

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a meeting of members of County International Limited (the "Company") will be held at Suite 10.04, Level 10, 56 Pitt Street, Sydney NSW 2000 on Thursday 14th December 2023 at 9:00am AEDT for the purpose of transacting the business set out in this Notice.

BUSINESS

Item 1 – Financial Statements

To consider and receive the Financial Report, the Directors' Report and the Auditor's Report for the year ended 30th June 2023.

Item 2 – Election of Director- (Mr Robert Cameron AO)

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

"That Mr Robert Cameron AO being a Director who retires by rotation, in accordance with the Company's Constitution, and being eligible, be re-elected as a Director of the Company."

Appointment of Proxy

- (a) A member who is unable to attend and vote at the meeting may appoint a proxy by completing and returning the attached proxy form in the manner provided below. The proxy need not be a member of the Company.
- (b) If a member wishes to appoint a proxy, and is entitled to cast 2 or more votes, then the member may appoint 2 proxies, and may specify the proportion or number of votes each proxy may cast.
- (c) A proxy form (and the power of attorney (if any) under which it is signed) must be received at the registered office of the Company not less than 48 hours before the time of the holding of the meeting:
 - By hand: Boardroom Pty Limited – Level 8, 210 George Street, Sydney, NSW, 2000
 - By mail: Boardroom Pty Limited – GPO Box 3993, Sydney NSW, 2001
 - By facsimile: (02) 9290 9655

Corporate Representatives

Corporate members must either:

- appoint a proxy as set out above; or
- appoint a body corporate representative in accordance with the Corporations Act.

The appointment of a body corporate representative must be produced at the meeting.

Entitlement to Vote

For the purpose of the meeting, those members holding shares at 7pm AEDT on 12th December 2023 will be voting members at the meeting.

Further Information

This Notice should be read in conjunction with the Explanatory Note.

By the Order of the Board of Directors.



T. A. Flitcroft
Company Secretary
Dated: 10th November 2023

EXPLANATORY NOTES ON ITEMS OF BUSINESS

Item 1: Financial Statements

As required by Section 317 of the Corporations Act 2001 (Cth) (the "Act"), the Financial Report, the Directors' Report and the Auditor's Report of the Company for the most recent financial year will be laid before the meeting. Shareholders will be provided with a reasonable opportunity to ask questions about or make comments on the management of the Company however, there will be no formal resolution put to the meeting.

Shareholders will also be provided with the opportunity to ask the representative of the Company's auditor questions about the conduct of the audit, the preparation and content of the Auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements, and the independence of the auditor in relation to the conduct of the audit.

Item 2: Election of Director

Pursuant to the Company's Constitution, Mr Robert Cameron AO will retire as a Director at the Annual General Meeting and offers himself for re-election.

Bob Cameron holds degrees in mining, mineral economics and business administration and has had more than 37 years of experience in the coal industry. This includes 14 years as a senior manager with Coal & Allied Industries in the Hunter Valley and 21 years as Founder and Managing Director/CEO of Centennial Coal Company Limited.

Upon the takeover of Centennial, Bob moved to the role of non-executive Chairman of the Company until March 2017. Amongst other positions, Bob is Chairman of Hunter Valley Training Company Limited, a Director of the University of New South Wales Foundation and a Member of the State Library Council of NSW.

UNSW has recognised Mr Cameron with an Honorary Degree in Engineering and the Alumni Achievement Award in Business and Innovation.

In 2012 he was awarded an Order of Australia for his contribution to the Australian mining industry, tertiary education and the community of the Hunter Valley.

If re-elected, Mr Robert Cameron AO will continue as a Director and be subject to retirement by rotation in accordance with the Company's Constitution.

The Board, with exception of Mr Cameron, unanimously recommends that Shareholders vote in favour of the re-election of Mr Cameron.