

27 October 2023

Dear Shareholder

Annual General Meeting – Notice and Proxy Form

Notice is hereby given that the 2023 Annual General Meeting (“**Meeting**”) of Shareholders of Silver Mines Limited (“**Silver Mines**” or “**the Company**”) will be held at 10:30am (AEDT) on Thursday, 30 November 2023 at Dexus Place Auditorium, Governor Macquarie Tower, Level 15, 1 Farrer Place, Sydney NSW 2000 Australia.

In accordance with recent modifications to the *Corporations Act 2001* (Cth), the Company will not be sending hard copies of the Notice of Meeting and accompanying Explanatory Memorandum (“**Notice**”) to shareholders unless a shareholder has requested a hard copy. The Notice can be viewed and downloaded from the link set out below.

<https://www.silvermines.com.au/news-announcements/>

Alternatively, the Notice will also be available on the ASX website, ticker code: SVL, at the following link:

<https://www2.asx.com.au/markets/trade-our-cash-market/historical-announcements>

If you are unable to attend the Meeting, you can lodge a proxy vote online via our Share Registry by taking the following steps:

1. Go to <https://investor.automic.com.au/#/loginsah>
2. Log on using your unique shareholder identification number and enter your Australian postcode as well as the Company’s ASX code (if you are an overseas resident please amend the country name to the country in which you reside).
3. Select on the “I’m not a robot” box and follow the prompt.
4. Click on the “Meetings” button.
5. Click on the “vote” button.

Alternatively, you can complete and lodge the personalised Proxy Form for the Meeting enclosed with this letter.

In order for your proxy to count, you will need to either complete an online proxy, or lodge your completed hard copy Proxy Form as per the instructions on the enclosed Proxy Form, by no later than 10:30am (AEDT) on 28 November 2023.

The Company strongly encourages all shareholders to lodge their directed proxy votes prior to the Meeting and appoint the Chair as their proxy. All voting at the Meeting will be conducted by poll.

If it becomes necessary or appropriate to make alternative arrangements to those set out in the Notice of Meeting, the Company will notify shareholders accordingly via the Company’s website and the ASX Market Announcements Platform. In order to receive electronic communications from the Company in the future, please update your Shareholder details online at <https://investor.automic.com.au/#/home> and log in with your unique shareholder identification number and postcode (or country for overseas residents).



The Notice of Meeting is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the Notice of Meeting please contact the Company's share registry, Automic on 1300 288 664.

Yours faithfully
Trent Franklin
Company Secretary
Silver Mines Limited

SILVER MINES LIMITED ACN 107 452 942

Notice of Annual General Meeting

TIME: 10:30am (AEDT)

DATE: 30 November 2023

**PLACE: Dexus Place Auditorium, Governor Macquarie Tower,
Level 15, 1 Farrer Place, Sydney NSW 2000 Australia**

This notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this notice please do not hesitate to contact the Company Secretary on +61 2 8316 3997.

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Meeting of the Shareholders of Silver Mines Limited ACN 107 452 942 (ASX:SVL) (**Company**) to which this Notice relates, will be held at **10:30am (AEDT) Thursday, 30 November 2023** at Dexus Place Auditorium, Governor Macquarie Tower, Level 15, 1 Farrer Place, Sydney NSW 2000 Australia.

The Notice is also being made available to Shareholders electronically and can be viewed and downloaded online at the following link:

<https://www.silvermines.com.au/news-announcements/>

VOTING IN PERSON

To vote in person, you will be required to attend the Meeting on the date and at the place set out above.

VOTING BY PROXY

A member entitled to attend and vote at the meeting may appoint a proxy.

The person appointed as a proxy may be an individual or a body corporate. If entitled to cast two or more votes, the member may appoint one or two proxies.

Where two proxies are appointed, each proxy may be appointed to represent a specific proportion of the member's voting rights. If the proportion is not specified, each proxy may exercise half of the member's voting rights. Fractional votes will be disregarded. Please carefully read the instructions on the Proxy Form and consider how you wish to direct the proxy to vote on your behalf. You may direct the proxy to vote "for", "against" or "abstain" from voting on each resolution or you may leave the decision to the appointed proxy after discussion at the meeting.

A proxy need not be a member of the Company.

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.
By Post	Automic, GPO Box 5193, Sydney NSW 2001
By Email	meetings@automicgroup.com.au

Proxy instructions must be received no later than 48 hours before the commencement of the Meeting.

Proxy forms received later than this time will be invalid.

Voting Intention of the Chair for all Resolutions

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolutions the subject of this Meeting, subject to compliance with the Corporations Act. In exceptional circumstances, the Chair may change his voting intention on any resolution, in which case an ASX announcement will be made.

Questions

Shareholders are also encouraged to submit questions in advance of the Annual General Meeting to the Company. Questions must be submitted in writing to the Company Secretary, at info@silvermines.com.au at least 48 hours before the Meeting. However, shareholders will be given an opportunity to ask questions on the day of the meeting.

NOTICE OF MEETING

Notice is given that the Meeting of Shareholders will be held at **10:30am (AEDT) on Thursday, 30 November 2023** at Dexus Place Auditorium, Governor Macquarie Tower, Level 15, 1 Farrer Place, Sydney NSW 2000 Australia.

The Explanatory Statement to this Notice provides additional information on matters to be considered at the Meeting. It is recommended that this Notice and the Explanatory Statement are carefully read in full. The Explanatory Statement and the Proxy Form are part of this Notice.

The Directors have determined, pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), that the persons eligible to vote at the Meeting are those who are registered shareholders of the Company at 7:00pm (AEDT) on 28 November 2023.

The Company encourages all Shareholders to vote by proxy in advance of the Meeting.

Terms and abbreviations used in this Notice and Explanatory Statement are defined in the Glossary.

AGENDA

1. RECEIPT OF FINANCIAL REPORTS AND REPORTS OF DIRECTOR AND AUDITOR

To receive and consider the Financial Reports of the Company for the financial year ended 30 June 2023, together with the declaration of Directors, the Remuneration Report and the Report of the Directors and the Auditor which relate to the Financial Reports.

A copy of the 2023 Annual Report may be obtained from the Company's website at www.silvermines.com.au.

2. RESOLUTION 1 - ADOPTION OF DIRECTORS' REMUNERATION REPORT

To consider, and if thought fit, pass with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Company's Remuneration Report, as set out in the Directors' Report within the Annual Report for the year ended 30 June 2023, prepared in accordance with section 300A of the Corporations Act."

Please note that in accordance with section 250R(3) of the Corporations Act, the votes cast on this Resolution are advisory only and do not bind the Company or the Directors.

Voting Exclusion Statement: The Company will disregard any votes cast in favour on this Resolution by or on behalf of any person who is a member of the Key Management Personnel, details of whose remuneration is considered in the Remuneration Report and any person who is an Associate of those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with the directions to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting on this Resolution; and
- (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

3. RESOLUTION 2 – RE-ELECTION OF KRISTEN PODAGIEL AS A DIRECTOR

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

“That for the purposes of the Constitution, Listing Rule 14.4 and 14.5 and for all other purposes, Ms Kristen Podagiel being a Non-Executive Director and being eligible, offers herself for re-election, is re-elected as a Director”.

4. RESOLUTION 3 – RE-ELECTION OF KEITH PERRETT AS A DIRECTOR

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

“That for the purposes of the Constitution, Listing Rule 14.4 and 14.5 and for all other purposes, Mr Keith Perrett being a Non-Executive Director and Chairman and being eligible, offers himself for re-election, is re-elected as a Director”.

