



**Anax Metals Ltd
ACN 106 304 787**

Addendum to Notice of Annual General Meeting

Anax Metals Ltd (**Company**) hereby gives notice to Shareholders that, in relation to the Notice of Annual General Meeting dated 27 October 2021 (**Notice**) in respect of the annual general meeting of the Company to be held at Unit 1B, Ground Floor, 20 Kings Park Road, West Perth, WA 6005 at 1:00pm on 29 November 2021 (**Meeting**), the Directors have resolved to amend the Notice by this addendum to the Notice (**Addendum**), which deletes and replaces Section 10 of the Explanatory Memorandum in the Notice to reflect that, as at the date of this Addendum, ASIC has not yet provided its consent to the resignation of RSM Australia Pty Ltd as Auditor of the Company.

This Addendum is supplemental to the original Notice and should be read in conjunction with the Notice. Save for the amendments set out below, the Notice remains unchanged.

The numbering used in this Addendum is a continuation of the numbering used in the Notice and the Explanatory Memorandum. Unless otherwise defined in this Addendum, the defined terms used in this Addendum are as defined in the Notice.

This Addendum should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their suitably qualified professional advisors prior to voting. Should you wish to discuss the matters set out in this Addendum, please do not hesitate to contact the Company on (08) 9322 7600.

Proxy Forms

The Company confirms that there has been no change to the Proxy Form previously dispatched to Shareholders.

- If you have already completed and returned the Proxy Form which was provided with the original Notice of Meeting and you wish to change your vote, please contact the Company in order to discuss how to change your vote.
- If you have already completed and returned the Proxy Form which was annexed to the original Notice of Meeting and you do not wish to change your vote, you do not need to take any action.
- If you have not yet completed and returned a Proxy Form and you wish to vote on the Resolutions in the Notice of Meeting, please complete and return the Proxy Form provided with the original Notice of Meeting.

To vote in person, please attend the Meeting at the time, date and place set out above.

BY ORDER OF THE BOARD

[lodged electronically without signature]

Steven Wood
Company Secretary
Anax Metals Ltd
Dated: 25 November 2021

**Anax Metals Ltd
ACN 106 304 787
(Company)**

Addendum to the Explanatory Memorandum

Section 10 of the Explanatory Memorandum is deleted and replaced as follows:

10 Resolution 7 - Approval of change of Auditor

10.1 General

After a competitive tender process, the Board, resolved to appoint Pitcher Partners BA&A Pty Ltd (**Pitcher Partners**) as the Company's auditor based on the firm's reputation and experience.

As a consequence, RSM Australia Pty Ltd advised the Company that on 25 October 2021 it applied under section 329(5) of the Corporations Act for ASIC's consent to resign as auditor of the Company. As at the date of this Addendum, ASIC's consent to the resignation has not been received.

Subject to the receipt of ASIC's consent, which may occur after the date of this Meeting, the appointment of Pitcher Partners as auditor of the Company will become effective from the close of the Meeting, pursuant to section 327C(1) of the Corporations Act. Pitcher Partners have not yet been paid for audit services provided to the Company.

Under section 327C(2), any auditor appointed under section 327C(1) of the Corporations Act holds office until the company's next annual general meeting. The Company is therefore required to appoint an auditor of the Company to fill the vacancy in the office of auditor at this annual general meeting pursuant to section 327B of the Corporations Act.

Accordingly, Resolution 7 seeks the approval of Shareholders to appoint Pitcher Partners as the Company's auditor with effect from the conclusion of this Meeting.

The Company has received written notice of nomination from a member of the Company for Pitcher Partners to be appointed as the Company's auditor, in accordance with section 328B of the Corporations Act. A copy of the notice of nomination is attached to this Explanatory Memorandum as Schedule 2

Pitcher Partners has given its written consent to act as the Company's auditor and has confirmed its consent to act is subject to the receipt of ASIC's consent to the resignation of RSM Australia Pty Ltd before or within a reasonable period of time after the date of this Meeting.

10.1 Board Recommendation

Resolution 7 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 7.