

9 May 2023



Letter to Shareholders regarding General Meeting

Dear Shareholder

Azure Minerals Limited (ASX:AZS) (**Azure** or the **Company**) advises that it will be holding a General Meeting of shareholders on Friday, 9 June 2023 (Meeting) commencing at 10:00am (WST) at The Park Business Centre, 45 Ventnor Avenue, West Perth WA 6005.

In accordance with section 110D of the *Corporations Act 2001* (Cth), the Company will not be sending hard copies of the Notice of Meeting to shareholders who have not previously opted in to receiving electronic copies. Instead, the Notice of Meeting can be viewed and downloaded from the website link:

<https://azureminerals.com.au/investors/asx-announcements/>

The Notice of Meeting is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the Notice of Meeting please contact the Company's share registry, Computershare Investor Services Pty Limited (**Computershare**), on 1300 850 505 (within Australia) and +61 3 9415 4000 (outside Australia).

Submitting your vote in advance of the meeting

A copy of your personalised proxy form is enclosed for convenience. Please complete and return the attached proxy form to the Company's share registry, Computershare through one of the following options:

Online:

At www.investorvote.com.au

Mail:

Share Registry – Computershare Investor Services Pty Limited
GPO Box 242
Melbourne Victoria 3001, Australia

Mobile:

Scan the QR Code on your proxy form and follow the prompts

Custodian Voting:

For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

Your proxy voting instruction must be received by 10:00am (WST) on Wednesday, 7 June 2023, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

The Company will continue to closely monitor guidance from the Federal and State Government for any impact on the proposed arrangements for the Meeting in respect of COVID-19.

If any changes are required, the Company will advise Shareholders by way of announcement on ASX and the details will also be made available on our website at

<https://azureminerals.com.au/investors/asx-announcements/>

The Company will advise Shareholders as soon as practicable, if any of the above circumstances change.

Authorised for release by the Board of Azure Minerals Limited.

For enquiries, contact:

Brett Dickson

Company Secretary

+61 8 6187 7500

admin@azureminerals.com.au



Azure Minerals Limited
ABN 46 106 346 918
Notice of General Meeting and
Explanatory Memorandum

Date of Meeting

9 June 2023

Time of Meeting

10:00am (WST)

Place of Meeting

The Park Business Centre
45 Ventnor Avenue
West Perth WA 6005

A Proxy Form is enclosed

Please read this Notice of General Meeting and Explanatory Memorandum carefully.

If you are unable to attend the General Meeting, please complete and return the enclosed Proxy Form in accordance with the specified directions.

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Azure Minerals Limited

ABN 46 106 346 918

Notice of General Meeting

NOTICE IS GIVEN that a General Meeting of Shareholders of Azure Minerals Limited ABN 46 106 346 918 (**Company**) will be held at The Park Business Centre, 45 Ventnor Avenue, West Perth on 9 June 2023 at 10:00am (WST) for the purpose of transacting the business referred to in this Notice of General Meeting.

An Explanatory Memorandum containing information in relation to each of the following Resolutions accompanies this Notice. Terms used in the Resolutions contained in this Notice have the meaning given to them in the glossary in the Explanatory Memorandum.

Agenda

Resolutions

1. Resolution 1 – Ratification of prior issue of Shares to SQM Australia Pty Ltd

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 78,008,191 Shares on the terms and conditions set out in the Explanatory Memorandum."

Voting exclusion statement: The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of a person who participated in the issue the subject of Resolution 1 or is a counterparty to the agreement being approved or an associate of that person (or those persons). However, the Company need not disregard a vote if it is cast in favour of Resolution 1 by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on Resolution 1, in accordance with the directions given to the proxy or attorney to vote on Resolution 1 in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 1; and
 - (ii) the holder votes on Resolution 1 in accordance with directions given by the beneficiary to the holder to vote in that way.

2. Resolution 2 – Approval to grant Director Options to Mr Brian Thomas

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

"That, for the purposes of sections 195(4) and 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given to issue 2,000,000 Director Options to Mr Brian Thomas or his nominee(s), on the terms and conditions set out in the Explanatory Memorandum (including Annexure A to the Explanatory Memorandum)."

