



NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM

Date of Meeting: Wednesday, 21 May 2025
Time of Meeting: 10:00am (AEST)
Place of Meeting: Hybrid meeting held at the offices of Norton Rose Fulbright, Level 21, 111 Eagle Street, Brisbane, QLD, 4000 and online at:
<https://meetings.openbriefing.com/SMR25>

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

This Notice and Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisors prior to voting.

Should you wish to discuss the matters in this Notice, please contact the Company Secretary on email cosec@stanmore.net.au or by phone +61 7 3238 1000.

Stanmore Resources Limited

ACN 131 920 968

Business of the Annual General Meeting

Notice is given that the Annual General Meeting (**Annual General Meeting** or **Meeting**) for Stanmore Resources Limited (ACN 131 920 968) (**Company**) will be held by way of a hybrid meeting on Wednesday, 21 May 2025 at 10:00am (AEST) at the offices of Norton Rose Fulbright, Level 21, 111 Eagle Street, Brisbane, QLD 4000 and online at:

<https://meetings.openbriefing.com/SMR25>.

Terms used in this Notice are defined in the Glossary forming part of the Explanatory Memorandum. The Explanatory Memorandum and the Proxy Form accompanying this Notice are incorporated in and comprise part of this Notice.

Instructions for Attendance at Meeting & Voting

Shareholders can attend the General Meeting physically at the address set out above, or online at the following link: <https://meetings.openbriefing.com/SMR25>

Shareholders (or their proxyholders) who wish to attend the General Meeting in person must register their attendance by 5:00pm (AEST) on Thursday, 15 May 2025 by emailing the Company Secretary at cosec@stanmore.net.au including your name, address and Shareholder Reference Number (**SRN**) or Holder Identification Number (**HIN**).

The Company encourages Shareholders to attend the Meeting virtually. If doing so, the Company's share registry, MUFG Corporate Markets (AU) Limited, recommends logging onto our online platform at least 15 minutes prior to the scheduled start time for the Meeting using the instructions below:

- Enter <https://meetings.openbriefing.com/SMR25> into a web browser on your computer or online device;
- Shareholders will need their SRN or HIN, which is printed at the top of the Proxy Form; and
- Proxyholders will need their proxy code which MUFG Corporate Markets (AU) Limited will provide via email no later than 24 hours prior to the Meeting.

Shareholders electing to attend the General Meeting virtually are requested to participate via the Company's virtual General Meeting platform (personally or by proxy) as set out above.

Further information on how to participate and vote virtually is set out in this Notice and the "Online Platform Guide" at <https://stanmore.au/investors/agm>.

AGM Considerations and Shareholder Questions

Discussion will take place on all items of business to be considered at the General Meeting.

All Shareholders will have a reasonable opportunity to ask questions during the General Meeting in person or via the virtual General Meeting platform. During the General Meeting, the Chair of the meeting will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the meeting to address all of the questions raised. Please note that individual responses will not be sent to shareholders.

To ensure that as many Shareholders as possible have the opportunity to speak, Shareholders are requested to observe the following protocols:

- all Shareholder questions should be stated clearly and should be relevant to the business of the Meeting;
- if a Shareholder has more than one question on an item of business, all questions should be asked at the one time; and
- Shareholders should not ask questions at the Meeting relating to any matters that are personal to the Shareholder or commercial in confidence.

Stanmore Resources Limited

ACN 131 920 968

Shareholders who prefer to register questions in advance of the General Meeting are invited to do so. A "Shareholder Question Form" is also available on the Company's website: <https://stanmore.au/investors/agm>.

Written questions from Shareholders for the auditor must be received by the Company or MUFG Corporate Markets (AU) Limited by no later than 5:00pm (AEST) on Wednesday, 14 May 2025. All other written questions from Shareholders must be received by the Company or MUFG Corporate Markets (AU) Limited by no later than 5:00pm (AEST) on Friday, 16 May 2025. Written questions (whether for the auditor or otherwise) can be submitted online, by mail, by fax or in person (as set out on the top of the "Shareholder Question Form" available on the Company's website: <https://stanmore.au/investors/agm>).

Ordinary Business

Reports and Accounts for the year ended 31 December 2024

To receive and consider the annual Financial Report of the Company for the year ended 31 December 2024, together with the Directors' Report, the Remuneration Report and the Auditor's Report.

