27 October 2025

NOTICE OF 2025 AGM AND PROXY FORM

Iron Road Ltd (Iron Road or Company, ASX:IRD) refers to the notice of annual general meeting (AGM) and accompanying explanatory memorandum released to ASX on 27 October 2025 (together, the Notice of Meeting) in respect of an AGM of the Company's shareholders (Shareholders).

The Meeting will be held:

Date:	Wednesday 26 November 2025
Time:	9:30am (AEDT)
Location:	Offices of Tank Stream Suites Level 23, 52 Martin Place Sydney, NSW

In reliance on section 253RA of the *Corporations Act 2001* (Cth), the Company will not be posting hard copies of the Notice of Meeting to Shareholders unless the Shareholder has given the Company notice in writing electing to receive documents in hard copy only. The Notice of Meeting can be viewed or downloaded from the Company's website on the ASX Announcements page at *https://www.ironroadlimited.com.au/index.php/investor-centre/asx-announcements* or at *www.asx.com.au*.

Authorised for release by the board of Iron Road Ltd

For further information, please contact:

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Iron Road Ltd
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Iron Road Ltd

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IRON ROAD LTD

ACN 128 698 108

Notice of Annual General Meeting
Explanatory Notes
Proxy Form

Date of Meeting
Wednesday, 26 November 2025

Time of Meeting
9:30am (AEDT) (Sydney time)

Place of Meeting
Tank Stream Suites, Level 23, 52 Martin Place
Sydney, New South Wales

This Notice of Annual General Meeting and Explanatory Notes should be read in its entirety.
If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

Notice of 2025 Annual General Meeting

NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF IRON ROAD LTD ACN 128 698 108 ("IRON ROAD" OR "COMPANY") WILL BE HELD AT THE OFFICES OF TANK STREAM SUITES, LEVEL 23, 52 MARTIN PLACE, SYDNEY, NEW SOUTH WALES ON WEDNESDAY, 26 NOVEMBER 2025, AT 9:30AM (AEDT).

The business to be considered at the Annual General Meeting is set out below. Defined terms used in this Notice of Meeting have the meanings given to those terms in the glossary at the end of the Explanatory Notes.

GENERAL BUSINESS

2025 Financial Statements

To receive, consider and discuss the Company's annual financial report including the Directors' Declaration for the year ended 30 June 2025 and the accompanying Directors' Report, Remuneration Report and Auditor's Report.

ORDINARY RESOLUTIONS

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 the Remuneration Report that forms part of the annual financial report of the Company for the year ended 30 June 2025 be adopted for the purpose of section 250R(2) of the Corporations Act."

Note: Section 250R(3) of the Corporations Act provides that the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Resolution 2 - Re-election of Dr Peter Cassidy as a Director of the Company

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

"That Dr Peter Cassidy, a Director retiring by rotation in accordance with clause 13.2 of the Constitution of the Company and ASX Listing Rule 14.5, being eligible, and having offered himself for re-election, be re-elected as a Director of the Company."

Resolution 3 - Re-election of Mr Ian Hume as a Director of the Company

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

"That Mr Ian Hume, a Director retiring by rotation in accordance with clause 13.2 of the Constitution of the Company and ASX Listing Rule 14.5, being eligible, and having offered himself for re-election, be re-elected as a Director of the Company."

Resolution 4 - Appointment of Auditor

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

"That Grant Thornton Audit Pty Ltd be appointed as auditor of the Company."

Resolution 5 - Issue Past Performance Rights to Mr Larry Ingle

To consider and, if thought fit, to pass with or without amendment, 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 issue of 4,000,000 Performance Rights to Mr Larry Ingle (or his nominee) on the terms and conditions set out in the Notice of Meeting and Explanatory Notes."

Resolution 6 - Issue Past Performance Rights to Mr Glen Chipman

To consider and, if thought fit, to pass with or without amendment, 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 issue of 4,000,000 Performance Rights to Mr Glen Chipman (or his nominee) on the terms and conditions set out in the Notice of Meeting and Explanatory Notes."

Resolution 7 - Issue Future Performance Rights to Dr Peter Cassidy

To consider and, if thought fit, to pass with or without amendment, 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 issue of Future Performance Rights to Dr Peter Cassidy (or his nominee) on the terms and conditions set out in the Notice of Meeting and Explanatory Notes."

Resolution 8 - Issue Future Performance Rights to Mr Jerry Ellis

To consider and, if thought fit, to pass with or without amendment, 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 issue of Future Performance Rights to Mr Jerry Ellis (or his nominee) on the terms and conditions set out in the Notice of Meeting and Explanatory Notes."

Resolution 9 - Issue Future Performance Rights to Mr Ian Hume

To consider and, if thought fit, to pass with or without amendment, 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 issue of Future Performance Rights to Mr Ian Hume (or his nominee) on the terms and conditions set out in the Notice of Meeting and Explanatory Notes."

Resolution 10 - Issue Future Performance Rights to Mr Glen Chipman

To consider and, if thought fit, to pass with or without amendment, 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 issue of Future Performance Rights to Mr Glen Chipman (or his nominee) on the terms and conditions set out in the Notice of Meeting and Explanatory Notes."