Voting exclusion statement: The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of:

- (a) Mr Brian Thomas (or his nominee(s));
- (b) any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an associate of that person (or those persons).

However, this does not apply to a vote cast in favour of Resolution 2 by:

- (d) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or

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- (e) the Chairman as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- (f) 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 the directions given by the beneficiary to the holder to vote that way.

Voting Prohibition Statement: In accordance with section 224 of the Corporations Act, a vote on Resolution 2 must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 2 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 2 Excluded Party.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 2 if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

Provided that the Chair is not a Resolution 2 Excluded Party, the above prohibition does not apply if:

- (c) the proxy is the Chairman; and
- (d) the appointment expressly authorises the Chairman to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

3. Resolution 3 – Approval to grant Director Options to Mr Anthony Rovira

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

“That, for the purposes of sections 195(4) and 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given to issue 4,000,000 Director Options to Mr Anthony Rovira or his nominee(s), on the terms and conditions set out in the Explanatory Memorandum (including Annexure A to the Explanatory Memorandum).”

Voting exclusion statement: The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- (a) Mr Anthony Rovira (or his nominee(s));
- (b) any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an associate of that person (or those persons).

However, this does not apply to a vote cast in favour of Resolution 3 by:

- (d) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (e) the Chairman as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- (f) 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 the directions given by the beneficiary to the holder to vote that way.

Voting Prohibition Statement: In accordance with section 224 of the Corporations Act, a vote on Resolution 3 must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 3 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 3 Excluded Party.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 3 if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

Provided that the Chair is not a Resolution 3 Excluded Party, the above prohibition does not apply if:

- (c) the proxy is the Chairman; and
- (d) the appointment expressly authorises the Chairman to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

4. Resolution 4 – Approval to grant Director Options to Ms Annie Guo

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

“That, for the purposes of sections 195(4) and 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given to issue 1,000,000 Director Options to Ms Annie Guo or her nominee(s), on the terms and conditions set out in the Explanatory Memorandum (including Annexure A to the Explanatory Memorandum).”

Voting exclusion statement: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- (a) Ms Annie Guo (or her nominee(s));
- (b) any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an associate of that person (or those persons).

However, this does not apply to a vote cast in favour of Resolution 4 by:

- (d) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (e) the Chairman as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- (f) 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 in not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with the directions given by the beneficiary to the holder to vote that way.

Voting Prohibition Statement: In accordance with section 224 of the Corporations Act, a vote on Resolution 4 must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 4 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 4 Excluded Party.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 4 if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

Provided that the Chair is not a Resolution 4 Excluded Party, the above prohibition does not apply if:

- (c) the proxy is the Chairman; and
- (d) the appointment expressly authorises the Chairman to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

5. Resolution 5 – Approval to grant Director Options to Mr Hansjorg Plaggemars

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

“That, for the purposes of sections 195(4) and 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given to issue 1,000,000 Director Options to Mr Hansjorg Plaggemars or his nominee(s), on the terms and conditions set out in the Explanatory Memorandum (including Annexure A to the Explanatory Memorandum).”

Voting exclusion statement: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- (a) Mr Hansjorg Plaggemars (or his nominee(s));
- (b) any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an associate of that person (or those persons).

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However, this does not apply to a vote cast in favour of Resolution 5 by:

- (d) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (e) the Chairman as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- (f) 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 the directions given by the beneficiary to the holder to vote that way.

Voting Prohibition Statement: In accordance with section 224 of the Corporations Act, a vote on Resolution 5 must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 5 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 5 Excluded Party.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 5 if:

- (a) the proxy is either:
 - (iii) a member of the Key Management Personnel; or
 - (iv) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

Provided that the Chair is not a Resolution 5 Excluded Party, the above prohibition does not apply if:

- (c) the proxy is the Chairman; and
- (d) the appointment expressly authorises the Chairman to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

By order of the Board

Brett Dickson
Company Secretary

Dated: 3 May 2023

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How to vote

Voting on all proposed Resolutions at the Meeting will be conducted by poll. Under the Constitution, any poll will be conducted as directed by the Chair.

Shareholders can vote by either:

- attending the Meeting and voting in person or by attorney or, in the case of corporate Shareholders, by appointing a corporate representative to attend and vote; or
- appointing a proxy to attend and vote on their behalf using the Proxy Form accompanying this Notice and by submitting their Proxy Form online, by mobile, by post or by facsimile.

