

VYSARN



VYSARN LIMITED
ACN 124 212 175

NOTICE OF ANNUAL GENERAL MEETING

Date of Meeting

Thursday, 21 November 2024

Time of Meeting

4pm (WST)

Place of Meeting

Wardroom
South of Perth Yacht Club
Canning Beach Road
Applecross, Western Australia, 6005

The Notice and the accompanying Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on +61 8 6182 1790

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Vysarn Limited (**Company**) will be held at Wardroom, South of Perth Yacht Club, Canning Beach Road, Applecross, Western Australia, 6005 on Thursday, 21 November 2024 at 4:00pm (WST) (**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 Shareholders on Tuesday, 19 November 2024 at 4:00pm (WST).

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

AGENDA

Annual Report

To receive and consider the Annual Report of the Company for the financial year ended 30 June 2024, which includes the Financial Report, the Directors' Report and the Auditor's Report.

1. Resolution 1 – Remuneration Report

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

"That, the Remuneration Report be adopted by Shareholders on the terms and conditions in the Explanatory Memorandum."

Voting Prohibition

In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and either:

- (a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
 - (b) the person is the Chairperson and the appointment of the Chairperson as proxy does not specify the way the proxy is to vote on this Resolution but expressly authorises the Chairperson to exercise the proxy, even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
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2. Resolution 2 – Re-Election of Director – Mr Sheldon Burt

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 14.5, Article 6.14 of the Constitution and for all other purposes, Mr Sheldon Burt, who retires by rotation, and, being eligible and offering

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himself for re-election, is re-elected as a Director on the terms and conditions in the Explanatory Memorandum."

3. **Resolution 3 – Approval of 10% Placement Facility**

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

"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities totalling up 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 on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is expected to participate in the proposed issue of securities or who will obtain a material benefit as a result of the proposed issue of securities (except a benefit solely in the capacity of a holder of ordinary securities in the entity) or an associate of that person (or those persons).

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

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

Note: As at the date of this Notice, it is not known who may participate in any Equity Securities issued under Resolution 3 and the Company has not approached any Shareholder or identified a class of existing Shareholders to participate in any issue of Equity Securities under the 10% Placement Capacity. Accordingly, no Shareholders are excluded from voting on Resolution 3.

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4. **Resolution 4 – 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 53,293,379 Placement Shares on the terms and conditions as described in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue of securities under the Placement or an associate of that person (or those persons).

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

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

5. **Resolution 5 – 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 42,195,586 Placement Shares on the terms and conditions as described in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue of securities under the Placement or an associate of that person (or those persons).

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

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

6. **Resolution 6 – Ratification of agreement to issue Upfront Consideration Shares to the CMP Sellers**

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

"That the agreement for the Company to issue 10,000,000 Upfront Consideration Shares to the CMP Sellers which was made utilising Listing Rule 7.1 is approved under and for the purposes of Listing Rule 7.4 and for all other purposes, on the terms and conditions as described in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of the CMP Sellers, a person who participated in the issue or an associate of those persons.

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

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

7. **Resolution 7 – Approval of issue of Deferred Consideration Shares to the CMP Sellers**

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, approval is given for the Company to issue up to 30,000,000 Deferred Consideration Shares to the CMP Sellers on the terms and conditions as described in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is expected to participate in the proposed issue of securities or who will obtain a material benefit as a result of the proposed issue of securities (except a benefit solely in the capacity of a

holder of ordinary securities in the entity) or an associate of that person (or those persons). However, this does not apply to a vote cast in favour of this Resolution by:

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

8. **Resolution 8 – Approval of potential termination benefit which may be provided to the CMP Founders**

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 10.19, sections 200B and 200E of the Corporations Act, and for all other purposes, the potential termination benefit which may be provided to the CMP Founders in the circumstances described in the Explanatory Memorandum, be approved."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) each of the CMP Founders and the CMP Sellers;
- (b) any officer of the Company or any of its child entities who is entitled to participate in a termination benefit; and
- (c) any of their respective associates.

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

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

- (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

BY ORDER OF THE BOARD

Matthew Power
Company Secretary
Vysarn Limited
Dated: 16 October 2024

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EXPLANATORY MEMORANDUM

1. **Introduction**

This 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 **Wardroom, South of Perth Yacht Club, Canning Beach Road, Applecross, Western Australia, 6005** on **Thursday, 21 November 2024** at **4:00pm (WST) (Meeting)**.

This Explanatory Memorandum forms part of the Notice which should be read in its entirety. This Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

This 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	Annual Report
Section 4	Resolution 1 – Remuneration Report
Section 5	Resolution 2 – Re-Election of Director – Mr Sheldon Burt
Section 6	Resolution 3 – Approval of 10% Placement Facility
Section 7	Resolution 4 – Ratification of issue of Placement Shares
Section 8	Resolution 5 – Ratification of issue of Placement Shares
Section 9	Resolution 6 – Ratification of agreement to issue Upfront Consideration Shares to the CMP Sellers
Section 10	Resolution 7 – Approval of issue of Deferred Consideration Shares to the CMP Sellers
Section 11	Resolution 8 – Approval of potential termination benefits which may be provided to the CMP Founders
Schedule 1	Definitions
Schedule 2	Summary of Deferred Consideration Shares

A Proxy Form is enclosed with the Notice.

2. **Action to be taken by Shareholders**

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

2.1 **Voting in person**

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

2.2 Voting by corporation

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

2.3 Proxies

(a) Voting by proxy

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

Please note that:

- (i) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (ii) a proxy need not be a member of the Company; and
- (iii) 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.

(b) Proxy vote if appointment specifies way to vote

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:

- (i) 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);
- (ii) if the proxy has two or more appointments that specify different ways to vote on the Resolution – the proxy must not vote on a show of hands;
- (iii) if the proxy is the Chairperson 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
- (iv) if the proxy is not the Chairperson – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

(c) Transfer of non-chairperson proxy to Chairperson in certain circumstances

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

- (i) 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;
- (ii) the appointed proxy is not the Chairperson of the Meeting;
- (iii) at the Meeting, a poll is duly demanded on the Resolution; and

- (iv) either the proxy is not recorded as attending the Meeting or the proxy does not vote on the Resolution,

the Chairperson 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.

2.4 Chairperson's voting intentions

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

If the Chairperson is appointed as your proxy and you have not specified the way the Chairperson is to vote on Resolution 1 by signing and returning the Proxy Form, you are considered to have provided the Chairperson with an express authorisation for the Chairperson to vote the proxy in accordance with the Chairperson's intention, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. Annual Report

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2024.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report which is available online at www.vysarn.com.au;
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chairperson about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than five business days before the Meeting (being, no later than 9am (AWST) on Thursday 14 November 2024) to the Company Secretary at the Company's registered office.

4. Resolution 1 – Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with section 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

If the Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings, Shareholders will have the opportunity to remove the whole Board, except the Managing Director (if any).

