition Statement for Resolution 6:**

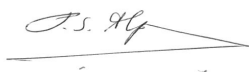
The Company will disregard a vote cast in favour of this Resolution by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member (which includes their spouse, child, dependent, other family members and any controlled company).

However, a person described above may cast a vote on Resolution 6 as a proxy if the vote is not cast on behalf of a person described in sub-paragraphs (a) or (b) above and either:

- (c) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- (d) the person is the Chairperson of the meeting and the appointment of the Chairperson as proxy:
  - (iii) does not specify the way the proxy is to vote on the resolution; and
  - (iv) expressly authorises the Chairperson to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

### **By order of the Board**



Peter Alphonso  
Company Secretary  
13 October 2022

# EXPLANATORY MEMORANDUM

The Explanatory Memorandum has been prepared to provide Shareholders with information about the items of business to be considered at the Annual General Meeting to be held on Thursday, 24 November 2022 at 1.00pm (Perth time) at Celtic Club, 48 Ord Street, West Perth, Western Australia.

The Explanatory Memorandum is important and should be read carefully, in its entirety, by all Shareholders. The Explanatory Memorandum is part of the Notice.

## 1. RESOLUTION 1: RE-ELECTION OF DIRECTOR - MR SIMON MOTTRAM

### 1.1 Overview

Mr Mottram was appointed Non-Executive Director on 11 June 2020. Pursuant to ASX Listing Rule 14.4 and Rule 7.3(a) of the Constitution, one third of the Company's Directors must retire at each Annual General Meeting. The Director is eligible for re-election at this time.

In accordance with ASX Listing Rule 14.4 and Rules 7.3(a) and 7.3(d) of the Constitution, Mr Mottram will retire at the Annual General Meeting and, being eligible, will offer himself for re-election as a Director.

Mr Mottram is a geologist with over 25 years' experience predominantly in base and precious metals. Mr Mottram was instrumental in taking Avanco Resources Limited, an Australian listed copper company, through discovery to production, and subsequently being acquired by OZ Minerals Limited. Mr Mottram was previously a Director of Avanco Resources Limited. Mr Mottram has held both executive and senior management roles with several successful mining companies both in Australia and abroad, has seen a number of discoveries advanced through to commercial mine development, and has been central to several significant exploration successes.

Mr Mottram is a graduate of Melbourne RMIT University and a Fellow of the AusIMM.

The Directors considers Mr Mottram as an independent director.

Further details of Mr Mottram is available in the Company's Annual Report for the year ended 30 June 2022.

### 1.2 Recommendation of Directors

The Directors consider that Mr Mottram has the necessary skills, knowledge and experience to enhance the Board's ability to perform its role. The Directors, other than Mr Mottram, recommend that Shareholders vote **in favour** of Resolution 1. Mr Mottram does not make a recommendation in relation to Resolution 1 because he has an interest in the outcome of the Resolution.

## 2. RESOLUTION 2: RE-ELECTION OF DIRECTOR - MR ANDREW HUNT

### 2.1 Overview

Mr Hunt was appointed Non-Executive Director on 16 March 2022. Pursuant to ASX Listing Rule 14.4 and Rule 7.3(f) of the Constitution, Mr Hunt holds office until the next Annual General Meeting of the Company. Mr Hunt is eligible for re-election at this time.

In accordance with Rule 7.3(f) of the Constitution, Mr Hunt having been appointed by other Directors on 16 March 2022 will retire and being eligible, will offer himself for re-election as a Director.

Mr Hunt brings a vast range of skills and experience to the Board of Ten Sixty Four Limited. He is a highly experienced executive with 40 years of leadership experience in all aspects of mining, construction, manufacturing, business development, sales and marketing across the public and private sector. Mr Hunt is well respected amongst the mining community and is considered a key contributor in the development of local and international ties on various levels.

The Directors considers Mr Hunt as an independent director.

Further details of Mr Hunt is available in the Company's Annual Report for the year ended 30 June 2022.

## **2.2 Recommendation of Directors**

The Directors consider that Mr Hunt has the necessary skills, knowledge and experience to enhance the Board's ability to perform its role. The Directors, other than Mr Hunt, recommend that Shareholders vote **in favour** of Resolution 2. Mr Hunt does not make a recommendation in relation to Resolution 2 because he has an interest in the outcome of the Resolution.

