



NOTICE OF ANNUAL GENERAL MEETING

TIME: 11.00 am AEDT

DATE: 3rd November 2023

PLACE: Accent Resources NL
Level 9,250 Queen St, Melbourne, Victoria, 3000

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+ 61 3) 9670 0888.

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE AND TIME OF MEETING

The Annual General Meeting of the Shareholders of Accent Resources NL which this Notice of Annual General Meeting relates to will be held at Accent Resources NL, Level 9, 250 Queen St , Melbourne, Victoria, 3000 on 3rd November 2023 at 11.00am AEDT.

VOTING IN PERSON

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Broadly, these provisions mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these provisions are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

Accent Resources N.L. ABN 67 113 025 808

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting; or
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Accent Resources N.L. (ABN 67 113 025 808) (**Company**) will be held at Accent Resources NL, Level 9, 250 Queen St, Melbourne on 3rd November 2023 at 11.00 AEDT. The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at 7:00pm AEDT on 1st November 2023.

The Explanatory Statement which accompanies and forms part of this Notice of Meeting describes the matters to be considered at the Annual General Meeting.

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2023 together with the declaration of the directors, the directors' report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2023.”

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

A voting exclusion statement applies to this Resolution. Please see below.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR JUN SHENG LIANG

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

“That, for the purposes of rule 53 of the Constitution and for all other purposes that Mr Jun Sheng Liang, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

APPROVAL OF ISSUE OF PERFORMANCE RIGHTS TO DIRECTORS UNDER THE PERFORMANCE RIGHTS PLAN

4. RESOLUTION 3 – GRANT OF PERFORMANCE RIGHTS TO YUZI (ALBERT) ZHOU, EXECUTIVE CHAIRMAN AND EXECUTIVE DIRECTOR OF THE COMPANY

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

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the grant of 5,800,000 Performance Rights to Mr Yuzi (Albert) Zhou, Executive Chairman and Executive Director of the Company under the

Performance Rights Plan and on the terms summarised in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

5. RESOLUTION 4 – GRANT OF PERFORMANCE RIGHTS TO DIAN ZHOU HE, NON-EXECUTIVE DIRECTOR AND DEPUTY CHAIRMAN OF THE COMPANY

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

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the grant of 3,580,000 Performance Rights to Mr Dian Zhou He, Deputy Chairman and Non-Executive Director of the Company under the Performance Rights Plan and on the terms summarised in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

6. RESOLUTION 5 – GRANT OF PERFORMANCE RIGHTS TO JUN SHENG (JERRY) LIANG, NON-EXECUTIVE DIRECTOR OF THE COMPANY

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

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the grant of 3,580,000 Performance Rights to Mr Jun Sheng (Jerry) Liang, Non-Executive Director of the Company under the Performance Rights Plan and on the terms summarised in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

7. RESOLUTION 6 – GRANT OF PERFORMANCE RIGHTS TO JIE (CHARLIE) YOU, NON-EXECUTIVE DIRECTOR OF THE COMPANY

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

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the grant of 700,000 Performance Rights to Mr Jie (Charlie) You, Non-Executive Director of the Company under the Performance Rights Plan and on the terms summarised in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

Voting Exclusions

Voting Exclusion Statement for Resolution 1

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

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However, a person (the **voter**) described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- (c) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (d) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on the Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Voting Exclusion Statement for Resolutions 3, 4, 5 and 6

The Company will disregard any votes cast on each of Resolutions 3, 4, 5 and 6 in favour of each of those Resolutions by or on behalf of person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Performance Rights Plan, or any of their associates.

However, this does not apply to a vote cast in favour of each of Resolutions 3, 4, 5 and 6 by:

- (a) a person as proxy or attorney for a person entitled to vote on the Resolution, in accordance with a direction given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the AGM as proxy or attorney for a person entitled to vote on the Resolution, in accordance with a direction given to the Chair of the AGM to vote on the Resolution as the Chair of the AGM 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 the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

In addition, a vote on each of Resolutions 3, 4, 5 and 6 must not be cast by a member of the Key Management Personnel, or a Closely Related Party of such a member, acting as a proxy of a person entitled to vote, if their appointment does not specify the way the proxy is to vote on the Resolution.