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the Managing Director, if any) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Remuneration Report did not receive a Strike at the 2023 annual general meeting. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2025 annual general meeting, this may result in the re-election of the Board.

The Chairperson will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

Resolution 1 is an ordinary resolution.

5. **Resolution 2 – Re-Election of Director – Mr Sheldon Burt**

5.1 **General**

In accordance with Listing Rule 14.5, an entity which has directors must hold an election of directors at each annual general meeting.

Article 6.14 of the Constitution requires that one third of the Directors (excluding the Managing Director) must retire at each annual general meeting (or if that number is not a whole number, the whole number nearest to one third, rounded down). Article 6.16 of the Constitution requires that the Directors to retire are those who have held their office as Director for the longest period since their last election or appointment to that office. In the event two or more Directors have held office for equal periods of time, the retiring Directors are to be determined by lot, unless otherwise agreed by those Directors.

Article 6.17 of the Constitution provides that a Director who retires under Articles 6.13 to 6.15 (inclusive) or Article 6.23 is eligible for re-election.

Mr Burt retires by rotation in accordance with Articles 6.14 and 6.16 of the Constitution and seeks re-election in accordance with Article 6.17.

If elected, the Board does not consider Mr Burt to be an independent director due to his role as an executive director of the Company.

Resolution 2 provides that Mr Burt retires by rotation and seeks re-election as a Director.

If Resolution 2 is passed, Mr Burt will be entitled to be a Director of the Company for the next three years. Mr Burt has advised the Company that he intends to resign from the Board when an appropriate nominee has been found and approved for appointment.

If Resolution 2 is not passed, Mr Burt will cease to be a Director of the Company.

Resolution 2 is an ordinary resolution.

5.2 Mr Sheldon Burt

Mr Burt is a drilling industry professional with over 35-years national and international experience. He started his career as a Drillers Offsider in 1986 and has held many differing roles over the years which include field based, operational, senior management, executive management and company ownership.

Mr Burt's international experience extends from South East Asia to the Middle East and West Africa. In 2004 he co-founded and was the Managing Director of SBD Drilling, a Perth based exploration drilling company with successful operations in Australia and West Africa, before selling in July 2011.

More recently Mr Burt was General Manager of Easternwell Minerals, a subsidiary of Broadspectrum (formerly Transfield Services Ltd), a position he held for 6 years.

5.3 Board Recommendation

The Board (excluding Mr Burt) recommends that Shareholders vote in favour of Resolution 2.

6. Resolution 3 – Approval of 10% Placement Facility

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.

Shareholder approval pursuant to Listing Rule 7.1A enables an Eligible Entity to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% annual placement capacity under Listing Rule 7.1, so a combined limit of 25%, without any further Shareholder approval.

Resolution 3 seeks Shareholder approval by way of a special resolution to provide the Company the ability to issue Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 6.2(f) below). The number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 6.2(c) below).

If Resolution 3 is passed, the Company will be able to issue Equity Securities under Listing Rule 7.1A up to 10% of its issued share capital over a 12 month period after the annual general meeting, in addition to the Company's 15% placement capacity under Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to access the 10% Placement Facility to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval under Listing Rule 7.1.

Resolution 3 is a special resolution and therefore 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).

6.2 Listing Rule 7.1A

(a) Is the Company an Eligible Entity?

An Eligible Entity for the purposes of Listing Rule 7.1A is an entity that, as at the date of its annual general meeting, is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less.

The Company expects that it will be an Eligible Entity as it is not included in the S&P/ASX 300 index and currently has a market capitalisation of approximately \$241 million, based on the closing price of Shares \$0.465 on 9 October 2024.

(b) **What Equity Securities can be issued?**

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

As at the date of the Notice, the Company has on issue one quoted class of Equity Securities, being Shares.

(c) **How many Equity Securities can be issued?**

Listing Rule 7.1A.2 provides that Eligible Entities which have obtained Shareholder approval at an annual general meeting may issue or agree to issue, during the 12-month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

A is the number of Shares on issue at the commencement of the Relevant Period:

- (a) plus the number of Shares issued in the Relevant Period under an exception in Listing Rule 7.2 other than exception 9, 16 or 7;
- (b) plus the number of Shares issued in the Relevant Period on the conversion of convertible securities within rule 7.2 exception 9 where:
 - the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or
 - the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
- (c) plus the number of Shares issued in the Relevant Period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
 - the agreement was entered into before the commencement of the Relevant Period; or
 - the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or 7.4;
- (d) plus the number of any other Shares issued in the relevant period with approval under Listing Rule 7.1 or 7.4;
- (e) plus the number of partly paid ordinary shares that became fully paid in the Relevant Period; and
- (f) less the number of Shares cancelled in the Relevant Period.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity under Listing Rule 7.1.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the Relevant Period where the issue or agreement has not been subsequently approved by the Shareholders under Listing Rule 7.4.

(d) **What is the interaction with Listing Rule 7.1?**

The Company's ability to issue Equity Securities under Listing Rule 7.1A will be in addition to its 15% placement capacity under Listing Rule 7.1.

At the date of the Notice, the Company has on issue 517,444,829 Shares and, therefore has a capacity to issue:

- (i) 77,616,724 Equity Securities under Listing Rule 7.1; and
- (ii) subject to Shareholder approval being sought under Resolution 3, 51,744,483 Equity Securities under Listing Rule 7.1A.

The above does not take into account the potential issue of the 10,000,000 Up Front Consideration Shares the subject of Resolution 6 and the potential issue of up to 30,000,000 Deferred Consideration Shares the subject of Resolution 7. It also assumes that Shareholders have ratified the issue of the Placement Shares under Resolutions 4 and 5.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 6.2(c)).

(e) **At what price can the Equity Securities be issued?**

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same 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; or
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph 6.2(e)(i) above, the date on which the Equity Securities are issued,

(Minimum Issue Price).

(f) **When can Equity Securities be issued?**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained;
- (ii) the time and date of the entity's next annual general meeting; and
- (iii) the time and date of Shareholder approval of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(the 10% Placement Period).

(g) **What is the effect of Resolution 3**

The effect of Resolution 3 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without further Shareholder approval or using the Company's 15% placement capacity under Listing Rule 7.1.

6.3 **Specific information required by Listing Rule 7.3A**

Pursuant to and in accordance with Listing Rule 7.3A, the following information is provided in relation to the 10% Placement Facility:

(a) **Minimum issue price**

If the Company issues Equity Securities for cash consideration under the 10% Placement Facility, then the issue price will be not less than the Minimum Issue Price.

(b) **Risk of economic and voting dilution**

If Resolution 3 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' economic and voting power in the Company will be diluted as shown in the below table (in the case of listed Options, only if the listed Options are converted into Shares).