Resolution 1: Remuneration Report

To consider and, if thought fit, to pass the following resolution as a non-binding Ordinary Resolution:

'That, for the purposes of section 250R(2) of the Corporations Act 2001 (Cth) and for all other purposes, the Remuneration Report for the year ended 31 December 2024 be adopted.'

Voting exclusion

The Company will disregard any votes cast on this resolution by certain persons. Details of the applicable voting exclusions are set out in the 'Voting Exclusions' section of the Notes to this Notice.

Resolution 2: Re-election of Director – Ms Caroline Chan

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

'That Ms Caroline Chan, who retires by rotation in accordance with rule 11.7(a) of the Constitution and ASX Listing Rule 14.4, being eligible, offers herself for re-election as a Director of the Company, be re-elected as a Director of the Company.'

Resolution 3: Re-election of Director – Mr Brett Garland

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

'That Mr Brett Garland, who retires by rotation in accordance rule 11.7(a) of the Constitution and with ASX Listing Rule 14.4, being eligible, offers himself for re-election as a Director of the Company, be re-elected as a Director of the Company.'

Resolution 4: Re-election of Director – Mr Matthew Latimore

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

'That Mr Matthew Latimore, who retires by rotation in accordance with rule 11.7(a) of the Constitution and with ASX Listing Rule 14.4, being eligible, offers himself for re-election as a Director of the Company, be re-elected as a Director of the Company.'

Stanmore Resources Limited

ACN 131 920 968

Resolution 5: Approval of an increase in Non-Executive Directors' fee pool

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

'That, for the purposes of ASX Listing Rule 10.17, rule 11.9 of the Constitution and for all other purposes, the maximum aggregate amount of directors' fees payable by the Company to its Non-Executive Directors be increased by \$500,000 from \$1,000,000 to \$1,500,000 per annum.'

The attached Explanatory Memorandum is incorporated into and forms part of this Notice. Detailed explanations of the background and reasons for the proposed resolutions are set out in the Explanatory Memorandum.

By Order of the Board

Rees Fleming

Company Secretary

Dated: 15 April 2025

For personal use only

Stanmore Resources Limited

ACN 131 920 968

Notes

Eligibility to Vote

Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) permits the Company to specify a time, not more than 48 hours before a general meeting, at which a 'snapshot' of Shareholders will be taken for the purposes of determining Shareholder entitlements to vote at the Meeting.

The Board has determined that the registered holders of fully paid ordinary shares at 7:00pm (AEST) on Monday, 19 May 2025 will be taken to be holders of ordinary shares for the purposes of the Meeting and accordingly, will be entitled to attend and vote at the Meeting.

How to Vote

Shareholders may vote by:

- a) Attending the Meeting in person. You must register your attendance with the Company (see '*Instructions for Attendance at Meeting & Voting*' above) in order to attend in person.
- b) Attending the Meeting via the online platform. We recommend logging in to the online platform at least 15 minutes prior to the scheduled start time for the Meeting using the instructions below:
 - Enter <https://meetings.openbriefing.com/SMR25> into a web browser on your computer or online device;
 - Securityholders will need their SRN or HIN, which is printed at the top of the Proxy Form; and
 - Proxyholders will need their proxy code which MUFG Corporate Markets (AU) Limited will provide via email no later than 24 hours prior to the General Meeting.

Online voting will be open between the commencement of the General Meeting at 10:00am (AEST) on Wednesday, 21 May 2025 and the time at which the Chair announces the closure of voting.

More information about online participation in the General Meeting is available in the "Online Platform Guide" at <https://stanmore.au/investors/agm>.

- c) Appointing a proxy to attend and vote on your behalf, using the enclosed Proxy Form.

Voting by Proxy

An eligible Shareholder can vote in person at the Meeting or appoint a proxy or, where a Shareholder is entitled to two or more votes, two proxies. Where two proxies are appointed, a Shareholder may specify the number or proportion of votes to be exercised by each proxy appointed. If no number or proportion of votes is specified, each proxy appointed will be taken to exercise half of that Shareholder's votes (disregarding fractions).

An appointed proxy need not themselves be a Shareholder.

To be valid, the appointment of a proxy (made using a properly completed and executed Proxy Form) must be received by the Company no later than 1:00pm (AEST) on Monday, 19 May 2025.