However, this restriction does not apply to the Chair of the AGM acting as proxy for a person entitled to vote on this Resolution, and the appointment expressly authorises the Chair of the AGM to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

The term 'closely related party' is defined in the Corporations Act and includes the Key Management Personnel's spouse, dependants and certain other close family members, as well as any companies controlled by the Key Management Personnel.

DATED: 29th SEPTEMBER 2023

BY ORDER OF THE BOARD

**MR ROBERT ALLEN
COMPANY SECRETARY
ACCENT RESOURCES N.L.**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held at Accent Resources NL, Level 9, 250 Queen St Melbourne, Victoria, 3000 on 3rd November 2023 at 11.00 am AEDT.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2023 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

The Corporations Act does not require Shareholders to vote on the Annual Report. However, Shareholders attending the AGM will be given a reasonable opportunity:

- (a) to ask questions about, or make comments on, the annual financial report, Directors' Report and Auditor's Report; and
- (b) to ask the Company's auditor or the auditor's representative questions relevant to:
 - (i) the conduct of the audit;
 - (ii) the preparation and content of the Auditor's Report;
 - (iii) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
 - (iv) the independence of the auditor in relation to the conduct of the audit.

Shareholders are encouraged to submit any questions that they may have regarding the above matters in writing (including by email) to the Company by no later than 5:00pm (AEDT) on 1st November 2023. This will allow the Company time to prepare and present a comprehensive response to Shareholders at the Annual General Meeting.

A Shareholder who is entitled to cast a vote at the Annual General Meeting may also submit a written question to the auditor if the question is relevant to:

- (a) the content of the Auditor's Report to be considered at the Annual General Meeting; or
- (b) the conduct of the audit of the Annual Report to be considered at the Annual General Meeting.

A written question to the auditor may only be submitted by giving the question to the Company (attention: the Company Secretary) by no later than 5:00 pm (AEDT) on 1st November 2023, which the Company will then pass on to the auditor. The Company will allow a reasonable opportunity for the auditor's representative to answer the written questions submitted to the auditor.

The Company will make available to Shareholders attending the Annual General Meeting copies of the list of Shareholder questions presented to the auditor, which the auditor considers relevant.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the Remuneration Report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind a company or the directors of a company.

The Remuneration Report sets out the Company's remuneration arrangements for the directors and senior management of the Company. The Remuneration Report is part of the Directors' Report contained in the Annual Report of the Company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the Remuneration Report at the Annual General Meeting.

2.2 Voting consequences

Under the Corporations Act, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the Company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the Company who were in office when the directors' report (as included in the Company's annual financial report for the previous financial year) was approved, other than the managing director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting, those persons whose election or re-election as directors of the Company is approved will be the directors of the Company.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

2.4 Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the following:

If you appoint a member of the Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member as your proxy:

You must direct your proxy how to vote on this Resolution. Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

If you appoint the Chair as your proxy (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member):

You **do not** need to direct your proxy how to vote on this Resolution.

If you appoint any other person as your proxy

You **do not** need to direct your proxy how to vote on this Resolution, and you **do not** need to mark any further acknowledgement on the Proxy Form.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR JUN SHENG LIANG

Rule 53 of the Constitution requires that at the Company's annual general meeting in every year, one-third of the Directors (except a Managing Director) for the time being, or, if their number is not a multiple of 3, then the number nearest to but not exceeding one-third, shall retire from office, provided always 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 or herself for re-election.

A Director who retires by rotation under rule 53 of the Constitution is eligible for re-election.

Pursuant to rule 53 of the Constitution, Mr Liang will retire by rotation at the Annual General Meeting and, being eligible, offers himself for re-election.

Mr Liang is Managing Director of Rich Mark Development (Group) Pty Ltd. He has over 25 years' experience in international trade including 11 years in COFCO and 12 years in iron and steel trading.

The Directors of the Company, other than Mr Liang, unanimously recommend the re-election of Mr Liang.