## **3. RESOLUTION 3: RE-ELECTION OF DIRECTOR - MR AARON TREYVAUD**

### **3.1 Overview**

Mr Aaron Treyvaud was appointed to the Board as a Non-Executive Director on the 2 May 2022. Pursuant to ASX Listing Rule 14.4 and Rule 7.3(f) of the Constitution, Mr Treyvaud holds office until the next Annual General Meeting of the Company. Mr Treyvaud is eligible for re-election at this time.

In accordance with Rule 7.3(f) of the Constitution, Mr Treyvaud having been appointed by other Directors on 2 May 2022 will retire and being eligible, will offer himself for re-election as a Director.

Mr Treyvaud has more than 20 years of experience in the mining, finance and private equity sectors. His work for global investment bank and high-profile investment group has included corporate strategy, mergers and acquisitions (M&A), debt and equity capital market transactions, valuation and technical due diligence.

Mr Treyvaud is currently a Partner at Vision Blue Resources (**VBR**), a company investing in clean energy related metal and mineral resources companies essential to the clean energy transition.

Prior to joining VBR he was Head of Corporate Development for I-Pulse Group (part of the Ivanhoe Group). Mr Treyvaud was also previously Head of Business Development for QKR Corp, a former Director of Investec Resources' M&A team and worked at both Gresham Partners and UBS in Australia.

Mr Treyvaud began his career as a mining consultant at Minserve Group having graduating in Engineering from the University of Queensland. He also holds a Master of Applied Finance from Melbourne University.

The Directors considers Mr Treyvaud as an independent director.

Further details of Mr Treyvaud is available in the Company's Annual Report for the year ended 30 June 2022.

### 3.2 Recommendation of Directors

The Directors consider that Mr Treyvaud has the necessary skills, knowledge and experience to enhance the Board's ability to perform its role. The Directors, other than Mr Treyvaud, recommend that Shareholders vote **in favour** of Resolution 3. Mr Treyvaud does not make a recommendation in relation to Resolution 3 because he has an interest in the outcome of the Resolution.

## 4. RESOLUTION 4: APPROVAL TO ISSUE DIRECTOR OPTIONS TO MR JEFFREY MCGLINN

### 4.1 Overview

The Company appointed Mr McGlinn as Executive Chairman of the Company on 2 May 2022. The Company agreed to issue Mr McGlinn 7,500,000 options to subscribe for ordinary shares in the Company at an exercise price of \$1.30 per option expiring 2 May 2027 (**Director Options**) pursuant to his executive services agreement (**Executive Services Agreement**) on the terms and conditions set out below, including that the grant of the Director Options is subject to receipt of shareholder approval.

The key terms of Mr McGlinn's Executive Services Agreement are as follows:

Term	The Executive Chairman will be appointed for an ongoing term, subject to termination by either party.
Salary	A\$600,000 per annum plus superannuation.
Long Term Incentives	Subject to shareholder approval in the second half of 2022, it is proposed that Mr McGlinn will be issued 7,500,000 Director Options to subscribe for ordinary shares in the Company at an exercise price of A\$1.30 per option. The Director Options will vest on 2 May 2025, being the date that is three years after his commencement in the role of Executive Chairman, subject to Mr McGlinn still being employed by the Company at the vesting date. The Director Options will expire on 2 May 2027 (being the date which is five years after the commencement of Mr McGlinn in the role of Executive Chairman) if they have not been validly exercised prior to that date.
Termination	Each of the parties may terminate the Executive Services Agreement at any time with 3 months' notice.

### 4.2 ASX Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in ASX Listing Rule 10.12 applies a listed company must not issue or agree to issue equity securities to a range of parties including a related party of the listed company.

Mr McGlinn is a related party of the Company by virtue of being a Director, and therefore falls within ASX Listing Rule 10.11.

This proposed issue of Director Options involves the issue of equity securities to a related party of the Company and so is captured by ASX Listing Rule 10.11 and does not fall within any of the exceptions in ASX Listing Rule 10.12. Resolution 4 seeks the required Shareholder approval for the issue under and for the purposes of ASX Listing Rule 10.11.