5. RESOLUTION 4 – REPLACEMENT OF EMPLOYEE INCENTIVE PLAN

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

*“That for the purposes of Listing Rules 7.1 and 7.2 (Exception 13), and for all other purposes, Shareholders approve the Company’s new Employee Incentive Scheme (**Incentive Scheme**) to allow for the issue of Equity Securities under the Incentive Scheme to directors, employees and contractors of the Company in accordance with the provisions of such Incentive Scheme and on the terms and conditions contemplated in the Explanatory Statement.”*

Voting Exclusion Statement: The Company will disregard any votes cast in favour on this Resolution by or on behalf of a person who is eligible to participate in the employee incentive scheme, and any Associate of any of the foregoing persons.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as a proxy for a person who is entitled to vote on this Resolution, in accordance with the directions to the proxy or attorney to vote on this Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting on this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

6. RESOLUTION 5 – ISSUE OF PERFORMANCE RIGHTS TO NEW MANAGING DIRECTOR JONATHAN BATTERSHILL

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

“That for the purposes of Listing Rule 10.14, and for all other purposes, Shareholder approval is given for the issue of total of 12,000,000 Performance Rights to Jonathan Battershill (or his nominee) on his appointment as the Managing Director of the Company under the Incentive Scheme and on the terms and conditions contemplated in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour on this Resolution by any person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Incentive Scheme in question (including Jonathan Battershill) and any other person who may obtain a benefit as a result of the passing of this Resolution, and any of their Associates.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as a proxy for a person who is entitled to vote on this Resolution, in accordance with the directions to the proxy or attorney to vote on this Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting on this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

7. RESOLUTION 6 - APPROVAL OF POTENTIAL TERMINATION BENEFITS

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

*That for all purposes, including sections 200B and 200E of the Corporations Act, for the period commencing on the date this resolution is passed and ending at the conclusion of the 2026 Annual General Meeting, the giving of any or all of the benefits detailed in and on the terms set out in the Explanatory Statement to the Notice convening this Meeting, to any persons (**Relevant Executives**):*

- (i) *who from time to time hold Managerial or Executive Office (within the meaning of section 200AA of the Corporations Act in the Company or a Related Body Corporate of the Company, in connection with them ceasing to hold an office, or position of employment, in the Company or a Related Body Corporate; or*
- (ii) *who held Managerial or Executive Office in the Company or a Related Body Corporate during the last three years before ceasing to hold an office, or position of employment, in the Company or a Related Body Corporate.*

Voting Exclusion Statement: The Company will disregard any votes cast in favour on this Resolution by or on behalf of a person is a current or potential Relevant Executive including but not limited to Key Management Personnel and wishes to preserve the ability to receive benefits to be approved by this Resolution, and any Associate of any of the foregoing persons.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as a proxy for a person who is entitled to vote on this Resolution, in accordance with the directions to the proxy or attorney to vote on this Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (iii) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting on this Resolution; and
 - (iv) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

8. RESOLUTION 7 – APPOINTMENT OF ERNST & YOUNG AS AUDITOR

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

“That, subject to ASIC consent being received by the Company for Crowe Sydney to resign as auditor of the Company, for the purpose of section 327B of the Corporations Act and for all other purposes, Ernst & Young, having been nominated by a Shareholder and having consented in writing to act in the capacity of the auditor, be appointed as auditor of the Company, effective from the close of this meeting.”

9. OTHER BUSINESS

To consider any other business that may be validly brought before the Meeting.

DATED 27 OCTOBER 2023

BY ORDER OF THE BOARD

**TRENT FRANKLIN
COMPANY SECRETARY
SILVER MINES LIMITED**

ENTITLEMENT TO VOTE

Who may vote?

Pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Company has determined that for the purpose of the Meeting, all shares in the Company shall be taken to be held by the persons who held them as registered Shareholders at 7:00pm (AEDT) on 28 November 2023 (**Entitlement Time**).

All holders of ordinary shares in the Company as at the Entitlement Time are entitled to attend and vote at the Meeting.

Transactions registered after that time will be disregarded in determining a Shareholder's entitlement to attend and vote at the Meeting.

PROXIES

Please note that:

- (a) a Shareholder of the Company who is entitled to attend and cast a vote at the Meeting has a right to appoint a proxy;
- (b) the appointment may specify the proportion or number of votes that the proxy may exercise;
- (c) a Shareholder who is entitled to cast two or more votes at the Meeting may appoint two proxies and must specify the proportional number of votes each proxy is appointed to exercise;
- (d) if the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes, each proxy may exercise half the votes;
- (e) a proxy need not be a Shareholder of the Company;
- (f) if a Shareholder wishes to appoint two proxies, they should contact the Company for another proxy form; and
- (g) unless the Shareholder specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit or abstain from voting.

If a Shareholder wishes to appoint a proxy, they should complete the attached 'Appointment of Proxy' form and comply with details set out in that form for lodgement of the form with the Company.

The proxy form must be signed by the Shareholder or his or her attorney duly authorised in writing or, if the Shareholder is a corporation, either under the seal of the corporation (in accordance with its Constitution) or under the hand of an attorney duly authorised in writing or otherwise signed in accordance with the Corporations Act.

If any attorney or authorised officer signs the proxy form on behalf of a Shareholder, the relevant power of attorney or other authority under which it is signed or a certified copy of that power or authority must be deposited with the proxy form.

The proxy form must be received **not less than 48 hours** before the time for holding the Meeting (i.e. by no later than 10:30am (AEDT) on 28 November 2023) in the following manner:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.
By Post	Automic, GPO Box 5193, Sydney NSW 2001
By Email	meetings@automicgroup.com.au

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should provide to the Share Registry prior to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

EXPLANATORY STATEMENT

This Explanatory Statement is included in and forms part of the Notice of Meeting. It contains background information pertaining to the Resolutions to be considered and voted upon at the Meeting as well as information required to be given to Shareholders under the Listing Rules in relation to the Resolutions.

It is given to Shareholders to help them determine how to vote on the Resolutions set out in the Notice of Meeting.

Shareholders should read this Explanatory Statement in full and in conjunction with the other sections of this Document, in order to gain a more complete understanding of the Resolutions proposed in the Notice of Meeting.

If a Shareholder is in doubt about what to do in relation to a Resolution, it should consult its financial or other professional adviser.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

1.1 Background

The Annual Report for the year ended 30 June 2023 contains the Company's Remuneration Report on pages 24 to 28. The Remuneration Report sets out the Company's remuneration policies and reports on the remuneration arrangements in place for the Directors of the Company. A copy of the 2023 Annual Report is available on the Company's website at www.silvermines.com.au, or upon request and free of charge.

The Corporations Act requires:

- (a) the agenda for an Annual General Meeting of a listed company to include a resolution for the adoption of the Remuneration Report (the subject of this Resolution 1); and
- (b) expressly provides that the vote on that resolution is advisory only and does not bind the Directors or the Company.

Shareholders attending the Annual General Meeting will be given a reasonable opportunity to ask questions and comment on the Remuneration Report.

1.2 Voting Exclusion Statement

A description of the persons not permitted to vote on Resolution 1, and whose votes will be disregarded if cast on Resolution 1, is set out in the Notice.

2. RESOLUTION 2 – RE-ELECTION OF MS KRISTEN PODAGIEL

2.1 Background

Ms Podagiel has a distinguished legal background and over the past 20 years has worked as a commercial lawyer on major projects and developments including those in the mineral resources, technology, agriculture, energy and defence industries.

Ms Podagiel has extensive senior executive-level experience including her prior role as Chief Executive Officer and Managing Partner of McCullough Robertson, a leading Australian independent law firm.

Ms Podagiel is a current director of ADG Capital Pty Ltd, a company involved in a range of engineering disciplines across various industry sectors including mining. She is a founding director of UNIQ You Ltd, a charity supporting women in mining and STEM related areas and has recently completed her term as the Interim Chief Executive Officer of Women's Legal Service Queensland which provides free legal and social work services to over 5000 women every year.

2.2 Requirement for Shareholder Approval

Listing Rule 14.4 provides that any director who has been appointed throughout the year must not hold office past the next annual general meeting without re-election.

Listing Rule 14.5 also provides that an ASX listed company which has directors must hold an election of directors at each annual general meeting.

The Constitution requires that at the annual general meeting, one-third of the Directors shall retire from office, provided that no director except a managing director shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself for re-election.