4. RESOLUTIONS 3 – 6 – GRANT OF PERFORMANCE RIGHTS TO DIRECTORS: MESSERS YUZI (ALBERT) ZHOU, DIAN ZHOU HE, JUN SHENG (JERRY) LIANG AND JIE (CHARLIE) YOU

4.1 Background

The Company is seeking approval under ASX Listing Rule 10.14, and for all other purposes, for the proposed issue of performance rights (**Performance Rights**) pursuant to the Company's Performance Rights Plan (**PRP**) to directors, Messers Yuzi (Albert) Zhou, Dian Zhou He, Jun Sheng (Jerry) Liang and Jie (Charlie) You (each a **Director Participant**).

The Company has determined to, subject to obtaining Shareholder approval, issue up to 13,660,000 Performance Rights in aggregate to the Director Participants (or each of their nominees) under the Company's Performance Rights Plan and on the terms and conditions set out below. The Company proposes, subject to Shareholder approval to issue:

- (a) 5,800,000 Performance Rights to Mr Yuzi (Albert) Zhou;
- (b) 3,580,000 Performance Rights to Mr Dian Zhou He;
- (c) 3,580,000 Performance Rights to Mr Jun Sheng (Jerry) Liang; and
- (d) 700,000 Performance Rights to Mr Jie (Charlie) You.

The objective of the issue of the Performance Rights to the Director Participants is to reward the Director Participants for past and future services whilst preserving cash reserves and to also strengthen the alignment between Directors' and Shareholders' interests through the grant of Performance Rights under the PRP. In particular, the Performance Rights are being issued to the Director Participants in lieu of directors' fees, in light of the Company's view that the historical Director fees payable to the Director Participants are considered to have been below those fees payable to directors of companies comparable to the Company. The Board considers it desirable for Shareholders that the interests of the Director Participants be aligned with the interests of other Shareholders through the grant of Performance Rights under the PRP.

4.2 Overview of the proposed grant of Performance Rights to each of Messrs Yuzi (Albert) Zhou, Dian Zhou He, Jun Sheng (Jerry) Liang and Jie (Charlie) You

The proposed issue of Performance Rights to the Director Participants will be pursuant to the terms of the Company's PRP (a summary of which is included at Appendix A, and also the specific terms set out below).

Nature of award	<ul style="list-style-type: none"> • The award proposed to be offered to the Director Participants are Performance Rights. • On Vesting, each Performance Right constitutes a right to receive 1 Share, subject to the terms and conditions of the PRP Rules. • Following Vesting of a Performance Right held by a Director Participant, a Share will be issued by the Company to that Director Participant, subject to: <ul style="list-style-type: none"> ○ compliance with the Company's Securities Trading Policy;
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	<ul style="list-style-type: none"> o any dealing restrictions imposed by the Company; and o further post Vesting Conditions noted below. <ul style="list-style-type: none"> • Subject to satisfaction of any Vesting Condition attached to each Performance Right, the Performance Rights will Vest on the date which is 15 months after the date of issue.
Vesting Conditions	<p>The Performance Rights of each Director Participant are subject to, and will not Vest unless, at the end of the 15 month Vesting period:</p> <ul style="list-style-type: none"> • in relation to Resolution 3, executive director (being Mr Zhou), remains employed with the Company; • in relation to Resolution 4, non-executive director (Mr He), remains engaged as a director of the Company; • in relation to Resolution 5, non-executive director (Mr Liang), remains engaged as a director of the Company; and • in relation to Resolution 6, non-executive director (Mr You), remains engaged as a director of the Company.
Restrictions following Vesting	<p>In relation to each of the Resolutions 3 to 6, any dealing in the issued Shares held by each Director Participant on Vesting of a Performance Rights (including but not limited to any sale, transfer, assignment, declaration of trust, encumbrance, option, swap or any alienation), be prohibited:</p> <ul style="list-style-type: none"> • on all of the Performance Rights granted to each Director Participant for a period of the later of 12 months from the date of grant and the first available trading period after 12 months from the date of grant; • on two-thirds of the Performance Rights granted to each Director Participant for a period of the later of 24 months from the date of grant and the first available trading period after 24 months from the date of grant; and • on one-third of the Performance Rights granted to each Director Participant for a period of the later of 36 months from the date of grant and the first available trading period after 36 months from the date of grant.

