



**Caprice Resources Limited
ACN 624 970 725**

Notice of General Meeting

A general meeting of the Company will be held as follows:

Time and date: 11 am (AWST) on 31 January 2024

Location: at Level 3, 10 Outram Street, West Perth, Western Australia

The Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their suitably qualified advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on (08) 6141 3136.

Shareholders are urged to vote by lodging the Proxy Form

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Caprice Resources Limited
ACN 624 970 725
(Company)

Notice of General Meeting

Notice is hereby given that a general meeting of Shareholders of Caprice Resources Limited will be held at Level 3, 10 Outram Street, West Perth, Western Australia on 31 January 2024 at 11 am (AWST) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form, form part of the Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 29 January 2024 at 5 pm (AWST).

Terms and abbreviations used in the Notice are defined in Schedule 1.

Agenda

1 Resolutions

Resolution 1 – Ratification of issue of Placement Shares

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

'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 17,511,889 Placement Shares issued under Listing Rule 7.1 on the terms and conditions in the Explanatory Memorandum.'

Resolution 2 – Approval of issue of Lead Manager Options

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

'That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 15,000,000 Lead Manager Options to CPS Capital Group Pty Ltd (or its nominees), on the terms and conditions in the Explanatory Memorandum.'

Resolution 3 – Approval of issue of Underwriter Options

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

'That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 44,756,805 Underwriter Options to CPS Capital Group Pty Ltd (or its nominees), on the terms and conditions in the Explanatory Memorandum.'

Resolution 4 – Approval of issue of Director Sub-Underwriter Options

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

'That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 2,000,000 Director Sub-Underwriter Options to David Church (or his nominees), on the terms and conditions in the Explanatory Memorandum.'

Voting exclusions

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

- (a) **Resolution 1:** by or on behalf of a person who participated in the issue of the Placement Shares, or any of their respective associates;
- (b) **Resolution 2:** by or on behalf of CPS Capital Group Pty Ltd (or its nominees), or any other person who will obtain a material benefit as a result of the issue of the Lead Manager Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates; and
- (c) **Resolution 3:** by or on behalf of CPS Capital Group Pty Ltd (or its nominees), or any other person who will obtain a material benefit as a result of the issue of the Underwriter Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates.
- (d) **Resolution 4:** by or on behalf of David Church (or his nominees), or any other person who will obtain a material benefit as a result of the issue of the Director Sub-Underwriter Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

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

BY ORDER OF THE BOARD

Oonagh Malone
Company Secretary

Dated: 3 January 2024

**Caprice Resources Limited
ACN 624 970 725
(Company)**

Explanatory Memorandum

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Level 3, 10 Outram Street, West Perth, Western Australia on 31 January 2024 at 11 am (AWST). The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Action to be taken by Shareholders
Section 3	Resolution 1 – Ratification of issue of Placement Shares
Section 4	Resolution 2 – Approval of issue of Lead Manager Options
Section 5	Resolution 3 – Approval of issue of Underwriter Options
Section 6	Resolution 4 – Approval of issue of Director Sub-Underwriter Options
Schedule 1	Definitions
Schedule 2	Terms and conditions of Underwriter Options, Lead Manager Options

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolution.

2.1 Voting in person

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

2.2 Voting by proxy

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a

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Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

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

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

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

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- (b) the appointed proxy is not the chair of the meeting;
- (c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA on the resolution; and
- (d) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

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

2.3 **Chair's voting intentions**

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

2.4 Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at info@capriceresources.com by 29 January 2024.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will attempt to respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

3. Resolution 1 – Ratification of issue of Placement Shares

3.1 General

On 14 November 2023, the Company announced that it was undertaking a placement to raise \$315,214 (before costs) by the issue of 17,511,889 Shares (**Placement Shares**) at an issue price of \$0.018 per Share (**Placement**).

The Placement Shares were issued on 17 November 2023 using the Company's Listing Rule 7.1 placement capacity.

