



Sierra Rutile

## ASX ANNOUNCEMENT

14 April 2023

### 2023 SRX ANNUAL GENERAL MEETING

Sierra Rutile Holdings Limited (**ASX: SRX**) (**SRX** or the **Company**) attaches the following documents in relation to its 2023 SRX Annual General Meeting (**AGM**):

- Notice of Annual General Meeting (**Notice of AGM**); and
- Notice and Access Letter; and
- Proxy Form.

The AGM will take place virtually on Thursday, 18 May 2023 at 2.00pm (AWST).

The 2022 Annual Report, Notice of AGM and Proxy Form will be mailed shortly to Shareholders who receive printed copies of these documents. Copies of the documents have been lodged with the ASX and are available on the Company's website [www.sierra-rutile.com](http://www.sierra-rutile.com).

Shareholders are encouraged to lodge proxy votes in advance of the AGM to ensure that their voting instructions are received and votes cast and to monitor the Company's website [www.sierra-rutile.com](http://www.sierra-rutile.com) and ASX platform in case any alternative arrangements become necessary.

Ends

This ASX Release was authorised for release to the ASX by Sue Wilson, Company Secretary.

#### Contact Information:

**Investors:**

Sue Wilson

Company Secretary, Sierra Rutile

Ph: 08 6251 555

Email: [sue.wilson@srx.group](mailto:sue.wilson@srx.group)



# Sierra Rutile Holdings Limited

ABN 79 613 822 165

## 2023 Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Shareholders of Sierra Rutile Holdings Limited will be held virtually on Thursday, 18 May 2023 at 2.00pm (AWST)

Virtual meeting link: <https://meetnow.global/M27CTM2>

The Company's 2022 Annual Report is available on Sierra Rutile's website at [www.sierra-rutile.com/investors/](http://www.sierra-rutile.com/investors/)

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

# Your invitation to attend our first Annual General Meeting of Shareholders

Dear Shareholder,

On behalf of the Board, I am pleased to invite you to join the first Annual General Meeting (**AGM**) of Sierra Rutile Holdings Limited (**Sierra Rutile**).

The AGM will take place virtually on **Thursday, 18 May 2023 at 2.00pm (AWST)**.

We recognise that the AGM is an important part of our corporate calendar for shareholders. It allows us to update you on our business priorities and progress.

I encourage all shareholders to join our live webcast and participate in our AGM online or by telephone. For those unable to do so, we have provided a range of ways through which you can participate and share your views with us. This information includes how to submit questions, vote and appoint a proxy in advance of the meeting, as well as how to vote and ask questions during the virtual meeting.



The Notice of Meeting for the AGM commences on page 4 of this document and outlines the items of business we will consider. Detailed information on the items of business is contained in the Explanatory Note on pages 8 to 9, which forms part of the Notice of Meeting.

I encourage shareholders to vote and submit questions in advance of the meeting. Further details are set out in the Notice of Meeting and the accompanying guide on how to participate in the AGM and on voting information.

Information on Sierra Rutile's performance is provided in our 2022 Annual Report, which is available on Sierra Rutile's website [www.sierra-rutile.com/investors/](http://www.sierra-rutile.com/investors/)

I look forward to welcoming you to our first AGM as a listed entity and updating you on Sierra Rutile's operations and future priorities.

Yours sincerely,

A handwritten signature in blue ink, appearing to read 'G. Martin'.

**Greg Martin**

Board Chair

14 April 2023

## KEY DATES

### Deadline for lodgement of voting instructions

Tuesday, 16 May 2023 at 2:00pm (AWST)

### Determination of voting eligibility

Tuesday, 16 May 2023 at 5:00pm (AWST)

### Annual General Meeting

Thursday, 18 May 2023 at 2:00pm (AWST)

## QUERIES

If you have any queries regarding the matters contained in the Meeting documents, please call the Company Secretary on +61 8 6251 5555

# How to Participate in the Annual General Meeting

Sierra Rutile's first AGM will be held virtually on **Thursday, 18 May 2023**, commencing at 2:00pm (AWST time).

