

# **Notice of Annual General Meeting and Explanatory Statement**

**KalNorth Gold Mines Limited**

**ACN 100 405 954**

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Date: Thursday, 22 December 2022

Time: 2.00pm AEDT

Place Venue: Virtual Online Meeting

*This Notice of Meeting 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.*

# Notice of Annual General Meeting

Notice is hereby given that the 2022 Annual General Meeting of Shareholders of KalNorth Gold Mines Limited ACN 100 405 954 (**Company**) will be held as a virtual meeting at 2pm AEDT on Thursday, 22 December 2022.

The Explanatory Statement accompanying this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

## Agenda

### ORDINARY BUSINESS

#### 1. 2022 Financial Report

To receive and consider the financial report of the Company for the year ended 30 June 2022, together with the reports of the directors and auditors thereon.

#### 2. Resolution 1 - Re-election of Ms Xiaojing Wang as a Director

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

*“That Ms Xiaojing Wang, who retires in accordance with Clause 11.3 of the Constitution of the Company and, being eligible, offers herself for re-election, be and is hereby re-elected as a director of the Company.”*

### OTHER BUSINESS

3. To conduct or transact any other business that may be properly brought before the Annual General Meeting.

### PROXIES

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a “proxy”) to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend, to sign and return the Proxy Form to the Company in accordance with the instructions on the form. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting.

Please note that:

- a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- a proxy need not be a member of the Company; and
- a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

If you are a registered Shareholder of the Company and are unable to attend the Meeting, please date and execute the accompanying Proxy Form in accordance with its instructions prior to 2pm AEDT on Tuesday, 20 December 2022 by:

 <b>ONLINE VOTE</b> www.advancedshare.com.au/investor-login	 <b>BY FAX</b> +61 8 6370 4203
 <b>BY MAIL</b> Advanced Share Registry Limited 110 Stirling Hwy, Nedlands WA 6009; or PO Box 1156, Nedlands WA 6909	 <b>IN PERSON</b> Advanced Share Registry Limited 110 Stirling Hwy, Nedlands WA 6009
 <b>BY EMAIL TO</b> admin@advancedshare.com.au	 <b>ALL ENQUIRIES TO</b> Telephone: +61 8 9389 8033

If you are a beneficial Shareholder and receive these materials through your broker or through another intermediary, please complete and return the form of proxy or voting instruction form in accordance with the instructions provided to you by your broker or by the other intermediary.

## **ENTITLEMENT TO VOTE**

For the purposes of the Corporations Act, the Company determines that members holding Shares at 2pm AEDT on Tuesday, 20 December 2022 will be entitled to attend and vote at the Meeting.

## **CORPORATIONS**

A corporation may elect to appoint a representative in accordance with the Corporations Act, in which case the Company will require written proof of the representative's appointment, which must be lodged with, or presented to the Company, before the Meeting.

## **REVOCATION OF PROXIES**

A Shareholder executing and delivering a proxy has the power to revoke it in accordance with the provisions of the Corporations Act, which provides that every proxy may be revoked by an instrument in writing executed by the Shareholder or by his or her attorney authorised in writing and delivered either to the registered office of the Company at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof at which the proxy is to be used, or to the Chairman of the Meeting on the day of the Meeting or any adjournment thereof, or in any other manner permitted by law.

By Order of the Board of Directors



Jiajun Hu  
Executive Chairman

Sydney, Australia  
29 November 2022

# Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders of KalNorth Gold Mines Limited ACN 100 405 954 (**Company**) in connection with the business to be considered at the Annual General Meeting to be held as a virtual meeting at 2pm AEDT on Thursday, 22 December 2022.

This Explanatory Statement is incorporated in, and forms part of, the accompanying Notice of Meeting. The purpose of this Explanatory Statement is to provide Shareholders with information relevant to the Resolutions to be put to Shareholders at the Annual General Meeting.

Terms and expressions used in this Explanatory Statement, the Notice of Meeting and the Proxy Form have the meaning given to them in the '**Definitions**' section located at the end of this Explanatory Statement.

Details of the items of business to be considered at the Annual General Meeting are set out below.

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## 1. 2022 Annual Report

In accordance with the requirements of the Company's Constitution and the Corporations Act, the Company's audited financial statements for the financial year ended June 2022, together with the report of the auditor thereon will be tabled at the Meeting, and shareholders will have the opportunity of discussing the Annual Report and making comments and raising queries in relation to the Report.

The Annual Report is available on the Company's website at [www.kalnorthgoldmines.com](http://www.kalnorthgoldmines.com) for you to download or read online. Alternatively, you can obtain a hard copy by contacting the Company.

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## 2. Resolution 1 – Re-election of Director

In accordance with the requirements of the Company's Constitution and the Corporations Act, one-third of the directors of the Company (excluding the Managing Director), and those who were last re-elected more than three years ago, must retire from office at the Meeting but if they are eligible, may offer themselves for re-election. The Directors to retire at an annual general meeting must be those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire must (unless they otherwise agree among themselves) be determined by lot.

On that basis Ms Xiaojing Wang will retire at the Meeting and, being eligible, has offered herself for re-election. Experience and qualification details for Ms Wang are available in the Annual Report and on the Company's website and are summarised briefly below:

Ms Wang holds a Bachelor of Applied Finance, from Macquarie University, NSW.

The Directors consider Ms Wang to be an independent director. The Directors (other than Ms Wang who makes no recommendation) recommend the re-election of Ms Wang as a Director. Based upon enquiries made by the Company, it is not aware of any criminal record and bankruptcy proceedings involving Ms Wang.

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## 3. Definitions

Unless the context requires otherwise, the following words shall have the following meanings in this Explanatory Statement, the Notice of Meeting and the Proxy Form:

**AEDT** means Australian Eastern Daylight Time.

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

**Chair** means chair of the Meeting.

**Company** means KalNorth Gold Mines Limited ACN 100 405 954.

**Constitution** means the Company's constitution.

**Corporations Act** means Corporations Act 2001 (Cth).

**Directors** means the current directors of the Company.

**Explanatory Statement** means the explanatory statement accompanying this Notice.

**Managing Director** means the managing director of the Company who may, in accordance with the Corporations Act, continue to hold office indefinitely without being re-elected to the office.

**Meeting** or Annual General Meeting means the meeting convened by this Notice.

**Notice** or **Notice of Meeting** means this Notice of annual general meeting.

**Proxy Form** means the proxy form attached to this Notice.

**Resolution** means a resolution contained in this Notice.

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

**Shareholder** means the holder of a Share.