Proxy Forms can be submitted in four ways:

- **Online** at <https://www.mpms.mufg.com>
- **By mail** to MUFG Corporate Markets (AU) Limited at the following postal address:
Stanmore Resources Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235
Australia
- **By facsimile** to +61 2 9287 0309 in Australia

Stanmore Resources Limited

ACN 131 920 968

- By hand to:
MUFG Corporate Markets (AU) Limited
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

or
MUFG Corporate Markets (AU) Limited
Liberty Place,
Level 41, 161 Castlereagh Street
Sydney NSW 2000

Instructions on how to complete the Proxy Form are on the reverse of the Proxy Form attached to this Notice.

If a Proxy Form is signed by an attorney, a Shareholder must also send in the original or a certified copy of the power of attorney or other authority under which the Proxy Form is signed.

Undirected Proxies

The Chair of the Meeting intends to vote undirected proxy votes in favour of all resolutions (subject to the voting exclusions below).

Voting by Corporate Representative

A Shareholder or proxy which is a corporation and entitled to attend and vote at the Meeting may appoint an individual to act as its corporate representative to vote at the Meeting. The appointment must comply with section 250D of the Corporations Act and evidence of the appointment must also be returned in the same manner, and by the same time, as specified for Proxy Forms.

Voting by Attorney

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint an attorney to attend and vote at the Meeting on the Shareholder's behalf. An attorney need not themselves be a Shareholder.

The power of attorney appointing the attorney must be signed and specify the name of each of the Shareholder, the Company and the attorney, and also specify the meeting(s) at which the appointment may be used. The appointment may be a standing one.

To be effective, the power of attorney must also be returned in the same manner, and by the same time, as specified for Proxy Forms.

Voting Exclusions

The Corporations Act and the ASX Listing Rules require that certain persons must not vote in particular ways, and the Company must disregard particular votes cast by or on behalf of certain persons, on the below resolutions to be considered at the Meeting. These voting exclusions are described below.

Stanmore Resources Limited

ACN 131 920 968

Resolution 1: Remuneration Report

Votes may not be cast, and the Company will disregard any votes cast, on Resolution 1:

- by or on behalf of any KMP member whose remuneration details are included in the Remuneration Report, or any of their closely related parties, regardless of the capacity in which the votes are cast; or
- by any person who is a KMP member as at the time the resolution is voted on at the Meeting, or any of their closely related parties, as a proxy,

unless the votes are cast as a proxy for a person who is entitled to vote on the resolution:

- in accordance with a direction in the proxy appointment; or
- by the Chair of the Meeting in accordance with an express authorisation in the proxy appointment to cast the votes as the Chair of the Meeting decides even though the resolution is connected with the remuneration of a KMP member.

Resolution 5: Approval of an increase in Non-Executive Directors' fee pool

Voting Exclusion

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of any Director or any of their associates.

However, the Company need not disregard a vote cast in favour of Resolution 5 if:

- it is cast by a person as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with the directions given to the proxy or attorney to vote on Resolution 5 in that way; or
- it is cast by the Chair of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with a direction given to the Chair to vote on Resolution 5 as the Chair decides; or
- it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition

In addition to the voting exclusion described above, under section 250BD of the Corporations Act, a vote must not be cast on Resolution 5 by any member of the Company's KMP or their closely related parties, as proxy, if the proxy form does not specify the way the proxy is to vote on this Resolution. However, this does not apply if the proxy is the Chair of the meeting and the proxy form expressly authorises the Chair to exercise the proxy, even if the Resolution is connected directly or indirectly with the remuneration of a member of the Company's KMP.

Resolutions

All Resolutions under this Notice require Ordinary Resolutions, which means that, to be passed, the item needs the approval of a simple majority of the votes cast by Shareholders entitled to vote on the resolution. All resolutions will be decided on a poll. On a poll, every member has one vote for every fully paid ordinary share held.

Stanmore Resources Limited

ACN 131 920 968

Explanatory Memorandum

This Explanatory Memorandum (including any annexures) forms part of the Notice convening the Annual General Meeting of Stanmore Resources Limited to be held at 10:00am (AEST) on Wednesday, 21 May 2025. The Directors recommend that Shareholders read the Explanatory Memorandum in full before making any decision in relation to the following resolutions.