## Before the AGM



### Notice of Meeting

Access the Notice of Meeting online at [www.sierra-rutile.com/investors/](http://www.sierra-rutile.com/investors/) or request a hard copy of the Notice of Meeting, Proxy Form or Shareholder Question Form by phoning:

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

### Appointing a Proxy

If you are unable to attend the AGM virtually, then return your personalised Proxy Form or complete the Proxy Form online by logging on to [www.investorvote.com.au](http://www.investorvote.com.au).

If you appoint a proxy other than the Chairperson, you must provide your intended proxy's email address.

We encourage Shareholders with more than one shareholding to vote their holdings prior to the AGM.

**To be valid, your proxy appointment must be received by Tuesday, 16 May 2023 at 2.00pm (AWST).**

### Ask a Question

Shareholders are encouraged to submit questions in advance of the AGM by submitting questions online by logging on to [www.investorvote.com.au](http://www.investorvote.com.au) or emailing the Company Secretary at [info@srx.group](mailto:info@srx.group).

Questions submitted in advance of the AGM must be received by Tuesday, 16 May 2023 at 9.00am (AWST).

Please note that individual responses will not be sent to Shareholders.

## At the AGM



### Watch Online

Enter:  
<https://meetnow.global/M27CTM2>  
into a web browser on your smartphone, tablet or computer.

If you are a 'Shareholder' (including body corporate representatives and attorneys), then enter an SRN/HIN, and Postcode, then Sign In.

Proxyholders will need to contact Computershare on +61 3 9415 4024 prior to the meetings to obtain their login details.

If you are a 'Guest', select Guest, then enter your name, and email, and then sign in.

### Vote Online at the Meeting

Shareholders (including proxies, attorneys and body corporate representatives) can vote online.

If you are eligible to vote at this meeting, please select the Vote Icon at the top right of the Computershare platform. The resolutions will appear and be available to vote. To cast your vote, simply select For, Against or Abstain, and it will acknowledge your vote. There is no need to hit submit. Voting will open at the start of the AGM.

**To vote or ask a question online, you will need to provide your securityholder number (i.e. your SRN/HIN) or proxy number.**

**Proxyholders will need to contact Computershare on +61 3 9415 4024 prior to the meetings to obtain their login details.**

### Ask a Question Online at the AGM

Shareholders (including proxies, attorneys and body corporate representatives) can ask questions online during the AGM.

To ask a question, select the Q&A Icon at the top right of the Computershare platform. Select the Topic (from the drop-down box), and type your question. If your question relates to a particular resolution, please identify the resolution number at the start of your question. Once you have finished typing, press send and you will receive a record of the question. Questions will be read aloud to the AGM.

The Chair of the Meeting will endeavour to address as many of the more frequently raised relevant questions and comments as possible during the course of the Meeting. However, there may not be sufficient time available at the Meeting to address all the questions and comments raised.

Refer to the **Online Meeting Guide** available at: [www.computershare.com.au/virtualmeetingguide](http://www.computershare.com.au/virtualmeetingguide) for further details about attending the AGM via the online portal. If you require assistance, call +61 3 9415 4024.

# 2023 Notice of Annual General Meeting

Notice is given that the 2023 Annual General Meeting (AGM or Meeting) of Shareholders of Sierra Rutile Holdings Limited will be held virtually on Thursday, 18 May 2023, commencing at 2:00pm (AWST).

Virtual Meeting Link: <https://meetnow.global/M27CTM2>

## Items of Business

### 1. Consideration of Financial and Other Reports

To receive and consider the Financial Report, Directors' Report, and Auditor's Report contained within Sierra Rutile Holdings Limited's Annual Report for the year ended 31 December 2022.

No resolution is required on this item of business.

### 2. Adoption of the Remuneration Report (Resolution 1)

To consider and, if appropriate, pass the following non-binding resolution:

*"That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the year ended 31 December 2022 be adopted."*

Voting restrictions apply to this resolution (see page 6). The vote on this resolution is advisory only and does not bind the Directors or the Company.