Voting exclusions and restrictions

Voting restriction in relation to Resolution 1
A vote on this Resolution must not be cast (in any capacity) on the Resolution 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.

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

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

Voting exclusions and voting restriction in relation to Resolutions 5, 6, 7, 8, 9 and 10
In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of these Resolutions by Mr Larry Ingle (in respect of Resolution 5), Mr Glen Chipman (in respect of Resolutions 6 and 10), Dr Peter Cassidy (in respect of Resolution 7), Mr Jerry Ellis (in respect of Resolution 8) and Mr Ian Hume (in respect of Resolution 9) and any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question, or any of their Associates.

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

- a person as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with directions given to the proxy or attorney to vote on the Resolutions in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with a direction on the Proxy Form to vote on the Resolution as the Chair of the Meeting decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    - 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 Resolutions; and
    - the holder votes on the Resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, in accordance with the Corporations Act, a vote must not be cast on these Resolutions (and will be taken not to have been cast if cast contrary to this restriction) by a member of the Key Management Personnel, and any Closely Related Party of such a member, acting as proxy if their appointment does not specify the way the proxy is to vote on these Resolutions. However, the member of the Key Management Personnel or any Closely Related Party of such a member may vote if it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on these Resolutions or by a person who is the Chair of the Meeting at which these Resolutions are voted on and the appointment expressly authorises the Chair of the Meeting to exercise the proxy even if these Resolutions are connected directly or indirectly with the remuneration of a Key Management Personnel.

Further, in accordance with the Corporations Act, a vote must not be cast on these Resolutions (and will be taken not to have been cast if cast contrary to this restriction) by Mr Larry Ingle (in respect of Resolution 5), Mr Glen Chipman (in respect of Resolutions 6 and 10), Dr Peter Cassidy (in respect of Resolution 7), Mr Jerry Ellis (in respect of Resolution 8) and Mr Ian Hume (in respect of Resolution 9) and any Associates of Mr Ingle, Mr Chipman, Dr Cassidy, Mr Ellis and Mr Hume.

YOUR VOTE IS IMPORTANT

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

IMPORTANT INFORMATION CONCERNING PROXY VOTES ON RESOLUTIONS 1, 5, 6, 7, 8, 9 and 10

The Corporations Act places certain restrictions on the ability of Key Management Personnel and their closely related parties to vote on the Resolutions connected directly or indirectly with the remuneration of the Key Management Personnel.

For these reasons, Shareholders who intend to vote by proxy should carefully consider the identity of their proxy and are encouraged to direct their proxy as to how to vote on all Resolutions. In particular, Shareholders who intend to appoint the Company's Chair of the Meeting as their proxy (including an appointment by default) are encouraged to direct the Chair of the Meeting as to how to vote on all Resolutions.

If the Chair of the Meeting is appointed, or taken to be appointed, as your proxy, you can direct the Chair of the Meeting to vote for, against or abstain from voting on Resolutions 1, 5, 6, 7, 8, 9 and 10 by marking the box opposite the Resolutions on the Proxy Form. You should direct the Chair of the Meeting how to vote on these Resolutions.

However, if the Chair of the Meeting is your proxy and you do not direct the Chair of the Meeting how to vote in respect of Resolutions 1, 5, 6, 7, 8, 9 and 10 on the Proxy Form, you will be deemed to have directed and expressly authorised the Chair of the Meeting to vote your proxy in favour of these Resolutions. This express authorisation acknowledges that the Chair of the Meeting may vote your proxy even if:

(a) Resolutions 1, 5, 6, 7, 8, 9 and 10 are connected directly or indirectly with the remuneration of a member or members of the Key Management Personnel for the Company; and

(b) the Chair of the Meeting has an interest in the outcome of Resolutions 1, 5, 6, 7, 8, 9 and 10 and votes cast by the Chair of the Meeting for these Resolutions, other than as authorised proxy holder, will be disregarded because of that interest.

VOTING, ATTENDANCE ENTITLEMENT AND PROXY

A Member who is entitled to attend and cast a vote at the Meeting and who wishes to vote on the Resolutions contained in this Notice should either attend in person at the time, date and place of the Meeting set out above or appoint a proxy or proxies to attend and vote on the Member's behalf.

A Member who is entitled to attend and cast a vote at the Meeting and who wishes to vote on the Resolutions contained in this Notice should appoint the Chair of the Meeting as their proxy to attend and vote on the Member's behalf. Iron Road encourages shareholders to **appoint the Chair of the Meeting as their proxy.**

Shareholders are encouraged to lodge their Proxy Forms online at https://investor.automic.com.au/#/loginsah.

In completing the attached Proxy Form, Members must be aware that where the Chair of the Meeting is appointed as their proxy, they will be directing the Chair of the Meeting to vote in accordance with the Chair of the Meeting's voting intention unless you indicate otherwise by marking the "For", "Against" or "Abstain" boxes. The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. Members should note that they are entitled to appoint the Chair of the Meeting as a proxy with a direction to cast the votes contrary to the Chair of the Meeting's voting intention, or to abstain from voting, on any Resolution in the Proxy Form. Also, Members may appoint, as their proxy, a person other than the Chair of the Meeting.

