



19 April 2024
ASX Announcement

Dear Shareholders,

2024 ANNUAL GENERAL MEETING

Burgundy Diamond Mines Limited (ASX: BDM) (*Burgundy* or *the Company*) will be holding an Annual General Meeting at 11.00am (AEST) on Tuesday 21 May 2024 at Allens, Level 28, Deutsche Bank Place, Corner Hunter & Phillip Streets, Sydney, NSW 2000 (**Meeting**).

In accordance with section 110D(1) of the Corporations Act 2001 (Cth), the Company will not be sending hard copies of the Notice of Meeting (**Notice**) to shareholders unless a shareholder has made a valid election to receive such documents in hard copy. The Notice and Explanatory Statement can be viewed and downloaded from the Company's website at <https://burgundydiamonds.com/asx-announcements/>.

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Notice and Explanatory Statement.

The Company strongly encourages Shareholders to lodge a directed proxy form prior to the meeting. Questions should also be submitted in advance of the Meeting as this will provide management with the best opportunity to prepare for the meeting, for example by preparing answers in advance to Shareholders questions. However, votes and questions may also be submitted during the Meeting.

To be valid, your Proxy Form (and any power of attorney under which it is signed) must be received at one of the addresses given below no later than 48 hours before the commencement of the Meeting.

Any Proxy Form received after that time will not be valid.

By online voting: <https://investor.automic.com.au/#/loginsah>

By email: meetings@automicgroup.com.au

By fax: +61 2 8583 3040

By post: Automic Group
GPO Box 5193
Sydney NSW 2001

If you are unable to access the Notice and Explanatory Statement online please contact the Company Secretary, Brad Baylis, via email at Brad.Baylis@burgundydiamonds.com.

The Company will notify Shareholders via the Company's website at www.burgundydiamonds.com and the Company's ASX Announcement Platform at asx.com.au (ASX:BDM) if changing circumstances impact the planning or arrangements for the Meeting.

This announcement is authorised for market release on the ASX by the Board.

Sincerely,

A handwritten signature in black ink, consisting of two stylized, overlapping 'L' shapes.

Brad Baylis
Company Secretary

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Burgundy Diamond Mines Ltd
(ACN 160 017 390)

Notice of Annual General Meeting

Notice is given that the Meeting will be held at:

Time: 11:00am (Sydney time)

Date: 21 May 2024

Place: Allens, Level 28, Deutsche Bank Place, Corner Hunter & Phillip Streets, Sydney, NSW 2000

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

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7pm (Sydney time) on Sunday, 19 May 2024.

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Business of the Meeting

Agenda

1 Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 31 December 2023 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

2 Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a **non-binding resolution**:

'That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 31 December 2023.'

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

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

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

3 Resolution 2 – Increase to Directors' Remuneration Cap

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

'That, pursuant to and in accordance with Listing Rule 10.17 and for all other purposes, the maximum amount of remuneration that may be paid to all non-executive Directors for their service as directors of the Company each financial year be increased from A\$300,000 to C\$1,000,000 on the terms and conditions in the Explanatory Statement.'

Voting Exclusion:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of a Director, or any of their respective associates.

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

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- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chair of the meeting 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 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.

4 Resolution 3 – Confirmation of Appointment made by Directors

To consider and, if thought fit, to pass, each of the following Resolutions as separate **ordinary resolutions**:

'That, in accordance with Clause 13.1(d) of the Constitution, Listing Rule 14.4 and for all other purposes:

- (a) *Trey Jackson, a Director who was appointed on 30 January 2024, retires and, being eligible, is elected as a Director on the terms and conditions in the Explanatory Statement;*
- (b) *Stephen Dennis, a Director who was appointed on 30 January 2024, retires and, being eligible, is elected as a Director on the terms and conditions in the Explanatory Statement';*
- (c) *Jeremy King, a Director who was appointed on 9 April 2024, retires and, being eligible, is elected as a Director on the terms and conditions in the Explanatory Statement.'*

5 Resolution 4 – Re-election of Marc Dorion

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

'That, for the purpose of clause 13.3 of the Constitution and for all other purposes, Mr Marc Dorion, retires by rotation, and being eligible, is re-elected as a Director.'

