



25 October 2024

ASX/MEDIA RELEASE

## AERIS RESOURCES LIMITED (ASX:AIS)

### Letter to Shareholders, Notice of Annual General Meeting and Proxy Form

Aeris Resources Limited (ASX: **AIS**) (**Company** or **Aeris**) advises that an Annual General Meeting (**Meeting**) of shareholders of Aeris to be held at **10.00am (AEST) on 27 November 2024** at HopgoodGanim Lawyers, Level 7, Waterfront Place, 1 Eagle Street Brisbane QLD 4000.

A copy of a letter mailed to shareholders who have elected to receive documents in hard copy, along with a copy of the Notice of Meeting and Proxy Form, is attached below.

As permitted by the *Corporations Act 2001* (Cth) and the Company's Constitution, the Company will not be dispatching physical copies of the Notice of Meeting to all shareholders. Instead, the Notice of Meeting and accompanying explanatory memorandum is being made available to shareholders electronically and can be viewed and downloaded at the following links:

<https://www.aerisresources.com.au/investor-centre/> or <https://www.asx.com.au/>

If you have any questions about the AGM or Notice of Meeting, please contact the Share Registry on 1300 288 664 (for callers within Australia) or +61 2 9698 5414 (for overseas callers).

**This announcement is authorised for lodgement by:**

Mr. Andre Labuschagne  
Executive Chairman

**For further information, please contact:**

Mr. Andre Labuschagne  
Executive Chairman  
Tel: +61 7 3034 6200, or visit our website at [www.aerisresources.com.au](http://www.aerisresources.com.au)

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## Notice of Extraordinary General Meeting

Dear Shareholder

It is my pleasure to invite you to the Annual General Meeting (**Meeting**) of shareholders of Aeris Resources Limited (**Company** or **Aeris**) to be held at 10:00am (AEST) on 27 November 2024.

The meeting will be held in-person at HopgoodGanim Lawyers, Level 7, Waterfront Place, 1 Eagle Street, Brisbane Qld 4000. In accordance with the *Corporations Act 2001* (Cth) and the Company's Constitution, the Company will not be dispatching physical copies of the Notice of Meeting to shareholders unless the shareholder has made a valid election to receive documents in hard copy.

The Notice of Meeting are available to view online on the ASX website and Company's website:

<https://www.aerisresources.com.au/investor-centre/#asx-announcements>.

The Meeting has been convened to consider Resolutions for:

- (a) the adoption of the Remuneration Report for the year ended 30 June 2024;
- (b) the re-election of Mr Michele Muscillo as Director of the Company;
- (c) approval to issue an additional 10% of the issued capital of the Company over a 12-month period pursuant to Listing Rule 7.1A; and
- (d) the re-insertion of proportional takeover provisions in Constitution.

### Attending the Meeting in-person

Shareholders can attend the Meeting in-person at HopgoodGanim Lawyers, Level 7, Waterfront Place, 1 Eagle Street, Qld 4000.

### Voting by Proxy

Shareholders who wish to participate in the Meeting in-person and who wish to vote on the day of the meeting can find further instructions on how to do so in the Notice of Meeting.

Alternatively, shareholders are strongly encouraged to complete and submit their vote by proxy by using one of the following methods:

<b>Online</b>	Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> by following the instructions: (1) Log in to the Automic website using the holding details as shown on the Proxy Form. (2) Click on 'View Meetings' – 'Vote'. (3) To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy form. For further information on the online proxy lodgement process please see the Online Proxy Lodgement Guide at: <a href="https://www.automicgroup.com.au/wp-content/uploads/2020/09/Online-Proxy-Lodgment-web.pdf">https://www.automicgroup.com.au/wp-content/uploads/2020/09/Online-Proxy-Lodgment-web.pdf</a>
<b>By post</b>	Automic, GPO Box 5193, Sydney NSW 2001
<b>By hand</b>	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000



Your proxy voting instruction must be received by 10:00 am (AEST) on 25 November 2024, being no 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.

Each resolution considered at the Meeting will be decided on a poll.

Questions in relation to the Resolution can be submitted, in advance of the meeting to the Company, in writing to the Company Secretary via email to [investorrelations@aerisresources.com.au](mailto:investorrelations@aerisresources.com.au) by 10am (AEST) on 25 November 2024.

If you have any queries regarding the AGM or require a hard copy of the Notice of Annual General Meeting, please contact your stockbroker, accountant, other independent professional adviser or the Company's registry, Automic Registry Services on 1300 288 664 (callers within Australia) or +61 2 9698 5414 (callers outside Australia) at any time between 9.00am to 5.00pm (AEST) Monday to Friday, up to the AGM date.

Your continued support is greatly appreciated.

