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**SYNGAS LIMITED**

**ACN 062 284 084**

**NOTICE OF ANNUAL GENERAL MEETING**

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Notice is given that the Meeting will be held at:

**TIME:** 12.00 pm AEDST

**DATE:** Friday, 5 February 2021

**PLACE:** Virtual Meeting

*The business of the Meeting affects your shareholding and your vote is important.*

*The Annual General Meeting will be a virtual meeting, which will be conducted online on Friday, 5 February 2021.*

*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.*

*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 at 12.00 pm AEDST on 3 February 2021.*

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## BUSINESS OF THE MEETING

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### AGENDA

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#### Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2020 together with the declaration of the directors, the directors' report and the auditor's report.

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#### 1. RESOLUTION 1 – RE-ELECTION OF DIRECTOR – PETER NG

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

*“That, for the purpose of clause 14.2 of the Constitution and for all other purposes, Peter Ng, a Director, retires by rotation, and being eligible, is re-elected as a Director.”*

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#### 2. RESOLUTION 2 – CHANGE OF COMPANY NAME

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

*“That, the purpose of Section 157(1) of the Corporations Act and for all other purposes, the name of the Company be changed to “Taiton Resources Limited”. ”*

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**Dated: 13 January 2021**

**By order of the Board**

**Ian Gregory**  
**Company Secretary**

## Voting in person

Please refer to the cover letter of this Notice in which, in light of COVID-19, the Directors provide that Shareholders will not be able to physically attend the meeting. Instead, Directors are strongly encouraging all Shareholders to submit their votes through proxy voting forms **prior to the meeting** and to participate in an online meeting.

## Virtual participation in the Meeting

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Shareholders who wish to participate in the Meeting online are required to pre-register for the AGM which will be held live via Zoom webcast by following the steps shown below:

- Step 1: enter the URL on the computer: <https://zoom.us/join>
- Step 2: enter the Meeting ID 931 1482 1382 when prompted; and
- Step 3: enter the requested shareholder details, items marked with “\*” are required information.

Once your registration is accepted, you will receive an email with the Meeting ID and the Meeting Password.

After pre-registering, you can choose to participate in the Meeting online or through the Zoom app. You can log into the Meeting either through the computer (<https://zoom.us/join>) or your mobile Zoom app by entering the meeting ID, which is 931 1482 1382, and the Meeting Password emailed to you.

Attending the Meeting online enables Shareholders to view the Meeting live and to cast votes on Resolutions at the appropriate times whilst the Meeting is in progress.

If you wish to ask the Chair a question with regards to the business of the Meeting, please submit your question in writing to the Company at [reception@syngas.com.au](mailto:reception@syngas.com.au) at least 48 hours before the commencement of the Meeting.

Please note that if you have previously submitted a Proxy Form and you elect to vote online at the Meeting your proxy's authority to vote will be revoked for any resolutions where you have cast an online vote.

## Voting by proxy

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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, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (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.

Shareholders and their proxies should be aware 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.

## Power of Attorney

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If the Proxy Form is signed under a power of attorney on behalf of a Shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the Proxy Form, unless the power of attorney has already been provided to Computershare Investor Services Pty Ltd.

## Intermediary online

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Participating intermediaries can lodge their proxy appointments online through <http://www.intermediaryonline.com>.

## Corporate Representatives

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If a representative of a corporate Shareholder or a corporate proxy will be attending the Meeting via the online meeting platform, the representative should provide to Computershare Investor Services Pty Ltd adequate evidence of their appointment, unless this has previously been provided to Computershare Investor Services Pty Ltd. An appointment of corporate representative form may be obtained from Computershare Investor Services Pty Ltd by calling (+61 3) 9415 4000 or online at <https://www-au.computershare.com/Investor/help/PrintableForms>.

***Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 3 8648 6431.***

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## **EXPLANATORY STATEMENT**

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This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

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## **FINANCIAL STATEMENTS AND REPORTS**

In accordance with the Constitution, 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 2020 together with the declaration of the directors, the directors' report and the auditor's report.

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### **1. RESOLUTION 1 – RE-ELECTION OF DIRECTOR – PETER NG**

Clause 14.2 of the Company's Constitution prevents a Director from holding office (without re-election) past the third annual general meeting following the Director's appointment or 3 years, whichever is longer.

The Directors to retire are those Directors who have been in office for 3 years since their appointment or last re-appointment or who have been longest in office since their appointment or last re-appointment or, if the Directors have been in office for an equal length of time, by agreement and in default of agreement by ballot. The Managing Director is exempt from retirement and re-election.

Peter Ng retires by way of rotation and, being eligible, offers himself for re-election as a Director.

Peter Ng was appointed as a Non-Executive Director of the Company on 1 October 2014. Mr Ng is a solicitor practising Law in Melbourne. Prior to entering into legal practice, Mr Ng was an Associate Director of a boutique private equity investment house specialising in managing and raising the public profiles of small and emerging companies in the mining and renewable sector.

Mr Ng holds a Bachelor of Economics, a Master of Business Administration, a Master of Laws and a Graduate Diploma in Legal Practice.

The Directors (excluding Peter Ng) recommend that shareholders vote in favour of Resolution 1. The Chairman of the Meeting intends to vote undirected proxies in favour of the Resolution.

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### **2. RESOLUTION 2 – CHANGE OF COMPANY NAME**

The new name of the Company proposed to be adopted under Resolution 2 is "Taiton Resources Limited".

The Directors propose the new name to reflect the Company's proposed change of business activity into the resources sector.

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## GLOSSARY

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**\$** means Australian dollars.

**AEDST** means Australian Eastern Daylight Saving Time as observed in Melbourne, Victoria.

**ASIC** means the Australian Securities & Investments Commission.

**Board** means the current board of directors of the Company.

**Business Day** means 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.

**Chair** means the chair of the Meeting.

**Company** or **Syngas** means Syngas Limited (ACN 062 284 084).

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

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

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

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

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

**Notice** or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

**Proxy Form** means the proxy form accompanying the Notice.

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

**Section** means a section of the Explanatory Statement.

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

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