Accordingly, Shareholders are asked to consider and vote upon the election of Ms Podagiel as a Director of the Company.

If this Resolution is not approved, Ms Podagiel will not be able to serve as a member of the Board and the Company will need to consider other appropriately qualified persons to serve on its board.

2.3 Recommendation of Directors

Each Director, other than Ms Podagiel, recommends that Shareholders vote **IN FAVOUR** of this Resolution. Each Director, other than Ms Podagiel, confirms they have no personal interest in the outcome of this Resolution other than in their capacity as a Shareholder or an Associate of a Shareholder.

3. RESOLUTION 3 – RE-ELECTION OF MR KEITH PERRETT

3.1 Background

Mr Perrett has had a long involvement in agriculture as a producer and industry leader at local, state, national and international levels. He was formerly Chairman of the Grains Research and Development Corporation (GRDC), the National Rural Advisory Council (NRAC), the Wheat Research Foundation, and President of the Grains Council of Australia. Mr Perrett is Chairman of Acumentis Group Limited (ASX:ACU) (director since February 2018).

3.2 Requirement for Shareholder Approval

Listing Rule 14.4 provides that any director who has been appointed throughout the year must not hold office past the next annual general meeting without re-election.

Listing Rule 14.5 also provides that an ASX listed company which has directors must hold an election of directors at each annual general meeting.

The Constitution requires that at the annual general meeting, one-third of the Directors shall retire from office, provided that no director except a managing director shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself for re-election.

Accordingly, Shareholders are asked to consider and vote upon the election of Mr Perrett as a Director of the Company.

If this Resolution is not approved, Mr Perrett will not be able to serve as a member of the Board and the Company will need to consider other appropriately qualified persons to serve on its board.

3.3 Recommendation of Directors

Each Director, other than Mr Perrett, recommends that Shareholders vote **IN FAVOUR** of this Resolution. Each Director, other than Mr Perrett, confirms they have no personal interest in the outcome of this Resolution other than in their capacity as a Shareholder or an Associate of a Shareholder.

4. RESOLUTION 4 – REPLACEMENT OF EMPLOYEE INCENTIVE PLAN

4.1 Background

The Company's current employee incentive plan was approved by Shareholders at its 2021 Annual General Meeting held on 26 November 2021.

The current employee incentive plan requires updating to reflect the replacement of ASIC Class Order [CO 14/1000] and ASIC Class Order [CO 14/1001] with a new Division 1A in Part 7.12 of the Corporations Act in relation to employee share schemes, as amended by the *ASIC Corporations (Employee Share Schemes) Instruments 2022/1021*.

The Company has also resolved that, in order to strengthen the alignment of interests between Company's directors, officers, employees and consultants, the terms of the Incentive Scheme be replaced with a new incentive scheme titled the "Silver Mines Limited Securities Incentive Plan" (**Incentive Scheme**) to provide more flexibility with respect to the types of awards and securities issued under the Incentive Scheme to eligible participants in the scheme. The objective of the Incentive Scheme is to provide the Company with a remuneration mechanism to motivate and reward the performance of directors, employees and other qualifying individuals in achieving specific performance milestones through the issue of Equity Securities.

4.2 Requirement for Shareholder Approval

Shareholder approval is not required by the Corporations Act or the Listing Rules for the establishment or operation of the Incentive Scheme.

Shareholder Approval for the Incentive Scheme is being sought in accordance with the provisions of this Resolution, to allow the Company to rely on Listing Rule 7.2, Exception 13. This Exception:

- excludes any Equity Securities issued under an "employee incentive scheme" from being included in the Equity Securities that the Company would otherwise be required to include in determining whether it remains in compliance with the 15% Threshold; and
- provides that a company is not required to obtain shareholder approval for an issue of Equity Securities under an "employee incentive scheme" provided that shareholders have approved the issue of securities under that scheme, as an exception to Listing Rule 7.1, no later than three years before the date of a proposed issue of any Equity Securities under that scheme.

If this Resolution is passed, the Company will be able to proceed with the replacement of the Incentive Scheme and any issue of Equity Securities under the Incentive Scheme (excluding those issued to related parties) will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1 for a period of three years from the date the Resolution is approved.

If this Resolution is not passed, the Company may still replace the Incentive Scheme, however, it will not be able to rely on Listing Rule 7.2 exception 13 which will mean the issue of any securities in connection with the Incentive Scheme will utilise the Company's capacity under Listing Rule 7.1.

For the avoidance of doubt, any Equity Securities issued under the Incentive Scheme to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained will require additional Shareholder approval under Listing Rule 10.14.

4.3 Information required by Listing Rule 7.2, exception 13

For the purpose of Listing Rule 7.2, exception 13, the following information in relation to the Incentive Scheme the subject of this Resolution is provided:

(a) *The terms of the Incentive Scheme*

A summary of the terms and conditions of the Incentive Scheme is set out in Annexure B of this Document.

(b) *The number of securities issued under the scheme since the date of the last approval*

9,000,000 unquoted Options with an exercise price of \$0.30 per Option, expiring 21 December 2024 issued on 21 December 2021 to employees and consultants of the Company who are not Directors of the Company.

(c) *The maximum number of securities proposed to be issued under the Incentive Scheme following approval*

The number of Equity Securities to be issued under the Incentive Scheme will not exceed 140,000,000. This maximum is not intended to be a prediction of the actual number of Equity Securities to be issued under the Incentive Scheme but is specified for the purposes of setting a ceiling on the number of Equity Securities approved to be issued for the purposes of Listing Rule 7.2 (Exception 13(b)).

4.4 Voting Exclusion Statement

Particulars as to the persons not permitted to vote on this Resolution, and whose votes will be disregarded if cast on Resolution, are set out in the Notice.

5. RESOLUTION 5 – ISSUE OF EXECUTIVE SECURITIES TO THE NEW MANAGING DIRECTOR JONATHAN BATTERSHILL

5.1 Background

On 5 October 2023, the Company announced the appointment of Jonathan Battershill as the new incoming managing director of the Company, with his appointment to commence on 1 January 2023.

Mr Battershill has a Bachelor of Engineering (Geology) (Hons) from the Camborne School of Mines, United Kingdom and a highly-successful career spanning more than 25 years in mining, business development and finance both in Australia and internationally. His industry experience includes senior operational and business development roles with WMC Resources Limited (Western Mining) as well as significant financial experience at Citigroup, UBS and Canaccord both in Sydney and London. Mr Battershill was consistently voted one of the leading financial mining analysts in Australia between 2009 and 2015 by institutional investors. Mr Battershill has been a non-executive director of Silver Mines since 2017.

Resolution 5 seeks approval for:

- (i) the grant and issue of 12,000,000 Performance Rights (pursuant to the terms of the Incentive Scheme); and
- (ii) the issue or transfer of Shares upon the vesting and exercise of those Performance Rights,

to the Company's new managing director Jonathan Battershill (or his nominee) under the Company's Incentive Scheme.

Performance rights confer an entitlement to be issued one Share subject to the satisfaction of any performance criteria on the terms set out in the Incentive Scheme. The Performance Rights shall be issued under, and subject to the terms of the Incentive Scheme. The terms of the Incentive Scheme are summarised in Annexure B.

In line with market practice, performance based incentive programs form a key component of total remuneration for Jonathan Battershill. A significant portion of Mr Battershill's remuneration has been placed at risk to more closely align the objectives of the Mr Battershill with the interests of the Company and the Shareholders, and, to encourage long term sustainable growth and to assist with retention.

5.2 Requirement for Shareholder Approval

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire Equity Securities under an employee incentive scheme:

- a director of the Company;
- an associate of a director of the Company; or
- a person whose relationship with the Company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders,

unless it obtains the approval of its shareholders.

Shareholder approval is required under Listing Rule 10.14 in order to issue Performance Rights under the Incentive Scheme to Jonathan Battershill on his appointment as the Managing Director of the Company.