6 Resolution 5 – Approval of 7.1A Mandate

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

'That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement.'

7 Resolution 6 – Issue of Options – Mr Kim Truter

To consider and, if thought fit, to pass, each of the following Resolutions as separate **ordinary resolutions**:

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'That the issue of:

- (a) 10,000,000 Options (re-approval from 2023 AGM);
- (b) 5,048,526 Options (2023 remuneration grant); and
- (c) 4,289,249 Options (2024 remuneration grant),

to Mr Kim Truter or his nominee, under the ESIP approved under and for the purposes of Listing Rule 10.14 and for all other purposes, on the terms and conditions set out in the Explanatory Statement (including Appendices 2 and 3).'

Voting Exclusion:

The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person referred to in ASX Listing rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the ESIP.

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

- (a) 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
- (b) 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
- (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 the directions given by the beneficiary to the holder to vote that way.

Further, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

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

However, the above prohibition does not apply if:

- (f) the proxy is the Chairman; and
- (g) 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.

Burgundy Diamond Mines Ltd
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By order of the Board



Brad Baylis
Chief Financial Officer & Company Secretary

Dated 19 April 2024

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Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting in person

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

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company on +61 8 6313 3945.

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Explanatory Statement

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

1 Financial Statements and Reports

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 31 December 2023 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.burgundydiamonds.com.

2 Resolution 1 – Adoption of Remuneration Report

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

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3 Resolution 2 – Increase to Directors' Remuneration Cap

3.1 General

Listing Rule 10.17 provides that an entity must not increase the total aggregate amount of directors' fees payable to all of its non-executive directors without the approval of holders of its ordinary securities.

Clause 13.4(a) of the Constitution also requires that remuneration payable to the non-executive Directors will not exceed the sum determined by the Company in general meeting from time to time, and the total aggregate fixed sum will be divided between the non-executive Directors as the Directors shall determine and, in default of agreement between them, then in equal shares.

The maximum aggregate amount of fees payable to all of the non-executive Directors is currently set at A\$300,000. Resolution 2 seeks the approval of Shareholders to increase the total aggregate fixed sum per annum to be paid to the non-executive Directors to C\$1,000,000 under and for the purposes of Listing Rule 10.17 and clause 13.4(a) of the Constitution.

This Resolution is an ordinary resolution.

Given the interest of the non-executive Directors in this Resolution, the Board makes no recommendation to Shareholders regarding this Resolution.

3.2 Rationale for the increase

The maximum aggregate amount of fees proposed to be paid to the non-executive Directors per annum has been determined after reviewing similar companies listed on ASX and the Directors believe that this level of remuneration is in line with corporate remuneration of similar companies.

This proposed level of permitted fees does not mean that the Company must pay the entire amount approved as fees in each year, rather the proposed limit is requested to ensure that the Company:

- (a) maintains its capacity to remunerate both existing and any new non-executive Directors joining the Board;
- (b) remunerates its non-executive Directors appropriately for the expectations placed upon them both by the Company and the regulatory environment in which it operates; and
- (c) has the ability to attract and retain non-executive Directors whose skills and qualifications are appropriate for a company of the size and nature of the Company.

Under and for the purposes of Listing Rule 10.17, the following information is provided in relation to the proposed increase in the aggregate amount payable to non-executive Directors:

- (d) the Company is proposing to increase the total aggregate fixed sum per annum to be paid to the non-executive Directors by A\$812,501 (based on an A\$ to C\$ exchange rate of 0.90).
- (e) the maximum aggregate amount per annum to be paid to all non-executive Directors is C\$1,000,000, and includes superannuation contributions made by the Company for the benefit of non-executive Directors and any fees which a non-executive Director agrees to sacrifice for other benefits. It does not include reimbursement of genuine out of pocket expenses, genuine 'special exertion' fees paid in accordance with the Constitution, or securities issued to a non-executive Director under Listing Rules 10.11 or 10.14 with approval of Shareholders.
- (f) In the preceding 3 years there have been no securities issued to non-executive directors under Listing Rule 10.11 or 10.14 with the approval of Shareholders.