A proxy need not be a Member of the Company. For the convenience of Members, a Proxy Form is enclosed. A Member who is entitled to attend and cast two or more votes is entitled to appoint two proxies. Where two proxies are appointed, each appointment may specify the proportion or number of voting rights each proxy may exercise. If the Member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes able to be cast by the appointing Member.

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 order to be valid, the Proxy Form must be received by the Company at the address specified below, along with any power of attorney or certified copy of a power of attorney (if the Proxy Form is signed pursuant to a power of attorney), by no later than 48 hours before the Meeting (i.e., by no later than 9:30am AEDT on 24 November 2025):

On-line:	https://investor.automic.com.au/#/loginsah
By mail:	Automic GPO BOX 5193 SYDNEY NSW 2001
By hand:	Level 5, 126 Phillip Street SYDNEY NSW 2000
By e-mail:	meetings@automicgroup.com.au

Any Proxy Forms received after that time will not be valid for the Meeting.

A Member who is a body corporate may appoint a representative to attend the Meeting in accordance with the Corporations Act. Representatives will be required to present documentary evidence of their appointment on the day of the Meeting.

For the purpose of determining the voting entitlements at the Meeting, the Directors have determined that Shares will be taken to be held by the registered holders of those Shares at 7:00pm AEDT on 24 November 2025. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

BY ORDER OF THE BOARD

Jarek Kopias
Company Secretary
Iron Road Ltd
Dated 27 October 2025

EXPLANATORY NOTES

These Explanatory Notes are for the information of Shareholders of Iron Road Ltd in connection with Resolutions to be considered at the Annual General Meeting of the Company to be held at 9:30am (AEDT) on Wednesday, 26 November 2025.

If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisors before voting.

Introduction

These Explanatory Notes have been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be considered at the Annual General Meeting of the Company. The Directors recommend Shareholders read these Explanatory Notes in full before making any decision in relation to the Resolutions.

Terms defined in the Notice of Meeting have the same meaning in these Explanatory Notes.

Receiving financial statements and reports

The Corporations Act requires that Shareholders consider the annual consolidated financial statements and reports of the Directors and auditor every year.

There is no requirement either in the Corporations Act or the Constitution for Shareholders to approve the financial report, the Directors' report or the auditor's report. Shareholders will be given a reasonable opportunity at the Meeting to:

a) ask questions about, or make comments on, the management of the Company; and
b) ask a representative of the Company's Auditor, questions relevant to:
    1) the conduct of the audit;
    2) the preparation and content of the Auditor's Report;
    3) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
    4) the independence of the Auditor in relation to the conduct of the audit.

A Member who is entitled to cast a vote at the Meeting may submit written questions to the Company's Auditor if the question is relevant to the content of the Auditor's report or the conduct of the audit of the annual financial report. A written question must be submitted by giving the question to the Company no later than 5:00pm AEDT on Wednesday 19 November 2025, being five business days before the day on which the Meeting is to be held and, the Company will then, as soon as practicable after the question has been received, pass the question on to the Auditor.

The Chair of the Annual General Meeting will allow a reasonable opportunity at the Annual General Meeting for a representative of the Company's Auditor to answer any such written questions submitted. If the Company's Auditor has prepared written answers to written questions, the Chair of the Meeting may allow these to be tabled at the Meeting and such written answers will be available to Members as soon as practicable after the Meeting. The Company will make copies of the question list reasonably available to Members attending the Meeting.

No Resolution is required to be moved in respect of this item of General Business.

Resolution 1 - Adoption of Remuneration Report

The Remuneration Report for the financial year ended 30 June 2025 is set out in the Directors' Report within the 2025 Annual Report, which is available on the Company's website: http://www.ironroadlimited.com.au. The Remuneration Report sets out the Company's remuneration arrangements for Directors, including the Managing Director, and members of the Company's Key Management Personnel.

Section 300A of the Corporations Act requires the Directors to include a Remuneration Report in their report for the financial year. Section 250R(2) of the Corporations Act requires the Remuneration Report to be put to a vote at the Company's Annual General Meeting. The vote on the Resolution is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing remuneration practices and policies.

In relation to the non-binding Shareholder vote, under the Corporations Act, if 25% or more of the votes that are cast are voted against the adoption of a company's remuneration report at two consecutive AGM's, then Members will be required to vote at the second of those AGM's on a resolution ("Spill Resolution") that another meeting be held within 90 days at which all of the Company's directors (except the Managing Director) cease to hold office immediately before the end of the "spill meeting" and must stand for re-election. The meeting may resolve to appoint those or other persons to the vacated positions. The Corporations Act also contains a re-setting mechanism so that a Spill Resolution could only be considered by Members at every second AGM. At the 2024 AGM, the Company's Remuneration Report for the financial year ended 30 June 2024 received more than 99% of the votes cast in favour of the adoption of the Remuneration Report.

The Directors believe that the Company's remuneration policies and structures are appropriate relative to the size of the Company and its business.

Board Recommendation: The Board, while noting that each Director has a personal interest in their own remuneration from the Company, recommends that Members vote in favour of Resolution 1.

The Chair of the Meeting intends to vote all undirected proxies in favour of Resolution 1.