If this Resolution is passed, the Company will be able to proceed with the proposed issue of Performance Rights to Jonathan Battershill under the Incentive Scheme.

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue of Performance Rights under the Incentive Scheme and may need to consider other methods (such as cash payments) to remunerate and incentivise Jonathan Battershill.

Pursuant to Listing Rule 7.2 exception 14, as Shareholder approval is being sought under Listing Rule 10.14 approval under Listing Rule 7.1 is not required.

5.3 Section 208 of the Corporations Act

In accordance with Section 208 of the Corporations Act, to give a financial benefit to a related party, the Company must obtain Shareholder approval unless the giving of the financial benefit falls within an exception in Sections 210 to 216 of the Corporations Act.

The Directors (with the exception of Jonathan Battershill) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Performance Rights to Jonathan Battershill, as the exception in section 211 of the Corporations Act applies. The Performance Rights are considered to be reasonable remuneration for the purposes of section 211 of the Corporations Act.

5.4 Information required by Listing Rule 10.15

For the purpose of Listing Rule 10.14 and Listing Rule 10.15, the following information in relation to the Incentive Options the subject of this Resolution is provided.

(a) Parties to whom the securities will be issued

12,000,000 Performance Rights will be issued to Jonathan Battershill or his nominee.

(b) Relationship of Related Party

Jonathan Battershill is a Director of the Company and therefore a related party under Listing Rule 10.11.1 and as per Listing Rule 10.14.1.

(c) *Number and class of securities to be issued*

Item	First Vesting Performance Rights (Class 1)	Second Vesting Performance Rights (Class 2)	Third Vesting Performance Rights (Class 3)
Number of Performance Rights	4,000,000	4,000,000	4,000,000
Vesting conditions	Vest upon the Company's Shares achieving a 10 day VWAP of \$0.30 at any time before the Expiry date	Vest upon the Company's Shares achieving a 10 day VWAP of \$0.40 at any time before the Expiry date and provided commencement of mine construction has occurred.	Vest upon the Company's Shares achieving a 10 day VWAP of \$0.50 at any time before the Expiry date and provided successful mine commissioning has occurred.
Term	3 years	3 years	3 years
Expiry Date	31 December 2026	31 December 2026	31 December 2026

(d) *Remuneration Package*

On commencement of his appointment as Managing Director, Mr Battershill's remuneration will include:

- **Total Fixed Remuneration:** \$650,000 per annum (**TFR**) plus statutory superannuation, subject to review from time to time.
- **Short Term Incentives:** Mr Battershill will be eligible for annual Short Term Incentives (**STIs**) of up to 50% of TFR. The STIs will be payable at the Board's discretion and upon achievement by the Mr Battershill of Key Performance Indicators (KPIs) primarily related to HSE (Health, Safety and Environmental) performance and other criteria as agreed by the Board from time to time.

The Board may decide to pay the STIs in cash, shares or in a combination of cash and shares.

Any decision by the Board to pay any STIs in shares in the Company will be subject to shareholder approval in accordance with the ASX Listing Rules and other applicable law.

- **Long Term Incentives:** 12,000,000 Performance Rights which are subject to this resolution, and which will only be issued with shareholder approval being obtained.

Mr Battershill's current total remuneration package as a non-executive director of the Company is \$95,000. As part of his remuneration on his appointment as a non-executive director in 2017, Mr Battershill was granted 5,000,000 unlisted options with an exercise price of \$0.20 per option which expire 3 years from the date of achievement of financing milestones.

(e) *Details of previous issues under Incentive Scheme.*

Mr Battershill has not been issued with any Equity Securities under the Incentive Scheme which was approved in November 2021.

(f) *Date of issue*

The Company will issue the Performance Rights within three years of the date of the meeting.

(g) *Price of securities*

The Performance Rights will be issued for nil consideration as party of the Incentive Scheme.

(h) *Maximum number of securities that may be acquired by Director*

The Maximum number of securities that may be issued to Jonathan Battershill under the Incentive Scheme in any 12 month period is 12,000,000.

(i) Summary of the material terms of the Securities

The material terms of the Performance Rights under this Resolution are set out in Annexure C.

The Company has chosen to issue the Performance Rights to Jonathan Battershill for the following reasons:

- (i) The Performance Rights are unquoted and will not have an immediate dilutionary impact on Shareholders.
- (ii) The issue of Performance Rights are a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of remuneration allows the Company greater flexibility to use its cash reserves to further advance its projects instead of being allocated for executive remuneration.
- (iii) The issue of Performance Rights is to provide a retention of performance linked incentive component in the remuneration package of Mr Battershill and is in line with its strategy that the objectives of its employees are more closely aligned with the interests of the Company and the Shareholders, in addition to attracting, motivating and retaining valuable employees.
- (iv) The number of Performance Rights to be issued to Mr Battershill has been determined based upon a consideration of:
 - A. the role and responsibilities of Mr Battershill as Managing Director;
 - B. current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company;
 - C. the remuneration of Mr Battershill; and
 - D. incentives required to attract and ensure continuity of service of Mr Battershill, who has appropriate knowledge and expertise, while maintaining the Company's cash reserves.

The value attributed to the Performance Rights being issued under this Resolution is set out in Annexure D of this Document.

(j) Summary of the material terms of any loan which will be made to the person in relation to the acquisition.

No loan will be provided to Mr Battershill or his nominee in relation to the issue of the Performance Rights.

(k) Statement in accordance with Listing Rule 10.15.11

- Details of any securities issued under the Incentive Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
- Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Incentive Plan after the Resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

5.5 Voting Exclusion Statement

Particulars as to the persons not permitted to vote on this Resolution, and whose votes will be disregarded if cast on Resolution, are set out in the Notice.

5.6 Recommendation of Directors

Each Director (with the exception of Mr Battershill) recommends that Shareholders vote **in favour** of this Resolution.

Each Director (with the exception of Mr Battershill) confirms that they have no personal interest in the outcome of this Resolution.

6. RESOLUTION 6 – APPROVAL OF POTENTIAL TERMINATION BENEFITS

6.1 Reason for seeking Shareholder approval

The termination benefits that can be given, without Shareholder approval, to members of the Company who hold a Managerial or Executive Office, as defined in the Corporations Act, on cessation of their employment or retirement from office with the Company or a Related Body Corporate, are restricted by Part 2D.2 of the Corporations Act.

These restrictions apply to individuals (i.e. to Relevant Executives) who hold a Managerial or Executive Office in the Company or a related body corporate and to individuals who have held such an office during the last three years before they ceased to hold such an office or position of employment. This includes members of the Company's KMP, which includes all the Company's directors, and directors of subsidiary companies of the Company.

Under Part 2D.2 of the Corporations Act, a Relevant Executive may only be given a benefit in connection with their ceasing to hold their office or position if it is approved by Shareholders or an exemption applies. The exemptions include an exemption for benefits such as statutory entitlements to accrued annual and long-service leave, amounts required to be paid by law or by court order, certain types of "deferred bonuses" and, subject to certain conditions, payments made in accordance with a company's redundancy policy. Beyond that, in general terms, certain benefits are permitted if they are within a monetary cap. This cap is broadly equivalent to the average 12-months' base salary of the person concerned over the three years preceding cessation of office. If termination benefits are provided beyond those permitted by the Corporations Act, a breach of the Corporations Act can occur even if the Relevant Executive has a pre-existing contractual entitlement to the benefit.

Approval is therefore being sought in relation to the Company's remuneration policy and practices and commitments. This approval seeks to preserve the discretion of the Board to determine the most appropriate leaving entitlements for holders of Managerial or Executive Office under their relevant employment agreements and incentive plans.

Details of the remuneration policy are included in the Remuneration Report of the Company, contained in the Company's 2023 Annual Report. The Remuneration Report has been voted on by Shareholders at previous Annual General Meetings and has consistently received strong support from Shareholders.

The Company's policy in relation to termination entitlements is to treat employees (including Relevant Executives) appropriately and in accordance with applicable laws, Company policy and having regard to market practice.