Yours sincerely,

Andre Labuschagne  
Executive Chairman

**Aeris Resources Limited**

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# Notice of Annual General Meeting and Explanatory Memorandum

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## Aeris Resources Limited ACN 147 131 977

- Date of Meeting: 27 November 2024
- Time of Meeting: 10:00am (AEST)
- Place of Meeting: HopgoodGanim Lawyers  
Level 7, Waterfront Place  
1 Eagle Street  
Brisbane Qld 4000

This Notice of Annual General Meeting and Explanatory Memorandum should be read in their entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

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# Notice of Annual General Meeting

Dear Shareholder

Enclosed is a notice of an Annual General Meeting (**Meeting**) of shareholders of Aeris Resources Limited (**Company** or **Aeris**) to be held at 10:00am (AEST) on 27 November 2024.

The meeting will be held in-person at HopgoodGanim Lawyers, Level 7, Waterfront Place, 1 Eagle Street, Qld 4000. In accordance with the *Corporations Act 2001* (Cth) and the Company's Constitution, the Company will not be dispatching physical copies of the Notice of Meeting to shareholders unless the shareholder has made a valid election to receive documents in hard copy.

The Meeting has been convened to consider Resolutions for:

- (a) the adoption of the Remuneration Report for the year ended 30 June 2024;
- (b) the re-election of Mr Michele Muscillo as Director of the Company;
- (c) approval to issue an additional 10% of the issued capital of the Company over a 12-month period pursuant to Listing Rule 7.1A; and
- (d) the re-insertion of proportional takeover provisions in Constitution.

## Attending the Meeting in-person

Shareholders can attend the Meeting in-person at HopgoodGanim Lawyers, Level 7, Waterfront Place, 1 Eagle Street, Qld 4000.

## Voting in-person at the Meeting

If you attend the Meeting in-person, you will be able to register and vote at the Meeting by attending HopgoodGanim Lawyers, Level 7, 1 Eagle Street, Brisbane Qld 4000.

## Voting by Proxy

Shareholders who wish to participate in the Meeting in-person and who wish to vote on the day of the meeting can find further instructions on how to do so in the Notice of Meeting.

Alternatively, shareholders are strongly encouraged to complete and submit their vote by proxy by using one of the following methods:

<b>Online</b>	Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> by following the instructions: (1) Log in to the Automic website using the holding details as shown on the Proxy Form. (2) Click on 'View Meetings' – 'Vote'. (3) To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy form. For further information on the online proxy lodgement process please see the Online Proxy Lodgement Guide at: <a href="https://www.automicgroup.com.au/agm/virtual-agms/">https://www.automicgroup.com.au/agm/virtual-agms/</a>
<b>By post</b>	Automic, GPO Box 5193, Sydney NSW 2001
<b>By hand</b>	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

Your proxy voting instruction must be received by 10:00 am (AEST) on 25 November 2024, being no 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.

# Notice of Annual General Meeting

In addition to the enclosed Proxy Form, the Proxy Form is also available on the Company's website at <https://www.aerisresources.com.au/investor-centre/#asx-announcements>.

Each resolution considered at the Meeting will be decided on a poll.

Questions in relation to the Resolutions can be submitted, in advance of the meeting to the Company, in writing to the Company Secretary via email to [investorrelations@aerisresources.com.au](mailto:investorrelations@aerisresources.com.au) by 10:00am (AEST) on 25 November 2024.

If you have any queries regarding the AGM or require a hard copy of the Notice of Annual General Meeting, please contact your stockbroker, accountant, other independent professional adviser or the Company's registry, Automic Registry Services on 1300 288 664 (callers within Australia) or +61 2 9698 5414 (callers outside Australia) at any time between 9.00am to 5.00pm (AEST) Monday to Friday, up to the date of the Meeting.

Shareholders are encouraged to monitor the Company's website for any further updates in relation to the arrangements for the Meeting. The Company looks forward to your attendance and participation at the Meeting.

Your continued support is greatly appreciated.

Yours sincerely



Andre Labuschagne  
Executive Chairman

Aeris Resources Limited

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# Notice of Annual General Meeting

Notice is given that an Annual General Meeting of Shareholders of Aeris Resources Limited ACN 147 131 977 will be held:

Date of Meeting: 27 November 2024  
Time of Meeting: 10:00 am (AEST)  
Place of Meeting: HopgoodGanim Lawyers  
Level 7, Waterfront Place  
1 Eagle Street  
Brisbane Qld 4000

Terms used in this Notice of Meeting are defined in section 6 of the accompanying Explanatory Memorandum.

The Explanatory Memorandum and the Proxy Form accompanying this Notice of Meeting are incorporated in and comprise part of this Notice of Meeting.

## Agenda

The agenda for the meeting is as follows:

### Ordinary Business

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#### Financial Report

To receive and consider the Company's Annual Report, consisting of the Directors' Report and Auditors' Report, Directors' Declaration, Consolidated Statement of Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Cash Flows and notes to and forming part of the accounts for the Company and its controlled entities for the financial year ended 30 June 2024.