4.3 ASX Listing Rule 10.14

ASX Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire Equity Securities under an employee incentive scheme without the approval of the Shareholders:

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

The issue of Performance Rights to each Director Participant falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14.

Accordingly, Resolutions 3 to 6 seek the required Shareholder approval for the grant of the Performance Rights to the Director Participants under and for the purposes of Listing Rule 10.14.

If Resolutions 3 to 6 are passed, the Company will be able to proceed with the issue of the Performance Rights to each Director Participant under the PRP within 3 years after the date of the Annual General Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Performance Rights (because the approval is being obtained under Listing Rule 10.14), the issue of the Performance Rights will not use up any of the Company's 15% placement capacity.

If Resolutions 3 to 6 are not passed, the Company will not be able to proceed with the grant of the Performance Rights to the Director Participants under the PRP.

4.4 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must (for the purposes of s 208(1) of the Corporations Act):

- (a) obtain the approval of the public company's shareholders in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

A "financial benefit" is defined in the Corporations Act in broad terms and includes the grant of equity incentives by a public company.

Accordingly, the issue of the Performance Rights pursuant to the PRP constitutes the giving of a financial benefit and each of the Director Participants are related parties of the Company because they are directors of the Company.

Section 211 of the Corporations Act provides an exception to the prohibition in section 208 of the Corporations Act where the financial benefit is given to a related party as an officer of the company and to give the remuneration would be reasonable given the circumstances of the company and the related party's circumstances (including the responsibilities involved in the office or employment) (**Reasonable Remuneration Exemption**).

It is the view of the Directors that the proposed grant of Performance Rights to each of Messrs Yuzi (Albert) Zhou, Dian Zhou He, Jun Sheng (Jerry) Liang and Jie (Charlie) You (as contemplated in Resolutions 3 to 6) falls within the Reasonable Remuneration Exemption given the circumstances of the Company and the position held by each of Messrs Zhou, He, Liang and You.

Accordingly, the directors have determined not to seek Shareholder approval for the purposes of section 208 of the Corporations Act for the grants of the Performance Rights contemplated by Resolutions 3 to 6.

4.5 Technical information required by ASX Listing Rule 10.15

The following information is provided to Shareholders for the purposes of ASX Listing Rule 10.15 in relation to Resolutions 3 to 6:

Information relating to the grant of Performance Rights to each Director Participant	
Individual details	<p>The proposed issue of Performance Rights under the PRP is to, in relation to:</p> <ul style="list-style-type: none"> • Resolution 3, Mr Yuzi (Albert) Zhou; • Resolution 4, Mr Dian Zhou He; • Resolution 5, Mr Jun Sheng (Jerry) Liang; and • Resolution 6, Mr Jie (Charlie) You. <p>All 4 persons (the Director Participants) fall under ASX Listing Rule 10.14.1 as each is a director of the Company.</p>
Number of Performance Rights	<p>The maximum number of Performance Rights that will be granted is 13,660,000 in aggregate. The maximum number of Performance Rights that will be granted to each of the 4 Director Participants is:</p> <ul style="list-style-type: none"> • Resolution 3 - 5,800,000 Performance Rights to Mr Yuzi (Albert) Zhou; • Resolution 4 - 3,580,000 Performance Rights to Mr Dian Zhou He; • Resolution 5 - 3,580,000 Performance Rights to Mr Jun Sheng (Jerry) Liang; and • Resolution 6 - 700,000 Performance Rights to Mr Jie (Charlie) You.
Price of Securities	<p>The Performance Rights granted under Resolutions 3 to 6 will be granted for \$nil (0) consideration, and as such, no funds will be raised from the issue of the Performance Rights. No price is payable on Vesting of the Performance Rights.</p>
Equity Securities granted under the Performance Rights Plan since the last approval	<p>The Company established the PRP in or around November 2021. Following receipt of Shareholder approval at the Company's annual general meeting held on 22 December 2021, the Company issued Performance Rights to the directors as follows on 14 February 2022:</p> <ul style="list-style-type: none"> (a) 5,000,000 Performance Rights to Mr Yuzi (Albert) Zhou; (b) 3,000,000 Performance Rights to Mr Dian Zhou He; (c) 3,000,000 Performance Rights to Mr Jun Sheng (Jerry) Liang; and (d) 500,000 Performance Rights to Mr Jie (Charlie) You. <p>On 14 February 2023, upon vesting and exercise (disposal) of Performance Rights, each of Mr Yuzi (Albert) Zhou and Mr Jie (Charlie) You, were issued 5,000,000 and 500,000 Ordinary Shares respectively in each case for \$nil (0) consideration. Mr Yuzi (Albert) Zhou and Mr Jie (Charlie) You currently hold nil (0) Performance Rights.</p> <p>The Performance Rights issued to Mr Dian Zhou He (3,000,000) and Mr Jun Shen (Jerry) Liang (3,000,000) have not yet Vested and no Shares have been issued in respect of those Performance Rights.</p>

