

## MONGER GOLD LIMITED (ACN 644 564 241)

### ADDENDUM TO THE NOTICE OF ANNUAL GENERAL MEETING, EXPLANATORY STATEMENT AND PROXY FORM

Dear Shareholder

Monger Gold Limited (ASX: MMG) (**Monger Gold** or the **Company**) gives notice to Shareholders that in relation to the Notice of Annual General Meeting dated 29 April 2022 and the addendum to the Notice of Annual General Meeting dated 3 May 2022 (**Notice**) in respect of the Company's Annual General Meeting of members to be held at 9:00am (AWST) on Tuesday 31 May 2022 via a virtual meeting (**AGM**), the Directors have resolved to withdraw Resolution 2 and include a new Resolution 8 on the terms set out in this Addendum (**Additional Resolution**).

The purpose of the Addendum is to withdraw the existing Resolution 2 pertaining to the re-election of Mr. Romy Hershman and to include a new Resolution 8 pertaining to the retirement and re-election of Mr. Yehoshua (Shuie) Gestetner who was appointed as an interim non-executive Director of the Company on 16 May 2022.

The location, time and date of the AGM remains unchanged. If you wish to virtually attend the AGM, please pre-register in advance for the virtual meeting here:

[https://us02web.zoom.us/webinar/register/WN\\_qJL0PX3xQRC3M\\_IG9lpwuw](https://us02web.zoom.us/webinar/register/WN_qJL0PX3xQRC3M_IG9lpwuw)

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the AGM.

A copy of the Second Addendum with the Additional Resolution can be viewed and downloaded online at the following link:

[https://web.automic.com.au/er/public/api/documents/MMG?fileName=Second\\_Addendum\\_NOM\\_20220516.pdf](https://web.automic.com.au/er/public/api/documents/MMG?fileName=Second_Addendum_NOM_20220516.pdf)

A copy of the Notice with the Additional Resolution can be viewed and downloaded online at the following link:

[https://web.automic.com.au/er/public/api/documents/MMG?fileName=MMG\\_NOM\\_2022.pdf](https://web.automic.com.au/er/public/api/documents/MMG?fileName=MMG_NOM_2022.pdf)

Monger Gold respects the rights of shareholders to participate in the AGM and understands the importance of the meeting to shareholders. The Company is continuing to monitor the impact of the COVID-19 virus in Western Australia and, having considered the current circumstances, the directors of the Company have made the decision that a virtual meeting, rather than a physical meeting will be held.

In accordance with the *Treasury Laws Amendment (2021 Measure No.1) Act 2021*, the Company will not be sending hard copies of this updated Notice to shareholders unless a shareholder requests a hard copy.

All resolutions will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the Meeting by shareholders who can vote in accordance with the instructions set out below.

A replacement Proxy Form (**Replacement Proxy Form**) is attached to this Notice, which replaces the Proxy Form that was attached to the Notice (**Original Proxy Form**). Shareholders are advised to follow the below instructions if you have already submitted a proxy vote:

- (i). votes cast in respect of Resolution 2 will not be counted;
- (ii). if you wish to vote on Resolution 8 or change your vote on Resolution 1 or Resolutions 3 to 7, you can submit your proxy either using the Second Replacement Proxy Form or online.
- (iii). if you do not wish to vote on Resolution 8 or change your vote on Resolution 1 or Resolutions 3 to 7, you do not need to take any action. The Original or First Replacement Proxy Form that you have already returned will remain valid for Resolution 1 and Resolutions 3 to 7 (unless you issue a Second Replacement Proxy Form) and you will be deemed to have abstained from Resolution 8.

Other than the above, the information about Original Proxy Form and the First Replacement Proxy Form in the Notice will apply to the Second Replacement Proxy Form.

Second Replacement Proxy Forms must be received by 09.00am (AWST) on Sunday, 29 May 2022, being not later than 48 hours before the commencement of the Meeting.