<u>Resolutions 2 and 3 - To Re-elect Dr Peter Cassidy and Mr Ian Hume as Directors</u>

The Constitution of the Company requires that one third of the Directors in office (other than a Managing Director) must retire by rotation at each annual general meeting of the Company. Additionally, ASX Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third AGM following the Director's appointment or 3 years, whichever is longer.

Dr Peter Cassidy and Mr Ian Hume therefore retire at the forthcoming Annual General Meeting in accordance with the Constitution and being eligible, have offered themselves for re-election at the Meeting.

Dr Peter Cassidy
Dr Cassidy was appointed as a Director on 11 October 2012 and the Board considers Dr Cassidy to be an independent Director of the Company.

Dr Cassidy holds a degree in geology and a first class honours degree in chemistry from the University of Tasmania and a PhD in coal science from Monash University. He is an active private investor focussed on new developments.

Mr Ian Hume
Mr Hume was appointed as a Director on 27 February 2009 and the Board considers Mr Hume to be an independent Director of the Company.

Mr Hume's career in the resources industry stretches back several decades, primarily in the fields of managed fund investments, capital raising and project development. Mr Hume was a Founding Partner of The Sentient Group, a manager of closed end private equity funds specialising in global investments in the natural resource industries.

He retired from The Sentient Group in 2009. Prior to the founding of The Sentient Group, Mr Hume was a consultant to AMP's Private Capital Division.

Board Recommendation: The Directors (other than Dr Peter Cassidy and Mr Ian Hume who are not entitled to make, and do not make, a recommendation in relation to their respective Resolutions) recommend that Shareholders vote in favour of Resolutions 2 and 3.

The Chair of the Meeting intends to vote all undirected proxies in favour of the re-election of Dr Cassidy and Mr Hume.

<u>Resolution 4 – Appointment of Auditor</u>

Resolution 4 seeks the appointment of Grant Thornton Audit Pty Ltd as the auditor of Iron Road Ltd. The audit was previously conducted by PricewaterhouseCoopers. PricewaterhouseCoopers has resigned as auditor effective from the date of the Annual General Meeting.

Section 327C of the *Corporations Act* provides that a company shall at each annual general meeting, if there is a vacancy in the office of auditor of the Company, appoint a person or firm to fill the vacancy. The Directors wish to appoint Grant Thornton Audit Pty Ltd as auditor of the Company and seek this appointment to be made by the members.

Mr Larry Ingle, a Member of the Company, has nominated Grant Thornton Audit Pty Ltd as auditor of the Company pursuant to section 328B of the Corporations Act 2001. Grant Thornton Audit Pty Ltd is eligible and has consented to being appointed auditor of the Company as required by section 328A of the *Corporations Act*. A copy of the nomination is included as Appendix 1 of the Notice of Meeting.

Board Recommendation: The Board recommends that Members vote in favour of Resolution 4.

The Chair of the Meeting intends to vote all undirected proxies in favour of Resolution 4.

Resolutions 5, 6, 7, 8, 9 and 10: Issue of Past and Future Performance Rights to Participating Officers

Background
Mr Larry Ingle and Mr Glen Chipman (Participating Executives) are executives with responsibility of management and oversight of the Company. For the purpose of remunerating Mr Ingle and Mr Chipman based on their qualifications and experience within the exploration and development market and the desire to preserve cash, the Board has determined to include a reward for past performance by the executives, specifically relating to the Company's non-dilutionary cash inflow milestones, as a component of their remuneration package.

Mr Ingle and Mr Chipman have been invited by the board of the Company to receive 8,000,000 Past Performance Rights (4,000,000 to each individual), with no vesting conditions, if approved by Members at this Meeting.

Additionally, Dr Peter Cassidy, Mr Jerry Ellis, Mr Ian Hume and Mr Glen Chipman are Directors with responsibility of steering and oversight of the Company (Participating Directors). For the purpose of remunerating Dr Cassidy, Mr Ellis, Mr Hume and Mr Chipman based on their qualifications and experience within the exploration and development market and the desire to preserve cash, the Board has determined to include an incentive-based component to their remuneration package. Dr Cassidy, Mr Ellis, Mr Hume, Mr Chipman and Mr Ingle and collectively the Participating Officers.

Dr Peter Cassidy, Mr Jerry Ellis, Mr Ian Hume and Mr Glen Chipman have been invited by the board of the Company to receive up to 16,000,000 Future Performance Rights (4,000,000 to each individual), with KPI based vesting conditions, if approved by Members at this Meeting. The total quantum of Future Performance Rights to be issued will be determined by the Board.

Reason for approval – Listing Rules
ASX Listing Rule 10.14 requires Shareholder approval for the issue of Equity Securities to a related party, or a person whose relationship with the entity, or a related party is, in ASX's opinion, such that approval should be obtained.

Accordingly, shareholder approval is sought for the issue of a total of 8,000,000 Past Performance Rights to Mr Larry Ingle (4,000,000 Performance Rights) and Mr Glen Chipman (4,000,000 Performance Rights) (or their nominees) on the terms set out below. If approval of the issue of the Past Performance Rights is given under Listing Rule 10.14, approval is not required under Listing Rule 7.1. The issue of Past Performance Rights to the Participating Officers will therefore not be included in the 15% calculation for the purposes of Listing Rule 7.1.