The below table shows:

- (i) the dilution of existing Shareholders based on the current market price of Shares and the current number of Shares for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 (see Section 6.2(c)) as at the date of the Notice (**Variable A**);
- (ii) two examples where Variable A has increased, by 50% and 100%; and
- (iii) two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

Share on issue Variable A in Listing Rule 7.1A.2	Dilution			
	Issue price per Share	\$0.2325 50% decrease in Issue Price	\$0.465 Issue Price	\$0.93 100% increase in Issue Price
517,444,829 Shares Current Variable A	10% Voting Dilution	51,744,483 Shares	51,744,483 Shares	51,744,483 Shares
	Funds raised	\$12,030,592	\$24,061,185	\$48,122,369
776,167,244 Shares 50% increase in current Variable A	10% Voting Dilution	77,616,724 Shares	77,616,724 Shares	77,616,724 Shares
	Funds raised	\$18,045,888	\$36,091,777	\$72,183,553
1,034,889,658 Shares	10% Voting Dilution	103,488,966 Shares	103,488,966 Shares	103,488,966 Shares

Share on issue Variable A in Listing Rule 7.1A.2	Dilution			
	Issue price per Share	\$0.2325 50% decrease in Issue Price	\$0.465 Issue Price	\$0.93 100% increase in Issue Price
100% increase in current Variable A	Funds raised	\$24,061,185	\$48,122,369	\$96,244,738

Notes:

1. The table has been prepared on the following assumptions:
 - (a) the issue price is \$0.465, being the closing price of the Shares on ASX on 9 October 2024, being the latest practicable date before the date of the Notice;
 - (b) Variable A is 517,444,829, comprising 100% of the Shares as at the date of the Notice, assuming the Company has not issued any Shares in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or without Shareholder approval under Listing Rule 7.1 and 7.4;
 - (c) the Company issues the maximum number of Equity Securities available under the 10% Placement Facility;
 - (d) no convertible securities (including any convertible securities issued under the 10% Placement Facility) are exercised or converted into Shares before the date of the issue of the Equity Securities; and
 - (e) the issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Options, it is assumed that those Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
2. The number of Shares on issue (i.e. Variable A) may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue, scrip issued under a takeover offer or upon exercise of convertible securities) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting.
3. 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%.
4. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
5. The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

Shareholders should note that there is a risk that:

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

Equity Securities are issued as part of consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

(c) **Timing of potential issues**

Approval of the additional 10% Placement Facility will be valid during the 10% Placement Period.

(d) **Purposes of issues under 10% Placement Facility**

In the event funds were raised under the 10% Placement Facility, the Company would likely use such funds raised for the acquisition of new assets or investments, and/or for general working capital purposes.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 upon issue of any Equity Securities.

(e) **Allocation policy**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities is not yet known and will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from its professional advisors, including corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of the Notice but may include existing substantial Shareholders and/or new Shareholders who are not a related party or an associate of a related party of the Company.

(f) **Issues in the past 12 months**

The Company has previously obtained Shareholder approval under Listing Rule 7.1A at its annual general meeting held on 23 November 2023.

In the 12 months preceding the date of the Meeting and as at the date of the Notice, the Company issued 42,195,586 Equity Securities under Listing Rule 7.1A. This represents all of the Equity Securities the Company had the capacity to issue under Listing Rule 7.1A calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 6.2(c)), i.e. 10% of the total number of Equity Securities on issue at the commencement of that preceding 12 month period plus the number of Shares issued in the Relevant Period on the conversion of convertible securities within Listing Rule 7.2 exception 9.

These Equity Securities were issued under the Placement. The Company seeks Shareholder ratification of the issue of these Equity Securities under Resolution 5. For further information regarding the issue of these Equity Securities, including who they

were issued to, their issue price, the total amount raised from the issue and the intended use of funds raised, please refer to sections 7.1 and 7.5 below.

(g) **Voting exclusion statement**

A voting exclusion statement has been included in the Notice for Resolution 3.

At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

6.4 **Board Recommendation**

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

7. **Resolutions 4 and 5 – Ratification of Prior Issue of Placement Shares**

7.1 **Background to Placement**

As announced on 13 September 2024, the Company secured firm commitments from institutional and other professional and sophisticated investors to raise \$38,000,000 (before costs) via a single tranche placement by way of the issue of a total of 95,488,965 Shares at an issue price of \$0.40 per Share (**Placement Shares**) (**Placement**).

On 19 September 2024, the Company issued 53,293,379 Placement Shares pursuant to the Company's Listing Rule 7.1 placement capacity (being the subject of this Resolution 4) (**LR7.1 Placement Shares**) and 42,195,586 Placement Shares pursuant to the Company's Listing Rule 7.1A placement capacity (**LR7.1A Placement Shares**) (being the subject of this Resolution 5).

The Company engaged the services of Morgans Corporate Limited ABN 32 010 539 607 and Unified Capital Partners Pty Ltd ACN 666 560 050 to act as joint lead managers and bookrunners to the Placement (**Joint Lead Managers**). The Company paid the Joint Lead Managers the following fees in relation to the Placement:

- (a) Management fee: \$954,889.65 being 2.5% of \$38,195,586 total funds raised;
- (b) Selling fee: \$572,933.79 being 1.5% of total funds raised; and
- (c) Incentive fee: \$190,977.93 being 0.5% of total funds raised.

The net proceeds raised from the Placement will be used by the Company to fund:

- (a) the upfront cash consideration of \$24 million payable at completion of the acquisition of CMP, and any working capital/debt adjustment payable by Vysarn under the working capital and debt adjustment mechanism under the SSA;
- (b) associated transaction costs in relation to the acquisition of CMP and the Placement (including but not limited to the fees paid to the Joint Lead Managers summarised above);
- (c) the ongoing development of the water resource with the Kariyarra Aboriginal Corporation under the Joint Resource Agreement as announced to the ASX on 13 May 2024, including the 5C water licence application (**Kariyarra Water Source**); and
- (d) the Company's normal working capital requirements.

Further information in relation to the acquisition of CMP is included in Sections 8, 9,10, 11 and Schedule 2.

7.2 **General**

As summarised in Section 7.1 above, the Company issued the Placement Shares to the Placement Participants on 19 September 2024. 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 12 month period. The LR7.1 Placement Shares were issued within this capacity and therefore did not breach Listing Rule 7.1 at the time of the issue.

Under Listing Rule 7.1A however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained approval to increase its limit to 25% at the annual general meeting held on 23 November 2023. The issue of the Listing Rule 7.1A Placement Capacity Shares was made in accordance with this Shareholder approval.

The issue of the LR7.1 Placement Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the LR7.1 Placement Shares.

7.3 **Listing Rule 7.4**

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1 and to permit the Company to issue the maximum number of Equity Securities under its 10% Placement Facility if Resolution 3 is passed. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the LR7.1 Placement Shares and the LR7.1A Placement Shares. Resolution 4 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the LR7.1 Placement Shares and Resolution 5 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the LR7.1A Placement Shares.