Financial Statements and Reports

As required by section 317 of the Corporations Act, the Financial Report, Directors' Report and Auditor's Report of the Company and its consolidated entities for the most recent financial year (namely the year ended 31 December 2024) will be laid before the Meeting. Shareholders will be provided with the opportunity to ask questions about the reports.

The Company will not provide a hard copy of the Company's 2024 annual report for the year to 31 December 2024 (**2024 Annual Report**) to Shareholders unless specifically requested to do so. The Company's 2024 Annual Report is available on its website at www.stanmore.au.

There is no requirement for a Shareholder resolution on this item. Accordingly, there will be no resolution put to the Meeting.

In addition to asking questions at the Meeting, Shareholders may address written questions to the Chair about the management of the Company or to the Company's auditor, Ernst & Young, if the question is relevant to:

- the content of the auditor's report; or
- the conduct of the audit of the annual Financial Report to be considered at the Meeting.

Written questions from Shareholders for the auditor must be received by the Company or MUFG Corporate Markets (AU) Limited by no later than 5:00pm (AEST) on Wednesday, 14 May 2025. All other written questions from Shareholders must be received by the Company or MUFG Corporate Markets (AU) Limited by no later than 5:00pm (AEST) on Friday, 16 May 2025. Written questions (whether for the auditor or otherwise) can be submitted online, by mail, by fax or in person (as set out on the top of the "Shareholder Question Form" available on the Company's website: <https://stanmore.au/investors/agm>).

1 Resolution 1: Remuneration Report

The Remuneration Report is required to be considered by Shareholders in accordance with section 250R of the Corporations Act.

The Remuneration Report for the year ended 31 December 2024:

- explains the Board's policy for determining the nature and amount of remuneration of Directors and other KMP;
- explains the relationship between the Board's remuneration policy and the Company's performance;
- sets out remuneration details for each Director and the other KMP; and
- details and explains any performance conditions applicable to the remuneration of Directors and other KMP.

The Remuneration Report, contained in the Company's 2024 Annual Report, is available on the Company's website at www.stanmore.au.

Shareholders will have an opportunity to ask questions and make comments about the Remuneration Report at the Meeting. Shareholders will be asked to vote on a resolution to adopt the Remuneration Report. Under the Corporations Act, the vote on the resolution is advisory only and does not bind the Board or the Company. However, the Board will take the discussion at the Meeting and the outcome of the vote into consideration when determining the Company's remuneration policy and appropriately respond to any concerns Shareholders may raise in relation to remuneration issues.

***Directors' recommendation:** Noting that each Director has a personal interest in their own remuneration from the Company (as described in the Remuneration Report) and that each Director (or any closely related party of a Director) is excluded from voting their shares on the resolution (as described in the 'Voting Exclusions' section of the Notes to the Notice), the Directors unanimously recommend that Shareholders vote in favour of the adoption of the Remuneration Report.*

2 Resolutions 2, 3 and 4: Re-election of Directors

2.1 General

ASX Listing Rule 14.4 and the Constitution require that Directors (other than a managing director) must retire within three years after their appointment or by the conclusion of the third annual general meeting after their appointment, whichever is longer.

In accordance with ASX Listing Rule 14.4 and rules 11.7(a), 11.7(d) and 11.7(f) of the Constitution, Ms Caroline Chan will retire at the Meeting and, being eligible, offer herself for re-election.

In accordance with ASX Listing Rule 14.4 and rules 11.7(a), 11.7(d) and 11.7(f) of the Constitution, Mr Brett Garland will retire at the Meeting and, being eligible, offer himself for re-election.

In accordance with ASX Listing Rule 14.4 and rules 11.7(a), 11.7(d) and 11.7(f) of the Constitution, Mr Matthew Latimore will retire at the Meeting and, being eligible, offer himself for re-election.

The Board has concluded that all of Ms Chan, Mr Garland and Mr Latimore have skills and experience that are valuable to the Board and sufficient capacity to undertake the duties expected of a Director of the Company.

2.2 Resolution 2: Ms Caroline Chan

Ms Caroline Chan was appointed to the Board of the Company on 25 May 2022. Ms Chan is the Chair of the Sustainability Committee, and a member of the Audit and Risk Management Committee.