### 4.3 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:



- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
  - (b) give the benefit within 15 months following such approval,
- unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of the Director Options to Mr McGlinn (the Related Party) constitutes giving a financial benefit and Mr McGlinn is a related party of the Company by virtue of being a Director.

The Board (other than Mr McGlinn) considers that the issue of the Director Options to Mr McGlinn is an appropriate and reasonable part of his remuneration for the period in which he is an executive Director, and that the financial benefit represented by the issue falls within the "reasonable remuneration" exception in section 211 of the Corporations Act.

For this reason, the Company is not seeking Shareholder approval of the Director Options for the purposes of Chapter 2E of the Corporations Act.

#### **4.4 Specific information required by ASX Listing Rule 10.13**

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolution 4:

- (a) The Director Options are proposed to be issued to Mr Jeffrey McGlinn (and/or his nominees);
- (b) Mr McGlinn falls within ASX Listing Rule 10.11.1, a Related Party of the Company, as he is a Director of the Company;
- (c) 7,500,000 unlisted Director Options at an exercise price of \$1.30 per Director Option expiring 2 May 2027 are proposed be issued to Mr McGlinn. The Director Options will vest on 2 May 2025, being the date that is three years after Mr McGlinn's commencement in the role of Executive Chairman, subject to Mr McGlinn still being employed by the Company at the vesting date. For each Director Option that vests and is exercised, the Company will issue one Share;
- (d) A summary of material terms of the Director Options are set out in Schedule 2;
- (e) If approved by Shareholders, the issue of the Director Options to Mr McGlinn is proposed to occur as soon as practicable following the conclusion of the Annual General Meeting, and in any case, by no later than one month after the conclusion of the Annual General Meeting;
- (f) The Company will not receive any consideration for the proposed issue of the Director Options (however the Company will receive the exercise price of \$1.30 per Director Option on exercise of the Director Options);
- (g) The purpose of the proposed issue of the Director Options is to give Mr McGlinn additional incentive to improve the financial and operational performance of the Company and increase Shareholder returns. The Company will receive nil funds on issue of the Director Options to Mr McGlinn. The funds raised on exercise of the Director Options will be used for general working capital purposes;
- (h) Details of Mr McGlinn's current total remuneration package are set out in heading 4.1. The value of the Director Options is approximately \$531,131 (based on the Black-Scholes methodology);
- (i) The Company agreed to issue the Director Options pursuant to Mr McGlinn's Executive Services Agreement. The key terms of that agreement are set out in section 4.1; and
- (j) A voting exclusion statement has been provided in this Notice.

#### 4.5 Effect of approval

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Director Options to Mr McGlinn. In addition, because ASX Listing Rule 7.2, exception 14, provides that ASX Listing Rule 7.1 does not apply to an issue of equity securities with the approval of Shareholders under ASX Listing Rule 10.11, the issue of the Director Options will not use up any of the Company's 15% placement capacity under ASX Listing Rule 7.1.

If Resolution 4 is not passed, the Company will not be able to issue the Director Options to Mr McGlinn and the Company may need to re-negotiate McGlinn's remuneration package to ensure Mr McGlinn is appropriately remunerated for his role as Executive Chairman.

#### 4.6 Recommendation of Directors

The Directors, other than Mr McGlinn, recommend that Shareholders vote **in favour** of Resolution 4. Mr McGlinn does not make a recommendation in relation to Resolution 4 because he has an interest in the outcome of the Resolution.

### 5. RESOLUTION 5: RATIFICATION OF PRIOR ISSUE OF SHARES

#### 5.1 Overview

On 3 February 2022, the Company announced that it had entered a binding sale and purchase agreement to acquire 100% of the issued shares in Ten Sixty Four Queensland Limited (**X64 Queensland**), an unlisted public Australian company, to secure a 100% interest in a large gold exploration portfolio in Central Queensland, Australia (**Share Sale Deed**).

The consideration payable by the Company to the vendors of X64 Queensland pursuant to the Share Sale Deed (**X64 Queensland Vendors**) was the issue of 20 million Shares in aggregate (**Consideration Shares**), which Shares were issued on 24 February 2022. 1,916,000 of these Consideration Shares were subject to voluntary escrow restrictions until 24 August 2022 and 13,913,470 of these Consideration Shares are subject to voluntary escrow restrictions until 24 February 2024.