7.4 **Technical information required by Listing Rule 14.1A**

If Resolutions 4 and 5 are passed, the Placement Shares will be excluded in calculating the Company's combined 25% limit under Listing Rules 7.1 and 7.1A, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

If Resolutions 4 and 5 are not passed, the Placement Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

7.5 **Technical 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 Resolutions 4 and 5:

- (a) the Placement Shares were issued to institutional and other professional and sophisticated investors who were identified by the Joint Lead Managers in conjunction with the Directors (**Placement Participants**). The Placement Participants were identified through a bookbuild process, which partly involved the Joint Lead Managers

- seeking expressions of interest to participate in the Placement from non-related parties of the Company;
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the Placement Participants were:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
 - (c) 95,488,965 Placement Shares were issued on the following basis:
 - (i) 53,293,379 were issued pursuant to Listing Rule 7.1 (ratification of which is sought under Resolution 4); and
 - (ii) 42,195,586 were issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 5);
 - (d) the Placement Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
 - (e) the Placement Shares were issued on 19 September 2024;
 - (f) the issue price was \$0.40 per Placement Share pursuant to Listing Rule 7.1 and Listing Rule 7.1A. The issue price represented:
 - (i) a 15.8% discount to the last closing price of the Company's Shares of \$0.475 on 10 September 2024 (being the last trading day prior to the receipt of firm commitments from the Placement Participants);
 - (ii) an 11.3% discount to the 5-day VWAP of the Company's Shares of \$0.45 leading up to and including 10 September 2024; and
 - (iii) a 7% discount to the 5-day VWAP of the Company's Shares of \$0.45 prior leading up to and including 10 September 2024.
 - (g) the Company has not and will not receive any other consideration for the issue of the Placement Shares;
 - (h) the purpose of the Placement was to raise \$38,000,000, which will be used by the Company to fund the upfront cash consideration of \$24 million payable on completion of the acquisition of CMP, and any working capital/debt adjustment payable by Vysarn under the working capital and debt adjustment mechanism under the SSA, associated transaction costs in relation to the acquisition of CMP and the Placement (including but not limited to the fees paid to the Joint Lead Managers summarised in Section 7.1 above), the ongoing development of the Kariyarra Water Source and normal working capital requirements; and
 - (i) the Placement Shares were not issued under an agreement.

7.6 Board Recommendation

The Board recommends that Shareholders vote in favour of Resolutions 4 and 5.

8. Background to Resolutions 6, 7 and 8

8.1 Acquisition of CMP Consulting Group Pty Ltd

As announced on 13 September 2024, the Company has entered into a binding Share Sale Agreement for the acquisition of CMP Consulting Group Pty Ltd ACN 133 162 357 (**CMP**).

CMP is a Melbourne based consulting engineering organisation with a specific focus on the water industry providing end-to-end infrastructure services. CMP supports tier-1 public and private sector clients from initial strategic planning through to design and construction as well as ongoing asset management and maintenance.

CMP delivers comprehensive water engineering solutions across the complete lifecycle of projects and assets encompassing every aspect of water engineering, including potable water treatment and distribution, wastewater transfer and treatment, and resource recovery and recycled water treatment and distribution.

CMP's primary long-term clients include the major metropolitan and regional Victorian water authorities, major contractors, government departments, and interstate Councils and authorities. CMP maintains strong and long-term relationships with clients across Victoria, underpinned by panel arrangements and medium-term contracts and is establishing a presence outside Victoria with contracts with leading water authorities across multiple states and territories.

CMP was founded by Stephen Morris, Soyun Punyadas and Gregory Chalmers (CMP Founders), all of whom are currently directors and senior executives of CMP, and will remain with CMP as senior executives following completion of the acquisition of CMP to continue to manage and grow the business.

8.2 Material terms of Share Sale Agreement for the Acquisition

(a) Sale and purchase

Under the terms of the share sale agreement entered into on 12 September 2024, as amended and restated on 18 September 2024 and further amended on 11 October 2024 (**SSA**), Vysarn will acquire 100% of the issued shares in CMP (**Acquisition**), free from all encumbrances, from the following three separate private entities controlled by the CMP Founders:

- (i) Humpydoo Pty. Ltd. ATF the Nehpets Trust;
- (ii) Lion Cubs Pty. Ltd. ATF Shyboy and Chutiboy Trust; and
- (iii) Lexon Renewal Pty. Ltd. ATF the Rabbie and Monkie Trust,

(together, the **CMP Sellers**).

(b) Consideration

The consideration for the Acquisition comprises:

- (i) upfront cash consideration of \$24 million payable at Completion (**Upfront Cash Consideration**), subject to a post-Completion working capital and debt adjustment mechanism for any difference between actual working capital and the agreed target working capital amount, and the existence of any debt, at the Completion Date;
- (ii) 10 million Shares, to be issued at Completion (**Upfront Consideration Shares**); and

- (iii) up to 30 million Shares (**Deferred Consideration Shares**) over a three year earn out period commencing on the Completion Date (**Earn Out Period**), subject to the achievement by CMP of the EBITDA Targets summarised in Schedule 2.

(c) **Deferred Consideration Shares**

The issue of the Deferred Consideration Shares is conditional on Shareholder approval under Listing Rule 7.1 and for all purposes (which Shareholder approval is being sought under Resolutions 7 and 8), and ASX granting a waiver from the requirement in Listing Rule 7.3.4 for the Deferred Consideration Shares to be issued within 3 months from the date on which Shareholders approve the issue. The ASX waiver has been granted and is summarised in Section 10.3.

If certain Acceleration Events occur during the Earn Out Period, the CMP Sellers will be entitled to all Deferred Consideration Shares and the Company will issue the CMP Sellers any Deferred Consideration Shares which have not already been issued, irrespective of whether the EBITDA Targets for CMP have been achieved during the Earn Out Period. The Acceleration Events include where the employment of any CMP Founder is terminated without cause or if any CMP Founder is made redundant or if there is a change of ownership or control of CMP or Vysarn or the assets of CMP or Vysarn, as further described in Schedule 2.

The terms relating to the agreement to issue the Deferred Consideration Shares, including the EBITDA Targets which must be achieved by CMP during the Earn Out Period and the Acceleration Events, are summarised in Schedule 2.

(d) **Voluntary escrow arrangements for Upfront Consideration Shares and Deferred Consideration Shares**

The Upfront Consideration Shares and the Deferred Consideration Shares are subject to a voluntary escrow arrangement under which these Shares must not be transferred or otherwise disposed of, for 12 months from their date of issue. Such arrangements will cease if one of the Acceleration Events occur.