Shareholder approval is also sought for the issue of up to a total of 16,000,000 Future Performance Rights to each of Dr Peter Cassidy (4,000,000 Performance Rights), Mr Jerry Ellis (4,000,000 Performance Rights), Mr Ian Hume (4,000,000 Performance Rights) and Mr Glen Chipman (4,000,000 Performance Rights) (or their nominees) on the terms set out below. If approval of the issue of the Future Performance Rights is given under Listing Rule 10.14, approval is not required under Listing Rule 7.1. The issue of Future Performance Rights to the Participating Officers will therefore not be included in the 15% calculation for the purposes of Listing Rule 7.1.

All Performance Rights are proposed to be issued under the Company's PSP.

If Resolutions 5, 6, 7, 8, 9 and 10 are approved, then the Participating Officers will receive the relevant Performance Rights.

If Resolutions 5, 6, 7, 8, 9 and 10 are not approved, no Performance Rights will be issued to the Participating Officers pursuant to the PSP.

Reason for approval – Corporations Act – Termination Benefits
The Corporations Act restricts the Company from giving certain "benefits" to certain persons (those who hold a managerial or executive office, as defined in the Corporations Act) on ceasing their employment with the Company (**Termination Benefits**), in the absence of prior shareholder approval unless an exemption applies.

The term "benefit" is defined broadly in the Corporations Act and includes benefits arising from the Board exercising its discretion under the rules of the PSP.

Accordingly, Resolutions 5, 6, 7, 8, 9 and 10 also seek Shareholder approval for the purpose of the Company providing these Termination Benefits to Dr Cassidy, Mr Ellis, Mr Hume, Mr Chipman and Mr Ingle in accordance with the terms of the PSP.

Specifically, Shareholder approval is being sought to enable the Board to exercise certain discretions under the PSP, including the discretion to determine to waive some or all of the Performance Conditions attaching to Performance Rights or accelerate their vesting, where a participant ceases to be employed or engaged by the Company, including as a result of redundancy, death, total or permanent incapacity and other circumstances determined by the Board.

This approval is being sought in respect of the current participation in the PSP, and the Termination Benefits that may arise if and when any Participating Officers ceases to be engaged by the Company.

Other than as expressly set out in Resolutions 5, 6, 7, 8, 9 and 10, no current Director will participate in the PSP unless separate Shareholder approval is first obtained.

For the purposes of section 200E of the Corporations Act, the Company advises that various matters will or are likely to affect that value of the Termination Benefits that the Board may give under the PSP and, therefore the value of the Termination Benefits cannot be determined in advance.

The value of a particular benefit resulting from the exercise of the Board's discretion under the PSP will depend on factors such as the Company's share price at the time of the exercise of this discretion and the number of Performance Rights that the Board decides to waive the Performance Conditions in respect of or for which the vesting date is accelerated. Some of the factors that may affect the value of the Termination Benefits are as follows:

(a) the nature and extent of any Performance Conditions waived by the Board;
(b) the number of Performance Conditions that have been satisfied at the time that the Board exercises this discretion; and
(c) the number of unexercised Performance Rights that the Participating Officers holds at the time that this discretion is exercised.

Issue of Performance Rights to Participating Officers
Upon approval at this Meeting, the Company intends to issue 8,000,000 Performance Rights in total, 4,000,000 to each Participating Executive within 5 business days of the Meeting. The Performance Rights will be issued as vested Equity Securities. The Company will not issue the Performance Rights later than three years after the date of the Meeting.

Upon approval at this Meeting, the Company intends to issue up to 16,000,000 Performance Rights in total, up to 4,000,000 to each Participating Director Executive within 12 months of the date of the Meeting. The Performance Rights will vest upon the performance hurdles being met as approved by the Board. The Company will not issue the Performance Rights later than three years after the date of the Meeting.

In the event that all Performance Rights vest upon satisfaction of the Key Performance Indicator Performance Conditions (**KPIs**), where applicable and as summarised below, the maximum number of Shares that would be issued to the Participating Officers is 24,000,000. The Shares to be issued upon vesting of the Performance Rights will all be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares at the date of issue.

The Company advises that there are no loans provided to the Participating Officers in relation to the issue of Performance Rights.

Further key terms of the PSP are included in Appendix 2 to this Notice.

Issue Price and Exercise Price
There is no issue price and consequently there are no funds raised upon issue of the Performance Rights as they are issued for nil consideration. Each issued Performance Right will have a nil exercise price.

Key Performance Indicators
The 8,000,000 Performance Rights proposed to be issued to Participating Executives do not have any associated vesting conditions. The 16,000,000 Performance Rights proposed to be issued to Participating Directors vest and become exercisable if the Performance Conditions are determined to have been satisfied or as otherwise determined by the Board exercising its discretion.

Where the Performance Conditions are met and Performance Rights vest, Performance Rights may be exercised at any time prior to Exercise Period End Date. Upon Shareholder approval, the Participating Officers will be issued Performance Rights as detailed in table 1 below.