Voting in person or by attorney

Shareholders, or their attorneys, who plan to attend the Meeting are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, if possible, so that their holding may be checked against the Company's share register and their attendance recorded. A certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms below.

Voting by a corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. Written proof of the representative's appointment (including any authority under which it is signed) must be lodged with, or presented to the Company before the Meeting.

Voting by proxy

- A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Each proxy will have the right to vote on a poll and also to speak at the Meeting.
- The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies (i.e. where there are two proxies, each proxy may exercise half of the votes).
- A proxy need not be a Shareholder. The proxy can be either an individual or a body corporate.
- If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit.
- Should any resolution, other than those specified in this Notice, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.
- If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on the poll and the Shares that are the subject of the proxy appointment will not be counted in calculating the required majority.

- A Shareholder who returns their Proxy Form with a direction how to vote, but does not nominate the identity of their proxy, will be taken to have appointed the Chair of the Meeting as their proxy to vote on their behalf. If a Proxy Form is returned with a direction how to vote, but the nominated proxy (who is not Chair of the Meeting) does not attend the Meeting or does not vote on the relevant Resolution(s), the Chair of the Meeting will act in place of the nominated proxy and vote on a poll in accordance with any instructions.
 - Proxy appointments in favour of the Chair of the Meeting, the secretary or any Director that do not contain a direction how to vote will be used, where possible, to support each of the Resolutions proposed in this Notice, provided they are entitled to cast votes as a proxy under the voting exclusion rules which apply to some of the proposed Resolutions. These rules are explained in this Notice. However, in exceptional circumstances, the Chair of the Meeting may change his voting intention, in which case an ASX announcement will be made.
 - Proxies must be received by 10:00am (WST) on 7 June 2023, being 48 hours prior to the commencement of the meeting. Proxies received after this time will be invalid.
 - Proxies may be lodged using any of the following methods:
 - Online:** www.investorvote.com.au
 - By mobile:** Scan the QR Code on your proxy form and follow the prompts.
 - By mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia
 - By Facsimile:**
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555
 - Custodian voting:** For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions
- For all enquiries call 1300 850 505 (within Australia)
or +61 3 9415 4000 (outside Australia).

Shareholders who are entitled to vote

In accordance with regulation 7.11.37 and 7.11.38 of the Corporations Regulations, the Board has determined that a person's entitlement to vote at the Meeting will be the entitlement of that person set out in the Register of Shareholders as at 10:00pm (WST) on 7 June 2023.

Azure Minerals Limited

ABN 46 106 346 918

Explanatory Memorandum

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of General Meeting of the Company.

Certain abbreviations and other defined terms are used throughout this Explanatory Memorandum. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations are set out in the Glossary to the Explanatory Memorandum.

Resolution 1 – Ratification of prior issue of Shares to SQM Australia Pty Ltd

Background

On 13 March 2023, the Company announced that global lithium company Sociedad Química y Minera de Chile S.A., via its wholly-owned subsidiary SQM Australia Pty Ltd (**SQM**), had completed its cornerstone investment of A\$20 million to acquire a 19.99% interest in the Company in a two-stage transaction (**Transaction**).

In the first tranche of the Transaction, as announced to ASX on 11 January 2023, SQM subscribed for 16,381,720 Shares in the Company at a subscription price of A\$0.2564 per share (**Tranche 1**). In the second tranche of the Transaction, as announced to ASX on 13 March 2023, SQM subscribed for an additional 61,626,471 Shares in the Company at the same subscription price of A\$0.2564 per share (**Tranche 2**).

Under the Transaction:

- (a) 46,788,191 Shares were issued pursuant to the Company's 15% placement capacity under ASX Listing Rule 7.1; and
- (b) 31,220,000 Shares were issued pursuant to the Company's 10% placement capacity under ASX Listing Rule 7.1A.

ASX Listing Rules 7.1, 7.1A and 7.4

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue, without the approval of its shareholders, more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.1A provides that in addition to issues permitted without prior shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under ASX Listing Rule 7.1A may issue or agree to issue during the period for which the approval is valid a number of quoted Equity Securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in ASX Listing Rule 7.1.