(e) **Conditions Precedent to Completion**

Completion of the Acquisition (**Completion**) is conditional on the satisfaction or waiver of the following conditions precedent:

- (i) Vysarn completing tax due diligence investigations in relation to CMP, and being satisfied with the results;
- (ii) CMP obtaining change in control consents under key material contracts;
- (iii) satisfaction by CMP of all obligations, including the payment of all amounts in respect of, share appreciation rights granted to eligible employees and such employees providing a release of all claims in respect of those share appreciation rights in favour of CMP and Vysarn;
- (iv) no material adverse change in the CMP business between signing and Completion;
- (v) Shareholders approving the issue of the Deferred Consideration Shares under ASX Listing Rule 7.1 and for all other purposes; and
- (vi) Vysarn having satisfied the conditions to draw-down under a finance facility and/or obtaining binding commitments under a capital raising, in order to pay the Upfront Cash Consideration (which condition has been satisfied following completion of the Placement).

The condition precedents are to be satisfied or waived by no later than 60 days after the date of the SSA, being 11 November 2024, or such other date agreed by the CMP Sellers and Vysarn.

(f) **Other key terms**

CMP's board of directors from Completion will comprise persons to be nominated by Vysarn and the CMP Founders will cease to be directors of CMP.

The CMP Sellers and each of their associated CMP Founders are subject to a restraint period of up to 5 years commencing on the later of the cessation of employment of the CMP Founder and the Completion Date.

The CMP Sellers provide customary warranties and indemnities under the SSA, subject to agreed limitations and exclusions.

8.3 **Dilutionary impact of issue of Upfront Consideration Shares and Deferred Consideration Shares on Vysarn's issued share capital**

Shares	Number of issued Shares	Percentage of issued Shares at date of this Notice and dilutionary impact
Shares on issue at the date of this Notice	517,444,829	N/A
Upfront Consideration Shares to be issued to CMP Sellers at Completion	10,000,000	1.9%
Maximum number of Deferred Consideration Shares that may be issued to the CMP Sellers during Earn Out Period	30,000,000	5.7%

9. **Resolution 6 – Ratification of agreement to issue Upfront Consideration Shares to the CMP Sellers**

9.1 **General**

As set out in Section 8.2(a) above, the Company has entered into the SSA to acquire 100% of the issued shares in CMP. Under the SSA, the Company agreed to issue the Upfront Consideration Shares as part consideration for the acquisition of CMP. The agreement to issue these Shares was made utilising the Company's existing 15% placement capacity under Listing Rule 7.1. The Upfront Consideration Shares will be issued to the CMP Sellers at Completion.

Resolution 6 seeks Shareholder approval to ratify the agreement to issue the Upfront Consideration Shares for the purposes of Listing Rule 7.4, a summary of which is set out in Section 7.3.

Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue or agree to 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 proposed issue of the Upfront Consideration Shares does not fall within any of the exceptions set out in Listing Rule 7.2, and accordingly it effectively uses up part of the Company's 15% limit under Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval for the 12 month period following the date of the agreement to issue the Upfront Consideration Shares.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder approval pursuant to Listing Rule 7.4 to ratify

the agreement to issue the Upfront Consideration Shares so that it does not use up any of the 15% limit on issuing Equity Securities without shareholder approval under Listing Rule 7.1.

9.2 **Technical information required by Listing Rule 14.1A**

If Resolution 6 is passed, the Upfront Consideration Shares will be excluded in calculating the Company's 15% limit under Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the date of the agreement to issue the Upfront Consideration Shares.

If Resolution 6 is not passed, the Upfront Consideration Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the date of the agreement to issue the Upfront Consideration Shares.

9.3 **Technical 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 Resolution 6:

- (a) the Upfront Consideration Shares are to be issued to the CMP Sellers;
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the CMP Sellers are:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) will be issued more than 1% of the issued capital of the Company;
- (c) a total of 10,000,000 Upfront Consideration Shares will be issued;
- (d) the Upfront Consideration Shares to be issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Upfront Consideration Shares will be issued on completion of the Acquisition of CMP, which is expected to take place in late November 2024;
- (f) the Upfront Consideration Shares are being issued as part consideration for the Company's acquisition of CMP pursuant to the SSA. The deemed issue price of the Upfront Consideration Shares is \$0.30 per Share;
- (g) the Upfront Consideration Shares are being issued as part consideration for the Company's acquisition of CMP pursuant to the SSA. The Company has not and will not receive any other consideration for the issue of the Upfront Consideration Shares;
- (h) the purpose of the issue of the Upfront Consideration Shares is as part consideration for the Company's acquisition of CMP pursuant to the SSA; and
- (i) the Upfront Consideration Shares are being issued pursuant to the SSA.

9.4 **Board Recommendation**

The Board recommends that Shareholders vote in favour of Resolution 6.

10. **Resolution 7 – Approval to issue Deferred Consideration Shares to the CMP Sellers**

10.1 **General**

As set out in Section 0(a) above, the Company has entered into the SSA to acquire 100% of the issued shares in CMP. Part of the consideration for the Acquisition includes the issue of up to 30,000,000 Deferred Consideration Shares over the Earn Out Period, subject to achievement by CMP of the EBITDA Targets summarised in Schedule 2.

The issue of the Deferred Consideration Shares is conditional on Shareholder approval under Listing Rule 7.1 and for all purposes (which Shareholder approval is being sought under Resolutions 7 and 8), and ASX granting a waiver from the requirement in Listing Rule 7.3.4 for the Deferred Consideration Shares to be issued within 3 months from the date of Shareholder approval. The ASX waiver has been granted and is summarised in 10.3.

Completion of the Acquisition is also conditional on Shareholders approving the issue of the Deferred Consideration Shares under Listing Rule 7.1 and for all purposes (which Shareholder approval is being sought under Resolutions 7 and 8).

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 proposed issue of the Deferred Consideration Shares does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

10.2 **Technical information required by Listing Rule 14.1A**

If Resolution 7 is passed, the issue of the Deferred Consideration Shares will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 7 is not passed, the Company will not be able to proceed with the issue of the Deferred Consideration Shares, and will not be able to complete the acquisition of CMP, and the SSA will be terminated.

Resolution 7 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Deferred Consideration Shares.