### 3. To Appoint PricewaterhouseCoopers as Auditor (Resolution 2)

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

*"That, for the purposes of section 327B(1) of the Corporations Act and for all other purposes, PricewaterhouseCoopers, having been duly nominated by a Shareholder of the Company and having consented in writing to act, be appointed as auditor of Sierra Rutile Holdings Limited."*

### 4. To Re-Elect Greg Martin as a Director (Resolution 3)

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

*"That, for the purposes of Rule 8.1(f) of the Company's Constitution and Listing Rule 14.4 and for all other purposes, Mr Greg Martin, an Independent Non-Executive Director of the Company, retires by rotation, and being eligible, is re-elected as Director of the Company."*

## Other Business

To transact any other business that may be appropriately brought before the AGM in accordance with the Company's Constitution or the law.

## Explanatory Notes

This Notice should be read in conjunction with the Explanatory Note on pages 8 to 9, which provides further information on each of the business items.

The Explanatory Note forms part of this Notice. Terms and abbreviations used in this Notice and Explanatory Note are defined in the definitions section on page 10.

By order of the Board.



**Greg Martin**

Board Chair

14 April 2023

## Registration and attendance

The online portal at <https://meetnow.global/M27CTM2> will be available from 1.30pm (AWST) on the day of the AGM.

You can register your attendance as a shareholder (including body corporate representatives and attorneys) or proxy before the start of the Meeting.

Further details can be found in the Online Meeting Guide on Sierra Rutile's website at:

[www.computershare.com.au/virtualmeetingguide](http://www.computershare.com.au/virtualmeetingguide)

# Voting Information

The voting information below forms part of the Notice of Meeting.

## Eligibility to Vote

Pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Directors have determined that the shareholding of each Shareholder for the purpose of ascertaining voting entitlements for the AGM will be as it appears in the Company's share register on **Tuesday, 16 May 2023 at 5:00pm (AWST)**.

You may appoint a proxy to participate and vote at the Meeting. See below Voting by Proxy.

## All Resolutions will be Conducted by Poll

Voting on all resolutions will be conducted by a poll as determined by the Chairperson of the Meeting, subject to the requirements of the Corporations Act and the Company's Constitution.

The Chairperson of the Meeting will open the poll at the beginning of the Meeting, and the poll will remain open until declared closed at the end of the Meeting.

## Voting Online During the AGM

If you are eligible, and you attend the AGM via the online portal, you can view a live webcast of the Meeting, ask the Directors questions online and submit your vote in real-time at any time while the poll is open, by accessing your voting Icon in the online portal.

To participate in the online meeting, visit <https://meetnow.global/M27CTM2>

To register as a Shareholder, you will need to provide your SRN/HIN securityholder number and select your country. If Australia, also enter your postcode. To register as a proxyholder, Computershare will email a link or select 'Invitation' and enter your invite code as provided in the email. Your securityholder number is your SRN or HIN, which can be found at the top of your Proxy Form.

Refer to the **Online Meeting Guide** available at: [www.computershare.com.au/virtualmeetingguide](http://www.computershare.com.au/virtualmeetingguide) for further details about attending the AGM via the online portal or by telephone. If you require assistance, call +61 3 9415 4024.

## Voting by Proxy

If you are a Shareholder who is unable to attend the AGM you can appoint a proxy to attend the Meeting and vote on your behalf.

A Shareholder can appoint a representative or the Chairperson as a proxy to vote for the Shareholder. A representative can be a natural person and does not need to be a Shareholder of the Company.

If the representative is a proxy, the proxy can be appointed in respect of some or all of the votes held by the Shareholder. A Shareholder can appoint two proxies and specify the proportion or number of votes each proxy is appointed to exercise. If the proportion or number of votes is not specified, each proxy may exercise half the votes. On a poll, each proxy may only exercise votes in respect of those voting rights the proxy represents.

## Submitting Your Proxy Appointment

Your proxy appointment must be received by Computershare no later than **16 May 2023 at 2.00pm (AWST)**. If it is not received by this time, it will not be valid.

You can submit your Proxy Form:

**Online:** You may register your proxy instructions electronically at the share registry website [www.investorvote.com.au](http://www.investorvote.com.au) or on your mobile device by scanning the QR code on the Proxy Form.

For Intermediary Online subscribers only (custodians), please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions.

**By Post:** Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria, Australia 3001, or

**By Fax:** Computershare Investor Services Pty Limited  
1800 783 447 (within Australia), or  
+61 3 9473 2555 (outside Australia).