Where an eligible entity obtains shareholder approval to increase its placement capacity under Listing Rule 7.1A then any ordinary securities issued under that additional placement capacity:

- (a) will not be counted in variable "A" in the formula in Listing Rule 7.1A; and
- (b) are counted in variable "E",

until their issue has been ratified under Listing Rule 7.4 (and provided that the previous issue did not breach Listing Rule 7.1A) or 12 months has passed since their issue.

As the issue of Tranche 1 and Tranche 2 Shares do not fall within any of the specified exceptions to ASX Listing Rule 7.1 and have not yet been approved by Shareholders, the Tranche 1 and Tranche 2 Shares effectively use up the Company's 15% placement capacity under ASX Listing Rule 7.1 and 10% placement capacity under ASX Listing Rule 7.1A (as applicable),

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reducing the Company's capacity to issue further Equity Securities without Shareholder approval over the 12 month period following the date of issue of those Shares.

Under ASX Listing Rule 7.4, if a company's shareholders approve an issue of Equity Securities after it has been made or agreed to be made, that issue or agreement to issue Equity Securities is treated as having been made with Shareholder approval for the purposes of ASX Listing Rule 7.1 (provided that the issue or agreement did not breach ASX Listing Rule 7.1).

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under ASX Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Tranche 1 and Tranche 2 Shares under the Transaction.

Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 1:

- (a) 78,008,191 Shares were issued to SQM Australia Pty Ltd;
- (b) 46,788,191 Shares under the Transaction were issued pursuant to the Company's 15% placement capacity under ASX Listing Rule 7.1 and 31,220,000 Shares under the Transaction were issued pursuant to the Company's 10% placement capacity under ASX Listing Rule 7.1A;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) 16,381,720 Shares were issued on 11 January 2023 and 61,626,471 Shares were issued on 13 March 2023;
- (e) the issue price was \$0.2564 per Share;
- (f) the purpose of the issue was to raise approximately \$20 million (before costs), which will be used to accelerate lithium exploration through a program of intensive drilling across the Andover Project;
- (g) the Shares were issued under a Subscription Agreement, as announced to ASX on 11 January 2023, pursuant to which SQM is granted:
 - (i) the right to appoint a Director to the Board;
 - (ii) the right to form, with the Company, a technical committee to assist and advise in the exploration and development of the Company's lithium projects;
 - (iii) an offtake right in respect of 25% of all lithium product in which the Company has an interest pursuant to an Offtake Agreement;
 - (iv) the right to be given notice of proposed future equity issues with the Company having to negotiate in good faith to identify whether the terms on which SQM may participate in such equity issues can be agreed; and
 - (v) a pre-emptive right to participate in any debt funding transaction or any royalty agreement, streaming agreement or pre-payment agreement proposed to be undertaken or entered into by the Company; and
- (h) a voting exclusion statement is included in Resolution 1 of this Notice.

Technical information required by ASX Listing Rule 14.1A

If Resolution 1 is not passed, 78,008,191 Shares will be included in calculating the Company's 15% placement capacity under Listing Rule 7.1 and its 10% placement capacity under Listing Rule 7.1A, effectively decreasing the number of Equity Securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

If Resolution 1 is passed, the base figure (i.e. variable "A") in which the Company's 15% placement capacity under ASX Listing Rule 7.1 and its 10% placement capacity under ASX Listing Rule 7.1A is calculated will be a higher number which in turn will allow a proportionately higher number of Equity Securities to be issued by the Company without prior Shareholder approval.

Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 1.

Resolutions 2, 3, 4 and 5 – Approval to issue Options to Directors

Background

The Company has agreed, subject to obtaining Shareholder approval, to grant a total of 8,000,000 Options to Directors of the Company (or their nominees) (**Director Options**) on the terms and conditions set out below:

- (a) 2,000,000 Director Options to Mr Brian Thomas (or his nominee(s)) (Resolution 2);
- (b) 4,000,000 Director Options to Mr Anthony Rovira (or his nominee(s)) (Resolution 3);
- (c) 1,000,000 Director Options to Ms Annie Guo (or her nominee(s)) (Resolution 4); and
- (d) 1,000,000 Director Options to Mr Hansjorg Plaggemars (or his nominee(s)) (Resolution 5).