10.3 **Waiver of Listing Rule 7.3.4**

Listing Rule 7.3.4 requires a notice of meeting with a resolution to approve the issue of Equity Securities to state that the securities will be issued within three months of the date of the shareholder's meeting. The Company has obtained a waiver from the ASX to the extent necessary to permit the Company to not state in this Notice that the Deferred Consideration Shares will be issued within three months of the date of the Meeting, subject to the following conditions:

- (a) the EBITDA Targets and Acceleration Events must not be varied;
- (b) the Deferred Consideration Shares must be issued by the earlier of:
 - (i) if the EBITDA Target for a Milestone Period or Milestone Periods is achieved, by no later than 10 business days from the date on which the EBITDA for CMP is agreed or determined for the relevant Milestone Period; or
 - (ii) if an Acceleration Event occurs, by no later than 10 business days from the date on which the Acceleration Event occurs,

and in any event no later than 15 March 2028;

- (c) the maximum number of Deferred Consideration Shares to be issued is capped at 30,000,000;
 - (d) adequate details regarding the dilutionary effect of the Deferred Consideration Shares on the Company's capital structure is included in the Notice;
 - (e) the Notice contains the material terms and conditions of the agreement pursuant to which the Deferred Consideration Shares are to be issued;
 - (f) the the terms and conditions of the waiver are clearly disclosed in the Notice to ASX's satisfaction;
- ; and
- (g) for any annual reporting period during which any of the Deferred Consideration Shares remain to be issued, the Company's annual report sets out the number of Deferred Consideration Shares that remain to be issued and the basis on which the Deferred Consideration Shares may be issued.

10.4 **Technical information required by Listing Rule 7.1**

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 7:

- (a) the Deferred Consideration Shares will be issued to the CMP Sellers;
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) the maximum number of Deferred Consideration Shares to be issued is 30,000,000. The Deferred Consideration Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) ASX has granted the Company a waiver from Listing Rule 7.3.4 to the effect that the Company may issue the Deferred Consideration Shares in accordance with the periods set out in Section 10.3;
- (e) the Deferred Consideration Shares will be issued at a deemed issue price per Share that is equal to the 5 day volume weighted average price at which Shares were trading in the 5 trading days leading up to and included the date of issue;
- (f) the purpose of the issue of the Deferred Consideration Shares is to satisfy part of the consideration to be provided by the Company to the CMP Sellers under the SSA;
- (g) the Deferred Consideration Shares are being issued to the CMP Sellers under the SSA. A summary of the material terms of the SSA is set out in Section 0 above; and
- (h) the Deferred Consideration Shares are not being issued under, or to fund, a reverse takeover.

10.5 **Board Recommendation**

The Board recommends that Shareholders vote in favour of Resolution 7.

11. **Resolution 8 – Approval of potential termination benefits which may be provide to the CMP Founders**

11.1 **General**

As noted in Section 8.1 above, the CMP Founders are currently directors and senior executives of CMP, and will remain with CMP as senior executives on completion of the Acquisition to continue to manage and grow CMP.

Under the SSA, if certain Acceleration Events occur during the Earn Out Period (as summarised in Schedule 2), the CMP Sellers will be entitled to any Deferred Consideration Shares which have not already been issued to them during the Earn Out Period, irrespective of whether the EBITDA Targets for CMP have been achieved. One such event is where the employment of any CMP Founder is terminated without cause or if any CMP Founder is made redundant during the Earn Out Period. If such an event occurs, the CMP Seller that is associated with the CMP Founder that has been terminated without cause or made redundant will receive its respective proportion of the Deferred Consideration Shares which have not already been issued to the CMP Sellers during the Earn Out Period.

The issue of the Deferred Consideration Shares is conditional on Shareholder approval under Listing Rule 7.1 and for all purposes (which Shareholder approval is being sought under Resolutions 7 and 8), and ASX granting a waiver from the requirement in Listing Rule 7.3.4 for the Deferred Consideration Shares to be issued within 3 months from the date of Shareholder approval. The ASX waiver has been granted and is summarised in 10.3 above.

Completion of the Acquisition is also conditional on Shareholders approving the issue of the Deferred Consideration Shares under Listing Rule 7.1 and for all purposes (which Shareholder approval is being sought under Resolutions 7 and 8).

11.2 **Listing Rule 10.19**

Listing Rule 10.19 provides that an entity must ensure that no officer of the entity or of any of its child entities will be, or may be, entitled to 'termination benefits' if the value of those benefits and the termination benefits that are or may become payable to all officers together exceed 5% of the equity interests of the entity as set out in the latest accounts given to ASX under the ASX Listing Rules, unless the entity obtains shareholder approval for the giving of such termination benefits.

The issue of any Deferred Consideration Shares to a CMP Seller due to its associated CMP Founder being terminated without cause or made redundant during the Earn Out Period, will be a 'termination benefit' for the purpose of Listing Rule 10.19.

The value of the Deferred Consideration Shares that may be issued to a CMP Seller in these circumstances cannot presently be ascertained at this time and will depend on the actual number of any Deferred Consideration Shares that may be issued and the market price of Shares at the date of issue. However, the value of any such Deferred Consideration Shares may exceed 5% of the equity interests of the Company at the relevant time.

Accordingly, Shareholder approval is sought for the purpose of Listing Rule 10.19 in relation to any such termination benefits described above that the CMP Founders (indirectly) may be entitled to, if their employment is terminated without cause or if they are made redundant during the Earn Out Period.

If Resolution 8 is passed, the Company will be able to proceed with the Acquisition and will also be able to accelerate the issue of any Deferred Consideration Shares to a CMP Seller in the circumstances described above. If Resolution 8 is not passed, the Acquisition will not complete.

11.3 **Sections 200B and 200E of the Corporations Act**

Section 200B of the Corporations Act provides that a company may only give a person a benefit in connection with their ceasing to hold a managerial or executive office in the company or a

related body corporate if the giving of the benefit has been approved by shareholders under section 200E of the Corporations Act or an exemption applies.

Section 200B of the Corporations Act applies to manager or executive officers of the Company or any of its subsidiaries, and will include the CMP Founders as senior executives of CMP following Completion.

The term 'benefit' has a wide operation and includes a payment or other valuable consideration, any kind of real or personal property and any legal or equitable interest in real or personal property and any legal or equitable right.

The issue of any Deferred Consideration Shares to a CMP Seller due to its associated CMP Founder being terminated without cause or being made redundant during the Earn Out Period may be considered a 'benefit' for the purpose of sections 200B and 200E of the Corporations Act.

Accordingly, Shareholder approval is sought for the purpose of sections 200B and 200E of the Corporations Act for any such benefit which any of the CMP Founders may (indirectly) receive, if their employment is terminated without cause or if they are made redundant during the Earn Out Period.

If Shareholders approve Resolution 8, and if the employment of any CMP Founder is terminated without cause or any CMP Founder is made redundant during the Earn Out Period and no Deferred Consideration Shares have previously been issued during the Earn Out Period, a maximum of 10,000,000 Deferred Consideration Shares may be issued to each CMP Seller that is associated with the CMP Founder that has been terminated without cause or made redundant during the Earn Out Period.

The actual number of Deferred Consideration Shares that may be issued to any CMP Seller in these circumstances will depend on the number of any Deferred Consideration Shares previously issued to the CMP Seller on or before the date on which the employment of the CMP Founder associated with that CMP Seller is terminated without cause or the CMP Founder is made redundant during the Earn Out Period.

The value of the Deferred Consideration Shares that may be issued if the employment of any CMP Founder is terminated without cause or any CMP Founder is made redundant during the Earn Out Period cannot presently be ascertained at this time and will depend on the actual number of any Deferred Consideration Shares that may be issued and the market price of Shares at the date of issue.