TABLE 1

Director	Number of Performance Rights vesting	Grant date[1]	Key Performance Conditions	KPI End Date	Exercise Period End Date[2]
L Ingle	4,000,000	26 Nov 2025	None	Not applicable	31 Oct 2030
G Chipman	4,000,000				
P Cassidy	Up to 4,000,000		Share price (50%) and Mulgathing Project (50%)	2 years from issue date	2 years from KPI end date / vesting date
J Ellis	Up to 4,000,000				
I Hume	Up to 4,000,000				
G Chipman	Up to 4,000,000				
TOTAL	**Up to 24,000,000**				

[1] Expected to be within 5 business days of receipt of Shareholder approval.
[2] Performance Rights will expire within 3 months of the Participating Officer ceasing to hold office with the Company if earlier than the last day of the Exercise Period. The Board will have 3 months from the end of the KPI End Date to determine whether the rights have vested based on the KPI.

Share Price KPI (50% of the Participating Director Performance Rights – 8,000,000 Performance Rights in total)
The Performance Rights will vest upon the Company maintain a VWAP at or above the Reference Price for 10 business days. The hurdle share price will be a 200% premium to the Company's Share price calculated as the 10 day VWAP immediately prior to the 2025 AGM (Reference Price).

Mulgathing Project KPI (50% of the Participating Director Performance Rights – 8,000,000 Performance Rights in total)
The Performance Rights will vest if the Company proceeds with earning-in to 51% of the Mulgathing Project farm-in agreement.

Should the Participating Director cease to be an officer of the Company, the corresponding unvested Performance Rights will expire within 3 months of their departure.

The Board will issue the Director Performance Rights prior to 31 December 2026 in one allotment (Award). The Board will not issue Director Performance Rights that represent more than 3.0% of the Company's Shares on issue to the Participating Directors and other Eligible Employees of the Company under the PSP pursuant to the Award.

<u>Example where Company does not proceed with the Mulgathing Project farm-in agreement</u>

Number of LTI rights to be issued to Mr Hume	3,000,000
Timing of Rights to be issued	30 April 2026
Timing of Rights vesting to be assessed (2 years)	30 April 2028
Reference Price	$0.047 per Share
Maximum VWAP Share price to 30 April 2028	$0.10 per Share (213% of Reference Price)
Performance Rights vested	1,500,000 (1/2 of rights granted)
Rights must be exercised by	30 April 2028 (2 years from vesting date)

Should the Participating Directors cease to be an officer of the Company, the corresponding unvested Performance Rights will expire within 3 months of their departure.

Participating Officers total current remuneration
The Participating Officers are remunerated as listed below.

TABLE 2

KMP	Full year amount[1]	2024/25 payments[2]
L Ingle	$490,000	$505,272
G Chipman	$428,500	$444,663
P Cassidy	$95,000	$95,000
J Ellis	$72,500	$72,500
I Hume	$72,500	$72,500

[1] Represents amounts agreed to be paid to the Participating Officers and inclusive of statutory superannuation on a full year basis.
[2] Payments for the year ended 30 June 2025 as disclosed in the 2025 Annual Report including entitlement to leave and other benefits.

The Participating Officers have the following relevant interest in Equity Securities of the Company (directly and indirectly):

TABLE 3

KMP	Shares
L Ingle	2,126,095
G Chipman	3,664,535
P Cassidy	14,644,664
J Ellis	3,488,129
I Hume	9,679,244

If all of the Performance Rights granted to the Participating Officers vest and are exercised, then a total of 24,000,000 new Shares would be issued. This will increase the number of Shares on issue from 832,192,775 to 856,192,775 (assuming that no other Shares are issued) with the effect that the shareholding of existing Shareholders would be diluted by approximately 2.88%.

The market price for Shares during the term of the Performance Rights will affect the value of the perceived benefit given to the Participating Officers. If, at any time, any of the Performance Rights vest, then there may be a perceived cost to Iron Road. The trading history of Shares on ASX in the 12 months before to 10 October 2025 is listed in Table 4 below:

TABLE 4

	Price	Date
Highest	$0.07	28 October 2024
Lowest	$0.02	26 June 2025
Last	$0.047	10 October 2025

Corporations Act – Related Party
Under Chapter 2E of the Corporations Act, a public company cannot give a financial benefit to a related party unless an exception applies or shareholders have in a general meeting approved the giving of that financial benefit to the related party.

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 Board has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed issue of the Performance Rights, pursuant to Resolutions 5, 6, 7, 8, 9 and 10, as the exception in section 211 of the Corporations Act applies. Shareholder approval must nonetheless be obtained pursuant to ASX Listing Rule 10.14. The Performance Rights which are proposed to be issued are considered to be reasonable remuneration for the purposes of section 211 of the Corporations Act.

ASX Listing Rules Disclosure
ASX Listing Rule 10.14 provides that a Company must not issue or agree to issue securities to a Person, without first obtaining shareholder approval.