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4 Resolution 3 - Confirmation of Appointment made by Directors

4.1 General

Clause 13.1(c) of the Constitution enables the Directors to at any time appoint any person to be a Director.

Messrs Stephen Dennis and Trey Jackson were appointed as Directors on 31 January 2024. Mr Jeremy King was appointed as a Director on 9 April 2024.

Under Clause 13.1(d) of the Constitution, a person appointed as Director holds office until the end of the next annual general meeting following their appointment and is eligible for election at that meeting. In addition, Listing Rule 14.4 provides that a Director appointed to fill a casual vacancy or as an addition to the Board must not hold office (without re-election) past the next annual general meeting. Accordingly, the Company seeks to pass an ordinary resolution to confirm the appointment of Messrs Dennis, Jackson and King each being eligible, as non-executive independent Directors.

Resolutions 3(a), 3(b) and 3(c) are independent of one another and are considered to be entirely separate resolutions.

4.2 Qualifications

Stephen Dennis, who previously served as Company chair, re-joined the board as a non-executive independent director and will also chair the Audit and Risk Committee. Mr Dennis is based in Australia and is a highly experienced director who serves on various resource company boards. Prior to his board appointments, Mr Dennis had a long and illustrious career in the resource industry spanning over 35 years during which he held various senior management positions both in Australia and internationally.

Trey Jackson, who previously served on the board of directors for Arctic Canadian Diamond Company (acquired by the Company in 2023), joins the board as a non-executive independent director. Mr Jackson has more than 25 years of experience in the metals & mining and energy sectors as a private equity investor and executive in the US, Canada, Europe, and Australia, including numerous board appointments to private and public companies.

Jeremy King, who previously served as a director of the Company, re-joined the board as a non-executive independent director. Mr. King is a founding director of a boutique advisory service in Perth, Australia that supports companies with legal, finance and corporate matters. Mr King has over 25 years' experience and serving on numerous Australian Stock Exchange listed boards .

4.3 Independence

The Board considers Messrs Dennis, Jackson and King to be independent directors.

4.4 Board recommendation

The Board supports the appointment of Messrs Dennis, Jackson and King as non-executive independent directors and recommends that Shareholders vote in favour of these Resolutions.

4.5 Consequences

If any or all of resolutions 3(a), 3(b) and 3(c) are passed, the relevant individual or individuals will have their appointment to the board of directors of the Company confirmed and they will continue to act in their capacity as director of the Company. The passing of one of resolutions 3(a)-(c) will bear no impact on the outcome on any of the other resolutions.

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If any or all of resolutions 3(a), 3(b) and 3(c) are not passed, the relevant individual or individuals will cease to be members of the board of directors of the Company. If one or more of resolutions 3(a)-(c) does not pass, this will bear no impact on the outcome on any of the other resolutions.

5 Resolution 4 – Re-election of Marc Dorion

5.1 General

Clause 13.3 of the Constitution requires that at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of three, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of three years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

A Director who retires by rotation under clause 13.3 of the Constitution is eligible for re-election. Accordingly, Mr Marc Dorion (who has served as a Director since 5 July 2020 and was last re-elected on 9 December 2021) retires by rotation and being eligible, offers himself for re-election.

5.2 Qualifications

Mr Dorion is a partner in the Business Law Group of prominent Canadian law firm McCarthy Tétrault, based in Montreal, where he supervises the natural resources group in Québec. He received his LLL from the Université de Sherbrooke, Quebec, Canada then did post graduate studies in corporate taxation at Osgoode Hall Law School, York University. His practice focuses on development, financing, construction and operation of major projects in the natural resources, energy, infrastructure and industrial sectors. He received the titles of Advocate Emeritus from the Quebec Bar and also of King's Counsel.

5.3 Independence

If elected, the Board considers Mr Dorion to be an independent director.

5.4 Board recommendation

The Board (other than Mr Dorion) supports the re-election of Mr Dorion and recommends that Shareholders vote in favour of this Resolution.

Mr Dorion does not make any recommendations in relation to his own re-election.

6 Resolution 5 - Approval of 7.1A Mandate

6.1 General

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 securities it had on issue at the start of that period.