CPS Capital Group Pty Ltd acted as the lead manager to the Placement (**Lead Manager**).

Resolution 1 seeks Shareholder approval to ratify the issue of the Placement Shares for the purposes of Listing Rule 7.4.

3.2 Listing Rules 7.1 and 7.4

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The issue of the Placement Shares does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's placement capacity under Listing Rule 7.1. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue of the Placement Shares.

Listing Rule 7.4 provides an exception to Listing Rule 7.1. It provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1), those Equity Securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

The effect of Shareholders passing Resolution 1 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 1 is passed, the issue of the 17,511,889 Placement Shares will be excluded in calculating the Company's 15% limit already used under Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue of the Placement Shares.

In the event that Resolution 1 is not passed, 17,511,889 Placement Shares will continue to be included in calculating the Company's 15% limit already used under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval over the 12 month period following the issue of those Placement Shares.

3.3 **Specific information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Placement Shares:

- (a) The Placement Shares were issued to sophisticated and institutional investors, none of whom is a related party or a Material Investor. The participants in the Placement were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the Placement from existing contacts of the Company and clients of the Lead Managers.
- (b) A total of 17,511,889 Placement Shares were issued using the Company's placement capacity under Listing Rule 7.1.
- (c) The Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Placement Shares were issued on 17 November 2023 at an issue price of \$0.018 per Share.
- (e) The proceeds of the Placement have been and are intended to be applied towards:
 - (i) exploration at the Mukinbudin REE Project, involving the identification of additional clay and hard-rock REE targets. Additionally, the funds will be utilised for maiden drilling at the previously identified Gadolin, Hadrian's and Colosseum prospects, with approvals well advanced for this drilling;
 - (ii) reconnaissance exploration works at the Company's other projects, including the Northampton Polymetallic Project and the Murchison Gold Project;
 - (iii) commence the process of rationalisation of the Company's existing exploration portfolio alongside assess potential new projects; and
 - (iv) general working capital.
- (f) There are no other material terms to the agreement for the subscription of the Placement Shares.
- (g) A voting exclusion statement is included in the Notice.

3.4 **Additional information**

Resolution 1 is an ordinary resolution.

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

4. **Resolution 2 – Approval of issue of Lead Manager Options**

4.1 **General**

The background to the Placement is summarised in Section 3.1.

In connection with the Placement, the Company agreed to issue 15,000,000 Options (**Lead Manager Options**) to the Lead Manager as partial consideration for the provision of lead manager services and bookrunner services in connection with the Placement.

Resolution 2 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of 15,000,000 Lead Manager Options.

4.2 **Listing Rule 7.1**

A summary of Listing Rule 7.1 is in Section 3.1 above.

If Resolution 2 is passed, the Company will be able to proceed with the issue of 15,000,000 Lead Manager Options.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the Lead Manager Options and will have to consider alternative commercial means to pay the Lead Manager for its services, which may include issuing the Lead Manager Options using any available 15% placement capacity permitted under Listing Rule 7.1.

4.3 **Summary of Lead Manager Mandate**

The Company entered into a mandate with the Lead Manager for the provision of lead manager services and bookrunner services, including the coordination and management of the Placement (**Lead Manager Mandate**).

Under the Lead Manager Mandate, the Company agreed to pay the Lead Manager:

- (a) a management fee of 2% of the amount raised under the Placement (excluding GST);
- (b) a selling fee of 4% of the amount raised by the Lead Manager under the Placement (excluding GST); and
- (c) the Lead Manager Options.

The Lead Manager Mandate contains additional provisions, including warranties and indemnities in respect of the Company, which are considered standard for agreements of this nature.