No voting is required for this item.

#### 1. Resolution 1 – Remuneration Report

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To consider and, if thought fit, pass the following Resolution, with or without amendment, as an advisory Resolution:

*“That, the Remuneration Report for the year ended 30 June 2024 (as set out in the Directors' Report) is adopted”.*

**Note:**

The vote on this Resolution 1 is advisory only and does not bind the Directors or the Company.

**Voting Restriction pursuant to Section 250R(4) of the Corporations Act**

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

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

However, the above persons may cast a vote on Resolution 1 if:

- (a) the person does so as a proxy; and

# Notice of Annual General Meeting

- (b) the vote is not cast 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; and either:
- (1) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
  - (2) the voter is the chair of the meeting and the appointment of the chair as proxy:
    - (A) does not specify the way the proxy is to vote on the resolution; and
    - (B) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of the Key Management Personnel for the Company or, if the Company is part of a consolidated entity, for the entity.

#### **Voting Intentions of Chair**

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolution the subject of this Meeting, including Resolution 1, subject to compliance with the Corporations Act.

Further details, in relation to the ability of the Chair to vote on undirected proxies are set out in the accompanying Explanatory Memorandum.

## **2. Resolution 2 – Re-election of Mr Michele Muscillo as a Director of the Company**

To consider and, if thought fit, pass the following resolution, with or without amendment, as an Ordinary Resolution of the Company:

*“That Mr Michele Muscillo, who retires by rotation in accordance with Rule 28.6(a) of the Constitution and Listing Rule 14.4 and, being eligible, offers himself for re-election, be re-elected as a Director.”*

## **Special Business**

### **3. Resolution 3 – Approval to issue an additional 10% of the issued capital of the Company over a 12-month period pursuant to Listing Rule 7.1A**

To consider and, if thought fit, pass the following resolution, with or without amendment, as a Special Resolution of the Company:

*“That, pursuant to and in accordance with Listing Rule 7.1A, and for all other purposes, the Shareholders approve the issue of Equity Securities of 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, over a 12-month period from the date of the Meeting, at a price not less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions described in the Explanatory Memorandum.”*

#### **Voting Exclusion Statement**

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



# Notice of Annual General Meeting

## 4. Resolution 4 – Insertion of Proportional Takeover Provisions in Constitution

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To consider and, if thought fit, pass the following resolution, with or without amendment, as an Special Resolution of the Company:

*“That, for the purposes of sections 136(2) and 648G of the Corporations Act, and for all other purposes, the Constitution of the Company be amended by re-inserting the proportional takeover provisions contained in the attached Explanatory Memorandum into the Constitution as Rule 15.8, with effect from the date of the Meeting for a period of three years”.*

## General Business

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To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

Notes:

- (a) Terms used in this Notice of Meeting are defined in the “Interpretation” section of the accompanying Explanatory Memorandum.
- (b) A detailed summary of the Resolutions is contained within the Explanatory Memorandum.

All resolutions at this Meeting will be voted on by poll and Shareholders who are entitled to vote may vote either prior to the Meeting by appointing a proxy or by poll during the Meeting.

## By order of the Board



Dane Van Heerden  
Company Secretary  
Aeris Resources Limited  
25 October 2024

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# Explanatory Memorandum

## Explanatory Memorandum

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This Explanatory Memorandum is provided to shareholders of Aeris Resources Limited ACN 147 131 977 in connection with the business to be considered at the Annual General Meeting of Shareholders to be held at HopgoodGanim Lawyers, Level 7, Waterfront Place, 1 Eagle Street, Qld 4000. The Notice of Meeting, which is also enclosed, sets out details of proposals concerning the Resolutions to be put to Shareholders.

The purpose of this Explanatory Memorandum is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote upon the Resolutions. The Company's Notice of Annual General Meeting and this Explanatory Memorandum should be read in their entirety and in conjunction with each other.

Subject to the abstentions noted below, the Directors unanimously recommend that Shareholders vote in favour of all Resolutions. The Chairman of the Meeting intends to vote all available undirected proxies in favour of each resolution.

The Directors recommend that Shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

Resolution 1, relating to the Remuneration Report, is an advisory resolution and does not bind the Directors or the Company. Resolutions 2 is an ordinary resolution, which requires that a simple majority of votes cast by Shareholders present and entitled to vote on the resolution must be in favour of the Resolution. Resolutions 3 and 4 are special resolutions, which require that at least 75% of the votes cast by Shareholders present and entitled to vote on the resolution must be in favour of the Resolution.

Terms used in this Explanatory Memorandum are defined in Section 6.