Each Director Option will have an exercise price equal to the lesser of a 200% premium to the volume weighted average price of Shares on ASX on the 30 Trading Days before the date of this Meeting or \$0.60 and will have an expiry date of 31 March 2026. The Director Options will otherwise be issued to Messrs Thomas, Rovira and Plaggemars and Ms Guo (or their respective nominees) (**Related Parties**) on the terms and conditions set out in Annexure A.

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:

- (a) obtain the approval of the public company's members 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 financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The grant of Director Options constitutes giving a financial benefit and the Directors are related parties of the Company by virtue of being Directors. As it is proposed that Options be issued to all Directors, the Directors have been unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to these issues. Accordingly, Shareholder approval is sought for the issue of Options to the Related Parties for the purposes of Chapter 2E of the Corporations Act.

Listing Rule 10.11

Listing Rule 10.11 provides that, unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in 10.11.1 – 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in 10.11.1 – 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the prior approval of its shareholders.

As the issue of Director Options to each of Messrs Thomas, Rovira and Plaggemars and Ms Guo (or their respective nominees) falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12, Shareholder approval pursuant to Listing Rule 10.11 is required.

Technical information required by Listing Rule 14.1A

If Resolutions 2 to 5 are passed, the Company will be able to proceed with the grant of the Director Options to each of the Directors (or their respective nominees) within 1 month after the date of the 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 grant of the Director Options (because approval is being obtained under Listing Rule 10.11), the grant of the Director Options will not use up any of the Company's 10% or 15% annual placement capacities.

If Resolutions 2 to 5 are not passed, the Company will not be able to proceed with the grant of the Director Options to the Directors.

Technical information required by Listing Rule 10.13 and section 219 of the Corporations Act

Pursuant to and in accordance with the requirements of section 219 of the Corporations Act and Listing Rule 10.13, the following information is provided in relation to the proposed grant of Director Options:

- (a) Messrs Thomas, Rovira and Plaggemars and Ms Guo fall within the category set out in Listing Rule 10.11.1 and are related parties of the Company by virtue of being Directors;
- (b) the maximum number of Director Options (being the nature of the financial benefit being provided) to be granted to the Directors is:
 - (i) 2,000,000 Director Options to Mr Brian Thomas (or his nominee(s)) (Resolution 2);
 - (ii) 4,000,000 Director Options to Mr Anthony Rovira (or his nominee(s)) (Resolution 3);
 - (iii) 1,000,000 Director Options to Ms Annie Guo (or her nominee(s)) (Resolution 4); and
 - (iv) 1,000,000 Director Options to Mr Hansjorg Plaggemars (or his nominee(s)) (Resolution 5);
- (c) the Director Options will be granted on the terms and conditions set out in Annexure A, under the heading titled "Background" in the Explanatory Notes to Resolutions 2 to 5. Further each Option will each convert into one Share upon exercise;
- (d) the Director Options will be issued to the Directors within 1 month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) ;
- (e) the Director Options will be granted for nil cash consideration, accordingly no funds will be raised;
- (f) if exercised, the Company intends to use the proceeds from the exercise of the Director Options for general working capital purposes;
- (g) the Director Options are not being granted to Messrs Thomas, Rovira and Plaggemars and Ms Guo under an agreement;
- (h) the Shares issued on exercise of the Director Options will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (i) the value of the Director Options and the pricing methodology is set out in Annexure B (which notes the value of each Director Option to be \$0.231);
- (j) the relevant interests of the Related Parties in securities of the Company (as at the date of this Notice) is set out below:

Director	Shares	Options
Mr Brian Thomas	Nil	Nil
Mr Anthony Rovira	3,209,669	Nil
Ms Annie Guo	Nil	Nil
Mr Hansjorg Plaggemars	60,000	Nil

- (k) the remuneration and emoluments from the Company to the Directors for the previous financial year and the proposed remuneration and emoluments for the current financial year are set out below:

