



Sierra Rutile

ASX ANNOUNCEMENT

14 May 2024

SRX EXTRAORDINARY GENERAL MEETING

Sierra Rutile Holdings Limited (**ASX: SRX**) (**SRX** or the **Company**) attaches the following documents in relation to its Extraordinary General Meeting to be held on 25 June 2024 (**EGM**):

- Notice of Extraordinary General Meeting (**Notice of EGM**);
- Notice and Access Letter; and
- Proxy Form.

The EGM is separate to the Company's annual general meeting (**AGM**) which will be held later this week on Thursday, 16 May 2024.

This EGM is required to be called because of a requisition issued by PRM Services LLC (**PRM**) on 25 April 2024 under section 249D of the *Corporations Act 2001* (Cth) (**Corporations Act**) putting forward a resolution for the removal of Theuns De Bruyn as a director of SRX. Because of the timing of the requisition, the Company is obliged to call and hold a second meeting of shareholders to consider the resolution proposed by PRM.

The EGM will take place virtually on Tuesday, 25 June 2024 at 2.00pm (AWST).

Copies of the Notice of EGM and Proxy Form have been lodged with the ASX and are available on the Company's website www.sierra-rutile.com and will be sent to shareholders.

Shareholders are encouraged to lodge proxy votes in advance of the EGM to ensure that their voting instructions are received and votes cast and to monitor the Company's website www.sierra-rutile.com and ASX platform in case any alternative arrangements become necessary.

Ends

This ASX Release was authorised for release to the ASX by Sue Wilson, Company Secretary.

Contact Information:

Investors:

Sue Wilson
Company Secretary, Sierra Rutile
Ph: 08 6251 5555
Email: sue.wilson@srx.group



Sierra Rutile Holdings Limited

ABN 79 613 822 165

Notice of Extraordinary General Meeting

Notice is given that an Extraordinary General Meeting of Shareholders of Sierra Rutile Holdings Limited will be held virtually on Tuesday, 25 June 2024 at 2.00pm (AWST)

Virtual meeting link: <https://meetnow.global/M4QGZYZ>

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 professional advisers prior to voting.

Letter from the Chairman

Dear Shareholder,

This extraordinary general meeting (**EGM**) has been convened due to the notice the Company received from PRM Services LLC (**PRM**) on 25 April 2024 under section 249D of the Corporations Act (**s249D April Requisition Notice**), which requested the removal of Theuns de Bruyn the Managing Director and Chief Executive Officer of the Company.

The EGM will take place virtually on **Tuesday, 25 June at 2.00pm (AWST)**.

This EGM is separate to the Company's annual general meeting (**AGM**) which will be held on **Thursday, 16 May 2024**. The Company has taken every effort to try and ensure Company resources are not unnecessarily diverted in calling separate general meetings, including by moving the date of the AGM to 16 May 2024. Unfortunately, due to the timing of the s249D April Requisition Notice, which was received after the Notice of Meeting of the AGM was circulated, and the obligations of the Company under the Corporations Act in relation to the resolutions requisitioned by PRM on 20 March 2024 (**s249D March Requisition Notice**), the Company is required to convene an additional general meeting.

The Notice of Meeting for the EGM commences on page 5 of this document and outlines the one item of business required under the s249D April Requisition Notice. There are no other items of business to consider. Detailed information on the item for consideration at the EGM is contained in the Explanatory Note on page 9, which forms part of the Notice of Meeting.

I encourage all shareholders to join our live webcast and participate in our EGM online or by telephone. For those unable to do so, we have provided a range of ways through which you can participate and share your views with us. This information includes how to submit questions, vote and appoint a proxy in advance of the meeting, as well as how to vote and ask questions during the virtual meeting.

I encourage shareholders to vote and submit questions in advance of the meeting. Further details are set out in the Notice of Meeting and the accompanying guide on how to participate in the EGM and on voting information.