Ms Chan brings over 20 years expertise in banking and finance, with a proven track record in leadership, strategy and transformational change. She has held various senior executive roles at Westpac Banking Corporation including Head of Institutional Banking for Western Australia & South Australia and Chief Operating Officer of Corporate & Institutional Banking where she advised on complex client transactions, drove strategic growth initiatives and led operational transformations. Prior to Westpac, Ms Chan developed corporate finance transaction experience through roles in mergers and acquisitions at Deutsche Bank and acquisition finance at NM Rothschild. She also gained commercial and operational experience at Singtel Optus and Perth Airport.

Ms Chan served on the Board of the Australia-ASEAN Council from 2022 - 2024, an advisory body established by the Australian Government to strengthen Australia's engagement with Southeast Asia. She was also a Board member of Loreto Nedlands, and Chair of its Finance Committee from 2016-2021. Ms Chan is a WA Business News '40 under 40' award winner, and is a passionate advocate for diversity, inclusion and sustainable business practices. She holds Bachelor of Laws and Bachelor of Commerce (Accounting & Finance) degrees from the University of Western Australia, a postgraduate Diploma in Applied Finance & Investment from the Securities Institute of Australia, and is a graduate of the Australian Institute of Company Directors course (GAICD).

The Directors consider Ms Chan to be an independent Director.

2.3 Resolution 3: Mr Brett Garland

Mr Garland was appointed to the Board of the Company on 25 May 2022. Mr Garland is Chair of the Health and Safety Committee, is a member of the Sustainability Committee and recently appointed as a member of the Remuneration and Nominations Committee

Mr Garland has worked in the Australian mining industry for more than 44 years and held numerous management and executive management positions, including Executive Vice-President Production - Macarthur Coal, Project Executive, New Saraji - New Hope Group, Managing Director of Caledon Coal and Chief Executive Officer of Baralaba Coal.

Mr Garland served from 2005 until 2015 as a member of the Queensland Ministerial Advisory Committee for the Queensland Coal Mining Safety & Health Act. He was previously Director of the Mining Industry Safety & Health Centre, part of the Sustainable Mining Institute at the University of Queensland. He is also Chairman of the Queensland Mines Rescue Board.

Mr Garland holds a Bachelor of Engineering (Honours) from the University of Wollongong and an Executive MBA from the Queensland University of Technology. He also holds qualifications as a Certified Coal Mine Manager in NSW & Queensland, and is a Fellow of the Australasian Institute of Mining and Metallurgy and a Chartered Professional with the AusIMM.

The Directors consider Mr Garland to be an independent Director.

2.4 Resolution 4: Mr Matthew Latimore

Mr Latimore was appointed to the Board of the Company on 25 May 2022.

Mr Matthew Latimore is Chairman and President of M Resources, a rapidly growing and agile company involved in investment, marketing, and trading of metallurgical coal. M Resources is the major shareholder in Mastermyne Group Limited (ASX: MYE), an underground mining services company operating in Australia. M Resources is also 50% shareholder and joint venture operator in Magnetic Rail which owns OneRail Australia, which rails circa 60Mtpa of coal in NSW and QLD and various other investments in listed and unlisted companies such as GM3 in Illawarra Metallurgical Coal Complex and other vanadium, graphite, bauxite and copper interests.

Prior to establishing M Resources, Mr Latimore held the position of General Manager for Sales and Marketing at Wesfarmers' Curragh coal mine. In this role, Mr Latimore was responsible for global sales to steel mills and domestic and international power utilities. Mr Latimore was also a Director of Curragh Coal Sales Pty Ltd.

Mr Latimore has held various positions with Mitsui & Co (Australia) Pty Ltd in Brisbane, Sydney and Tokyo, working on joint ventures including Atlantic Richfield and BHP Mitsui Coal.

Mr Latimore has an Executive MBA from the Australian Graduate School of Management, and a Bachelor of International Business from Griffith University. He is a Graduate of the Australian Company Directors Course (GAICD) and graduated from the Columbia Senior Executive Program in New York in 2011.

The Directors do not consider Mr Latimore to be an independent Director.