Financial Year Ended 30 June 2022						
Director	Base Salary \$	Bonus \$	Superannuation \$	Options \$	Performance Rights \$	Total remuneration \$
Mr Brian Thomas	103,720	-	6,504	-	-	110,224
Mr Anthony Rovira	413,000	-	27,500	-	-	440,500
Ms Annie Guo	45,000	-	-	-	-	45,000
Mr Hansjorg Plaggemars	45,000	-	-	-	-	45,000
Financial Year Ended 30 June 2023 (Forecast)						
Director	Base Salary \$	Bonus \$	Superannuation \$	Indicative value of Options \$	Indicative value of Performance Rights \$	Total remuneration \$
Mr Brian Thomas	65,000	-	6,825	462,000	-	533,825
Mr Anthony Rovira	413,000	-	27,500	924,000	-	1,364,500
Ms Annie Guo	45,000	-	-	231,000	-	276,000
Mr Hansjorg Plaggemars	45,000	-	-	231,000	-	276,000

- (l) If all Director Options granted under Resolutions 2 to 5 are exercised, a total of 8,000,000 Shares would be issued. This will increase the number of Shares currently on issue from 390,236,072 (being the total number of Shares on issue as at the date of this Notice) to 398,236,072 (assuming that no other Shares are issued), with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 2%, comprising 0.5% by Mr Thomas, 1.0% by Mr Rovira, 0.25% by Ms Guo and 0.25% by Mr Plaggemars;

- (m) the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below;

Highest price/date	Lowest price/date	Latest price/date
\$0.47 on 11 April 2023	\$0.16 on 28 September 2022	\$0.425 on 14 April 2023

- (n) the Board considers the grant of Options to the Directors is reasonable in the circumstances for the reason set out in paragraph (p);
- (o) the primary purpose of the grant of the Director Options to the Directors is to provide a performance linked incentive component in the remuneration package for the Directors to motivate and reward the performance of the Directors in their respective roles as Directors;
- (p) Mr Thomas declines to make a recommendation to Shareholders in relation to Resolution 2 due to a material personal interest in the outcome of the Resolution on the basis that he is to be granted Director Options in the Company should Resolution 2 be passed. However, in respect of Resolutions 3 to 5, Mr Thomas recommends that Shareholders vote in favour of the Resolutions for the following reasons:
- the grant of Directors Options to the Directors will align the interests of the Directors with those of Shareholders;
 - the grant of the Director Options is a reasonable and appropriate method to provide cost effective remuneration compared to other alternative forms of incentives 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 alternative cash forms of remuneration were given to the Directors; and

- (iii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the Directors Options upon the terms proposed;
- (q) Mr Rovira declines to make a recommendation to Shareholders in relation to Resolution 3 due to a material personal interest in the outcome of the Resolution on the basis that he is to be granted Director Options in the Company should Resolution 3 be passed. However, in respect of Resolutions 2, 4 and 5, Mr Rovira recommends that Shareholders vote in favour of the Resolutions for the reasons set out in paragraph (p);
- (r) Ms Guo declines to make a recommendation to Shareholders in relation to Resolution 4 due to a material personal interest in the outcome of the Resolution on the basis that she is to be granted Director Options in the Company should Resolution 4 be passed. However, in respect of Resolutions 2, 3 and 5, Ms Guo recommends that Shareholders vote in favour of the Resolutions for the reasons set out in paragraph (p);
- (s) Mr Plaggemars declines to make a recommendation to Shareholders in relation to Resolution 5 due to a material personal interest in the outcome of the Resolution on the basis that he is to be granted Director Options in the Company should Resolution 5 be passed. However, in respect of Resolutions 2 to 4, Mr Plaggemars recommends that Shareholders vote in favour of the Resolutions for the reasons set out in paragraph (p);
- (t) in forming their recommendations and determining the number and exercise price of Directors Options to be granted to each of the Directors, each Director considered:
 - (i) the cash remuneration of the Directors;
 - (ii) the extensive experience and reputation of the Directors within the resources industry;
 - (iii) the current price of Shares;
 - (iv) that the Directors' wish to ensure that the remuneration offered is competitive with market standards or/and practice. The Directors have considered the proposed number of Directors Options to be granted and will ensure that the Directors' overall remuneration is in line with market practice;
 - (v) incentives to attract and ensure continuity of service of Directors who have appropriate knowledge and expertise, while maintaining the Company's cash reserves;
- (u) voting exclusions are included in Resolutions 2 to 5; and
- (v) the Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 2 to 5.