As previously announced, the Company is subject to an on-market takeover offer from PRM to acquire all of the Company's shares it does not already own (**PRM Offer**). The PRM Offer was announced at the same time as the s249D March Requisition Notice and the offer period under the PRM Offer officially began on 4 April 2024. As at the date of this Notice of Meeting, although it is calling for a significant change to the Board and leadership of the Company, PRM has not outlined its strategy for the Company, nor have they suggested who should be replacing Theuns as the Managing Director and CEO. Further, as at the date of this Notice of Meeting, as far as the Company is aware, PRM's offer price remains well below the market price of the Company's shares and PRM's interest in the Company remains at 11.46%. This means that none of the Company's shareholders have accepted the PRM Offer.

For these reasons, as Chairman, I unreservedly will be voting against the notice and in favour of the retention of Theuns in his current position as Managing Director and Chief Executive Officer of the Company.

Yours sincerely,



Greg Martin

Board Chair
14 May 2024

KEY DATES**Deadline for lodgement of voting instructions and proxy forms**

Sunday, 23 June 2024 at 2:00pm (AWST)

Determination of voting eligibility

Sunday, 23 June 2024 at 2:00pm (AWST)

Extraordinary General Meeting

Tuesday, 25 June at 2.00pm (AWST)

Annual General Meeting

Thursday, 16 May 2024 at 2:00pm (AWST)

QUERIES

If you have any queries regarding the matters contained in the Meeting documents, please call the Company Secretary on +61 8 6251 5555

How to Participate in the Extraordinary General Meeting

Sierra Rutile's 2024 EGM will be held virtually on **Tuesday, 25 June 2024**, commencing at 2:00pm (AWST time).

Before the EGM



Notice of Meeting

Access the Notice of Meeting online at www.sierra-rutile.com/investors/ or request a hard copy of the Notice of Meeting, Proxy Form or Shareholder Question Form by phoning:

1300 850 505 (within Australia) or
+61 3 9415 4000 (outside Australia).

Appointing a Proxy

If you are unable to attend the EGM virtually, you could return your personalised Proxy Form or complete the Proxy Form online by logging on to www.investorvote.com.au.

If you appoint a proxy other than the Chair, you must provide your intended proxy's email address.

We encourage Shareholders with more than one shareholding to vote their holdings prior to the EGM.

To be valid, your proxy appointment must be received by Sunday, 23 June 2024 at 2.00pm (AWST).

Ask a Question

Shareholders are encouraged to submit questions in advance of the EGM by submitting questions online by logging on to www.investorvote.com.au or emailing the Company Secretary at info@srx.group.

Questions submitted in advance of the EGM must be received by Friday, 21 June 2024 at 9.00am (AWST).

Please note that individual responses will not be sent to Shareholders.

At the EGM



Participate Online

Enter:
<https://meetnow.global/M4QGZY>
into a web browser on your smartphone, tablet or computer.

If you are a 'Shareholder' (including body corporate representatives and attorneys), then enter an SRN/HIN, and Postcode, then Sign In.

Proxyholders will need to contact Computershare on +61 3 9415 4024 prior to the meetings to obtain their login details.

If you are a 'Guest', select Guest, then enter your name, and email, and then sign in.

Vote Online at the Meeting

Shareholders (including proxies, attorneys and body corporate representatives) can vote online.

If you are eligible to vote at this Meeting, please select the Vote Icon at the top right of the Computershare platform. The resolutions will appear and be available to vote. To cast your vote, simply select For, Against or Abstain, and it will acknowledge your vote. There is no need to hit submit. Voting will open at the start of the EGM.

To vote or ask a question online, you will need to provide your securityholder number (i.e. your SRN/HIN) or proxy number.

Proxyholders will need to contact Computershare on +61 3 9415 4024 prior to the Meeting to obtain their login details.

Ask a Question Online at the EGM

Shareholders (including proxies, attorneys and body corporate representatives) can ask questions online during the EGM.