As such, the Board considers it is prudent to seek shareholder approval in respect of the potential termination entitlements or benefits payable (or that could become payable) to any current or future employees who are Relevant Executives at the time of cessation of their employment, or who were Relevant Executives at any time in the three years prior to cessation.

6.2 Period of Shareholder approval

If Shareholder approval is obtained, it will be effective from the date the resolution is passed until the conclusion of the 2026 Annual General Meeting (**2026 AGM**). If considered appropriate, the Board may seek further Shareholder approval at the 2026 AGM for the giving of termination benefits to Relevant Executives after the 2026 AGM.

It can be reasonably anticipated that the Company's relevant employment agreements and Incentive Scheme will be amended (or replaced) from time to time in line with changing governance standards, market practice and, where required, changes in relation to Key Management Personnel that will be reported in the Remuneration Report.

However, if Shareholder approval is obtained, this approval will remain valid for as long as the relevant employment agreements and incentive plans applying to the Relevant Executives provide for the entitlements, exercise of discretions and treatments on cessation of employment as set out in the "Potential termination benefits subject to approval" section below.

6.3 Benefits or entitlements requiring Shareholder approval

The potential termination benefits for which approval is sought are detailed in the "Potential termination benefits subject to approval" section below.

Shareholders are not being asked to approve any change or increase in the remuneration or benefits or entitlements for Relevant Executives, or any variations to the existing discretions of the Board. Rather, Shareholders are being asked to approve Company's policy and practices, including the discretions of the Board, so as to enable the Company to continue to operate its remuneration programmes to support the Company's strategy, as described in the Remuneration Report.

If Shareholder approval is given, the Board intends that no other termination benefits will be provided to Relevant Executives in connection with cessation of their employment, other than those within the scope of the approval, or within the scope of other approvals given from time to time by Shareholders, or which are not otherwise prohibited under Part 2D.2 of the Corporations Act.

The Board believes it to be in the best interests of the Company that Shareholder approval be given. If approval is not given by Shareholders, Company will be limited as to the benefits that may be provided to Relevant Executives which may have an adverse impact on the Company's ability to attract and retain key talent with appropriate experience, skills and qualifications, and to build a diverse, sustainable and high achieving workforce.

6.4 The value of the benefits or entitlements

The amount and value of the termination benefits for which Shareholder approval is sought is the maximum potential benefit that could be provided from time to time for each of the categories described in the "Potential termination benefits subject to approval" section below. Approval of these termination benefits does not guarantee that any specific individual will receive those termination benefits. Depending on the circumstances of cessation, any specified individual may not ultimately receive the benefits covered by this approval (in whole or part) or may, subject to the restrictions in Part 2D.2 of the Corporations Act, receive termination benefits that are different from those for which Shareholder approval is sought.

The amount and value of the potential termination benefits that may be provided to Relevant Executives (and for which shareholder approval is sought) cannot be ascertained in advance. This is because various matters, events and circumstances will, or are likely to, affect the calculation of that amount or value. Matters, events and circumstances that will, or are likely to, affect the calculation of the amount and value of any termination benefit or entitlement area:

- (a) the circumstances in which the individual ceases to hold office or ceases employment and whether they serve all or part of any applicable notice period;

- (b) the base salary and total fixed remuneration of the individual at the relevant time;
- (c) any change in the individual's role, such as a redeployment;
- (d) the number of unvested equity securities held by the individual at the time of cessation and the number that the Board determines to vest, lapse or leave on foot in accordance with the relevant incentive plans (as applicable);
- (e) the price of the Company's shares on ASX when the value of any equity-based cessation entitlement or benefit is determined;
- (f) the value of any payment or contribution that may arise, and be paid, in respect of the notice period provided under the employment or service agreement; and
- (g) any changes in law between the date the Company enters into an employment or service agreement with the Relevant Executive and the date the Relevant Executive ceases to hold office or employment.

6.5 Potential termination benefits subject to approval

The potential termination benefits are detailed below. Not all of the benefits described below require Shareholder approval. However, in the interests of good governance and transparency, the Board considers it appropriate to seek approval for such benefits.

(a) Employment Agreements

As described in the Company's 2023 Remuneration Report, the executive members of the Company and other Company employees are employed under service agreements. These agreements are capable of termination by the Company or the Relevant Executive giving notice of a specified period.

The period of notice varies as between Relevant Executives but in no case does it exceed 6 months. The Company may make a payment in lieu of some or all of the notice period in accordance with the terms of the employment agreement. The payment is calculated by reference to the total fixed remuneration of the Relevant Executive concerned.

In certain circumstances, incentives granted or issued but not yet vested may be vested and exercisable (if applicable) on termination by notice (if applicable and subject to the payment of any exercise price and the terms of the applicable employee incentive arrangements).

(b) Diminution of Role

Depending on the individual employment agreement, certain Relevant Executives may be entitled to resign from their employment with the Company or the relevant Related Body Corporate of The Company (as applicable) in the event of a material diminution of their authority, duties status or responsibilities in their role, a change in their direct reporting relationship with the Company or the relevant Related Body Corporate of the Company (as applicable), or a permanent change to location of their employment.

If such Relevant Executive resigns from their role on the basis of a material diminution, the Relevant Executive must give the Company or the relevant Related Body Corporate of the Company (as applicable) a specified minimum period of notice (being up to six months' notice) at any time during the 12 months following the occurrence of any such material diminution.

If the Company or the relevant Related Body Corporate of the Company (as applicable) receives such notice, the Company or the relevant Related Body Corporate of the Company (as applicable) will provide that Relevant Executive with 6 months' payment in lieu of notice of termination of employment from the end of the notice period, calculated on the basis of the Relevant Executive's total fixed remuneration at the relevant time.

In certain circumstances, incentives granted or issued (but not yet vested) may be vested and exercisable (if applicable and subject to payment of any applicable exercise price and the terms of the applicable employee incentive arrangements).

(c) Incentive Plan

Under the Company's Incentive Plan, participants (which may include KMP and other holders of a Managerial or Executive Office) may have an opportunity to be granted incentives in the form of Equity Securities. Any Equity Securities granted to eligible participants will be issued in accordance with the Incentive Plan.

Terms of the Incentive Plan are summarised in Annexure B.

The Board has discretion to approve the retention of Equity Securities to employees on cessation of employment with the Company in circumstances which it deems fit including but not limited to the following circumstances:

- (i) death of the participant;
- (ii) total and permanent disablement of the participant;
- (iii) retirement, resignation or redundancy of the participant;
- (iv) the employer (if a Related Body Corporate of the Company):
 - A. ceases to be a Related Body Corporate of the Company and that causes the participant to cease being employed by the Company or a Related Body Corporate; or
 - B. sells a business it conducts to someone other than the Company or a Related Body Corporate, and that causes the participant to cease their employment; or
- (v) any other reason as determined the Board in its absolute discretion.

6.6 Voting Exclusion Statement

A description of the persons not permitted to vote on this Resolution, and whose votes will be disregarded if cast on this Resolution, is set out in the Notice.

6.7 Recommendation of Directors

Each Director recommends that Shareholders vote **IN FAVOUR** of this Resolution. Each Director confirms they have no personal interest in the outcome of this Resolution other than in their capacity as a Shareholder or an Associate of a Shareholder.

7. RESOLUTION 7 – APPOINTMENT OF ERNST & YOUNG AS AUDITOR

7.1 Background

Crowe Sydney (**Crowe**) has been the auditor of the Company since 2016.

The Board has been satisfied with the services of Crowe as the Company's auditor and thanks Crowe for their services provided as auditor of the Company.

Given the amount of time that Crowe have acted as the Company's auditor, the Board, the Company and Crowe have reviewed the role of auditor, and it has been considered by the Company that for corporate governance reasons, it is appropriate for the firm appointed as the Company's auditor to change at this time.