Glossary

\$ means Australian dollars.

10% Placement Capacity has the meaning set out on page 6 of the Explanatory Memorandum.

15% Placement Capacity has the meaning set out on page 6 of the Explanatory Memorandum.

Annexure A means the annexure to the Explanatory Memorandum marked A.

Annexure B means the annexure to the Explanatory Memorandum marked B.

Associate has the meaning given in the Listing Rules.

ASX means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

Board means current board of Directors.

Chair means the individual elected to chair any meeting of the Company from time to time.

Closely Related Party has the meaning given to that term in the Corporations Act.

Company means Azure Minerals Limited ABN 46 106 346 918.

Constitution means the Company's constitution, as amended from time to time.

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

Directors means the current directors of the Company.

Director Options means the Options to be issued to the Directors under Resolutions 2, 3, 4 and 5.

Equity Securities has the meaning set out in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum accompanying this Notice.

Key Management Personnel has the meaning given to that term in the Accounting Standards.

Listing Rules means the ASX Listing Rules.

Meeting means the General Meeting convened by the Notice.

Notice means this Notice of General Meeting.

Option means an option to acquire a Share.

Resolution means a resolution contained in the Notice.

Shareholder means a member of the Company from time to time.

Shares means fully paid ordinary shares in the capital of the Company.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

WST means Australian Western Standard Time

Annexure A - Terms and Conditions of Options

1. No monies will be payable for the issue of the Options.
2. The Options shall expire at 5.00pm (Perth time) on 31 March 2026 (**Expiry Date**). In addition, the Options (if not yet exercised) will automatically lapse should the holder resign from the directorship, cease employment or contracting, for whatever reason, with the Company unless the Board determines otherwise.
3. Subject to conditions 12 and 13, each Option shall carry the right in favour of the option holder to subscribe for one fully paid ordinary share in the capital of the Company (**Share**).
4. Subject to condition 11, the exercise price for each Option shall be \$0.60 (**Exercise Price**).
5. Subject to condition 11, the Exercise Price of the Options shall be payable in full on exercise of the Options.
6. Options shall be exercisable by the delivery to the registered office on the Company of a notice in writing stating the intention of the option holder to:
 - (a) exercise all or a specified number of Options; and
 - (b) Utilise the Cashless Exercise Facility or pay the Exercise Price in full for the exercise of each Option.

An exercise of only some Options shall not affect the rights of the option holder to the balance of the Options held by him.

7. The Company shall allot the resultant Shares and deliver the holding statement within five business days of the exercise of the Option.
8. Subject to the requirements of the *Corporations Act 2001* (Cth), the Options shall be transferable only to related parties but will not be listed on the Australian Securities Exchange (**ASX**).
9. Shares allotted pursuant to an exercise of Options shall rank, from the date of allotment, equally with existing Shares in all respects.
10. The Company shall apply for official quotation on the ASX of the Shares allotted pursuant to the exercise of any of the Options.
11. In the case of any entitlements issue (other than a bonus issue) the Exercise Price of the Option shall be reduced according to the following formula:

$$O' = O - \frac{E [P - (S + D)]}{N + 1}$$

- O' = the new exercise price of the Option.
 O = the old exercise price of the Option.
 E = the number of underlying securities into which one Option is exercisable.
 P = the average market price per Share (weighted by reference to volume) of the underlying securities during the five trading days ending on the day before the ex-rights date or ex-entitlements date.
 S = the subscription price for a security under the pro-rata issue.
 D = the dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro-rata issue).
 N = the number of securities with rights or entitlements that must be held to receive a rights to one new security.

12. In the case of a bonus issue the number of Shares over which the Option is exercisable shall be increased by the number of Shares which the option holder would have received if the Option had been exercised before the record date for the bonus issue. The Company shall notify the ASX of the adjustments in accordance with the Listing Rules.
13. In the event of any reconstruction (including consolidation, subdivisions, reduction or return) of the authorised or issued capital of the Company, the number of the Options or the exercise price of the Options or both shall be reconstructed (as appropriate) in accordance with the Listing Rules of ASX.
14. The Options will not give any right to participate in dividends or in new issues of capital offered to shareholders during the currency of the Options until Shares are allotted pursuant to the exercise of the relevant Options in accordance with these terms and conditions.