The price of the Shares on ASX on 9 October 2024, being the latest practicable date before the date of the Notice, was \$0.465.

If Resolution 8 is passed, the Company will be able to proceed with the Acquisition and will also be able to accelerate the issue of any Deferred Consideration Shares to a CMP Seller due to its associated CMP Founder being terminated without cause or being made redundant during the Earn Out Period. If Resolution 8 is not passed, the Acquisition will not complete.

11.4 **Board Recommendation**

The Board recommends that Shareholders vote in favour of Resolution 8.

Schedule 1 - Definitions

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

10% Placement Facility has the meaning given in Section 6.1.

10% Placement Period has the meaning given in Section 6.2(f).

\$ means Australian Dollars.

Acceleration Event means an acceleration event in relation to the issue of the Deferred Consideration Shares summarised in Schedule 2.

Acquisition has the meaning given in Section 0(a).

Annual Report means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2023.

Article means an article of the Constitution.

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

Auditor's Report means the auditor's report on the Financial Report.

Board means the board of Directors.

Chairperson means the person appointed to chair the Meeting of the Company convened by the Notice.

Chief Executive Officer means the chief executive officer of the Company.

Closely Related Party has the meaning given in section 9 of the Corporations Act.

CMP has the meaning given in Section 8.1.

CMP Founders mean Stephen Morris, Soyun Punyadasa and Greogory Chalmers.

CMP Sellers has the meaning given in Section 0(a).

Company means Vysarn Limited (ACN 124 212 175).

Completion has the meaning given in Section 0(e).

Completion Date means the date on which Completion occurs.

Constitution means the constitution of the Company as at the date of the Meeting.

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

Deferred Consideration Shares has the meaning given in Section 0(b).

Director means a director of the Company.

Directors' Report means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Earn Out Period has the meaning given in Section 0(b).

EBITDA means earnings before interest, taxation, depreciation and amortisation.

EBITDA Targets has the meaning given in Schedule 1.

Eligible Entity has the same meaning as in the Listing Rules.

Equity Security has the same meaning as in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum which forms part of the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Joint Lead Managers has the meaning given in Section 7.1.

Kariyarra Water Source has the meaning given in Section 7.1.

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.

LR7.1 Placement Shares has the meaning given in Section 7.1.

LR7.1A Placement Shares has the meaning given in Section 7.1.

Managing Director means the managing director of the Company.

Meeting has the meaning given in the introductory paragraph of the Notice.

Milestone Period has the meaning given in Schedule 2.

Minimum Issue Price has the meaning given in Section 6.2(e).

Notice means this notice of annual general meeting.

Placement has the meaning given in Section 7.1.

Placement Participant has the meaning given in Section 7.5(a).

Placement Shares has the meaning given in Section 7.1.

Proxy Form means the proxy form enclosed with the Notice.

Relevant Period means the 12 month period immediately preceding the date of issue or agreement.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

Resolution means a resolution referred to in the Notice.

Schedule means a schedule to the Notice.

Section means a section of the Explanatory Memorandum.

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

Shareholder means the holder of a Share.

SSA has the meaning given in Section 0(a).

Strike means a 'no' vote of 25% or more on the resolution approving the Remuneration Report.

Subsidiary has the meaning given to that term in section 9 of the Corporations Act.

Trading Day has the meaning given in the Listing Rules.

Upfront Consideration Shares has the meaning given in Section 0(b).

Variable A has the meaning given in Section 6.3(b)(i).

VWAP means volume weighted average market price.

WST means Western Standard Time being the time in Perth, Western Australia.

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Schedule 2 - Summary of terms of Deferred Consideration Shares

<p>1. Performance Milestones: EBITDA Targets</p>	<p>Under the SSA, Vysarn must issue up to 30,000,000 Shares (Deferred Consideration Shares) to the CMP Sellers (in their respective proportions of 33.33% each) as follows:</p> <p style="margin-left: 40px;">(a) 26,666,667 Deferred Consideration Shares to be issued to the CMP Sellers if CMP achieves the following EBITDA targets (EBITDA Targets) during the Earn Out Period:</p> <table border="1" style="margin-left: 80px; width: 100%;"> <thead> <tr> <th style="text-align: left;">Earn Out Period</th> <th style="text-align: left;">EBITDA Targets</th> <th style="text-align: left;">Shares</th> </tr> </thead> <tbody> <tr> <td>The period commencing on the Completion Date and ending on the 12 month anniversary date following the Completion Date (First Anniversary Date) (Year 1)</td> <td>\$5,500,000</td> <td>8,888,889 Shares</td> </tr> <tr> <td>The period commencing on the day following the First Anniversary Date and ending on the 24 month anniversary date following the Completion Date (Second Anniversary Date) (Year 2)</td> <td>\$6,000,000</td> <td>8,888,889 Shares</td> </tr> <tr> <td>The period commencing on the day following the Second Anniversary Date and ending on the 36 month anniversary date following the Completion Date (Year 3)</td> <td>\$6,500,000</td> <td>8,888,889 Shares</td> </tr> </tbody> </table> <p style="margin-left: 80px;">(Year 1, Year 2 and Year 3, each being a Milestone Period).</p> <p style="margin-left: 40px;">(b) If the EBITDA Target is not reached for Year 2 or Year 3, but the EBITDA for CMP for each of Year 2 and Year 3 is equal to or greater than \$5,000,000 and the cumulative EBITDA for CMP for Year 2 and Year 3 is equal to or greater than \$12,500,000, Vysarn will issue the Deferred Consideration Shares that were not issued for Year 2 or Year 3 because the EBITDA Target for that year was not reached.</p> <p style="margin-left: 40px;">(c) If the cumulative EBITDA for CMP for Year 1, Year 2 and Year 3 is equal to or greater than \$18,000,000, an additional 3,333,333 Deferred Consideration Shares will be issued to the CMP Sellers.</p>	Earn Out Period	EBITDA Targets	Shares	The period commencing on the Completion Date and ending on the 12 month anniversary date following the Completion Date (First Anniversary Date) (Year 1)	\$5,500,000	8,888,889 Shares	The period commencing on the day following the First Anniversary Date and ending on the 24 month anniversary date following the Completion Date (Second Anniversary Date) (Year 2)	\$6,000,000	8,888,889 Shares	The period commencing on the day following the Second Anniversary Date and ending on the 36 month anniversary date following the Completion Date (Year 3)	\$6,500,000	8,888,889 Shares
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The period commencing on the day following the Second Anniversary Date and ending on the 36 month anniversary date following the Completion Date (Year 3)	\$6,500,000	8,888,889 Shares											
<p>2. Basis for Determining EBITDA for each Milestone Period</p>	<p>The EBITDA for each Milestone Period is to be determined by reference to annual audited financial statements for CMP for that Milestone Period.</p> <p>The Buyer must provide to the CMP Sellers a draft statement of CMP's EBITDA (Draft Deferred Consideration Statement), based on the audited financial statements for each Milestone Period within 15 business days following their preparation. The CMP Sellers have 10 business days following receipt of the Draft Deferred Consideration Statement to dispute the Draft Deferred Consideration Statement. If the parties cannot resolve the dispute within an additional 25 business days, the dispute may be referred to, within 10 business days, an expert (being a firm of chartered accountants) for resolution.</p>												
<p>3. Calculation of EBITDA for CMP for each Milestone Period</p>	<p>The EBITDA for CMP for each Milestone Period is to be calculated in accordance with the following principles:</p> <p style="margin-left: 40px;">(a) CMP is to be treated as a stand-alone entity (whether or not ultimately consolidated with the accounts and financial statements of Vysarn);</p> <p style="margin-left: 40px;">(b) the following items are to be excluded:</p> <p style="margin-left: 80px;">(i) any costs incurred by or allocated to CMP to meet the compliance or other requirements of being a Vysarn group company;</p>												