Information relating to the grant of Performance Rights to each Director Participant			
Current total remuneration package of each of the 4 Director Participants	Director Participant	FY2024	FY2023
	Mr Yuzi (Albert) Zhou (1)	\$206,976	\$184,800
	Mr Dian Zhou He (2)	\$61,600	\$55,000
	Mr Jun Sheng (Jerry) Liang (3)	\$40,504	\$36,000
	Mr Jie (Charlie) You (4)	\$28,000	\$25,000
	<p>(1) FY2023 - Mr Zhou's remuneration comprises, in addition to salary and annual leave, post-employment benefits of \$19,484 and long service leave of \$6,769.</p> <p>(2) FY2023 - Mr He's remuneration is solely comprised of directors' fees.</p> <p>(3) FY2023 - Mr Liang's remuneration comprises, in addition to directors' fees, additional post-employment benefits of \$3,779.</p> <p>(4) FY2023 - Mr You's remuneration comprises, in addition to directors' fees, additional post-employment benefits of \$2,625</p> <p>Shareholders are referred to the Remuneration Report for further details of each of the Director Participants' remuneration package for FY2023.</p>		
Value of Performance Rights	<p>The Company attributes an aggregate value of \$109,280 for all of the Performance Rights to (if Resolutions 3 to 6 are approved) be granted to the Director Participants, which is broken down as follows:</p> <ul style="list-style-type: none"> Resolution 3 (Mr Zhou) - \$46,400; Resolution 4 (Mr He) - \$28,640; Resolution 5 (Mr Liang) - \$28,640; and Resolution 6 (Mr You) - \$5,600. <p>The valuation above, which is equal to \$0.008 per Performance Right, is based on and derived from the following assumptions:</p> <ul style="list-style-type: none"> the market value of the underlying Share the subject of each Performance Right is \$0.008 per Share at the time of the grant; no discount has been applied to determine the fair value of the performance rights for the employment / engagement Vesting Condition referred to in section 4.2 above applicable in respect of Resolutions 3 to 6; no discount has been applied to determining the fair value of the performance rights subject to the disposal restriction (referred to in section 4.2 above) following Vesting, which is applicable in respect of Resolutions 3 to 6; and the fair value of each Performance Right as disclosed is consistent with (and no less than) the value that would be ascribed to each Performance Right in accordance with applicable accounting standards. 		