Crowe has sought consent from ASIC to resign as auditor of the Company with effect from the end of the Meeting. Crowe has lodged a notice with ASIC seeking ASIC's consent for Crowe's resignation as the Company's auditor in accordance with section 329(5) of the Corporations Act.

Subject to the ASIC's consent on Crowe's resignation, and in accordance with Section 327B of the Corporations Act, the Company is proposing to appoint Ernst & Young as its auditor which will, if this resolution is passed, take effect from the date of the Meeting.

Section 328B(1) of the Corporations Act requires that written notice of nomination of a new auditor be received from a member of the Company. The Company has received such a nomination from a Shareholder of the Company nominating Ernst & Young. A copy of this nomination is set out in Annexure E to this Notice.

The Company has selected Ernst & Young based on their reputation and experience within junior ASX listed companies along with being Sydney based in line with the Company's management and finance functions.

Ernst & Young has consented and as at the date of this Notice has not withdrawn its consent to act as the Company's auditor. A copy of the Ernst & Young's consent to act as auditor is set out in Annexure F of this Notice.

If this Resolution is passed, the appointment of Ernst & Young as the Company's auditor will take effect at the close of this Meeting.

If ASIC does not consent to Crowe's resignation as Company's auditor, or such consent is not received as at the date of this Meeting, Crowe will continue as the Company's auditor and this Resolution will not be put to the Meeting.

7.2 Requirement for Shareholder Approval

Under section 327B of the Corporations Act, a public company is required to appoint an auditor to fill any vacancy in the office of auditor at each subsequent AGM.

In accordance with section 328B(1) of the Corporations Act, a written notice nominating Ernst & Young as the Company's auditor has been given to the Company. A copy of this notice is contained in Annexure E.

If this Resolution is passed, the appointment of Ernst & Young as Auditor will continue to act as the auditor of the Company from the close of the Meeting.

If this Resolution is not passed, the position of auditor will fall vacant and the Board will look to appoint another auditor on an interim basis.

7.3 Recommendation of Directors

If ASIC consents to Crowe Sydney's resignation as the Company's auditor, each Director recommends that Shareholders vote **IN FAVOUR** of this Resolution.

Each Director confirms they have no personal interest in the outcome of this Resolution other than in their capacity as a Shareholder or an Associate of a Shareholder.

ENQUIRIES

Shareholders are advised to contact Trent Franklin, the Company Secretary, on 02 8316 3997 if they have any queries in respect of the matters set out in this Document.

GLOSSARY

For the purposes of this Document, the following terms have the meanings prescribed below:

\$		Australian dollars.
AEDT		Australian Eastern Daylight Time.
AGM		means Annual General Meeting.
Annual Meeting	General	means the annual general meeting of Shareholders convened by the Company pursuant to the Corporations Act.
Associate		has the meaning given in Listing Rule 19.12
ASX		ASX Limited ACN 008 624 691 or the securities exchange market operated by it, as the context requires.
Board		the board of directors of the Company as constituted from time to time.
Bowdens, Bowdens Silver or Bowdens Silver Project		The Bowdens Silver Project, located in Lue, New South Wales.
Business Day		a day which is not a Saturday, Sunday, a bank holiday or a public holiday in Sydney, and any other day that ASX declares is not a business day.
Chair		the person chairing the Meeting.
Company or Silver Mines		Silver Mines Limited ACN 107 452 942.
Constitution		means the constitution adopted by the Company in 2006.
Control		has the meaning given to that term in section 50AA of the Corporation Act.
Convertible Security		means a Security exercisable for Share(s) in accordance with these Rules, including an Option or Performance Right.
Corporations Act		the <i>Corporations Act 2001</i> (Cth).
Director		a director of the Company as at the date of this Document.
Division 1A		Division 1A of Part 7.12 of the Corporations Act.
Document		this document entitled “Notice of Annual Meeting”, including any annexures or schedules to or of this document.
Equity Security or Securities		has the meaning given to that term in chapter 19 of the Listing Rules.
Explanatory Statement		the section entitled “Explanatory Statement” of this Document, forming part of the Notice.
Incentive Scheme or Incentive Plan		has the meaning referred to in section 4.1 in the Explanatory Statement and is to be issued on the terms and condition set out in Annexure B to this Document.

Key Management Personnel or KMP		has the meaning given to that term in section 9 of the Corporations Act.
Listing Rules		the listing rules of the ASX as amended from time to time.
Managerial or Executive Office	or	Means members of the Company who hold a hold a managerial or executive office, as defined in section 200AA the Corporations Act.
Meeting		the Annual General Meeting of the Company convened pursuant to in the Notice.
Notice or Notice of Meeting		the notice convening this Meeting as set out in this Document.
Ordinary Resolution		a resolution of Shareholders that is approved by a simple majority of the votes cast by Shareholders present at the Meeting (whether in person or by proxy) and entitled to vote on that resolution.
Performance Criteria		means, in relation to a Performance Right, the performance criteria determined by the Board which must be satisfied before a Performance Right (or a specified number or percentage of Performance Rights granted) can vest.
Performance Period		means, in relation to a Performance Right, the period determined by the Board over which the Board will assess whether the Performance Criteria attaching to the Performance Right have been satisfied
Performance Right		confer an entitlement to be issued one Share subject to the satisfaction of any performance criteria on the terms set out in the Incentive Plan
Proxy Form		the 'Appointment of Proxy' form mailed out to all Shareholders. A blank proxy form is attached to this Document.
Related Corporate Body	Body	has the meaning given to that term in section 50 of the Corporations Act.
Related Party		has the meaning given to that term in Listing Rule 19.12.
Resolution		a resolution set out in the Notice.
Rules		means the provisions of the Incentive Plan, including any schedule or annexure to it, as varied from time to time.
Security		means for the purposes of the Incentive Plan any of: <ul style="list-style-type: none"> (a) an Option; (b) a Share; or (c) a Performance Right, and each of the foregoing will be regards for the purposes of the administration of the Plan as a separate class of Security.
Share		a fully paid ordinary share in the issued share capital of the Company.

Shareholder	a person recorded on the register of members maintained by the Company pursuant to sections 168 and 169 of the Corporations Act as a holder of one or more Shares.
Share Registry	Automic Pty Ltd
Sophisticated Investor	a person to whom an offer of the Company's Equity Securities may be made without disclosure in reliance on section 708(8) or section 708(11) of the Corporations Act and that is not already a Related Party of the Company.
Takeover Bid	has the meaning given to that term in the Corporations Act.
TFR	means total fixed remuneration.

INTERPRETATION

In this Notice, headings are for convenience only and do not affect interpretation and except where the context otherwise requires:

- (a) the singular includes the plural and vice versa and a gender includes other genders;
- (b) other grammatical forms of a defined word or expression have a corresponding meaning;
- (c) a reference to a section, paragraph, schedule or annexure is to a section or paragraph of or schedule or annexure to this Notice and a reference to this Notice includes any schedule and annexure;
- (d) a reference to a document or agreement includes the document or agreement as novated, altered, supplemented or replaced from time to time;
- (e) a reference to A\$, \$A, dollar or \$ is to Australian currency;
- (f) a reference to a year (other than a financial year) or a month means a calendar year or calendar month respectively;
- (g) a reference to a party to a document includes the party's executors, administrators, successors and permitted assigns and substitutes;
- (h) a reference to a person includes a natural person, partnership, firm, body corporate, trust, joint venture, association, governmental or local authority or agency or other entity;
- (i) a reference to a statute, ordinance, code or other law includes regulations and other instruments under it and consolidations, amendments, re-enactments or replacements of any of them;
- (j) any authorities, associations, bodies and entities, whether statutory or otherwise, will, in the event of such authority, association, body or entity ceasing to exist or being reconstituted, replaced or the powers or functions thereof being transferred to or taken over by any other authority, association, body or entity, be deemed to refer respectively to the authority, association, body or entity established, constituted or substituted in lieu thereof which exercises substantially the same powers or functions; and
- (k) the meaning of general words is not limited by specific examples introduced by including, for example or similar expressions.