However, under Listing Rule 7.1A, an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**).

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An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of A\$300,000,000 or less. The Company is an eligible entity for these purposes.

As at the date of this Notice, the Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of A\$270.02 million (based on the number of Shares on issue and the closing price of Shares on the ASX on 15 April 2024). If the market capitalisation of the Company is greater than A\$300,000,000 on the day of the Meeting, this Resolution will be withdrawn.

Resolution 5 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval. A special resolution requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

If Resolution 5 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 5 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A, and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

6.2 Technical information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to Resolution 5:

(a) Period for which the 7.1A Mandate is valid

The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:

- (i) the date that is 12 months after the date of this Meeting;
- (ii) the time and date of the Company's next annual general meeting; and
- (iii) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

(b) Minimum price

Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 trading days of the date in Section 6.2(b)(i), the date on which the Equity Securities are issued.

(c) Use of funds raised under the 7.1A Mandate

The Company may use funds raised from issues of Equity Securities under the 7.1A Mandate for:

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- (i) the acquisition of new resources, assets and investments (including expenses associated with such an acquisition);
- (ii) continued expenditure on the Company's current assets/or projects (funds would then be used for project, feasibility studies and ongoing project administration);
- (iii) the development of the Company's current business; and
- (iv) corporate costs and general working capital.

(d) Risk of Economic and Voting Dilution

Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 5 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 15 April 2024.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)			Dilution			
			Shares issued – 10% voting dilution	Issue Price		
				A\$0.0975	A\$0.195	A\$0.2925
				50% decrease	Issue Price	50% increase
			Funds Raised			
Current	1,421,205,230 Shares	142,120,523 Shares	A\$13,856,751	A\$27,713,502	A\$41,570,253	
50% increase	2,131,807,845 Shares	213,180,785 Shares	A\$20,785,126.50	A\$41,570,253	A\$62,355,379.6	
100% increase	2,842,410,460 Shares	284,241,046 Shares	A\$27,713,502	A\$55,427,004	A\$83,140,506	

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

- 1 There are currently 1,421,205,230 Shares on issue as at the date of this Notice.
- 2 The issue price set out above is the closing market price of the Shares on the ASX on 15 April 2024 (being A\$0.195).
- 3 The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
- 4 The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.

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- 5 The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- 6 The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- 7 This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.
- 8 The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- 9 The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(e) Allocation policy under the 7.1A Mandate

The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

(f) Previous issuances under Listing Rule 7.1A

The Company has not issued any Equity Securities under Listing Rule 7.1A.2 in the twelve months preceding the date of the Meeting.

6.3 Voting Exclusion Statement

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

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7 Resolution 6 – Issue of Options – Mr Kim Truter

7.1 Background

The Company has agreed, subject to obtaining Shareholder approval, to grant a total of 19,337,775 Options to Mr Kim Truter, a Director, or his nominee. The Options consist of three separate grants:

- (i) 10,000,000 – the grant of Options previously approved by Shareholders at the 2023 AGM, and being re-approved for changes to the vesting periods;
- (ii) 5,048,526 - the grant of options for 2023 under Mr Truter's remuneration arrangements (see Appendix 1); and
- (iii) 4,289,249 – representing the grant of options for 2024 under Mr Truter's remuneration arrangements (see Appendix 1)

The Options will otherwise be issued to Mr Truter or his nominee on the terms and conditions set out in Appendix 2 and the material terms of the ESIP in Appendix 3.

As disclosed in the prospectus dated 7 June 2023, as part of Mr Truter's remuneration arrangements, he will be issued certain equity incentives (subject to shareholder approval).

The number and exercise price of Options to be granted to Mr Truter, subject to Shareholder approval, has been determined based upon a consideration of:

- (b) Mr Truter's remuneration arrangements viewed as a whole;
- (c) the extensive experience and reputation of Mr Truter within the resources industry; and
- (d) 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 Options to be granted and will ensure that Mr Truter's overall remuneration is in line with market practice (noting that approval for Resolution 6(a) is essentially a re-approval for the Options approved but not issued after the 2023 AGM).

Resolution 6 seeks Shareholder approval for the grant of the Options to Mr Truter (or his nominee).

