

# Notice of Extraordinary General Meeting and Explanatory Memorandum

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Veratin Limited ACN 613 404 612

Date of Meeting: 29/05/2023

Time of Meeting: 10am (Perth time)

Place of Meeting: Unit 1, 14A Hines Road, O'Connor WA 6163

# Notice of Extraordinary General Meeting

Notice is given that the Extraordinary General Meeting of Shareholders of Veratin Limited ACN 613 404 612 (**Company**) will be held at Unit 1, 14A Hines Road, O'Connor WA 6163, on 29 May 2023 at 10am (Perth time).

Terms used in this Notice of Meeting are defined in section 5 (Interpretation) of the accompanying Explanatory Memorandum.

## Agenda

### Ordinary business

**1. Resolution 1 - Removal of auditor**

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To consider and, if thought fit, pass the following Resolution, with or without amendment, as an **Ordinary Resolution** of the Company:

*“That, subject to the passing of Resolution 2, for the purposes of section 329 of the Corporations Act, and for all other purposes, approval is given to remove Stantons International Audit and Consulting Pty Limited as the Auditor of Veratin Limited.”*

**2. Resolution 2 - Appointment of auditor**

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To consider and, if thought fit, pass the following Resolution, with or without amendment, as a **Special Resolution** of the Company:


*“That, subject to the passing of Resolution 1, for the purposes of section 327B of the Corporations Act and for all other purposes, Hall Chadwick, having been nominated by a Shareholder and having consented in writing to act as the auditor of the Company, be appointed as auditor of the Company with effect from the close of the Meeting.”*

### General business

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To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

### By order of the Board

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Ramiz Boulos

Company Secretary

Dated: 30 March 2023

# Explanatory Memorandum

## 1. Introduction

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This Explanatory Memorandum is provided to Shareholders of Veratin Limited ACN 613 404 612 (**Company**) to explain the Resolutions to be put to Shareholders at the Extraordinary General Meeting to be held at Unit 1, 14A Hines Road, O'Connor WA 6163 on 29 May 2023 commencing at 10am (Perth time).

The Directors recommend Shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

Terms used in this Explanatory Memorandum are defined in section 5.

## 2. Resolution 1 - Removal of auditor

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### 2.1 Explanation

The Company has received written notice of intention to move a resolution for the removal of Stantons International Audit and Consulting Pty Ltd (**Stantons**) as the Company's auditor, pursuant to section 329(1A) of the Corporations Act. The notice sets out the intention for a meeting to be held for Shareholders to vote on the matter. A copy of the notice has been sent to Stantons in accordance with section 329(2) of the Corporations Act.

Stantons have been the Company's auditors since the Company's listing on the NSX. The Company believes that appointing a replacement auditor under Special Resolution 2 - Appointment of auditor is in the best interests of the Company.

If Resolution 1 is passed, the removal of Stantons as the Company's auditors will take effect from the close of the Annual General Meeting.

## 3. Special Resolution 2 - Appointment of auditor

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### 3.1 Explanation

Under section 327D of the Corporations Act, the Company in a general meeting may appoint an auditor to replace an auditor removed under section 329 of the Corporations Act.

Special Resolution 2 is seeking to appoint Hall Chadwick as the new auditor for the Company. In accordance with section 328B(1) of the Corporations Act, the Company has obtained a written nomination from a Shareholder for Hall Chadwick to be appointed as the Company's auditor, a copy of which is attached to this Explanatory Memorandum as Attachment 1.

In accordance with section 328A(1) of the Corporations Act, Hall Chadwick has given its written consent to act as the Company's auditor, and, as at the date of this Notice, has not withdrawn this consent.

If Special Resolution 2 is passed, the appointment of Hall Chadwick as the Company's auditors will take effect from the close of the Annual General Meeting.

# Explanatory Memorandum

## 3.2 Directors recommendation

The Directors unanimously recommend that you vote in favour of Resolutions 1 and 2

## 4. Interdependence of Resolutions

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The appointment of a replacement auditor under Resolution 2 may only take place once the removal of an auditor under Resolution 1 has taken place.

## 5. Interpretation

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**Board** means the board of directors of the Company.

**Chair** means the person who chairs the Meeting.

**Company** means Veratin Limited ACN 613 404 612.

**Constitution** means the constitution of the Company from time to time.

**Corporations Act** means the *Corporations Act 2001* (Cth) as amended, varied or replaced from time to time.

**Director** means a director of the Company.

**Explanatory Memorandum** means this explanatory memorandum accompanying the Notice of Meeting.

**Meeting, Extraordinary General Meeting or EGM** means the extraordinary general meeting to be held at Unit 1, 14A Hines Road, O'Connor WA 6163 on 29/05/2023 as convened by the accompanying Notice of Meeting.

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

**NSX** means the National Stock Exchange of Australia.

**Ordinary Resolution** means a resolution passed by more than 50% of the votes cast at a general meeting of shareholders.

**Special Resolution** means a resolution passed by more than 75% of the votes cast at a general meeting of shareholders.

**Resolution** means a resolution as set out in the Notice of Meeting.

**Share** means an ordinary fully paid share in the issued capital of the Company.

**Shareholder** means a holder of Shares in the Company.

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Any inquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to Ramiz Boulos (**Company Secretary**):

Unit 1  
14A Hines Road  
O'Connor WA 6163  
+61 431 150 538

# Explanatory Memorandum

## Attachment 1 - Nomination of auditor letter

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28 March 2023

Company Secretary  
Veratin Limited  
Unit 1, 14 Hines Road  
O'Connor WA 6163

Dear Sir/Madam

**RE: NOMINATION OF REPLACEMENT AUDITOR**

For the purposes of section 328B(1) of the *Corporations Act 2001* (Cth), I, Ramiz Boulos being Director a shareholder of Veratin Limited ACN 613 404 612 (**Company**) hereby nominate the firm, Hall Chadwick to be appointed as the auditor of the Company at the annual general meeting to be held on or about 29/05/2023.

Yours sincerely

Ramiz Boulos

**Signed** by Ramiz Boulos as Shareholder of  
Veratin Limited ACN 613 404 612



28/03/2023

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Signature

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Date