



SILICA RESOURCES
A U S T R A L I A

SILICA RESOURCES AUSTRALIA LIMITED
ACN 655 231 066

Notice of Annual General Meeting

Explanatory Statement and Proxy Form

Date of Meeting:
Wednesday, 19 February 2025

Time of Meeting:
10:00AM (AEDT)

Location of Meeting: Level 4, 100 Albert Road, South Melbourne VIC 3205 and via Zoom

Registration: For registration for attendance at Level 4, 100 Albert Road, South Melbourne 3205, please email jessica.cahill@vistra.com for further instructions.

In accordance with the Corporations Act 2001 (Cth) which provides for permanent relief for companies to use electronic communications to send meeting materials, no hard copy of the Notice of Meeting and Explanatory Statement ("AGM Materials") will be circulated, unless shareholders have elected to receive the AGM Materials in paper form. The AGM Materials have been given to those entitled to receive by use of one or more technologies. The Notice of Meeting is available on demand by contacting the Managing Director and CEO, Rob Tindall, on rtindall@silicareresources.com.au.

This Notice of Meeting and Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor without delay.

SILICA RESOURCES AUSTRALIA LIMITED

ACN 655 231 066

Registered office: Level 4, 100 Albert Road, South Melbourne, VIC 3205

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (“AGM” or “Meeting”) of Shareholders of Silica Resources Australia Limited (the “Company”) will be held as a hybrid meeting on Wednesday, 19 February 2025 at Level 4, 100 Albert Road, South Melbourne, VIC 3205 and via Zoom, at 10:00am (AEDT).

Shareholders are encouraged to submit their proxies as early as possible and in any event prior to the cut-off for proxy voting as set out in the Notice of Meeting (“Notice”). To lodge your proxy, please follow the directions on your personalised proxy form. Shareholders attending the Meeting virtually will be able to ask questions via the Zoom platform.

To attend the meeting via Zoom, please use the following details:

Topic:

Silica Resources Australia Limited 2024 Annual General Meeting

Registration Link:

https://vistra.zoom.us/webinar/register/WN_U8gXpKZzRsC0IHSNI0bZfg

After registering, you will receive a confirmation email containing information about joining the Meeting. The Company strongly recommends its Shareholders to lodge a directed proxy as soon as possible in advance of the Meeting even if they are planning to attend the Meeting online.

The Company is happy to accept and answer questions submitted prior to the Meeting by email to rtindall@silicaresources.com.au. The Company will address relevant questions during the Meeting or by written response after the Meeting (subject to the discretion of the Company not to respond to unreasonable and/or offensive questions).

Further Information

Any Shareholder wishing to attend the AGM online should monitor the Company’s website for any updates about the AGM. If it becomes necessary or appropriate to make alternative arrangement for the holding or conduct of the Meeting, the Company will make further information available through its website at www.silicaresources.com.au.

AGENDA

The Explanatory Statement and Proxy Form, which accompany and form part of this Notice, include defined terms and describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement, and the Proxy Form in their entirety.

ORDINARY BUSINESS

Receipt and consideration of Accounts & Reports

To receive and consider the financial report of the Company and the related reports of the Directors and auditors for the financial year ended 30 September 2024.

There is no requirement for Shareholders to approve these reports. Accordingly, no Resolution will be put to Shareholders on this item of business.

Resolution 1: Re-election of Mr Peter Lansom as Director of the Company

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

“That, for the purposes of clause 21.1 of the Constitution and for all other purposes, Mr Peter Lansom, who retires by rotation pursuant to the Constitution and who, being eligible, offers himself for re-election, be re-elected as a Director of the Company.”

Resolution 2: Re-election of Mr Tyler Mapstone as Director of the Company

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

“That, for the purposes of clause 21.1 of the Constitution and for all other purposes, Mr Tyler Mapstone, who retires by rotation pursuant to the Constitution and who, being eligible, offers himself for re-election, be re-elected as a Director of the Company.”

Resolution 3: Re-election of Mr Michael Everard as Director of the Company

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

“That, for the purposes of clause 21.1 of the Constitution and for all other purposes, Mr Michael Everard, who retires by rotation pursuant to the Constitution and who, being eligible, offers himself for re-election, be re-elected as a Director of the Company.”

SPECIAL BUSINESS

Resolution 4: Approval to Amend the Company’s Constitution

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

“That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, approval is given that the Constitution of Silica Resources Australia Limited be amended in the manner set out in the Explanatory Statement, with effect from the conclusion of the meeting.”