7.2 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 the Options constitutes giving a financial benefit and Mr Truter is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Truter who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Options because the Options constitute reasonable remuneration payable to Mr Truter.

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7.3 Listing Rule 10.14

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire Equity Securities under an employee incentive scheme:

- (a) a director of the company (Listing Rule 10.14.1);
- (b) an associate of a director the company (Listing Rule 10.14.2); or
- (c) a person whose relation with the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders (Listing Rule 10.14.3),

unless it obtains the approval of its shareholders.

The proposed issue of the Options falls within Listing Rule 10.14.1 (or Listing Rule 10.14.2 if the Options were to be granted to Mr Truter's nominee) and therefore requires the approval of Shareholders under Listing Rule 10.14.

As Shareholder approval is sought under Listing Rule 10.14, approval under Listing Rule 7.1 or 10.11 is not required.

7.4 Technical information required by Listing Rule 14.1A

If Resolution 6 is passed, the Company will be able to proceed with the grant of the Options to Mr Truter (or his nominee) no later than three years 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 issue of the Options (because approval is being obtained under Listing Rule 10.14), the grant of the Options will not use up any of the Company's 10% or 15% annual placement capacities.

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of the Options to Mr Truter.

7.5 Technical information required by Listing Rule 10.15

Pursuant to and in accordance with ASX Listing Rule 10.15, the following information is provided in relation to Resolution 6:

- (a) the Options are proposed to be issued to Mr Truter (or his nominee);
- (b) Mr Truter falls within the category set out in Listing Rule 10.14.1 by virtue of being a Director of the Company;
- (c) a maximum of 19,337,775 Options are proposed to be issued according to the following breakdown:
 - (i) 10,000,000 Options (re-approval from 2023 AGM);
 - (ii) 5,048,526 Options (2023 remuneration grant); and
 - (iii) 4,289,249 Options (2024 remuneration grant);
- (d) the current total remuneration package for Mr Truter (see below Appendix 1 – Mr Truter's Remuneration Key Terms) is:
 - (i) Fixed remuneration of C\$800,000;
 - (ii) Short-term cash incentive eligibility based on performance, equivalent to a target of 100% of Mr Truter's base salary;
 - (iii) Long term incentive eligibility comprising of three parts:

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- (A) A Restricted Share Unit award valued at C\$400,000 (50% of Mr Truter's base salary);
 - (B) An Options award valued at C\$400,000 (50% of Mr Truter's base salary); and
 - (C) A one-off Deferred Share Unit Award valued at C\$2,400,000 (300% of Mr Truter's base salary).
- (e) Mr Truter has not previously been issued Options under the ESIP.
- (f) the Options will be issued on the terms and conditions set out in Appendix 2 and the material terms of the ESIP in Appendix 3. The Board considers that the Options, rather than Shares, are an appropriate form of incentive on the basis that:
- (i) the Options provide an incentive component in the remuneration package for Mr Truter to motivate and reward his performance as Managing Director and to provide cost effective remuneration to Mr Truter, enabling the Company to spend a greater proportion of its cash reserves on its operations that it would if alternative cash forms of remuneration were given to Mr Truter; and
 - (ii) Mr Truter will only obtain value for the Options upon vesting.
- (g) The value attributed by the Company to the Options is:
- (i) 10,000,000 Options previously approved by Shareholders at the 2023 AGM – C\$602,531;
 - (ii) 5,048,526 Options for Mr Truter's 2023 remuneration arrangements – C\$400,000; and
 - (iii) 4,289,249 Options for Mr Truter's 2024 remuneration arrangements – C\$400,000
- (h) the Options will be issued no later than three years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);
- (i) the Options will have an issue price of nil as they will be issued as part of Mr Truter's remuneration package;
- (j) a summary of the material terms of the ESIP is set out in set out in Appendix 3;
- (k) no loan will be provided to Mr Truter in relation to the issue of the Options;
- (l) details of any securities issued under the ESIP will be published in the annual report of the Company relating to a period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in the ESIP after any or all of Resolution 6(a) to (c) (inclusive) are approved and who were not named in this Notice will not participate until approval is obtained under that rule; and
- (m) a voting exclusion statement is included in Resolution 6 of this Notice.