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 12 month period.

The issue of the Consideration Shares do not fit within any of the exceptions set out in ASX Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in ASX Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under ASX Listing Rule 7.1 for the 12 month period following the date of issue of the Consideration Shares.

ASX Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under ASX Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Consideration Shares.

Resolution 5 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Consideration Shares.

## 5.2 Effect of approval

If Resolution 5 is passed, the relevant Consideration Shares will be excluded in calculating the Company's 15% limit under ASX Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Consideration Shares.

If Resolution 5 is not passed, the relevant Consideration Shares will be included in calculating the Company's combined 15% limit under ASX Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Consideration Shares.

## 5.3 Specific information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 5:

- (a) the Consideration Shares were issued to the X64 Queensland Vendors pursuant to the Share Sale Deed. The X64 Queensland Vendors include Vitrinite Holdings Pty Ltd, Vitrinite Holdings LLC and Vitrinite Pty Ltd, At the time the Consideration Shares were issued none of X64 Queensland Vendors were related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties.
- (b) the Consideration Shares comprised 20,000,000 fully paid ordinary shares in the capital of the Company;
- (c) the Consideration Shares were issued on the same terms and conditions as the Company's existing Shares;
- (d) The Consideration Shares were issued on 24 February 2022;
- (e) the Consideration Shares were issued in consideration for the acquisition by the Company of 100% of the shares in X64 Queensland. The Company has not and will not receive any other consideration for the issue of Consideration Shares;
- (f) the purpose of the issue of the Consideration Shares was to satisfy the Company's obligations to provide the consideration for the acquisition by the Company of 100% of the shares in X64 Queensland under the Share Sale Deed; and
- (g) A summary of the key terms of the Share Sale Deed are set out in section 5.1 and in the Company's announcement dated 3 February 2022.
- (h) A voting exclusion statement has been provided in this Notice.

## 5.4 Recommendation of Directors

The Directors recommend that Shareholders vote **in favour** of Resolution 5.

## 6. RESOLUTION 6: ADOPTION OF THE REMUNERATION REPORT

### 6.1 Overview

Section 300A of the Corporations Act requires the Directors to include in their report for a financial year, a Remuneration Report. Section 250R of the Corporations Act requires that the Remuneration Report be put to the vote at the Annual General Meeting. The Remuneration Report, which forms part of the Directors' Report for the year ended 30 June 2022, is set out in the Company's 2022 Annual Report. Shareholders can view the 2022 Annual Report on the Company's website [www.x64.gold](http://www.x64.gold).

Section 250R(3) of the Corporations Act provides that the vote on the adoption of the Remuneration Report is advisory only and does not bind the Directors or the Company. However, there are potentially serious consequences associated with a significant "Against" vote. If a Company's Remuneration Report receives an "Against" vote of 25 per cent or more at two consecutive annual general meetings, a resolution must be put at the latter annual general meeting that another meeting be held (within 90 days) at which all Directors (other than the Managing Director) who were in office at the date when the applicable Directors' Report was approved by the Board must stand for re-election. So, in summary, Shareholders will be entitled to vote in favour of holding a general meeting to re-elect the board if the Remuneration Report receives "2 strikes".

By way of summary, the Remuneration Report:

- (a) explains the Company's remuneration policy and the process for determining the remuneration of its Directors and Executive Officers;
- (b) addresses the relationship between the Company's remuneration policy and the Company's performance; and
- (c) sets out remuneration details for each Director and each of the Company's executives and group executives named in the Remuneration Report for the financial year ended 30 June 2022.

There will be a reasonable opportunity for Shareholders to comment on and ask questions about the Remuneration Report at the Annual General Meeting.

Any undirected proxies held by a Director (other than the Chairperson of the meeting), other members of Key Management Personnel, or any of their Closely Related Parties, will not be voted on Resolution 6.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 6 by marking either "For", "Against" or "Abstain" on the Proxy Appointment Form for that resolution.