Information relating to the grant of Performance Rights to each Director Participant	
Purpose of the issue of the Performance Rights and why the Company has chosen to grant them	Pursuant to Resolutions 3 to 6, the Company has chosen to grant the Performance Rights under the PRP to the 4 Director Participants to reward the 4 Director Participants for past and future services whilst preserving cash reserves and to also strengthen the alignment between Directors' and Shareholders' interests through the grant of Performance Rights under the PRP. In particular, the Performance Rights are being issued to the Director Participants in lieu of directors' fees, in light of the Company's view that the historical directors' fees payable to the 4 Director Participants are considered to have been below those fees payable to directors of companies comparable to the Company.
Summary of Performance Rights Plan's material terms	The nature of, Vesting Conditions and expiry date of the Performance Rights to be granted under the PRP are set out in section 4.2. The Performance Rights will otherwise be granted on the terms of the PRP, a summary of which is set out in Appendix A.
Voting exclusion statement	Details of the voting exclusion which applies to each of Resolutions 3 to 6 can be found earlier in the Notice of Meeting.
Loans to acquire securities	Not applicable - no loans are being made to the Director Participants in connection with the granting / acquisition of the Performance Rights.
Issue of Performance Rights	If Resolutions 3 to 6 are approved, the Company intends to grant the Performance Rights to each of Messrs Zhou, He, Liang and You as soon as practicable after the date of the AGM and within 3 months.
Further disclosures	<ul style="list-style-type: none"> • Details of any securities issued to each of Messrs Zhou, He, Liang and You pursuant to Resolutions 3 to 6 and under the Performance Rights Plan will be published in the annual report of the Company for the period in which they were issued, along with a statement that the approval for the issue was obtained under ASX Listing Rule 10.14. • Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in the Performance Rights Plan after Resolutions 3 to 6 are approved and who are not named in this Notice of Meeting will not participate until approval is obtained under that rule.

If approval is given for the abovementioned granting of Performance Rights to each of Messrs Zhou, He, Liang and You under ASX Listing Rule 10.14, further approval is not required (and will not be sought) under ASX Listing Rule 7.1.

Directors' Recommendation

The Board (other than each of Messrs Zhou, He, Liang and You in relation to Resolutions 3, 4, 5 and 6 respectively, who each abstains from voting on each of that Resolution pertaining to the issue of Performance Rights to themselves) recommends that Shareholders vote in favour of Resolutions 3 to 6.

5. ENQUIRIES

Shareholders may contact the Company Secretary on (+ 61 3) 9670 0888 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

\$ means Australian dollars.

AEDT means Australian Eastern Daylight Time.

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

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules or **Listing Rules** means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means a day in Victoria, Australia that is a Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth) for the purposes of the definition of 'closely related party' in the *Corporations Act*.

Company means Accent Resources N.L. (ABN 67 113 025 808).

Constitution means the Company's constitution.

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

Director Participant means a Director who holds a Performance Right or Share under the terms of the Performance Rights Plan from time to time.

Directors means the current directors of the Company.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice of Meeting.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the listing rules of ASX.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement.

Option means an option to acquire Shares.

Ordinary Securities has the meaning set out in the ASX Listing Rules.

Performance Rights Plan or **PRP** means the Accent Resources NL equity incentive dated on or around 27 November 2021, the material terms of which are set out in Appendix A to this Notice of Meeting.

Performance Rights Plan Rules or **PRP Rules** means the terms and conditions of the Performance Rights Plan dated on or around 27 November 2021 as amended from time to time, the material terms of which are set out in Appendix A to this Notice of Meeting.

Proxy Form means the proxy form attached to the Notice.

Related Party has the meaning set out in the ASX Listing Rules.

Remuneration Report means the remuneration report set out in the Directors' report section of the Company's annual financial report for the year ended 30 June 2023.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

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

Shareholder means a holder of a Share.

Vest or **Vesting** means the process by which the holder of a Performance Right becomes entitled to be issued a Share, following all Vesting Conditions that apply to that Performance Right being satisfied or otherwise waived by the Board.

Vesting Condition means one or more conditions which must be satisfied or circumstances which must exist before a Performance Right Vests under the PRP Rules.