7.6 Board recommendation

The Board (other than Mr Truter) recommends that Shareholders vote in favour of this Resolution.

Glossary

A\$ means Australian dollars.

7.1A Mandate has the meaning given in Section 6.1.

ACDC means the Arctic Canadian Diamond Company Ltd.

ACDM means the Arctic Canadian Diamond Marketing N.V.

Associated Body Corporate means an associated entity of the Company, where the associated entity is a body corporate (as that term is used in Division 1A of Part 7.12 of the Corporations Act).

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

C\$ means Canadian dollars.

Chair means the chair of the Meeting.

Chairman means the Chairman of the Company.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Burgundy Diamond Mines Limited (ACN 160 017 390).

Constitution means the Company's constitution.

Convertible Securities has the meaning ascribed to it in TERMS AND CONDITIONS OF THE EMPLOYEE SECURITIES INCENTIVE PLAN

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

Derivative has the meaning given to it in the terms and conditions of the ESIP contained at Appendix 4.

Directors means the current directors of the Company.

Eligible Participant has the meaning given to it in the terms and conditions of the ESIP contained at Appendix 4.

Employee Securities Incentive Plan or **ESIP** means the Employee Securities Incentive Plan contained at Appendix 4.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Exercise Price has the meaning given to it in Appendix 2.

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Explanatory Statement means the explanatory statement accompanying the Notice.

Group has the meaning given to it in the terms and conditions of the ESIP contained at Appendix 4.

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.

Listing Rules means the Listing Rules of ASX.

Market Value has the meaning given to it in the terms and conditions of the ESIP contained at Appendix 4.

Meeting means the meeting convened by the Notice.

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

Option means an option to acquire a Share.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 31 December 2023.

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

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

Spill Meeting has the meaning given to it in section 2.2.

Spill Resolution has the meaning given to it in section 2.2.

US\$ means United States dollars.

Variable A means 'A' as set out in the formula in Listing Rule 7.1A.2.

8 Appendix 1 – Mr Kim Truter's Remuneration Key Terms

Item	Description
Fixed remuneration	C\$800,000
Short term incentive	Target short term incentive payment annually of 100% of salary Short term incentive payment payout range of 0% - 200% of target
Options	Subject to Shareholder approval of Resolutions 6. Refer to Appendix 2 for terms and conditions of the Options.
Long term incentives	<p>Mr Truter is eligible for the following long-term incentive awards:</p> <p>(a) An annual grant of a Restricted Share Unit award valued at approximately C\$400,000. One third of the Restricted Share Unit award will vest annually on the anniversary of the original grant date over a three-year period; and</p> <p>(b) An annual grant of Options valued at approximately C\$400,000 (subject to Shareholder approval of Resolution 6, refer to Appendix 2 for terms and conditions of the Options granted for 2023 and 2024).</p> <p>In 2023, Mr Truter received a one off grant of a Deferred Share Unit award valued at approximately C\$2,400,000. One third of the Deferred Share Unit award will vest annually on the anniversary of the original grant date over a three-year period.</p> <p>The Restricted Share Units and Deferred Share Units will be cash settled only and are not a grant of equity securities under the Listing Rules.</p> <p>Mr Truter is eligible for further grants of Options, Restricted Share Unit awards, Deferred Share Unit awards and Shares. Such grants will be determined at the sole discretion of the Board from time to time and be subject always to prior Shareholder approval under the Listing Rules, and if required, Corporations Act.</p>
Notice periods	Mr Truter may resign upon provision of at least six weeks written notice.
Termination payment – without cause/good reason	The Company may terminate Mr Truter's employment without cause by providing at least 24 months written notice. Subject to any applicable limits in the Corporations Act, the Company may pay a severance amount equal to 24 months' salary in lieu of notice. Vested equity-based incentives will be exercisable for a period of 90 days or to their original term, whichever comes first and unvested awards will expire upon termination.
Termination payment – for cause	The Company may at any time terminate Mr Truter for just cause. In such an event, Mr Truter will be entitled to annual salary up until the notified final day of employment, upon that date any unexercised instruments will be forfeited, and no further compensation will be due.
Change in control	In the event of a change in control of the Company, all outstanding unvested equity incentives will vest immediately.