Directors' recommendation: *The Directors (other than Ms Chan in respect of Resolution 2, Mr Garland in respect of Resolution 3 and Mr Latimore, in respect of Resolution 4, due to their interest in the respective Resolutions) unanimously recommend that Shareholders vote in favour of Resolutions 2, 3 and 4.*

3 Resolution 5: Approval of an increase in Non-Executive Directors' fee pool

Under rule 11.9 of the Constitution and in accordance with ASX Listing Rule 10.17, the maximum aggregate amount payable by way of fees to Non-Executive Directors in any financial year is determined by Shareholders from time to time at a general meeting (the **NED Fee Pool**). The current NED Fee Pool of \$1,000,000 was approved by Shareholders at the Company's 2023 annual general meeting.

Shareholder approval is sought to increase the NED Fee Pool by \$500,000 from \$1,000,000 to \$1,500,000 per annum. In accordance with ASX Listing Rule 10.17, the NED Fee Pool is inclusive of superannuation contributions made by the Company for the benefit of Non-Executive Directors and any fees which a Non-Executive Director agrees to sacrifice for other benefits on a pre-tax basis.

The Directors have undertaken a review of the remuneration paid to non-executive directors in comparably sized companies and the Directors are seeking Shareholder approval to increase the NED Fee Pool for the following reasons:

- to ensure that the Company has the ability to set fees at a competitive level so that it can attract and retain the services of Non-Executive Directors of the highest calibre; the size, complexity and risks associated with the Company have all significantly increased requiring fees to be set at commensurate levels;
- to ensure that the non-executive Directors' remuneration levels are commensurate with market rates to attract new non-executive Directors of a calibre required to effectively guide and monitor the business of the Company;
- to ensure that the Company continues to maintain a high standard of corporate governance oversight; and
- to allow for some growth in Non-Executive Director fees in the future to reflect market competitiveness for Non-Executive Directors with the skills and experience that are appropriate for the Company's business.

The remuneration provided to Non-Executive Directors is reviewed annually. Details of non-Executive Director remuneration for the financial year ended 31 December 2024 are contained within the Remuneration Report in the Company's 2024 Annual Report. The total aggregate value of the remuneration provided to all Non-Executive Directors during 2024 was \$947,715. Based on the current fee schedule, total remuneration in 2025 will be approximately \$1,050,000, subject to Shareholders approving this Resolution 5. If approval is not obtained from Shareholders then the total remuneration in 2025 will not exceed \$1,000,000.

No securities have been issued to any Non-Executive Director under ASX Listing rule 10.11 or 10.14 with Shareholder approval within the last three years.

Directors' recommendation: *As the Non-Executive Directors have an interest in the outcome of Resolution 5, the Board does not believe it is appropriate to make a recommendation to Shareholders as to how to vote in relation to this Resolution.*

Stanmore Resources Limited

ACN 131 920 968

Glossary

The following terms used in the Notice and Explanatory Memorandum are defined as follows:

ASX means ASX Limited or the securities exchange operated by it (as the case requires).

ASX Listing Rules means the official listing rules of the ASX as amended from time to time.

Auditor's Report means the auditor's report prepared by the Company pursuant to section 317 of the Corporations Act.

Board means the board of Directors of the Company from time to time.

Chair means the person appointed chair of the Meeting.

Company means Stanmore Resources Limited ACN 131 920 968.

Constitution means the constitution of the Company as amended from time to time.

Corporations Act means the *Corporations Act 2001* (Cth) as amended from time to time.

Directors means the directors of the Company from time to time.

Directors' Report means the directors' report prepared by the Company pursuant to section 317 of the Corporations Act.

Explanatory Memorandum means this explanatory memorandum.

Financial Report means the financial report prepared by the Company pursuant to section 317 of the Corporations Act.

KMP means key management personnel.

Meeting means the Annual General Meeting of Shareholders to be held on 21 May 2025 as convened by the accompanying Notice.

Non-Executive Directors means Jimmy Lim, Richard Majlinder, Matthew Latimore, Brett Garland, Caroline Chan and Keira Brennan as set out in the Company's annual Corporate Governance Statement.

Notice means the notice of meeting giving notice to Shareholders of the Meeting, accompanying this Explanatory Memorandum.

Ordinary Resolution means a resolution passed by more than 50% of the votes cast by those entitled to vote on the resolution.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Directors' Report section of the 2023 Annual Report.

Shareholder means a holder of Shares.

Shares means fully paid ordinary shares in the Company.