To ask a question, select the Q&A Icon at the top right of the Computershare platform. Select the Topic (from the drop-down box), and type your question. Once you have finished typing, press send and you will receive a record of the question. Questions will be read aloud to the EGM.

The Chair of the Meeting will endeavour to address as many of the more frequently raised relevant questions and comments as possible during the course of the Meeting. However, there may not be sufficient time available at the Meeting to address all the questions and comments raised.

Refer to the **Online Meeting Guide** available at: www.computershare.com.au/virtualmeetingguide for further details about attending the EGM via the online portal. If you require assistance, call +61 3 9415 4024.

Notice of Extraordinary General Meeting

Notice is given that an Extraordinary General Meeting (EGM or Meeting) of Shareholders of Sierra Rutile Holdings Limited will be held virtually on Tuesday, 25 June 2024, commencing at 2:00pm (AWST).

Virtual Meeting Link: <https://meetnow.global/M4QGZYZ>

Item of Business

1. To remove Theuns de Bruyn as a Director (Resolution 1)

To consider and, if appropriate, pass the following as an ordinary resolution:

"That pursuant to and in accordance with section 203D of the Corporations Act, Mr Theuns de Bruyn be removed as a director of the Company effective immediately on the passing of this resolution."

Explanatory Notes

This Notice should be read in conjunction with the Explanatory Note on page 9, which provides further information on the business item.

The Explanatory Note forms part of this Notice. Terms and abbreviations used in this Notice and Explanatory Note are defined in the definitions section on page 11.

By order of the Board pursuant to a requisition under section 249D of the Corporations Act..



Greg Martin

Board Chair

14 May 2024

Registration and attendance

The online portal at <https://meetnow.global/M4QGZYZ> will be available from 1.30pm (AWST) on the day of the EGM.

You can register your attendance as a shareholder (including body corporate representatives and attorneys) or proxy before the start of the Meeting.

Further details can be found in the Online Meeting Guide on Sierra Rutile's website at:

www.computershare.com.au/virtualmeetingguide

Voting Information

The voting information below forms part of the Notice of Meeting.

Eligibility to Vote

Pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Directors have determined that the shareholding of each Shareholder for the purpose of ascertaining voting entitlements for the EGM will be as it appears in the Company's share register on **Sunday, 23 June 2024 at 2:00pm (AWST)**.

You may appoint a proxy to participate and vote at the Meeting. See below Voting by Proxy.

Voting will be Conducted by Poll

Voting on the resolution will be conducted by a poll as determined by the Chair of the Meeting, subject to the requirements of the Corporations Act and the Company's Constitution.

The Chair of the Meeting will open the poll at the beginning of the Meeting, and the poll will remain open until declared closed at the end of the Meeting.

Voting Online During the EGM

If you are eligible, and you attend the EGM via the online portal, you can view a live webcast of the Meeting, ask the Directors questions online and submit your vote in real-time at any time while the poll is open, by accessing your voting Icon in the online portal.

To participate in the online meeting, visit <https://meetnow.global/M4QGZYZ>.

To register as a Shareholder, you will need to provide your SRN/HIN securityholder number and select your country. If you select Australia, you will also need to enter your postcode. To register as a proxyholder, Computershare will email a link or select 'Invitation' and enter your invite code as provided in the email. Your securityholder number is your SRN or HIN, which can be found at the top of your Proxy Form.

Refer to the **Online Meeting Guide** available at: www.computershare.com.au/virtualmeetingguide for further details about attending the EGM via the online portal or by telephone. If you require assistance, call +61 3 9415 4024.

Voting by Proxy

If you are a Shareholder who is unable to attend the EGM you can appoint a proxy to attend the Meeting and vote on your behalf.

A Shareholder can appoint a representative or the Chair as a proxy to vote for the Shareholder. A representative can be a natural person and does not need to be a Shareholder of the Company.