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9 Appendix 2 – Terms and conditions of Options

<p>Options</p>	<p>Options Approved at 2023 AGM</p> <p>5,000,000 unquoted options with an exercise price of A\$0.30 each, expiring two years from the date on which they vest and vesting on 1 July 2024 (being 12 months after completion of the acquisition of ACDC and ACDM);</p> <p>3,000,000 unquoted options with an exercise price of A\$0.30 each, expiring two years from the date on which they vest and vesting upon Company carat production of greater than 3,000,000 carats in FY2026; and</p> <p>2,000,000 unquoted options with an exercise price of A\$0.30 each, expiring two years from the date on which they vest and vesting upon the Company carat production of greater than 3,000,000 carats in FY2027.</p> <p>2023 remuneration Options</p> <p>5,048,526 unquoted options with an exercise price of A\$0.1764 each. 1,682,842 Options will vest on 1 December 2024, 1,682,842 Options will vest on 1 December 2025 and 1,682,842 Options will vest on 1 December 2026. The Options will expire on 1 December 2028.</p> <p>2024 remuneration Options</p> <p>4,289,249 unquoted options with an exercise price of A\$0.2116 each. 1,429,749 Options will vest on 1 April 2025, 1,429,750 Options will vest on 1 April 2026 and 1,429,750 Options will vest on 1 April 2027. The Options will expire on 1 April 2029.</p>
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10 Appendix 3 – Summary of Terms and Conditions of the Employee Securities Incentive Plan

The material terms and conditions of the Company's 'Employee Securities Incentive Plan' (**Plan**) are as follows:

Eligible Participant	Eligible Participant means a person that is a 'primary participant' (as that terms is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company or an Associated Body Corporate (as defined in the Corporations Act) and has been determined by the Board to be eligible to participate in the Plan from time to time.
Purpose	The purpose of the Plan is to: (a) assist in the reward, retention and motivation of Eligible Participants; (b) link the reward of Eligible Participants to Shareholder value creation; and (c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Convertible Securities.
Plan Administration	The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion (except to the extent that it prevents the Participant relying on the deferred tax concessions under Subdivision 83A-C of the Income Tax Assessment Act 1997 (Cth)). The Board may delegate its powers and discretion.
Eligibility, invitation and application	The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for any (or any combination of) Convertible Securities provided under the Plan on such terms and conditions as the Board decides. On receipt of an invitation, an Eligible Participant may apply for the securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.
Grant of Securities	The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number and type of securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.
Rights attaching to securities	Prior to a Convertible Security being exercised, the holder: (a) does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security other than as expressly set out in the Plan;

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	<p>(b) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company;</p> <p>(c) is not entitled to receive any dividends declared by the Company; and</p> <p>(d) is not entitled to participate in any new issue of Shares (see Adjustment of Convertible Securities section below)</p> <p>By virtue of holding the Convertible Security.</p>
Vesting of Convertible Securities	<p>Any vesting conditions applicable to the Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant securities have vested. Unless and until the vesting notice is issued by the Company, the securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that security will be forfeited.</p>
Exercise of Convertible Securities and cashless exercise	<p>To exercise a security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise (see next paragraph below), pay the exercise price (if any) to or as directed by the Company, at any time following vesting of the Convertible Security (if subject to vesting conditions) and prior to the expiry date as set out in the invitation or vesting notice.</p> <p>An invitation to apply for Options may specify that at the time of exercise of the Options, the Participant may elect not to be required to provide payment of the exercise price for the number of Options specified in a notice of exercise, but that on exercise of those Options the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Options.</p> <p>Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.</p> <p>A Convertible Security may not be exercised unless and until that security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.</p>
Timing and issue of Shares and quotation of Shares on exercise	<p>Subject to the Applicable Law, within 5 Business Days after the valid exercise of a Convertible Security by a participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised securities held by that Participant.</p>
Restrictions on dealings with securities	<p>Unless in special circumstances with the consent of the Board, A holder may not sell, assign, transfer, grant a security interest over, collateralise a margin loan against, utilise for the purposes of short selling, enter into a Derivative reference to, or otherwise deal with a Convertible Security that has been granted to them. The Convertible Security is immediately forfeited on purported sale, assignment, transfer, dealing or grant of a security interest other than in accordance with these rules.</p>