A copy of your personalised Proxy Form is enclosed for convenience. Proxy votes may also be lodged online by using the link below:

<https://investor.automic.com.au/#/loginsah>

(Login and click on 'Meetings'. Use the Holder Number shown at the top of your Proxy Form.)

Other than the above, the information about Original Proxy Forms in the Notice will apply to the Replacement Proxy Forms.

Shareholders will be able to vote and ask questions at the virtual meeting. Shareholders are also encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to [ian@cfo2grow.com.au](mailto:ian@cfo2grow.com.au) at least 48 hours before the AGM.

If you have any difficulties obtaining a copy of the Notice of Meeting please contact the Company's share registry, Automic Group Pty Ltd on 1300 288 664 (within Australia) or +61 2 9698 5414 (Overseas).

Yours sincerely



**Ian Pamensky – Company Secretary**

**16 May 2022**

**MONGER GOLD LIMITED**  
**(ACN 644 564 241)**

**ADDENDUM TO THE  
NOTICE OF ANNUAL GENERAL MEETING  
AND EXPLANATORY STATEMENT**

Dear Shareholder

Monger Gold Limited (**Company**) gives notice to Shareholders that the Directors have determined to issue this second addendum (**Second Addendum**) to the Notice of Annual General Meeting dated 29 April 2022 (**Notice**) and the first addendum to the Notice dated 3 May 2022 (**First Addendum**) in respect of the Company's annual general meeting of members to be held at 9:00am (AWST) on Tuesday 31 May 2022 via a virtual meeting.

Due to the nature of the amendments in the First Addendum, the First Addendum was issued as a replacement Notice and included all resolutions in the Notice as well as the amendments in the First Addendum.

As such the First Addendum can be considered, and is for the purposes of this Second Addendum, a replacement Notice (**Replacement Notice**).

As defined terms in the Replacement Notice have the same meaning in this Second Addendum, unless otherwise stated.

**IMPORTANT NOTICE**

This Second Addendum is supplemental to the Replacement Notice and should be read in its entirety along with the Replacement Notice. Save for the amendments set out below, the Replacement Notice remains unchanged. Access to the online Replacement Notice sent to shareholders in the shareholder letter remains unchanged and the link will now provide access to the Replacement Notice with the Second Addendum.

This Notice of Annual General 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, stockbroker or other professional adviser without delay. Should you wish to discuss the matters in this Notice of Annual General Meeting please do not hesitate to contact the Company Secretary on +61 8 6245 2490.

The location, time and date of the Annual General Meeting remains unchanged.

**TIME:** 9:00am (AWST)  
**DATE:** 31 May 2022  
**PLACE:** Online at:  
[https://us02web.zoom.us/webinar/register/WN\\_qJL0PX3xQRC3M\\_IG9lpwuw](https://us02web.zoom.us/webinar/register/WN_qJL0PX3xQRC3M_IG9lpwuw)

In accordance with the *Corporations Amendment (Meetings and Documents) Act 2022*, the Company will not be sending hard copies of this updated Replacement Notice to shareholders unless a shareholder requests a hard copy.

If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

## VOTING

A replacement Proxy Form (**Second Replacement Proxy Form**) is attached to this Second Addendum, which replaces the Proxy Form that was attached to the Notice (**Original Proxy Form**) and First Addendum (**First Replacement Proxy Form**). Shareholders are advised to follow the below instructions if you have already submitted a proxy vote:

- (i). votes cast in respect of Resolution 2 will not be counted;
- (ii). if you wish to vote on Resolution 8 or change your vote on Resolution 1 or Resolutions 3 to 7, you can submit your proxy either using the Second Replacement Proxy Form or online.
- (iii). if you do not wish to vote on Resolution 8 or change your vote on Resolution 1 or Resolutions 3 to 7, you do not need to take any action. The Original or First Replacement Proxy Form that you have already returned will remain valid for Resolution 1 and Resolutions 3 to 7 (unless you issue a Second Replacement Proxy Form) and you will be deemed to have abstained from Resolution 8.