Appendix A - Summary of the terms of the Performance Rights Plan (PRP)

The below is a summary of the key terms and conditions of the Performance Rights Plan pursuant to which the issue of Performance Rights to Director Participants and to Eligible Participants of the Company more generally, are made:

Eligible Participants	Participants eligible to participate in the Performance Rights Plan include: (a) directors (executive and non-executive) and full-time or part-time employees of the Company; or (b) any of the Company's subsidiaries or other persons who are declared by the Board as eligible to receive grants of Performance Rights under the Performance Rights Plan (Eligible Participants).
Offer	The Board may, from time to time, in its absolute discretion, make a written offer to any Eligible Participant to apply for up to a specified number of Performance Rights, upon the terms set out in the Performance Rights Plan and upon such additional terms and conditions as the Board determines (Invitation).
No Consideration	Performance Rights granted under the Performance Rights Plan will be issued for nil (0) cash consideration.
Rights	Each Performance Right granted under the Performance Rights Plan is a right to be issued with or transferred one Share, free of encumbrances, which may be subject to such dealing or trading restrictions in accordance with the Performance Rights Plan Rules and Invitation.
Expiry Date	The expiry date (Expiry Date) means the date on which a Performance Right lapses. Each Performance Right will expire on the date which is 1 year from the date of issue, or such later date as specified in the Invitation.
Vesting Conditions	The Board will determine the Vesting Conditions that must be satisfied by a holder of a Performance Right (Participant) before the Performance Right vests in the holder.
Vesting	A Performance Right will vest where the Vesting Conditions are satisfied or waived by the Board. No amounts shall be payable on Vesting of a Performance Right. Vesting occurs upon notification by the Board to the Eligible Participant that a Performance Right has Vested, at which time, the Eligible Participant becomes entitled to be allocated one Share for each Performance Right that has Vested.
Waiver of Vesting Conditions	The Board may resolve to waive any of the Vesting Conditions applying to the Performance Right where: (a) a change in control event occurs, being an event whereby a person who does not control the Company at the time the Performance Rights are issued achieves control of more than 50% of the ordinary voting securities in the Company (Change in Control Event); (b) a Participant ceases to be employed or engaged by the Company or to act as a director; (c) a Participant dies or has total and permanent disability; (d) subject at all times to compliance with all applicable laws and the Listing Rules, at any time; and (e) the Board determines the original Vesting Condition is no longer appropriate or applicable, provided that the interests of the relevant Participant are not, in the Board's opinion, materially prejudiced or advantaged relative to the reasonably anticipated position at the time of granting the Performance Right.

<p>Lapse of Performance Rights</p>	<p>A Performance Right will lapse upon the earlier to occur of:</p> <ul style="list-style-type: none"> (a) an unauthorised dealing in, or hedging of, the Performance Rights occurring (including any dealing contrary to law or the Company's Securities Trading Policy); (b) a failure to meet the Vesting Conditions by the Vesting Period (as defined in the Performance Rights Plan Rules); (c) failure to meet any other condition applicable to the Performance Right within the period specified in the Invitation for that Performance Right; (d) receipt from the Company of a notice in writing from the Participant of the Participant's election to surrender the Performance Right; (e) the Expiry Date specified in the Invitation; (f) the Participant ceases to be an Eligible Participant, unless the Board exercises its discretion to Vest the Performance Right; (g) a Change in Control Event occurs, and the Board does not exercise its discretion to Vest the Performance Right; or (h) a determination of the Board that the Performance Right is to lapse due to a Participant's: <ul style="list-style-type: none"> (i) fraud or dishonest conduct; (ii) resignation; (iii) conduct falling within the definition of a 'Bad leaver' and application of such provisions as defined in the Performance Right Plan Rules, which includes among other things, termination for cause or summary dismissal pursuant to theft, fraud, criminal conduct or other dishonesty offences; and (iv) unpaid liabilities or amounts owing to the Company, for example by way of overpayment of leave or wages, loss suffered by the Company due to a Participant's breach of contract, statutory duty or tort.
<p>Restrictions on Dealings and Hedging</p>	<p>A Performance Right granted under the Performance Rights Plan is only transferable, assignable or able to be otherwise disposed or encumbered with the consent of the Board, or by force of law. An Eligible Participant must not enter into any arrangement for the purpose of hedging, or otherwise affecting their economic exposure, to their Performance Rights or is otherwise in conflict with the Company's Securities Trading Policy. The Performance Rights will immediately lapse if the Eligible Participant breaches this rule.</p>
<p>Share Restriction Period</p>	<p>The Board may, at its discretion, impose a restriction on dealing in Shares allocated on Vesting of a Performance Right.</p>
<p>Quotation</p>	<p>The Company will not apply for quotation of the Performance Rights. If Shares of the same class as those issued on the Vesting of a Performance Right are quoted on ASX, the Company will apply for quotation of and after the Shares are issued under the Performance Rights Plan within the period required by the Listing Rules.</p>
<p>Participation Rights</p>	<p>Other than adjustments for bonus issues and reorganisations of the issued capital of the Company, Participants are not entitled to participate in any new issue of Equity Securities of the Company as a result of their holding Performance Rights during the currency of any Performance Rights and prior to Vesting. Additionally, Participants are neither entitled to vote nor receive dividends as a result of their holding Performance Rights.</p> <p>Additionally, unless and until the: (i) Performance Rights have Vested; (ii) Shares have been allocated and issued to the Eligible Participant prior to the record date for the determination of the entitlements in (a) to (e) below; and (iii) the Eligible Participant exercises its entitlement in the relevant matter as a holder of those</p>