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Listing of Convertible Securities	A Convertible Security granted under the Plan will not be quoted on the ASX or any other recognised exchange. The Board reserves the right in its absolute discretion to apply for quotation of an Option granted under the Plan on the ASX or any other recognised exchange.
Forfeiture of Convertible Securities	<p>Convertible Securities will be forfeited in the following circumstances:</p> <p>(a) where a Participant who holds Convertible Securities ceases to be an Eligible Participant (e.g. is no longer employed or their office or engagement is discontinued with the Group), all unvested Convertible Securities will automatically be forfeited by the Participant;</p> <p>(b) where a Participant acts fraudulently or dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Group;</p> <p>(c) where there is a failure to satisfy the vesting conditions in accordance with the Plan;</p> <p>(d) on the date the Participant becomes insolvent; or</p> <p>(e) on the expiry date of the Convertible Securities.</p>
Change of control	If a change of control event occurs, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the holder's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the holder to participate in and/or benefit from any transaction arising from or in connection with the change of control event.
Adjustment of Convertible Securities	<p>If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.</p> <p>If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of those securities, to receive an issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.</p> <p>Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.</p>
Rights attaching to shares	<p>All Shares issued or transferred under the Plan or issued or transferred to a Participant upon the valid exercise of a Convertible Security, will rank equally in all respects with the Shares of the same class for the time being on issue except for any rights attaching to the Shares by reference to a record date prior to the date of the allotment or transfer of the Shares.</p> <p>A participant will be entitled to any dividends declared and distributed by the Company on Shares issued under the Plan which, at the closing date for</p>

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	<p>determining entitlement to such dividends, are standing to the account of the Participant.</p> <p>A participant may also participate in any dividend reinvestment plan operated by the Company in respect of Shares.</p> <p>A Participant may exercise any voting rights attaching to Shares issued under the Plan.</p>
Disposal restrictions on Shares	<p>If the invitation provides that any Shares issued upon the valid exercise of a Convertible Security are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.</p> <p>For so long as a Share is subject to any disposal restrictions under the Plan, the Participant will not:</p> <ul style="list-style-type: none"> (a) transfer, encumber or otherwise dispose of, or have a security interest granted over that Share; or (b) take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.
Buy-back	<p>Subject to applicable law, the Company may at any time buy-back Convertible Securities and Shares issued upon exercise of Convertible Securities in accordance with the terms of the Plan.</p>
Employee share trust	<p>The Board may, in its discretion, establish an employee share trust or other mechanism for the sole purpose of acquiring or holding Shares in respect of which a Participant may exercise, or has exercise, vested Convertible Securities, on such terms and conditions as determined by the Board. For the avoidance of doubt, the Board may do all things necessary for the establishment, administration, operation and funding of an employee share trust.</p>
Maximum number of securities	<p>The Company will not make an invitation under the Plan which involves monetary consideration if the number of Shares that may be issued, or acquired upon exercise of Convertible Securities offered under an invitation, when aggregated with the number of Shares issued or that may be issued as a result of all invitations under the Plan during the 3 year period ending on the day of the invitation, will exceed 5% of the total number of issued Shares at the date of the invitation (unless the Constitution specifies a different percentage and subject to any limits approved by Shareholders under Listing Rule 7.2 Exception 13(b).</p>
Amendment of Plan	<p>No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.</p> <p>Subject to the above paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any securities have been</p>

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	granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.
Plan duration	<p>The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.</p> <p>If a Participant and the Company (acting by the Board) agree in writing that some or all of the Convertible Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those securities may be cancelled in the manner agreed between the Company and the Participant.</p>
Income Tax Assessment Act	The Plan is a plan to which Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth) applies (subject to the conditions in that Act) except to the extent an invitation provides otherwise.

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Your proxy voting instruction must be received by **11.00am (AEST) on Sunday, 19 May 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.



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