### **Voting by Corporate Representatives**

Any corporate Shareholder wanting to appoint a person to act as its representative at the AGM must provide Computershare with a formal notice of appointment signed as required by section 127 of the Corporations Act or the constitution of the corporation in advance of the meetings.

A form of notice of appointment can be obtained from Computershare or downloaded from: [www.investorcentre.com/au](http://www.investorcentre.com/au)

### **How the Chair Intends to Vote Available Proxies**

The Chair of the Meeting intends to vote all available proxies in favour of the resolutions set out in this Notice.

Any directed proxies that are not voted on a poll at the Meeting will automatically default to the Chair of the Meeting, who is required to vote proxies as directed.

### **Voting Prohibitions**

Voting restrictions apply to resolution 1 – Adoption of Remuneration Report.

If you wish to appoint a member of the KMP (which includes each of the directors and the Board Chair) as your proxy or attorney, please read the following voting prohibition carefully. Shareholders are encouraged to direct their proxies on how to vote.

### **Voting Prohibition on Resolution 1 – Adoption of the Remuneration Report:**

Sierra Rutile will disregard any votes cast on resolution 1:

- a) by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member, regardless of the capacity in which the vote is cast; or
- b) by a person appointed as a proxy, where that person is either a member of the Key Management Personnel as at the date of the Meeting or a Closely Related Party of such member.

However, votes will not be disregarded by Sierra Rutile if they are cast as a proxy for a person entitled to vote on resolution 1 and it is cast either:

- a) by a person appointed as proxy in accordance with a written direction as to how to vote on resolution 1; or
- b) by the Chair of the Meeting as a proxy and the proxy appointment does not specify the way the Chairperson is to vote on resolution 1 and expressly authorises the Chair of the Meeting to exercise the proxy even though resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

## **Asking Questions During the AGM**

During the AGM you can ask questions via the portal.

Questions should relate to the operations and management of Sierra Rutile, the items of business of the AGM or, if addressed to Sierra Rutile's Auditor, PricewaterhouseCoopers on the content of the Auditor's Report and the conduct of the audit.

Questions received online will be read out to the Meeting by a moderator.

To allow as many Shareholders as possible to raise their questions, please:

- state your question clearly (via the online portal);
- ask questions relevant to the business of the AGM or to the performance, business or management of Sierra Rutile; and
- if you have more than one question on an Item, ask one question at a time.

The Chair of the Meeting reserves the right to determine that questions on a certain topic should no longer be asked, once he has determined that, Shareholders have had a reasonable opportunity to ask questions on that matter.

## **Technical or Other Difficulties**

If technical or other difficulties arise during the Meeting, then the Chair of the Meeting has discretion as to whether and how the Meeting should proceed. In exercising this discretion, the Chair will have regard to the number of Shareholders impacted and the extent to which participation in the business of the AGM is affected.

Where the Chair considers it appropriate, the Chair may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to appoint a proxy and submit a directed proxy vote, even if they plan to participate in the Meeting. If it becomes necessary to make further alternative arrangements for holding the Meeting, the Company will give Shareholders as much notice as practicable.



# Explanatory Note

This Explanatory Note has been prepared for Shareholders to outline information concerning the resolutions and assist Shareholders in assessing the merits of approving the proposed resolutions in the Notice.

The Directors consider that this Explanatory Note contains all information known to Sierra Rutile that would be material to the Shareholders in deciding how to vote on the proposed resolutions other than information which it would be unreasonable to require Sierra Rutile to include because it has been previously disclosed to the Shareholders of Sierra Rutile.

The Directors recommend that Shareholders read this Explanatory Note in full before making any decision in relation to the resolutions.

Terms and abbreviations used in this Explanatory Note are defined in the definitions section on page 10.

## Item 1 – Consideration of Financial and Other Reports

In accordance with the *Corporations Act*, Sierra Rutile's Financial Report, the Directors' Report, and the Auditor's Report for the year ended 31 December 2022, will be put before the Meeting. These reports are contained within Sierra Rutile's 2022 Annual Report.

At the Meeting, the Chair will give Shareholders a reasonable opportunity to ask questions about and make comments on these reports.