If the representative is a proxy, the proxy can be appointed in respect of some or all of the votes held by the Shareholder. A Shareholder can appoint up to two proxies and specify the proportion or number of votes each proxy is appointed to exercise. If the proportion or number of votes is not specified, each proxy may exercise half the votes. On a poll, each proxy may only exercise votes in respect of those voting rights the proxy represents.

Submitting Your Proxy Appointment

Your proxy appointment must be received by Computershare no later than **Sunday, 23 June 2024 at 2.00pm (AWST)**. If it is not received by this time, it will not be valid.

You can submit your Proxy Form:

Online: You may register your proxy instructions electronically at the share registry website www.investorvote.com.au or on your mobile device by scanning the QR code on the Proxy Form.

For Intermediary Online subscribers only (custodians), please visit www.intermediaryonline.com to submit your voting intentions.

By Post: Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria, Australia 3001, or

By Fax: Computershare Investor Services Pty Limited
1800 783 447 (within Australia), or
+61 3 9473 2555 (outside Australia).

Voting by Corporate Representatives

Any corporate Shareholder wanting to appoint a person to act as its representative at the EGM must provide Computershare with a formal notice of appointment signed as required by section 127 of the Corporations Act or the constitution of the corporation in advance of the meetings.

A form of notice of appointment can be obtained from Computershare or downloaded from: www.investorcentre.com/au

How the Chair Intends to Vote Available Proxies

The Chair of the Meeting intends to vote all available proxies against Resolution 1 as set out in this Notice.

Any directed proxies that are not voted on a poll at the Meeting will automatically default to the Chair of the Meeting, who is required to vote proxies as directed.

Voting Prohibitions

There are no applicable voting restrictions in relation to Resolution 1.

Asking Questions During the EGM

During the EGM you can ask questions via the online portal. Questions should relate to the item of business of the EGM.

Questions received online will be read out to the Meeting by a moderator.

To allow as many Shareholders as possible to raise their questions, please:

- state your question clearly (via the online portal);
- ask questions relevant to the business of the EGM; and
- if you have more than one question on an Item, ask one question at a time.

The Chair of the Meeting reserves the right to determine that questions on a certain topic should no longer be asked, once he has determined that, Shareholders have had a reasonable opportunity to ask questions on that matter.

Technical or Other Difficulties

If technical or other difficulties arise during the Meeting, then the Chair of the Meeting has discretion as to whether and how the Meeting should proceed. In exercising this discretion, the Chair will have regard to the number of Shareholders impacted and the extent to which participation in the business of the EGM is affected.

Where the Chair considers it appropriate, the Chair may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to appoint a proxy and submit a directed proxy vote, even if they plan to participate in the Meeting. If it becomes necessary to make further alternative arrangements for holding the Meeting, the Company will give Shareholders as much notice as practicable.

Explanatory Note

This Explanatory Note has been prepared for Shareholders to outline information concerning the requisitioned resolution and to assist Shareholders in assessing the merits of approving the proposed resolution in the Notice.

The Directors consider that this Explanatory Note contains all information known to Sierra Rutile that would be material to the Shareholders in deciding how to vote on the proposed resolution other than information which it would be unreasonable to require Sierra Rutile to include because it has been previously disclosed to the Shareholders of Sierra Rutile.

The Directors recommend that Shareholders read this Explanatory Note in full before making any decision in relation to the resolution.

Terms and abbreviations used in this Explanatory Note are defined in the definitions section on page 11.

Resolution 1 – Removal of Theuns de Bruyn as a Director



Mr Theuns de Bruyn

BEng (Chemical), MBA

Managing Director and CEO

Relevant Skills and Experience of Mr de Bruyn

Mr de Bruyn joined Sierra Rutile in August 2019, as the Chief Operating Officer and was appointed Managing Director and Chief Executive Officer in January 2021. He has over 25 years' experience in the African mineral sector, starting his career with BHP where he worked across various commodities and departments including Operations and Business Development.