ASX Listing Rule 10.15 requires that the following additional information be provided to Shareholders when seeking an approval for the purposes of ASX Listing Rule 10.14:

(a) the Performance Rights will be issued to nominees of the Participating Officers (or an entity associated with the Participating Officers), being persons who fall within Listing Rule 10.14.1 and, therefore, for whose nominees fall within 10.14.3;
(b) the number of Performance Rights to be issued is up to a total of 24,000,000;
(c) the issue of the Performance Rights, the subject of Resolutions 5, 6, 7, 8, 9 and 10, is expected to occur by 31 December 2026 and will occur no later than three years after the date of the Meeting, but will vest upon meeting the required KPIs where applicable;
(d) the Performance Rights will be issued for no consideration and no consideration is payable by the Participating Officers upon the exercise and conversion of the Performance Right to a Share;
(e) no funds will be raised upon the issue of Performance Rights, and the purpose of the issue is to include an incentive based component to the remuneration package of the Participating Officers;
(f) the Company will undertake a valuation of the Performance Rights using the Black Scholes valuation method if approved by Shareholders at the Meeting. If all Performance Rights were currently vested, then each Performance Right would convert into one (1) Share in the Company and would currently be valued at $0.047 per Share (closing Share price on 10 October 2025);
(g) details of any Securities issued under the PSP will be published in the Company's annual report in the period to which they were issued along with a statement that approval for the issue was obtained under Listing Rule 10.14; and
(h) any additional persons covered by Listing Rule 10.14 who became entitled to participate in an issue of Securities under the PSP after the Resolutions are approved and who were not named in the Notice will not participate until approval is obtained under that Listing Rule.

Board Recommendation
The Participating Officers decline to make a recommendation to Shareholders in relation to Resolutions 5, 6, 7, 8, 9 and 10 due to their material personal interest in the outcome of the Resolutions on the basis that they are to be issued Performance Rights should Resolutions 5, 6, 7, 8, 9 and 10 be passed.

With the exception of the Performance Rights to Mr Chipman in respect of Resolution 4, no other Director has a personal interest in the outcome of Resolutions 3 and 4. The Directors (other than in respect of Performance Rights that relate to Mr Chipman with respect to the Performance Rights the subject of Resolution 4) recommend that Shareholders vote in favour of Resolutions 5, 6, 7, 8, 9 and 10 for the following reasons:

- the issue of Performance Rights to the Participating Officers will better align the interests of the Participating Officers with those of Shareholders;
- the issue of the Performance Rights is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would, if cash payments were given to the Participating Officers under their employment arrangements; and
- it is not considered that there aren't any significant opportunity costs to Iron Road or benefits foregone by Iron Road in the issue of Performance Rights on the terms proposed.

In forming their recommendations, each Director considered the experience of the Participating Officers, the skills the Participating Officers bring to the Company and the current market price of Shares when determining the number of Performance Rights to be issued.

The Chair of the Meeting intends to vote all undirected proxies in favour of Resolutions 5, 6, 7, 8, 9 and 10.

<u>GLOSSARY</u>

In the Notice of Annual General Meeting and Explanatory Notes:

AEDT means Australian Eastern Daylight Time.

ASX means ASX Limited (ABN 98 008 624 691).

Board means the board of Directors of Iron Road.

Chair of the Meeting means the chairman of the Meeting.

Closely Related Party has the meaning given to it in the Corporations Act and the Corporations Regulations.

Constitution means the constitution of the Company.

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

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

Director means a director of the Company.

Equity Securities or **Securities** has the same meaning as in the Listing Rules.

Explanatory Notes means these Explanatory Notes.

Future Performance Rights means the proposed issue of unquoted performance rights subject to KPI vesting conditions to each Participating Director as remuneration for the period commencing after the AGM.

Iron Road or **Company** means Iron Road Ltd (ABN 51 128 698 108).

Key Management Personnel means a member of the key management personnel as disclosed in the Remuneration Report.

KPIs means the Key Performance Indicators pursuant to the PSP.

Listing Rules and **ASX Listing Rules** means the listing rules of ASX.

Meeting or **Annual General Meeting** or **AGM** means the annual general meeting of Shareholders to be held at Tank Stream Suites, Level 23, 52 Martin Place, Sydney, New South Wales on Wednesday 26 November 2025 at 9:30 am (AEDT).

Member or **Shareholder** means each person registered as a holder of a Share.

Mulgathing Project means the heavy minerals sands project in South Australia comprising exploration licence E6580 as announced by the Company on 26 June 2025.

Notice or **Notice of Meeting** means this Notice of Annual General Meeting.

Ordinary Resolution means a resolution passed by more than 50% of the votes at a general meeting of Shareholders.

Participating Directors means, together Dr Cassidy, Mr Ellis, Mr Hume and Mr Chipman.

Participating Executives means, together Mr Ingle and Mr Chipman.

Participating Officers means, together the Participating Directors and Participating Executives.

Past Performance Rights means the proposed issue of unquoted vested performance rights to each Participating Executive as remuneration for the past performance by the Participating Executives.

Performance Rights means the Past Performance Rights and Future Performance Rights issued to Officers of the Company pursuant to the PSP.

Proxy Form means the proxy form attached to this Notice of Meeting.

PSP means Performance Share Plan as published on the Company's website.

Related Party has the meaning given to that term in the ASX Listing Rules.

Remuneration Report means the section of the Directors' report of Iron Road that is included in the Annual Report.

Resolution means a resolution referred to in this Notice.

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

VWAP means volume weighted average price of the Company's Shares.