Silver Mines Limited | ABN 45 107 452 942

Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Your proxy voting instruction must be received by **10.30am (AEDT) on Tuesday, 28 November 2023**, 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/#/loginsah> 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:

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IN PERSON:

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+61 2 8583 3040

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+61 2 9698 5414 (Overseas)

ANNEXURE B – TERMS AND CONDITIONS OF INCENTIVE SCHEME

A summary of the key terms of the Incentive Scheme is set out below:

- (a) **(Eligible Participant):** “Eligible Participant” means a person that has been determined by the Board to be eligible to participate in the Plan from time to time and is an “ESS participant” (as that term is defined in Division 1A) in relation to the Company or an associated entity of the Company. This relevantly includes, amongst others:
- (i) an employee or director of the Company or an individual who provides services to the Company;
 - (ii) an employee or director of an associated entity of the Company or an individual who provides services to such an associated entity;
 - (iii) a prospective person to whom paragraphs (i) or (ii) apply;
 - (iv) a person prescribed by the relevant regulations for such purposes; or
 - (v) certain related persons on behalf of the participants described in paragraphs (i) to (iv) (inclusive).
- (b) **(Maximum allocation)**
- (i) The Company must not make an offer of Securities under the Plan in respect of which monetary consideration is payable (either upfront, or on exercise of convertible securities) where the total number of Plan Shares (as defined in paragraph (m) below) that may be issued, or acquired upon exercise of Plan Convertible Securities offered, when aggregated with the number of Shares issued or that may be issued as a result of offers made under the Plan at any time during the previous 3 year period would exceed 10% of the total number of Shares on issue at the date of the offer (as specified in the Company’s Constitution) or such other limit as may be specified by the relevant regulations or the Company’s Constitution from time to time.
 - (ii) The maximum number of equity securities proposed to be issued under the Plan for the purposes of Listing Rule 7.2, Exception 13 is 140,000,000 (**ASX Limit**). This means that, subject to the following paragraph, the Company may issue up to the ASX Limit under the Plan, without seeking Shareholder approval and without reducing its placement capacity under Listing Rule 7.1.

The Company will require prior Shareholder approval for the issue of Securities under the Plan to Directors, their associates, and any other person whose relationship with the Company or a Director or a Director’s associate is such that, in ASX’s opinion, the acquisition should be approved by Shareholders. The issue of Securities with Shareholder approval will not count towards the ASX Limit.
- (c) **(Purpose):** The purpose of the Plan is to:
- (i) assist in the reward, retention and motivation of Eligible Participants;
 - (ii) link the reward of Eligible Participants to Shareholder value creation; and
 - (iii) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Securities.

- (d) **(Plan administration):** The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion, subject to compliance with applicable laws and the Listing Rules. The Board may delegate its powers and discretion.
- (e) **(Eligibility, invitation and application):** The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for Securities on such terms and conditions as the Board decides. An invitation issued under the Plan will comply with the disclosure obligations pursuant to Division 1A.

On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.

A waiting period of at least 14 days will apply to acquisitions of Securities for monetary consideration as required by the provisions of Division 1A.

- (f) **(Grant of Securities):** The Company will, to the extent that it has accepted a duly completed application, grant the successful applicant (**Participant**) the relevant number of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.
- (g) **(Terms of Convertible Securities):** Each 'Convertible Security' represents a right to acquire one or more Shares (for example, under an option or performance right), subject to the terms and conditions of the Plan.

Prior to a Convertible Security being exercised a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. A Participant may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted to them. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.

- (h) **(Vesting of Convertible Securities):** Any vesting conditions applicable to the grant of Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.
- (i) **(Exercise of Convertible Securities and cashless exercise):** To exercise a Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the invitation.

At the time of exercise of the Convertible Securities, and subject to Board approval, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.

Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.

A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.

- (j) **(Delivery of Shares on exercise of Convertible Securities)**: As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.
- (k) **(Forfeiture of Convertible Securities)**: Where a Participant who holds Convertible Securities ceases to be an Eligible Participant or becomes insolvent, all unvested Convertible Securities will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to vest.

Where the Board determines that a Participant has acted fraudulently or dishonestly, or wilfully breached his or her duties to the Group, the Board may in its discretion deem all unvested Convertible Securities held by that Participant to have been forfeited.

Unless the Board otherwise determines, or as otherwise set out in the Plan rules:

- (i) any Convertible Securities which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and
 - (ii) any Convertible Securities which have not yet vested will be automatically forfeited on the expiry date specified in the invitation.
- (l) **(Change of control)**: If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.
 - (m) **(Rights attaching to Plan Shares)**: All Shares issued under the Plan or issued or transferred to a Participant upon the valid exercise of a Convertible Security, **(Plan Shares)** will rank pari passu in all respects with the Shares of the same class. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.
 - (n) **(Disposal restrictions on Securities)**: If the invitation provides that any Plan Shares or Convertible Securities are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.
 - (o) **(Adjustment of Convertible Securities)**: If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an allotment of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.

Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

- (p) **(Participation in new issues)**: There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Convertible Securities without exercising the Convertible Securities.
- (q) **(Amendment of Plan)**: Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.

No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

- (r) **(Plan duration)**: The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.

If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.

ANNEXURE C – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

1. **(Entitlement):** Subject to the terms and conditions set out below, each Performance Right, once vested, entitles the holder to the issue of one fully paid ordinary share in the capital of the Company (**Share**).
2. **(Issue Price):** The Performance Rights are issued for nil cash consideration.
3. **(Vesting Conditions):** Subject to the terms and conditions set out below, the Performance Rights will have the vesting conditions (**Vesting Condition**) specified below:

Item	First Performance (Class 1)	Vesting Rights	Second Performance (Class 2)	Vesting Rights	Third Performance (Class 3)	Vesting Rights
Number of Performance Rights	4,000,000		4,000,000		4,000,000	
Vesting conditions	Vest upon the Company's Shares achieving a 10 day VWAP of \$0.30 at any time before the Expiry date		Vest upon the Company's Shares achieving a 10 day VWAP of \$0.40 at any time before the Expiry date and provided commencement of mine construction has occurred.		Vest upon the Company's Shares achieving a 10 day VWAP of \$0.50 at any time before the Expiry date and provided successful mine commissioning has occurred.	
Term	3 years		3 years		3 years	
Expiry Date	31 December 2026		31 December 2026		31 December 2026	

4. **(Vesting):** Subject to the satisfaction of the Vesting Condition, the Company will notify the Holder in writing (**Vesting Notice**) within 3 Business Days of becoming aware that the relevant Vesting Condition has been satisfied.
5. **(Expiry Date):** The Performance Rights will expire and lapse on the first to occur of the following:
 - (a) the Vesting Condition becoming incapable of satisfaction due to the cessation of employment of the holder with the Company (or any of its subsidiary entities) (subject to the exercise of the Board's discretion under the Incentive Plan); and
 - (b) 31 December 2026,**(Expiry Date).**
6. **(Exercise):** At any time between receipt of a Vesting Notice and the Expiry Date (as defined in clause 5 above), the holder may apply to exercise Performance Rights by delivering a signed notice of exercise to the Company Secretary. The holder is not required to pay a fee to exercise the Performance Rights.
7. **(Issue of Shares):** As soon as practicable after the valid exercise of a vested Performance Right, the Company will:
 - (a) issue, allocate or cause to be transferred to the holder the number of Shares to which the holder is entitled;
 - (b) issue a substitute Certificate for any remaining unexercised Performance Rights held by the holder;