If you appoint the Chairperson of the meeting as your proxy in relation to Resolution 6, but do not mark either "For", "Against" or "Abstain" on the Proxy Appointment Form for that resolution, you will be expressly authorising the Chairperson to vote on Resolution 6 in accordance with the Chairperson's stated voting intention. The Chairperson intends to cast all such proxies "For" Resolution 6.

If you wish to appoint the Chairperson of the meeting as your proxy with a direction to vote "Against", or "Abstain" from voting on Resolution 6, you must specify this by marking "Against" or "Abstain" on the Proxy Appointment Form.

### 6.2 No Directors' recommendation on Resolution 6

As Resolution 6 deals with remuneration of Key Management Personnel (including Directors), the Directors do not consider it appropriate to make a recommendation to Shareholders about how to vote on this Resolution.

## SCHEDULE 1

### TERMS AND ABBREVIATIONS

Definition	Meaning
Annual General Meeting	The Annual General Meeting of the Company notified to Shareholders by this Notice
ASX Listing Rules	means the official listing rules of ASX Limited
Board	The Board of Directors of the Company
Chairperson	The Chairperson of the Annual General Meeting appointed in accordance with the Constitution
Closely Related Party	<p>closely related party of a member of the Key Management Personnel means:</p> <ul style="list-style-type: none"> <li>• a spouse or child of the member; or</li> <li>• a child of the member's spouse; or</li> <li>• a dependant of the member or of the member's spouse; or</li> <li>• anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company; or</li> <li>• a company that the member controls; or</li> <li>• a person prescribed by the <i>Corporations Regulations 2001</i> (Cth).</li> </ul>
Company	Ten Sixty Four Limited (ACN 099 377 849)
Constitution	The Constitution of the Company
Corporations Act	<i>Corporations Act 2001</i> (Cth)
Director	A Director of the Company
Explanatory Memorandum	The Explanatory Memorandum enclosed with and forming part of this Notice
Key Management Personnel	Key management personnel have the same meaning as in the accounting standards. So, the term broadly includes those persons involved in decision making with the authority and responsibility for planning, directing and controlling the activities of the Company (whether directly or indirectly), and includes any director of the Company.
Notice	This Notice of Meeting incorporating the Explanatory Memorandum and the Proxy Appointment Form
Proxy Appointment Form	The Proxy Appointment Form enclosed with and forming part of this Notice
Remuneration Report	Has the meaning given to it by the Corporations Act
Resolutions	The resolutions referred to in this Notice, and resolution means the applicable resolution referred to in this Notice or any of the resolutions referred to in this Notice (as the context requires)
Rule	A rule of the Constitution
Shareholder	The holder of a Share
Share	A fully paid ordinary share in the Company
\$ or A\$	A reference to "\$" or "A\$" is to Australian currency, unless otherwise indicated

## NOTES:

These Notes form part of the Notice of Annual General Meeting.

### Right to vote

The Directors have determined that those persons who are the registered holders of Shares at 4.00pm (Perth time) on Tuesday, 22 November 2022 will be entitled to attend and vote at the Annual General Meeting (and their voting entitlement will be the entitlement set out in the register of Shareholders at 4.00pm (Perth time) on 22 November 2022). Share transfers registered after that time will be disregarded in determining voting entitlements.

### Appointment of proxies

Each Shareholder entitled to vote at the Annual General Meeting may appoint a proxy to attend and vote at the Annual General Meeting.

A proxy need not be a Shareholder and can be an individual or a body corporate.

A body corporate appointed as a Shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Annual General Meeting. The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

A Shareholder entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

Sections 250BB and 250BC of the Corporations Act apply to voting by proxy. Shareholders and their proxies should be aware of these provisions, as they will apply to this meeting. Broadly, the effect of the provisions is that:

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

More detail on these provisions is provided below.

### ***Proxy vote if appointment specifies way to vote***

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

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (ie as directed);
- (b) 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;
- (c) if the proxy is the Chairperson of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (ie as directed); and
- (d) if the proxy is not the Chairperson - the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (ie as directed).