	<p>issued Shares, the Performance Right will not confer on an Eligible Participant, the right to:</p> <ul style="list-style-type: none"> (a) transfer the Performance Right (and consequently, it will not be quoted on the ASX or other exchange); (b) receive notice of, or to vote or attend at, a meeting of the shareholders of the Company, except as otherwise required by law; (c) participate in a return of capital, whether in a winding up, upon a reduction of capital or otherwise; (d) participate in the surplus profit or assets of the Company upon a winding up; and (e) participate in new issues of securities to existing holders of Shares.
<p>Reorganisation of Capital</p>	<p>If there is a reorganisation (including, without limitation, consolidation, sub-division, reduction or return) of the issued capital of the Company, the rights of a Participation Rights holder will be varied, as appropriate, as determined by the Board in accordance with the Listing Rules which apply to reorganisation of capital at the time of the reorganisation and the general principle outlined in the Participation Rights Plan Rules.</p>

APPOINTMENT OF PROXY FORM

ACCENT RESOURCES N.L.
ABN 67 113 025 808

ANNUAL GENERAL MEETING

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

the Chair of the Meeting as my/our proxy.

OR:
 Name:

or failing the person so named or, if no person is named, the Chair, or the Chair’s nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at Accent Resources NL, Level 9, 250 Queen St, Melbourne, Victoria, 3000 on 3rd November at 11.00am AEDT, and at any adjournment thereof.

Chairman authorised to exercise proxies on remuneration related matters: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 3, 4, 5 and 6 in accordance with his/her intentions as set out in the Notice and this form (except where I/we have indicated a different voting intention below) even though Resolutions 1, 3, 4, 5 and 6 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chairman.

Important Note: If the Chairman is (or becomes) your proxy, you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 3, 4, 5 and 6 by marking the appropriate box below.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Voting on business of the Meeting		FOR	AGAINST	ABSTAIN
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-Election of Director – Mr Jun Sheng Liang	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Grant of Performance Rights to Mr Yuzi (Albert) Zhou, Executive Chairman and Executive Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Grant of Performance Rights to Mr Dian Zhou He, Non-Executive Director and Deputy Chairman of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Grant of Performance Rights to Mr Jun Sheng (Jerry) Liang, Non-Executive Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Grant of Performance Rights to Mr Jie (Charlie) You, Non-Executive Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: _____ %

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date:

Contact name:

Contact ph (daytime):

E-mail address:

Consent for contact by e-mail:

YES NO

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(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 of the Shareholders should sign.
 - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return to Advanced Share Registry Services Perth.

(a) By post to P.O. Box 1156 , Nedlands WA 6909; or

(b) By facsimile to number +61 8 9389 7871,

so that it is received not less than 48 hours prior to commencement of the Meeting (being 48 hours prior to 5.00pm AEDT, 1st November 2023).

Proxy Forms received later than this time will be invalid.