- (c) if required, and subject to clause 8, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
 - (d) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the Listing Rules.
8. **(Restrictions on transfer of Shares):** If the Company is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, Shares issued on exercise of the Performance Rights may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act. The Company is authorised by the holder to apply a holding lock on the relevant Shares during the period of such restriction from trading.
9. **(Ranking):** All Shares issued upon the conversion of Performance Rights will upon issue rank equally in all respects with other Shares.
10. **(Transferability of the Performance Rights):** The Performance Rights are not transferable, except with the prior written approval of the Company at its sole discretion and subject to compliance with the Corporations Act and Listing Rules.
11. **(Dividend rights):** A Performance Right does not entitle the holder to any dividends.
12. **(Change of Control):**
- (a) If prior to the earlier of the conversion of the Performance Rights or the Expiry Date a Change of Control Event occurs, then each Performance Right will automatically vest and immediately convert to a Share.
 - (b) A **Change of Control Event** means:
 - (i) a change in Control of the Company;
 - (ii) where members of the Company approve any compromise or arrangement for the purpose of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation with any other body corporate or bodies corporate (other than a scheme that does not involve a change in the ultimate beneficial ownership of the Company), which will, upon becoming effective, result in any person (either alone or together with its associates) owning more than fifty per cent (50%) of Issued Capital;
 - (iii) where a person becomes the legal or the beneficial owner of, or has a relevant interest in, more than fifty per cent (50%) of issued capital;
 - (iv) where a person becomes entitled to acquire, hold or has an equitable interest in more than fifty per cent (50%) of issued capital; and
 - (v) where a Takeover Bid is made to acquire more than fifty per cent (50%) of issued capital (or such lesser number of Shares that when combined with the Shares that the bidder (together with its associates) already owns will amount to more than 50% of issued capital) and the Takeover Bid becomes unconditional and the bidder (together with its associates) has a relevant interest in more than 50% of issued capital.

13. **(Voting rights):** A Performance Right does not entitle the holder to vote on any resolutions proposed at a general meeting of the Company, subject to any voting rights provided under the Corporations Act or the ASX Listing Rules where such rights cannot be excluded by these terms.
14. **(Quotation of the Performance Rights)** The Company will not apply for quotation of the Performance Rights on any securities exchange.
15. **(Adjustments for reorganisation):** If there is any reorganisation of the issued share capital of the Company, the rights of the Performance Rights holder will be varied in accordance with the Listing Rules.
16. **(Entitlements and bonus issues):** Subject to the rights under clause 17, holders will not be entitled to participate in new issues of capital offered to shareholders such as bonus issues and entitlement issues. There will be no change to the number of Shares over which the Performance Rights are exercisable in the event of the Company making a pro-rata issue of Shares or other securities to the holders of Shares in the Company (other than a bonus issue).
17. **(Bonus issues):** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment), the number of Shares which must be issued on the exercise of a vested Performance Right will be increased by the number of Shares which the holder would have received if the holder had exercised the Performance Right before the record date for the bonus issue.
18. **(Return of capital rights):** The Performance Rights do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
19. **(Rights on winding up):** The Performance Rights have no right to participate in the surplus profits or assets of the Company upon a winding up of the Company.
20. **(Takeovers prohibition):**
 - (a) the issue of Shares on exercise of the Performance Rights is subject to and conditional upon the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act; and
 - (b) the Company will not be required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Performance Rights.
21. **(No other rights)** A Performance Right does not give a holder any rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.
22. **(Amendments required by ASX)** The terms of the Performance Rights may be amended as considered necessary by the Board in order to comply with the ASX Listing Rules, or any directions of ASX regarding the terms provided that, subject to compliance with the Listing Rules, following such amendment, the economic and other rights of the holder are not diminished or terminated.
23. **(Plan)** The Performance Rights are issued pursuant to and are subject to the Incentive Plan. In the event of conflict between a provision of these terms and conditions and the Incentive Plan, these terms and conditions prevail to the extent of that conflict.

24. (**Constitution**) Upon the issue of the Shares on exercise of the Performance Rights, the holder will be bound by the Company's Constitution.

ANNEXURE D – VALUATION OF PERFORMANCE RIGHTS

The Performance Rights to be issued to the incoming Managing Director Jonathan Battershill pursuant to Resolution 5 has been valued internally by the Company using the Hoadley Barrier 5 Trinomial Option model together with the Hoadley Parisian Barrier model.

The valuation has been prepared based on the Company's closing price of Shares as at 3 October 2023 being \$0.165.

Item	PR1	PR2	PR3
Vesting conditions	Vest upon the Company's Shares achieving a 10 day VWAP of \$0.30 at any time before the Expiry date	Vest upon the Company's Shares achieving a 10 day VWAP of \$0.40 at any time before the Expiry date & provided commencement of mine construction has occurred.	Vest upon the Company's Shares achieving a 10 day VWAP of \$0.50 at any time before the Expiry date & provided successful mine commissioning has occurred.
Grant Date	1-Jan-24	1-Jan-24	1-Jan-24
No. Periods (Yrs)	3.0	3.0	3.0
Expiry date	31-Dec-26	31-Dec-26	31-Dec-26
Stock Price	\$0.165	\$0.165	\$0.165
Exercise price	Nil	Nil	Nil
Performance Condition	\$0.30	\$0.40	\$0.50
Uplift Required	182%	242%	303%
Adjusted Share Price Condition (Extrapolated - Hoadley Parisian Barrier)	\$0.383	\$0.511	\$0.639
Volatility	118.8%	118.8%	118.8%
Risk Free Rate	4.11%	4.11%	4.11%
Value per PR	\$0.1509	\$0.1297	\$0.1242
No. PRs	4,000,000	4,000,000	4,000,000
Valuation of PRs	\$603,735	\$518,683	\$496,744
Net Valuation	\$1,619,162		

ANNEXURE E – NOMINATION OF AUDITOR

27 October 2023

Silver Mines Limited
Level 28, 88 Phillip Street
Sydney NSW 2000

Attn: Trent Franklin (Company Secretary – Silver Mines Limited)

By email: info@silvermines.com.au

Dear Trent,

Re: Notice of Nomination of Auditor.

I, Keith Perrett, being a shareholder of Silver Mines Limited (**Company**), hereby nominate, pursuant to section 328B of the Corporations Act, 2001 (Cth) (**Corporations Act**), Ernst & Young to be appointed as the Company's auditor, subject to:

- (a) The resignation of Company's auditor Crowe Sydney; and
- (b) The Company receiving consent to the appointment from Ernst & Young,

and request that the Company seek approval from its shareholders for the appointment pursuant to section 327B of the Corporations Act at the Company's next Annual General Meeting.

Please provide a copy of this notice to Crowe Sydney and Ernst & Young in accordance with section 328B(3) of the Corporations Act.

Yours faithfully,



Keith Perrett
Director and Shareholder of Silver Mines Limited.

ANNEXURE F – CONSENT BY AUDITOR



Ernst & Young
200 George Street
Sydney NSW 2000 Australia
GPO Box 2646 Sydney NSW 2001

Tel: +61 2 9248 5555
Fax: +61 2 9248 5959
ey.com/au

18 October 2023

The Board of Directors
Silver Mines Limited
Level 28, 88 Philip Street
Sydney NSW 2000

Private and confidential

Dear Sirs,

For the purpose of Section 328A of the *Corporations Act 2001*, we hereby consent to act as auditor of Silver Mines Limited, subject to ASIC's consent to the resignation of the current auditor and the current auditor submitting a resignation letter to the company.

Yours sincerely

A handwritten signature in black ink that reads 'Ernst & Young' in a cursive style.

Ernst & Young

A handwritten signature in black ink that reads 'Scott Jarrett' in a cursive style, with a horizontal line extending to the right from the end of the signature.

Scott Jarrett
Partner

CORPORATE DIRECTORY

Board of Directors

Keith Perrett, Non-Executive Chairman
Anthony McClure, Managing Director
Jonathan Battershill, Non-Executive Director
Kristen Podagiel, Non-Executive Director

Company Secretary

Trent Franklin

Registered Office

Level 28, 88 Phillip Street
Sydney NSW 2000
Australia

Company Website

www.silvermines.com.au

Share Registry

Automic Registry Services Pty Ltd
Level 5, 126 Phillip Street
Sydney NSW 2000
Australia

Phone: 1300 288 664
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