Other than the above, the information about Original Proxy Form and the First Replacement Proxy Form in the Notice will apply to the Second Replacement Proxy Form.

Second Replacement Proxy Forms must be received by 09.00am (AWST) on Sunday, 29 May 2022, being not later than 48 hours before the commencement of the Meeting.

## ENQUIRIES

Shareholders are invited to contact the Company Secretary at [ipamensky@mongergold.com.au](mailto:ipamensky@mongergold.com.au) or +61 8 6245 2490 if they have any queries in respect of the matters set out in this document.

## BY ORDER OF THE BOARD OF DIRECTORS



Ian Pamensky  
Company Secretary

## PURPOSE OF THIS SECOND ADDENDUM

As announced by the Company on 16 May 2022, Mr Romy Hershman has resigned from the Board of the Company due to other work commitments.

As a result of Mr Hershman's resignation, Mr Yehoshua (Shuie) Gestetner has joined the Company Board as an interim independent director.

In accordance with the Constitution and the ASX Listing Rules, Mr Gestetner will hold office until the Annual General Meeting at which he will be considered for election by Shareholders as a Non-Executive Director of the Company.

The purpose of this Second Addendum is to amend the Replacement Notice to reflect the changes to the Board and seek Shareholder approval for the election of Mr Gestetner as a Non-Executive Director.

By this Second Addendum:

- (a) existing Resolution 2 of the Replacement Notice with respect to the re-election of Mr Romy Hershman is withdrawn; and
- (b) the following Resolution 8 is inserted at the end of the Special Business of the Replacement Notice:

### **RESOLUTION 8 - ELECTION OF YEHOSHUA GESTETNER AS DIRECTOR**

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

*“That Yehoshua Gestetner, being a Director of the Company, who retires by rotation in accordance with ASX Listing Rule 14.4 and article 12.3 of the Company’s Constitution, and being eligible, offers himself for re-election, be re-elected as a Director of the Company.”*

- (c) the following new section is inserted at the end of the Explanatory Statement in the Replacement Notice, in respect of Resolution 8:

### **RESOLUTION 8 - ELECTION OF YEHOSHUA GESTETNER AS DIRECTOR**

#### **8.1. Background**

In accordance with ASX Listing Rule 14.5 and article 12.3 of the Constitution, at every annual general meeting an election of Directors must take place. Further, in accordance with ASX Listing Rule 14.4 and article 12.7 of the Constitution, a Director appointed as an addition to the existing Directors must not hold office (without re-election) past the next annual general meeting of the entity and is eligible for re-election at that meeting.

For these reasons, Yehoshua (Shuie) Gestetner retires by way of rotation and, being eligible, offers himself for re-election as a Director.

Mr Gestetner has a strong background in management consulting, strategic development and fundraising and has been a global investor for nearly a decade. After working at Management Consulting firm, CEB (now Gartner), Mr Gestetner was instrumental in launching a high growth B2B technology business in Australia, developing strong relationships across a variety of industries including with numerous high net worth individuals and institutional investors.

Mr Gestetner has a master's degree in commerce from the University of New South Wales.

Mr Gestetner's interests in the Company are outlined in the Appendix 3Y announced on 16 May 2022.

The Board considers Mr Gestetner an independent Director.

## **8. 2. Board Recommendation**

The Directors (other than Yehoshua Gestetner) unanimously recommend that Shareholders vote in favour of Resolution 8.

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **09.00am (AWST) on Sunday, 29 May 2022**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise, if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

### SIGNING INSTRUCTIONS

**Individual:** Where the holding is in one name, the Shareholder must sign.

**Joint holding:** Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

### Lodging your Proxy Voting Form:

#### Online:

Use your computer or smartphone to appoint a proxy at

<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



#### BY MAIL:

Automic

GPO Box 5193

Sydney NSW 2001

#### IN PERSON:

Automic

Level 5, 126 Phillip Street

Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

#### PHONE:

1300 288 664 (Within Australia)

+61 2 9698 5414 (Overseas)