Mr de Bruyn has held a range of senior positions including Executive Vice President of Processing with Lonmin Platinum and as Chief Operating Officer for Metorex.

Mr de Bruyn holds a Bachelor of Engineering in Chemical Engineering from the University of Pretoria and a Master of Business Administration from Heriot Watt

Background

On 25 April 2024, the Company received the 249D April Requisition Notice from PRM. As at the date of the s249D April Requisition Notice, PRM held 11.46% of the Company's ordinary shares. On 25 April 2024, the Company also received a notice from PRM under section 203D(2) of the Corporations Act for the removal of Theuns de Bruyn as a director.

Section 203D(1) of the Corporations Act provides that a company may by resolution remove a director from office despite anything in the company's constitution, or an agreement between the company and a director, or an agreement between any or all members of the company and the director. Under section 203D(2) of the Corporations Act, a notice of intention to move a resolution for the removal of a director must be given to the company at least 2 months before the meeting is to be held. However, if a company calls a meeting after the notice of intention is given under this subsection, the meeting may pass the resolution(s) even though the meeting is held less than 2 months after the notice of intention is given. This meeting is held 2 months after the notice of intention was given.

Previous PRM requisitioned resolutions

On 20 March 2024, the Company also received a notice from PRM under section 249D of the Corporations Act (**s249D March Requisition Notice**), which proposed:

- resolutions for the appointment of Mr Craig Dean, Ms Wara Serry-Kamal, Mr Stephen Palmer and Ms Zhouying Jing as Directors of the Company. As at the date of this Notice of Meeting, the requisition for the appointment of Mr Craig Dean, Mr Stephen Palmer and Ms Zhouying Jing have been revoked; and
- resolutions for the removal of each of Mr Graham Davidson, Ms Joanne Palmer, Mr Gregory Martin and Mr Patrick O'Connor. The requisition in relation to the resolution to remove Mr Patrick O'Connor has been revoked and the resolution to remove Ms Joanne Palmer is no longer relevant due to Ms Palmer's resignation from the

Board. On 20 March 2024, the Company also received a notice from PRM under section 203D(2) of the Corporations Act in relation to these removal resolutions.

Due to the various notices the Company has received from PRM revoking previously requested resolutions, only three of the previous resolutions requisitioned in the s249D March Requisition Notice will be considered at the upcoming AGM, being the appointment of Ms Wara Serry-Kamal as a Director and the removal of each of Mr Graham Davidson and Mr Gregory Martin from the Board (**Remaining March Requisitioned Resolutions**).

PRM control

On 20 March 2024, PRM announced an on-market takeover for all the current and to be issued ordinary shares in the Company not already owned by PRM (**PRM Offer**). As at the date of this Notice of Meeting, PRM has communicated that the PRM Offer will close on 31 July 2024, however this date is indicative only and may be extended as permitted under the Corporations Act.

Therefore, PRM has sought cause a significant change to the composition of the Board well in advance of the close of the PRM Offer, and whether or not PRM would have acquired more than 50% of the Company. The Directors believe this action demonstrates PRM is seeking to control who is on the Company's Board without necessarily acquiring more than 50% of the Company, and paying an adequate premium for the control of the Company.

As at the date of this Notice of Meeting, there are five directors on the Board. Should the Remaining March Requisitioned Resolutions be passed at the AGM, the Board would consist of four directors, one of which would be a PRM nominee. Should the resolution to remove Mr de Bruyn as a director also pass at the EGM, the Board would consist of three directors, one of which would be a PRM nominee.

As at 10 May 2024, PRM held 11.46% of the Company's ordinary shares. Notwithstanding this, PRM has proposed to control one third of the Board. The Directors consider it is inappropriate for a shareholder who holds less than 12% of voting power of the Company to have this disproportionate level of representation on the Board.