15. Subject to the Shares of the Company being quoted on the ASX and clause 15(c), if a Participant wishes to exercise some or all of this Options it may elect by notice in such form and manner as the Board may prescribe to pay the Exercise Price by using the cashless exercise facility provided for under this clause (**Cashless Exercise Facility**).

- (a) The Cashless Exercise Facility entitles a Participant to set-off the Exercise Price against the number of Shares which the Participant is entitled to receive on the exercise of the Participant's Options. By using the Cashless Exercise Facility, the Participant will receive the Shares to the value of the surplus after the Exercise Price has been set-off.
- (b) If the Participant elects to use the Cashless Exercise Facility, the Participant will (instead of paying the Exercise Price) only be issued that number of Shares (rounded down to the nearest whole number) calculated in accordance with the following formula:

$$S = NO \times [(MV-EP) \div MV]$$

where:

S is the number of Shares to be issued on the exercise of the Options;

NO equals the number of Options being exercised;

MV is the market value of Shares (calculated using the volume weighted average price at which Shares were traded on the ASX over the 5 trading days immediately prior to the date of exercise); and

EP equals the Exercise Price.

- (c) If the difference between the Exercise Price otherwise payable for the Options and the then market value of the Shares at the time of exercise (calculated in accordance with clause 15(b)) is zero or negative, then a Participant will not be entitled to use the Cashless Exercise Facility.

Annexure B - Valuation of Director Options

The Company has valued the Director Options proposed to be issued to the Directors pursuant to Resolutions 2 to 5 using the Binomial Option valuation methodology. The valuation of an option using the Binomial Option valuation methodology is a function of a number of variables.

The valuation of the Director Options has been prepared using the following assumptions:

Variable	Input
Share price	\$0.425
Exercise price	\$0.60
Risk free interest rate	2.94%
Volatility	102%
Time (years to expiry)	982 days

For the purposes of calculating the value of each Director Option, the Company has:

- assumed the Share price is \$0.425, which was the closing price of Shares on ASX on 14 April 2023, being the date of valuation of the Director Options;
- assumed the exercise price is \$0.60, being the price equal to a 41.2%% premium to the closing price of Shares on ASX on 14 April 2023, being the date of valuation of the Director Options;
- used a risk free interest rate of 2.94%% (estimated based on the 3-year Australian treasury bond rate as at the date of valuation of the Director Options);
- used a volatility of the Share price of 102% based on the one year historic volatility for the Company; and
- assumed that the Director Options are issued on 25 May 2023.

Based on the above, the Company has calculated an indicative value of one Director Option to be \$0.231. Accordingly, an indicative value of all Director Options proposed to be issued pursuant to Resolutions 2 to 5 is \$1,848,000, comprising:

Director	Indicative value of Director Options
Mr Brian Thomas	\$462,000
Mr Anthony Rovira	\$924,000
Ms Annie Guo	\$231,000
Mr Hansjorg Plaggemars	\$231,000

Any change in the variables applied in the Binomial Model calculation between the date of the valuation, being 14 April 2023, and the date the Director Options are granted would have an impact on their value.

For personal use only



ABN 46 106 346 918

AZSRM

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SAMPLETOWN VIC 3030



Need assistance?



Phone:

1300 135 401 (within Australia)
+61 3 9415 4658 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AWST) on Wednesday, 7 June 2023.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



IND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/we being a member/s of Azure Minerals Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Azure Minerals Limited to be held at The Park Business Centre, 45 Ventnor Avenue, West Perth, WA 6005 on Friday, 9 June 2023 at 10:00am (AWST) and at any adjournment or postponement of that meeting. **Chairman authorised to exercise undirected proxies on remuneration related resolutions:** 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 2 to 5 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 2 to 5 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman. **Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 2 to 5 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Ratification of prior issue of Shares to SQM Australia Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval to grant Director Options to Mr Brian Thomas	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval to grant Director Options to Mr Anthony Rovira	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval to grant Director Options to Ms Annie Guo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval to grant Director Options to Mr Hansjorg Plaggemars	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically



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