The Auditor, PricewaterhouseCoopers, will also be available at the Meeting, and a reasonable opportunity will be given to Shareholders to ask questions of the Auditor relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted in relation to the preparation of the financial statements, and the independence of the Auditor in relation to the conduct of the audit, for the year ended 31 December 2022.

Shareholders may also submit written questions to the Auditor which must be received by Tuesday, 16 May 2023 at 5:00pm (AWST). The Auditor is not required to provide written answers.

There is no requirement for a formal resolution on this matter. Accordingly, there will be no vote put to this Meeting.



**Sierra Rutile 2022 Annual Report** was made available to Shareholders on 24 March 2023 and is available on Sierra Rutile's website: [sierra-rutile.com/investors/](https://sierra-rutile.com/investors/)

## Item 2 – Adoption of the Remuneration Report (Resolution 1)

In accordance with section 250R of the *Corporations Act*, Shareholders are asked to consider and vote on the adoption of the Remuneration Report for the year ended 31 December 2022, as presented on pages 40 to 51 of Sierra Rutile's 2022 Annual Report.

At the Meeting, the Chair will give Shareholders a reasonable opportunity to ask questions about and make comments on the Remuneration Report.

The vote on the adoption of the Remuneration Report is advisory only and does not bind Sierra Rutile or its Directors. However, the Board will actively consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing remuneration policies and practices for future years.

A voting exclusion statement applies to this item, which is set out on page 7 of the Notice of Meeting.



The **Remuneration Report** contains information about Sierra Rutile's remuneration policy and the remuneration arrangements for Non-Executive Directors, the Managing Director & CEO, and the Finance Director for the financial year ended 31 December 2022.

**Board Recommendation** – The Board unanimously recommends that Shareholders vote in favour of resolution 1, the adoption of the Remuneration Report. The Chair intends to vote undirected proxies in favour of the Resolution.

### **Item 3 – To Appoint PricewaterhouseCoopers as Auditor (Resolution 2)**

PricewaterhouseCoopers, having consented to act, was appointed the auditor of Sierra Rutile on 3 November 2022.

Section 327B(1)(a) of the Corporations Act requires a public company to appoint an Auditor at its first AGM.

PricewaterhouseCoopers has been duly nominated for appointment as Sierra Rutile's Auditor by a Shareholder of Sierra Rutile, as required by section 328B of the Corporations Act. A copy of the Shareholder's written notice of nomination is set in **Annexure A**.

**Board Recommendation** – The Board unanimously recommends that Shareholders vote in favour of resolution 2, to appoint PricewaterhouseCoopers as Auditor. The Chair intends to vote undirected proxies in favour of the Resolution.

### **Item 4 – Re-election of Mr Greg Martin as an Independent Non-Executive Director (Resolution 3)**

The ASX Listing Rules require a company to hold an election of Directors at each annual general meeting.

All Sierra Rutile Directors were elected by Shareholders prior to the Demerger of Sierra Rutile from Iluka Resources Limited. For orderly Director rotation, it has been decided that, in accordance with the Constitution of Sierra Rutile and the ASX Listing Rules, Mr Greg Martin will retire at this AGM and, being eligible, offers himself for re-election at the Meeting.



**Mr Greg Martin**

*BEC, LLB, MAICD,*

**Board Chair and Independent Non-Executive Director**

#### **Relevant Skills and Experience**

Mr Martin contributes over 40 years' experience in the mining, utilities, financial services, water, energy and energy related infrastructure sectors in Australia, New Zealand and internationally.

Mr Martin is currently the Non-Executive Chairman of Provaris Energy Ltd. He was previously a Non-Executive Director of Spark Infrastructure and Non-Executive Chairman of Iluka Resources Limited. Mr Martin also currently serves as Non-Executive Chairman of Hunter Water Corporation, Non-Executive Director and Deputy Chair of The Electricity Networks Corporation (trading as Western Power), Non-Executive Chair of Mawson Infrastructure Group and as a Non-Executive Director of Power & Water Corporation.

Mr Martin holds a Bachelor of Economics from the University of Sydney and a Bachelor of Laws from the University of Technology, Sydney. He is also a Member of the Australian Institute of Company Directors.

Mr Martin is an independent Non-Executive Director and Board Chair. He is also the Chair of the People and Nominations Committee and a member of the Audit and Risk Committee and the Sustainability and Social Accountability Committee.