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	<ul style="list-style-type: none"> (ii) any transactions with any other Vysarn group company other than transactions entered into on arms' length terms agreed by the CMP Sellers; (iii) any one-off or non-recurring items related to the transactions under the SSA or losses which are otherwise met by the CMP Sellers under a claim or outside the ordinary course of the business (for example, pursuing acquisition or inorganic expansion opportunities); (iv) one-off or extraordinary revenue items; (v) revenue received in the form of government grants, allowances, rebates or other hand-outs; (vi) revenue or profit that has been manufactured to achieve the target EBITDA for a Milestone Period; and (vii) the impact of any breach of the other provisions below; <p>(c) in a manner consistent with the principles, policies and procedures used to prepare CMP's 30 June 2024 financial statements to the extent the principle, policy or procedure is not inconsistent with the Accounting Standards; and</p> <p>(d) otherwise, in a manner consistent with the Accounting Standards.</p> <p>Accounting Standards means the accounting standards made by the Australian Accounting Standards Board in accordance with the Corporations Act, and the requirements of the Corporations Act relating to the preparation and content of financial statements, but on a pre AASB16 basis.</p>
<p>4. Other provisions</p>	<p>During the Earn Out Period:</p> <ul style="list-style-type: none"> (a) the CMP Founders: <ul style="list-style-type: none"> (i) must at least 45 days before the commencement of each Milestone Period or as otherwise agreed by Vysarn, prepare an annual budget for CMP for the next Milestone Period for the approval of the CMP's board of directors; (ii) will have responsibility for the day to day management of the Business under the supervision of CMP's board of directors; (b) the CMP business must be carried on in a normal, proper and efficient manner and in the ordinary course and for the purpose of developing and enhancing that business; (c) Vysarn must, and must procure that each Vysarn group company: <ul style="list-style-type: none"> (i) treats the CMP business as a separate business unit for accounting purposes and that the accounts and financial statements of the CMP business stand-alone for the purposes of calculating CMP's EBITDA for each Milestone Period (whether or not ultimately consolidated with the accounts and financial statements of the other Vysarn group companies); (ii) does not enter into any contract or commitment in relation to the CMP business which is not on arm's length terms; (iii) does not pass a resolution to wind up CMP or to cause CMP to stop carrying on the CMP business, except as necessary to comply with any applicable law; and (iv) does not take any action with the dominant purpose of, or which results in, minimising, hindering or impeding CMP's ability to achieve the target EBITDA for a Milestone Period in a material respect.

<p>5. Acceleration Events</p>	<p>Vysarn must issue any Deferred Consideration Shares to the CMP Sellers that have not previously been issued to them upon the achievement by CMP of the EBITDA Targets if any of the following acceleration events occur during the Earn Out Period:</p> <ul style="list-style-type: none"> (a) the sale of CMP, or all or substantially all of its assets, to a third party purchaser; (b) the admission of CMP to the official list of the Australian Securities Exchange; (c) there is an off market takeover bid for Vysarn, that is recommended unanimously by Vysarn's Board of Directors, and the bid is declared or is unconditional and the bidder has acquired voting power in more than 50% of Vysarn's fully paid ordinary shares; (d) a court sanctions a scheme of arrangement under Part 5.1 of the Corporations Act in respect of Vysarn with any other company; (e) any other merger or consolidation of Vysarn occurs which results in the holders of Vysarn's fully paid ordinary shares immediately before the merger or consolidation being entitled to 50% or less of the voting shares in the body corporate resulting from the merger or consolidation; or (f) any similar event occurs that results in a change in ownership or control of Vysarn or CMP or all or substantially all of the assets of Vysarn or CMP. <p>In addition, if the employment of any CMP Founder is terminated without cause or the CMP Founder is made redundant during the Earn Out Period, Vysarn must issue to the CMP Seller that is associated with that CMP Founder, that CMP Seller's respective proportion (i.e. 33.33%) of any Deferred Consideration Shares that have not previously been issued to the CMP Sellers upon the achievement by CMP of the EBITDA Targets. For the purposes of this clause:</p> <ul style="list-style-type: none"> (a) the CMP Seller, Humpydoo Pty. Ltd. ATF the Nehpets Trust is associated with the CMP Founder, Stephen McFarlane Morris; (b) the CMP Seller, Lion Cubs Pty. Ltd. ATF Shyboy and Chutiboy Trust is associated with the CMP Founder, Achala Soyun Punyadasa; and (c) the CMP Seller, Lexon Renewal Pty. Ltd. ATF the Rabbie and Monkie Trust is associated with the CMP Founder, Gregory John Chalmers.
<p>6. Voluntary escrow</p>	<p>The Deferred Consideration Shares are subject to a voluntary escrow arrangement under which these Shares must not be transferred or otherwise disposed of, for 12 months from their date of issue. Such arrangements will cease if one of the Acceleration Events occur.</p>
<p>7. Non transferrable</p>	<p>The CMP Sellers' rights in respect of the Deferred Consideration Shares under the SSA are not transferable.</p>
<p>8. Other terms</p>	<p>The Deferred Consideration Shares will be issued as ordinary shares which will rank equally with Vysarn's existing issued ordinary shares at the time of issue. The CMP Sellers do not have any of the rights below under the SSA in respect of the Deferred Consideration Shares prior to their issue:</p> <ul style="list-style-type: none"> (a) a right to vote; (b) any entitlement to a dividend, whether fixed or at the discretion of the directors; (c) any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise; (d) any right to participate in the surplus profit or assets of the entity upon a winding up; or

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	(e) any right to participate in new issues of securities such as bonus issues or entitlement issues.
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Your proxy voting instruction must be received by **04.00pm (AWST) on Tuesday, 19 November 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 Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

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

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