Board's Recommendation– The Board respects the rights of shareholders to requisition resolutions and to put forward proposals to change the composition of the Board. However, the Board (with Mr de Bruyn abstaining) does not consider this resolution to be in the best interests of the Company and recommends that shareholders **vote against** the resolution.

Definitions

ASX means ASX Limited (ABN 98 008 624 691) and the Australian Securities Exchange operated by ASX Limited.

AWST means Australian Western Standard Time, being the time in Perth, Western Australia.

Board means the board of Directors of Sierra Rutile.

Chair means the person appointed to chair the Meeting or any part of the Meeting.

Company, SRX or Sierra Rutile means Sierra Rutile Holdings Limited (ABN 79 613 822 165).

Constitution means the constitution of the Company.

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

Directors mean the directors of the Company.

EGM means extraordinary general meeting.

Meeting has the meaning given in the introductory paragraph of the Notice.

Notice means this Notice of Extraordinary General Meeting.

PRM means PRM Services LLC.

PRM Offer means the on-market takeover announced by PRM on 20 March 2024 for all the current and to be issued ordinary shares in the Company not already owned by PRM

Proxy Form means the proxy form attached to the Notice.

s249D March Requisition Notice means the notice the Company received from PRM on 20 March 2024 under section 249D of the Corporations Act.

s249D April Requisition Notice means the notice the Company received from PRM on 25 April 2024 under section 249D of the Corporations Act.

Share means a Share in the Company.

Shareholder means a holder of a Share.

14 May 2024

Dear Shareholder

SIERRA RUTILE HOLDINGS LIMITED – NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

Sierra Rutile Holdings Limited (**ASX: SRX**) (**SRX** or the **Company**) invites you to attend an Extraordinary General Meeting of shareholders (**EGM**).

The EGM will take place virtually on Tuesday, 25 June 2024 at 2.00pm (AWST).

In accordance with the *Corporations Act 2001 (Cth)*, the Company will not be sending hard copies of the Notice of EGM (**Notice of Meeting**) unless a Shareholder has requested to receive these documents from the Company in physical form. The Company's Notice of Meeting can be viewed and downloaded from the Company's website at: <https://sierra-rutile.com/investors/>.

A copy of your personalised proxy form is enclosed for your convenience. If you would like to vote by proxy instead of attending the EGM, please ensure that your proxy form is completed and lodged before Sunday, 23 June 2024 at 2.00pm (AWST), per the instructions on the enclosed proxy form.

Shareholders are encouraged to submit any questions in advance of the AGM by logging on to www.investorvote.com.au or emailing the questions to the Company Secretary at info@srx.group no later than Friday, 21 June 2024 at 9.00am (AWST).

If the above arrangements concerning the EGM change, Shareholders will be updated via the ASX Market Announcements Platform at www.asx.com.au and on the Company's website at <https://www.sierra-rutile.com/investors/> before the commencement of the EGM.

Further information about the EGM is contained in the Notice of Meeting. If you have difficulties obtaining a copy of the Notice of Meeting, please get in touch with Computershare on 1300 850 505 (within Australia), or +61 3 9415 4000 (outside Australia).

Yours sincerely



Sue Wilson
Company Secretary



Sierra Rutile

Sierra Rutile Holdings Limited
ABN 79 613 822 165

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **2:00pm (AWST) on Sunday, 23 June 2024.**

Proxy Form

How to Vote on the Item of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite the item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on the item your vote will be invalid on the item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 183807

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Sierra Rutile Holdings Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Extraordinary General Meeting of Sierra Rutile Holdings Limited to be held as a virtual meeting on Tuesday, 25 June 2024 at 2:00pm (AWST) and at any adjournment or postponement of that meeting.

Step 2 Item of Business

PLEASE NOTE: If you mark the **Abstain** box for the item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 To remove Theuns de Bruyn as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies against the resolution.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details *(Optional)*

Mobile Number Email Address
By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