Appendix 1

Member nomination of auditor

Jarek Kopias
Company Secretary
Iron Road Ltd
Level 1, 63 Pirie Street
Adelaide SA 5000

9 October 2025

Dear Mr Kopias

Iron Road Ltd - Nomination of auditor

In accordance with the provisions of s328B(1) of the *Corporation s Act 2001*, I, Larry Ingle being a member of Iron Road Ltd hereby nominate Grant Thornton Audit Pty Ltd for appointment as auditor of the Company.

Please distribute copies of this notice of nomination as required by s328B(3) and (4) of the *Corporations Act 2001*.

Yours sincerely

Larry Ingle

Appendix 2

Key terms of the PSP

1. **Eligibility**
   a. The Board may, in its absolute discretion, grant Performance Rights to an "Eligible Employee".
   b. An "Eligible Employee" is a Director, senior executive or full or part time employee or contractor of the Company or its related body corporate, who is invited by the Board to participate in the PSP.

2. **Rights attaching to Performance Rights**
   a. A Performance Right entitles its holder to a Share which can be exercised once the Performance Right has become exercisable and provided it has not lapsed.
   b. The Board may determine that certain Performance Conditions must be satisfied or waived before the Performance Right becomes exercisable.
   c. If the Performance Conditions are satisfied, the Performance Rights vest and become exercisable.
   d. A Performance Right does not give the holder a legal or beneficial right to Shares.
   e. Performance Rights do not carry any rights or entitlements to dividends, return of capital or voting in shareholder meetings.
   f. A Performance Right does not entitle the holder to participate in any new issues of securities unless, before the record date for determining entitlements under the new issue, that performance right has vested, been exercised and a share has been issued in respect of that right.

3. **Exercise of Performance Rights**
   a. Performance Rights will vest and become exercisable if:
      i. the Performance Conditions set by the Board at the time of the grant are met;
      ii. an event occurs such as the winding up of the Company; or
      iii. the Board determines that a Performance Right becomes a vested Performance Right.
   b. Once the Performance Rights become exercisable, the holder will need to exercise those rights to acquire Shares.
   c. The exercise of any vested Performance Right granted under the PSP will be effected in the form and manner determined by the Board.
   d. Consideration, if any, for the issue of Performance Rights will be determined by the Board.

4. **Lapse and Forfeiture**
   a. The Performance Rights will lapse on their expiry date.
   b. This period may be shortened if the holder ceases to be employed under certain circumstances or where Performance Conditions have not been met.
   c. A Share issued on the exercise of an option will be forfeited upon the holder perpetrating fraud as against, acting dishonestly or committing a breach of its obligations to, the Company or any of its associated bodies corporate.

5. **Restrictions**
   a. The maximum number of Performance Rights that can be issued under the PSP is that number which equals 5% of the total number of issued Shares in existence from time-to-time subject to the Corporations Act, the ASX Listing Rules or any other statutory or regulatory requirements. Participants in the PSP are prohibited from transferring Performance Rights without the consent of the Board.
   b. Performance Rights will not be listed for quotation on the ASX. Shares issued on exercise of vested Performance Rights will be subject to transfer restrictions as determined by the Board at the time of granting the Performance Right.
   c. In the event of any reconstruction of the issued capital of the Company between the date of allocation of the Performance Rights and the exercise of those rights, the number of Shares to which the holder will become entitled on the exercise of the Performance Right or any amount payable on exercise of the Performance Right will be adjusted as determined by the Board and in accordance with the Listing Rules.

6. **Miscellaneous**
   a. Subject to the Corporations Act, the Listing Rules and all other applicable laws, the Performance Share Plan Rules may be amended or added to by resolution of the Board.
   b. The Board may at any time waive in whole or in part any terms or conditions (including any Performance Condition) in relation to any Performance Rights granted to any Participant.

Proxy Voting Form

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

Iron Road Ltd | ABN 51 128 698 108

Your proxy voting instruction must be received by **9:30am (AEDT) on Monday, 24 November 2025**, 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 Key Management Personnel.

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://automicgroup.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:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:
WEBSITE:

https://automicgroup.com.au

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Iron Road Ltd, to be held at **9:30am (AEDT) on Wednesday, 26 November 2025 at Tank Stream Suites, Level 23, 52 Martin Place, Sydney, New South Wales** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy 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 and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
Unless indicated otherwise by ticking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS
Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 5, 6, 7, 8, 9 and 10 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 5, 6, 7, 8, 9 and 10 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

AUTOMIC

STEP 2 - Your voting direction

Resolutions		For	Against	Abstain
1	Adoption of Remuneration Report			
2	Re-election of Dr Peter Cassidy as a Director of the Company			
3	Re-election of Mr Ian Hume as a Director of the Company			
4	Appointment of Auditor			
5	Issue Past Performance Rights to Mr Larry Ingle			
6	Issue Past Performance Rights to Mr Glen Chipman			
7	Issue Future Performance Rights to Dr Peter Cassidy			
8	Issue Future Performance Rights to Mr Jerry Ellis			
9	Issue Future Performance Rights to Mr Ian Hume			
10	Issue Future Performance Rights to Mr Glen Chipman			

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.

IRD

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY)

/ /

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).