**Board Recommendation** – On the basis of Mr Martin's qualifications, experience, and contributions to the Board's activities, the Board (with Mr Martin abstaining) unanimously recommends that Shareholders vote in favour of resolution 3, the re-election of Mr Greg Martin. The Chair intends to vote undirected proxies in favour of the Resolution.

# Definitions

**AGM** means annual general meeting.

**Annual Report** means the Directors' Report, the Financial Report and the Auditor's Report in respect to the financial year ended 31 December 2022 for Sierra Rutile.

**ASX** means ASX Limited (ABN 98 008 624 691) and the Australian Securities Exchange operated by ASX Limited.

**AWST** means Australian Western Standard Time, being the time in Perth, Western Australia.

**Auditor's Report** means the Auditor's report as set out in the Annual Report.

**Board** means the board of Directors of Sierra Rutile.

**Chair** means the person appointed to chair the Meeting or any part of the Meeting.

**Closely Related Party** has the meaning given in section 9 of the Corporations Act.

**Company** or **Sierra Rutile** means Sierra Rutile Holdings Limited (ABN 79 613 822 165).

**Constitution** means the constitution of the Company.

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

**Demerger** means the demerger of Sierra Rutile from Iluka Resources Limited.

**Directors** mean the directors of the Company.

**Financial Report** means the annual financial report (prepared under chapter 2M of the Corporations Act) of the Company and its controlled entities.

**Key Management Personnel or KMP** means those persons named in the Company's Remuneration Report, who have the authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).

**Listing Rules** means the listing rules of ASX.

**Meeting** has the meaning given in the introductory paragraph of the Notice.

**Notice** means this Notice of Annual General Meeting.

**Proxy Form** means the proxy form attached to the Notice.

**Remuneration Report** means the remuneration report of the Company contained in the Company's 2022 Annual Report.

**Share** means a Share in the Company.

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

# Annexure A – Nomination to Appoint PricewaterhouseCoopers as Auditor

23 March 2023

The Directors  
Sierra Rutile Holdings Limited  
Corporate Office  
Level 8, 225 St Georges Terrace  
Perth, Western Australia 6000

## **Nomination of PricewaterhouseCoopers as Auditor of Sierra Rutile Holdings Limited**

I, Sue Wilson, being a shareholder of Sierra Rutile Holdings Limited ABN: 79 613 822 165 (**Company**), nominate PricewaterhouseCoopers for appointment as Auditor of the Company pursuant to section 328B of the *Corporations Act 2001 (Cth)*, at the next Annual General Meeting (**Meeting**) of the Company to be held on 18 May 2023, or at any adjournment or postponement of that Meeting.

Yours Sincerely



Sue Wilson  
Shareholder of Sierra Rutile Holdings Limited



Sierra Rutile

Sierra Rutile Holdings Limited  
ABN 79 613 822 165

## Need assistance?



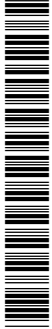
**Phone:**

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



**Online:**

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



## Sierra Rutile Holdings Limited Annual General Meeting

The Sierra Rutile Holdings Limited Annual General Meeting will be held on Thursday, 18 May 2023 at 2:00pm (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: 999999

PIN:

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 2:00pm (AWST) Tuesday, 16 May 2023.



### ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit:  
<https://meetnow.global/M27CTM2>

For instructions refer to the online user guide [www.computershare.com.au/virtualmeetingguide](http://www.computershare.com.au/virtualmeetingguide)

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.



Sierra Rutile

Sierra Rutile Holdings Limited  
ABN 79 613 822 165



## 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 **2:00pm (AWST) on Tuesday, 16 May 2023.**

# 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:

**XX**

### Online:

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

Your secure access information is



**Control Number: 999999**

**PIN:**

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.



I N D

# Proxy Form

Please mark  to indicate your directions

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

XX

I/we being a member/s of Sierra Rutile Holdings 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 Sierra Rutile Holdings Limited to be held as a virtual meeting on Thursday, 18 May 2023 at 2:00pm (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 Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is 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 Resolution 1 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 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 To Appoint PricewaterhouseCoopers as Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 To Re-Elect Greg Martin as a Director	<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