### ***Transfer of non-Chairperson proxy to Chairperson in certain circumstances***

Section 250BC provides that, if:

- (a) 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;
- (b) the appointed proxy is not the Chairperson of the meeting;
- (c) at the meeting, a poll is duly demanded on the resolution; and
- (d) either of the following applies:
  - (i) the proxy is not recorded as attending the meeting;
  - (ii) the proxy does not vote on the resolution,

the Chairperson 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.

### ***Chairperson as proxy and intentions of Chairperson***

The Chairperson of the Annual General Meeting, where appropriately authorised, intends to vote all available undirected proxies in favour of all of the Resolutions proposed at the Annual General Meeting.

If you appoint the Chairperson of the Annual General Meeting as your proxy but do not mark either "For", "Against" or "Abstain" on the Proxy Appointment Form for a Resolution, you will be expressly authorising the Chairperson to vote on the Resolutions, including Resolutions 4 and 6, in accordance with the Chairperson's stated voting intention described above.

If you wish to appoint the Chairperson of the meeting as your proxy with a direction to vote, you can do so by marking the boxes for the relevant Resolution (ie by directing him to vote "For", "Against", or "Abstain") on the Proxy Appointment Form.

### ***Other members of Key Management Personnel as proxy***

Any undirected proxies held by a Director (other than the Chairperson of the meeting), other members of Key Management Personnel, or any of their Closely Related Parties, will not be voted on Resolutions 4 and 6.

### **Lodgement of proxy documents**

For an appointment of a proxy for the Annual General Meeting to be effective:

- the proxy's appointment; and
- if the appointment is signed by the appointer's attorney - the authority under which the appointment was signed (eg a power of attorney) or a certified copy of it,

must be received by the Company at least 48 hours before the meeting (that is, not later than 1.00pm (Perth time) on Tuesday, 22 November 2022).

The following addresses are specified for the purposes of receipt of proxies:

<b>By mail:</b> Computershare Investor Services Pty Ltd GPO Box 242, Melbourne, Victoria 3001	<b>online:</b> <a href="http://www.investorvote.com.au">www.investorvote.com.au</a>	<b>By fax:</b> 1800 783 447 (within Aust) +61 3 9473 2555 (outside Aust)
--	---	---

### **Bodies corporate**

A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of a company's members. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution.

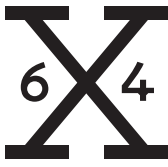
The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

## SCHEDULE 2

### TERMS OF DIRECTOR OPTIONS

1. **Entitlement**  
Each Director Option entitles Mr McGlinn to subscribe for and be allotted one Share.
2. **Exercise Price**  
The Director Options are exercisable at A\$1.30 each option.
3. **Shareholder Approval**  
The issue of the Director Options is subject to Shareholder approval.
4. **Vesting Date**  
The Director Options will vest on 2 May 2025, being the date that is three years after Mr McGlinn's commencement in the role of Executive Chairman, subject to Mr McGlinn still being employed by the Company at the vesting date (**Vesting Date**).
5. **Expiry Date**  
The Director Options will expire on 2 May 2027 (being the date which is five years after the commencement of Mr McGlinn in the role of Executive Chairman) if they have not been validly exercised prior to that date.
6. **Exercise of Director Options**  
The Director Options may be exercised at any time after the Vesting Date and on or before the Expiry Date.





Ten Sixty Four Limited  
ABN 60 099 377 849

## 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 proxy appointment to be effective it must be received by **1:00pm (AWST) on Tuesday, 22 November 2022.**

# Proxy Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### 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 registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

### PARTICIPATING IN THE MEETING

#### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

### 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: 181659**

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.

**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.

# Proxy Form

Please mark  to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Ten Sixty Four Limited hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Ten Sixty Four Limited to be held at the Celtic Club, 48 Ord Street, West Perth, WA 6005 on Thursday, 24 November 2022 at 1:00pm (AWST) and at any adjournment or postponement of that meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 4 and 6 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 4 and 6 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 4 and 6 by marking the appropriate box in step 2.

## Step 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your 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
Resolution 1	Re-election of Director - Mr Simon Mottram	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director - Mr Andrew Hunt	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Director - Mr Aaron Treyvaud	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval to issue Director Options to Mr Jeffrey McGlenn	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification of prior issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1  Securityholder 2  Securityholder 3  / /  
 Sole Director & Sole Company Secretary Director 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