By order of the Board



Peter Lansom
Chair
28 January 2025

Notes

1. **Entire Notice:** The details of the Resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and form part of, this Notice.
2. **Record Date:** The Company has determined that for the purposes of the Meeting, shares will be taken to be held by the persons who are registered as holding the shares on the date 48 hours before the date of the Meeting. Only those persons will be entitled to vote at the Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.
3. **Proxies**
 - a. Votes at the Meeting may be given personally or by proxy, attorney, or representative.
 - b. Each Shareholder has a right to appoint one or two proxies.
 - c. A proxy need not be a Shareholder of the Company.
 - d. If a Shareholder is a company, it must execute under its common seal or otherwise in accordance with its constitution.
 - e. Where a Shareholder is entitled to cast two or more votes, the shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
 - f. If a Shareholder appoints two proxies, and the appointment does not specify the proportion or number of the Shareholder's votes, each proxy may exercise half of the votes. If a shareholder appoints two proxies, neither proxy may vote on a show of hands.
 - g. A proxy must be signed by the Shareholder or their attorney who has not received any notice of revocation of the authority. Proxies given by corporations must be signed in accordance with corporation's constitution and Corporations Act.
 - h. To be effective, proxy forms must be received by the Company no later than 48 hours before the commencement of the Meeting, this is no later than **10:00am (AEDT) on Monday, 17 February 2025**. Any proxy received after that time will not be valid for the scheduled Meeting.

Completed proxy forms must be send via email to jessica.cahill@vistra.com or submitted via post to the Company, C/- Jessica Cahill, Level 4, 100 Albert Road, South Melbourne, VIC 3205.

4. Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting must provide that person with a certificate or letter executed in accordance with the Corporations Act authorising them to act as that company's representative. The authority may be sent to jessica.cahill@vistra.com in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

5. How the Chair will vote Undirected Proxies

The Chair of the Meeting will vote undirected proxies in favour of the proposed Resolution(s).

6. Voting Exclusions

Resolutions 1 to 4

There is no voting exclusion for any the Resolutions set out in this Notice.

7. Enquiries

Shareholders are invited to contact the Company Secretary, Jessica Cahill on 1300 384 692 or Jessica.cahill@vistra.com if they have any queries in respect of the matters set out in these documents.

EXPLANATORY STATEMENT

Introduction

This Explanatory Statement is included in and forms part of the Notice of Meeting. The purpose of this Explanatory Statement is to provide Shareholders with information they require to make an informed decision on the Resolution(s).

If you are in doubt as to how to vote, you should seek advice from your accountant, solicitor, tax advisor or other professional adviser prior to voting. It is important that you read this Explanatory Statement in its entirety for a detailed explanation of the Resolution(s).

Receipt and consideration of Accounts & Reports

A copy of the Annual Report for the financial year ended 30 September 2024 (which incorporates the Company's Financial Report, Directors Report and the Auditors Report) is available on the Company's website at www.silicaresources.com.au. You may obtain a copy free of charge in hard copy form by contacting the Company by phone on 1300 384 692, and you may request that this occurs on a standing basis for future years. There is no requirement for Shareholders to approve the Annual Report.

Shareholders will be given reasonable opportunity at the Meeting to ask questions and make comments on the Financial Report, the Directors' Report, and the Auditor's Report. Questions for the Company's auditors relating to the conduct of the audit, preparation and contents of the audit report, accounting policies adopted by the Company in relation to the preparation of its financial statements, and the independence of the auditors in relation to the conduct of the audit, must be submitted no later than 5 business days before the Meeting to the Company Secretary by email at Jessica.cahill@vistra.com or at the Company's registered office at Level 4, 100 Albert Road, South Melbourne, VIC 3205.

Resolution 1: Re-election of Mr Peter Lansom as Director of the Company

Background

Pursuant to clause 21.1 of the Constitution, a Director must not hold office without re-election following the third annual general meeting after their last appointment or re-election, or for more than three years, whichever is longer.

Mr Peter Lansom is now retiring at this Meeting in accordance with the requirements of the Company's Constitution, and being eligible, offers himself for re-election.

Mr Lansom has over 30 years' experience in resource exploration, appraisal and development, working in executive roles within ASX-listed companies including Galilee Energy, Eastern Star Gas, Origin Energy and Santos.

He holds a Bachelor of Petroleum Engineering (Honours) degree from the University of NSW. Over the past eight years Peter has been Managing Director of Galilee Energy and has overseen the significant growth of this company as it seeks to grow from explorer to become a significant new gas supplier into the Eastern Australia gas market. Mr Lansom is currently a non-executive director for Metgasco Ltd and Bengal Energy Ltd.