4.4 **Specific information required by Listing Rule 7.3**

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the issue of the Lead Manager Options:

- (a) The Lead Manager Options will be issued to the Lead Manager (or its nominees), none of whom is a related party or a Material Investor.
- (b) A maximum of 15,000,000 Lead Manager Options will be issued.
- (c) The Lead Manager Options will be exercisable at \$0.03 each and expire 3 years from the date of issue and will otherwise be subject to the terms and conditions in Schedule 2.
- (d) The Lead Manager Options will be issued no later than 3 months after the date of the Meeting.
- (e) The Lead Manager Options will be issued for a nominal issue price of \$0.00001 per Option, however, funds received upon exercise of the Lead Manager Options will be used towards the Company's general working capital purposes.

- (f) A summary of the material terms of the Lead Manager Mandate is in Section 4.3 above.
- (g) A voting exclusion statement is included in the Notice.

4.5 **Additional information**

Resolution 2 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 2.

5. **Resolution 3 – Approval of issue of Underwriter Options**

5.1 **General**

On 14 November 2023, the Company also announced a non-renounceable entitlement offer of Shares at an issue price of \$0.018 to raise \$1,611,225 (before costs) (**Entitlement Offer**).

The Entitlement Offer completed on 18 December 2023 and was fully underwritten by the Lead Manager in accordance with the terms of an underwriting agreement between the Company and the Lead Manager (**Underwriting Agreement**).

The Lead Manager engaged Discovery Capital Partners Pty Ltd (ACN 615 635 982) to sub-underwrite part of the Entitlement Offer (**Sub-Underwriter**), who in turn, engaged Director, David Church, to sub-underwrite the Entitlement Offer in accordance with the terms of a sub-underwriting agreement (**Sub-Underwriting Agreement**).

Pursuant to the terms of the Underwriting Agreement, the Company agreed to issue the Lead Manager 1 Option for every 2 Shares underwritten in the Entitlement Offer, being a maximum of 11,758,833 Options (**Underwriter Options**).

Resolution 3 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of up to 11,758,833 Underwriter Options.

5.2 **Listing Rule 7.1**

A summary of Listing Rule 7.1 is in Section 3.1 above.

If Resolution 3 is passed, the Company will be able to proceed with the issue of up to 44,756,805 Underwriter Options.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Underwriter Options and will have to consider alternative commercial means to pay the Lead Manager for its services, which may include issuing the Underwriter Options using any available 15% placement capacity permitted under Listing Rule 7.1.

5.3 **Summary of Underwriting Agreement**

Under the Underwriting Agreement, the Company agreed to pay the Lead Manager:

- (a) an underwriting fee of 6% on the gross proceeds underwritten in the Entitlement Offer (excluding GST); and
- (b) the Underwriter Options.

The Underwriting Agreement contains additional provisions, including warranties and indemnities in respect of the Company, which are considered standard for agreements of this nature. A summary of the Underwriting Agreement is set out in Section 6.8 of the Company's

Offer Booklet which was lodged on the ASX platform on 14 November 2023.

5.4 **Specific information required by Listing Rule 7.3**

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the issue of the Underwriter Options:

- (a) The Underwriter Options will be issued to the Lead Manager (or its nominees), none of whom is a related party or a Material Investor.
- (b) A maximum of 44,756,805 Underwriter Options will be issued.
- (c) The Underwriter Options will be exercisable at \$0.03 each and expire 3 years from the date of issue and will otherwise be subject to the terms and conditions in Schedule 2.
- (d) The Underwriter Options will be issued no later than 3 months after the date of the Meeting.
- (e) The Underwriter Options will be issued for a nominal issue price of \$0.00001 per Option, however, funds received upon exercise of the Underwriter Options will be used towards the Company's general working capital purposes.
- (f) A summary of the material terms of the Underwriting Agreement is in Section 5.3 above.
- (g) A voting exclusion statement is included in the Notice.

5.5 **Additional information**

Resolution 3 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 3.

6. **Resolution 4 – Approval of issue of Director Sub-Underwriter Options**

6.1 **General**

The background to the proposed issue of Director Sub-Underwriter Options is contained in Section 5.1 above.

Pursuant to the terms of the Underwriting Agreement and Sub-Underwriting Agreement, any sub-underwriters engaged by the Lead Manager to sub-underwrite the Entitlement Offer are entitled to receive Underwriter Options.

David Church has sub-underwritten an aggregate of 5,555,556 Shares (for a total of \$100,000) under the Entitlement Offer. The Company is proposing, subject to obtaining Shareholder approval, to issue up to a total of 2,000,000 Underwriter Options (the **Director Sub-Underwriter Options**) to David Church (or his nominees).

In addition to the Director Sub-Underwriter Options to be issued to David Church (or his nominees), David Church will receive a \$2,000 cash fee as consideration for the sub-underwriting which will be paid by the Lead Manager / the Sub-Underwriter from the 6% underwriting fee detailed in Section 5.3. David Church will not receive any fees directly from the Company in respect of his sub-underwriting.

Resolution 4 seeks Shareholder approval pursuant to Listing Rule 10.11 for the issue of 2,000,000 Director Sub-Underwriter Options to David Church (or his nominees).

6.2 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 any of the following persons without the approval of its Shareholders:

- (a) a related party (Listing Rule 10.11.1);
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (30%+) in the company (Listing Rule 10.11.2);
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (10%+) 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 (Listing Rule 10.11.3);
- (d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or
- (e) a person whose relation with the company or a person referred to in Listing Rule 10.11.1 or 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.11.5).

David Church is a related party of the Company by virtue of being a Director. Shareholder approval pursuant to Listing Rule 10.11 is therefore required unless an exception applies. It is the view of the Board that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Sub-Underwriter Options as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of the Director Sub-Underwriter Options to David Church (or his nominees) will not be included in the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

The effect of Shareholders passing Resolution 4 will be to allow the Company to issue the Director Sub-Underwriter Options to David Church (or his nominees).

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the Director Sub-Underwriter Options and the Sub-Underwriter will need to consider alternative means to pay Mr Church for his sub-underwriting, which may include an additional cash payment.

6.3 Specific information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Director Sub-Underwriter Options:

- (a) The Director Sub-Underwriter Options will be issued to David Church, or his nominees.
- (b) David Church falls into the category stipulated by Listing Rule 10.11.1 by virtue of being a Director of the Company. In the event the Director Sub-Underwriter Options are issued to a nominee of David Church, that nominee will fall into the category stipulated by Listing Rule 10.11.4.
- (c) A maximum of 2,000,000 Director Sub-Underwriter Options will be issued to David Church (or his nominees).

- (d) The Director Sub-Underwriter Options will be exercisable at \$0.03 each and expire 3 years from the date of issue and will otherwise be subject to the terms and conditions in Schedule 2.
- (e) The Director Sub-Underwriter Options will be issued no later than one month after the date of the Meeting.
- (f) The Director Sub-Underwriter Options will be issued for a nominal issue price of \$0.00001 per Option, however, funds received upon exercise of the Director Sub-Underwriter Options will be used towards the Company's general working capital purposes.
- (g) The issue of the Director Sub-Underwriter Options is not intended to remunerate or incentivise David Church.
- (h) A summary of the material terms of the Underwriting Agreement is in Section 5.3 above. A summary of the material terms of the Sub-Underwriting Agreement between the Sub-Underwriter and David Church is in Section 6.1.
- (i) A voting exclusion statement is included in the Notice.

6.4 **Chapter 2E of the Corporations Act**

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

- (a) obtain Shareholder approval in the manner set out in section 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 proposed issue of the Director Sub-Underwriter Options constitutes giving a financial benefit to related parties of the Company.

The Board (other than Mr David Church) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Director Sub-Underwriter Options because the Director Sub-Underwriter Options will be issued on the same terms as those Underwriter Options issued to non-related party underwriters and sub-underwriters who have sub-underwritten the Entitlement Offer and as such the giving of the financial benefit is on arm's length terms.

6.5 **Additional information**

Resolution 4 is an ordinary resolution.

The Board (other than Mr David Church who has a personal interest in the outcome of this Resolution) recommends that Shareholders vote in favour of Resolution 4.