Board Recommendation

The Board (with Mr Lansom abstaining in his capacity as Director) recommends that Shareholders vote in favour of the re-election of Mr Peter Lansom as it considers that his qualifications, experience, skills, and expertise are appropriate for the Board position and will enable him to act in the best interests of the Company and its Shareholders.

Voting Intention

The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

Voting Exclusions

There are no voting exclusions for this Resolution.

Resolution 2: Re-election of Mr Tyler Mapstone as Director of the Company

Background

Pursuant to rule 21.1, a director must not hold office without re-election following the third annual general meeting after their last appointment or re-election, or for more than three years, whichever is longer.

Mr Tyler Mapstone is now retiring at this Meeting in accordance with the requirements of the Company's Constitution, and being eligible, offers himself for re-election.

Mr Mapstone is a financial analyst with a finance degree from the University of Adelaide. In previous roles Tyler worked in logistics, and health and access safety equipment dealing with multinationals, and including a site management role in the UAE. He is also a non-executive director of Journey Into and a non-executive director of QLD-based Electric Future Minerals.

Board Recommendation

The Board (with Mr Mapstone abstaining in his capacity as Director) recommends that Shareholders vote in favour of the re-election of Mr Tyler Mapstone as it considers that his qualifications, experience, skills, and expertise are appropriate for the Board position and will enable him to act in the best interests of the Company and its Shareholders.

Voting Intention

The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

Voting Exclusions

There are no voting exclusions for this Resolution.

Resolution 3: Re-election of Mr Michael Everard as Director of the Company

Background

Pursuant to rule 21.1, a Director must not hold office without re-election following the third annual general meeting after their last appointment or re-election, or for more than three years, whichever is longer.

Mr Michael Everard is now retiring at this Meeting in accordance with the requirements of the Company's Constitution, and being eligible, offers himself for re-election.

Mr Everard has over 20 years' experience working within the energy, mining and infrastructure sector within Australia and Southeast Asia. Over the past 15 years Mr Everard has worked as the CEO of Bardon Capital, a boutique corporate advisory specialising in the sourcing, financing and commercialisation of resources projects and was a founding shareholder of Montem Resources ASX MR1. He is engaged in physical commodities trading of bulk commodities through to end users in SE Asia and is a founding partner and principal shareholder of Silica Resources Australia.

Board Recommendation

The Board (with Mr Everard abstaining in his capacity as Director) recommends that Shareholders vote in favour of the re-election of Mr Michael Everard as it considers that his qualifications, experience, skills, and expertise are appropriate for the Board position and will enable him to act in the best interests of the Company and its Shareholders.

Voting Intention

The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

Voting Exclusions

There are no voting exclusions for this Resolution.

SPECIAL BUSINESS

Resolution 4: Approval to amend the Company's Constitution

Background

Under section 136(2) of the Corporations Act, a company may modify its Constitution by special resolution. Accordingly, the Company seeks Shareholder approval to amend the Constitution as set out below.

This Resolution is a special resolution and requires support from votes cast by 75% of Shareholders entitled to vote on the resolution.

In February 2022, Parliament passed the Corporations Amendment (Meetings and Documents) Act 2022 (**Amendment Act**). The Amendment Act made permanent changes to COVID-era requirements under the Corporations Act in respect of the use of technology to hold meetings, execute company documents and sign and distribute meeting-related documents.

Pursuant to clause 249R of the Corporations Act (as amended by the Amendment Act), a company may hold a meeting of its members using virtual meeting technology only, if this is required or permitted by the company's constitution expressly. The proposed amendment to the Constitution is designed to satisfy this requirement, thereby allowing the Company to utilise various electronic platforms and tools to hold and conduct shareholder meetings.

Proposed Amendments

The Company seeks Shareholder approval for the purposes of sections 136(2) of the Corporations Act, and for all other purposes, to amend the Constitution of the Company in the following manner:

(a) Clause 16.2 is amended to read:

*"16.2 The Directors may convene a general meeting of the Company whenever they think fit:
(a) at one or more venues;
(b) at one or more venues and using Virtual Meeting Technology (Hybrid Meeting); or
(c) without any physical attendance using Virtual Meeting Technology only (Virtual Meeting);
provided that, in each case, shareholders as a whole are given a reasonable opportunity to participate in the meeting."*

(b) Insert the following clause as 26.4 of the Constitution with minor changes to the continuation of numbering under clause 26:

26.4 "Virtual Meeting Technology may be used in holding a meeting of directors either on its own without a main place of attendance or by linking several meeting places to the main place of the general meeting."

Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 4.

Voting Intention

The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

Voting Exclusions

There are no voting exclusions for this Resolution.

GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

“**AGM**” or “**Meeting**” means the annual general meeting of the Company convened by this Notice;

“**AGM Materials**” means the Notice of Meeting, Explanatory Statement and any other materials (including annexures) referred to in the Notice.

“**Annual Report**” means the Directors Report, the Financial Report, the Auditor’s Report, in respect to the financial year ended 30 September 2024.

“**AEDT**” means Australian Eastern Daylight Savings Time.

“**Board**” means the Directors acting as the board of Directors of the Company.

“**Chair**” means the person appointed to chair the Meeting of the Company convened by the Notice;

“**Company**” means Silica Resources Australia Limited ACN 655 231 066.

“**Constitution**” means the constitution of the Company as at the date of the Meeting.

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

“**Director**” means a Director of the Company.

“**Explanatory Statement**” means the explanatory statement which forms part of the Notice.

“**Financial Report**” means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

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

“**Notice**” means the Notice of Meeting accompanying this Explanatory Statement.

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

“**Resolution**” means a resolution referred to in the Notice.

“**Shares**” means a fully paid ordinary share in the capital of the Company.

“**Shareholder**” means shareholder of the Company.

**SILICA RESOURCES AUSTRALIA LIMITED
ACN 655 231 066**

PROXY FORM

I/We _____
of _____
being a Shareholder(s) of Silica Resources Australia Limited appoint:

If you do not wish to direct your proxy how to vote, please place a mark in the box

Name of Proxy: _____

Address of Proxy:

By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest. The Chairman intends voting undirected proxies in favour of the resolutions in which he is permitted to vote.

Or in his/her absence, the Chair of the Meeting as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held at Level 4, 100 Albert Road, South Melbourne VIC 3205 and via Zoom at 10:00am (AEDT) on Wednesday, 19 February 2025 ("Meeting") or at any adjournment of that Meeting.

If two proxies are appointed, complete the following sentence:

This proxy is authorised to exercise votes/ % of my/our total voting rights.

Proxy Instructions

To instruct your proxy how to vote, insert 'X' in the appropriate column against the resolution set out below. If you do not instruct your proxy on how to vote on a resolution, your proxy may vote as he/she thinks fit or abstain from voting.

I/We direct my/our proxy to vote as indicated below:		For	Against	Abstain
Resolution 1	Re-election of Mr Peter Lansom as Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Tyler Mapstone as Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr Michael Everard as Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval to amend the Company's Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If a person: _____ (Signature) _____ Name (print) Date: ____/____/____	If a company: EXECUTED by: _____ Name of company (print) in accordance with the <i>Corporations Act 2001</i> (Cth) _____ (Signature – Dir/Sec) _____ (Print Name) Date: ____/____/____
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This proxy and any power of attorney or other authority under which it is signed (or a certified copy) must be sent by email to/or lodged at:

- (a) email: jessica.cahill@vistra.com OR
- (b) Attn: Jessica Cahill, Level 4, 96-100 Albert Road, South Melbourne, VIC 3205

by 10.00am (AEDT) on Monday, 17 February 2025, being not less than 48 hours before the time for holding the Meeting or adjourned Meeting as the case may be.

PROXY AND VOTING INSTRUCTIONS

Proxy Instructions

A member who is entitled to vote at a meeting may appoint:

- (a) one proxy if the member is only entitled to one vote; and
- (b) one or two proxies if the member is entitled to more than one vote.

Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion of the member's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes in which case any fraction of votes will be disregarded.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be emailed, lodged at the registered office of the Company not less than 48 hours before the time for holding the Meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

The proxy form must be signed by the member or their attorney duly authorised in writing or, if the member is a corporation, in a manner permitted by the Corporations Act.

A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation.

The proxy may, but need not, be a member of the Company.

Corporate Representatives

Any corporation which is a member of the Company may authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the chairperson of the Meeting) a natural person to act as its representative at any general meeting.

Voting Entitlement

For the purposes of the Corporations Act and Corporations Regulations shareholders entered on the Company's Register of Members as at Monday, 17 February 2025, being the date 48 hours before the date of the Annual General Meeting, are entitled to attend and vote at the meeting.

On a poll, members have one vote for every fully paid ordinary share held. Holders of Options and Performance Rights are not entitled to vote.

If members have any questions about the contents of any of these documents or the completion of the Proxy Form, please contact the Company Secretary 1300 384 692.