Schedule 1 Definitions

In the Notice, words importing the singular include the plural and vice versa.

\$ or A\$	means Australian Dollars.
ASX	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
AWST	means Western Standard Time, being the time in Perth, Western Australia.
Board	means the board of Directors.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Company	means Caprice Resources Limited (ACN 624 970 725).
Corporations Act	means the <i>Corporations Act 2001</i> (Cth), as amended.
Director	means a director of the Company.
Director Sub-Underwriter Options	has the meaning given in Section 6.1.
Entitlement Offer	has the meaning given in Section 5.1.
Equity Security	has the same meaning as in the Listing Rules.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
Key Management Personnel	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.
Lead Manager	means CPS Capital Group Pty Ltd.
Lead Manager Mandate	has the meaning given in Section 4.3.
Lead Manager Options	has the meaning given in Section 4.1.
Listing Rules	means the listing rules of ASX.
Material Investor	means, in relation to the Company: <ul style="list-style-type: none">(a) a related party;(b) Key Management Personnel;(c) a substantial Shareholder;(d) an advisor; or(e) an associate of the above, who received or will receive Securities in the Company which constitute more than 1% of the Company's issued capital.
Meeting	has the meaning given in the introductory paragraph of the Notice.
Notice	means this notice of general meeting.
Placement	has the meaning given in Section 3.1.
Placement Shares	has the meaning given in Section 3.1.
Proxy Form	means the proxy form attached to the Notice.

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Resolution	means a resolution referred to in the Notice.
Schedule	means a schedule to the Notice.
Section	means a section of the Explanatory Memorandum.
Securities	means any Equity Securities of the Company (including Shares, Options and/or Performance Rights).
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.
Sub-Underwriter	means Discovery Capital Partners Pty Ltd (ACN 615 635 982).
Sub-Underwriting Agreement	has the meaning given in Section 5.1.
Underwriter Options	has the meaning given in Section 5.1.
Underwriting Agreement	has the meaning given in Section 5.1.

Schedule 2 Terms and conditions of Underwriter Options, Lead Manager Options and Director Sub-Underwriter Options

The following terms and conditions apply to each of the Underwriter Options, Lead Manager Options and Director Sub-Underwriter Options (referred to in this Schedule as 'Options'):

- (a) The exercise price of each Option is \$0.03 (**Exercise Price**).
- (b) The expiry date of each Option is 3 years from the date of issue (**Expiry Date**).
- (c) The Options will be issued at an issue price of \$0.00001 per Options (**Issue Price**) and are subject to Shareholder approval.
- (d) Each Option gives the Option holder the right to subscribe for one Share.
- (e) Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (f) The amount payable upon exercise of each Option is the Exercise Price.
- (g) The Options held by each Option holder may be exercised in whole or in part, and if exercised in part, multiples of 10,000 must be exercised on each occasion.
- (h) An Option holder may exercise their Options by lodging with the Company, before the Expiry Date:
 - (i) a written notice of exercise of Options specifying the number and class of options being exercised; and
 - (ii) a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised,

(Exercise Notice).

- (i) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- (j) Within 5 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price (and subject to the Company obtaining any necessary prior approvals from Shareholders or regulatory bodies for the issue of the Shares), the Company will:
 - (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice;
 - (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
 - (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (j)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

- (k) All Shares issued upon the exercise of Options will upon issue rank pari passu in all respects with other Shares.
- (l) The Options are transferable subject to any transfer restrictions or escrow arrangements imposed by ASX or under applicable Australian securities laws.
- (m) If at any time the issued capital of the Company is reconstructed, all rights of an Option holder

are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

- (n) There are no participating rights or entitlements inherent in the Options and Option holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 4 Business Days after the issue is announced. This will give Option holders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
- (o) An Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Option can be exercised.

Your proxy voting instruction must be received by **11.00am (AWST) on Monday, 29 January 2024**, 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 KMP.

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://automic.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)