### 1. Consider the Company's Annual Report

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The Company's Annual Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Consolidated Statement of Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Cash Flows and notes to and forming part of the accounts for the Company and its controlled entities for the financial year ended 30 June 2024 were released to ASX Limited on 29 August 2024.

The Company's Annual Report is placed before the Shareholders for discussion.

No voting is required for this item.

### 2. Resolution 1 - Remuneration Report

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#### 2.1 Remuneration Report

In accordance with Section 250R of the Corporations Act, the Board has submitted its Remuneration Report to Shareholders for consideration and adoption by way of a non-binding advisory Resolution.

The Remuneration Report is set out in the Directors' Report section of the Annual Report for the period ending 30 June 2024.

The Remuneration Report:

- explains the Board's policies and processes for determining the nature and amount of remuneration of executive Directors and senior executives of the Company;

# Explanatory Memorandum

- explains the relationship between Company performance and remuneration policy;
- sets out remuneration details for each Director and the most highly remunerated senior executives of the Company;
- details and explains any performance conditions applicable to the remuneration of executive Directors and senior executives of the Company; and
- sets out the details of Share-based compensation for the Directors.

A reasonable opportunity will be provided for the Shareholders to ask questions about, or make comments on, the Remuneration Report at the Meeting.

## 2.2 Directors' recommendation

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to Resolution 1. A vote on this Resolution is advisory only and does not bind the Directors or the Company.

## 2.3 Voting restrictions on Key Management Personnel and their Closely Related Parties and their proxies

Members of the Key Management Personnel and their Closely Related Parties (**Restricted Voters**) and proxies of Restricted Voters are restricted from voting on a resolution which is connected directly or indirectly with the remuneration of a member of the Key Management Personnel (**Voting Restriction**).

Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity. The Company will disregard any votes cast in favour of the Resolution by any restricted voters.

The Voting Restriction applies to Resolution 1. However, it does not apply where:

- the member of the Key Management Personnel is appointed in writing (by a Shareholder who is not a Restricted Voter) as a proxy where the appointment specifies the way the proxy is to vote on the resolution; or
- the Chair is appointed in writing (by a Shareholder who is not a Restricted Voter) as a proxy where the appointment does not specify the way the proxy is to vote on the resolution and expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company or, if the Company is part of a consolidated entity, for the entity.

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the resolutions the subject of this Meeting, including Resolution 1, subject to compliance with the Corporations Act. In exceptional circumstances, the Chair may change their voting intention on any resolution, in which case an ASX announcement will be made.

The Proxy Form attached to this Notice has been prepared on this basis.

# Explanatory Memorandum

## **3. Resolution 2 – Re-election of Mr Michele Muscillo as a Director of the Company**

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### **3.1 Background**

Under Listing Rule 14.4 and Rule 28.6(a) of the Company's Constitution, a Director (other than the Managing Director) shall not continue in office for a period in excess of three consecutive years or until the third annual general meeting following the Director's appointment, whichever is longer, without submitting to re-election.

Mr Muscillo was last re-elected as a Director of the Company at the AGM held on 25 November 2021.

Accordingly, Mr Muscillo retires by rotation in accordance with the Company's Constitution and Listing Rule 14.4 and, being eligible, offers himself for re-election as a Director. If Resolution 2 is passed, Mr Muscillo will be re-elected as a Director and if it is not passed, Mr Muscillo will not be re-elected.

### **3.2 Mr Muscillo's qualifications and experience**

Mr Muscillo is a Partner specialising in corporate law with HopgoodGanim Lawyers. Mr Muscillo is an admitted Solicitor and has a practice focussed almost exclusively on mergers and acquisitions and capital raising. Mr Muscillo has acted on a variety of corporate transactions including initial public offerings, takeovers and acquisitions. Mr Muscillo has a Bachelor of Laws from Queensland University of Technology (QUT) and was a recipient of the QUT University Medal.

Mr Muscillo is the Chairman of the Audit Committee and is a member of both the Remuneration and Nomination Committee and the Sustainability Committee.

Other current directorships (ASX listed entities): Xanadu Mines Limited (ASX:XAM) and Mako Gold Limited (ASX:MKG).

Former directorships in the past 3 years (ASX listed entities): Cardinal Resources Limited (ASX:CDV).

### **3.3 Recommendation**

The Directors (with Mr Muscillo abstaining) recommend that you vote in favour of this Ordinary Resolution.

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the resolutions the subject of this Meeting, including this Resolution 2, subject to compliance with the Corporations Act. In exceptional circumstances, the Chair may change their voting intention on any resolution, in which case an ASX announcement will be made.

## **Special Business**

## **4. Resolution 3 – Approval to issue an additional 10% of the issued capital of the Company over a 12-month period pursuant to Listing Rule 7.1A**

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### **4.1 Background**

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.

# Explanatory Memorandum

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

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. The Company is an eligible entity as both of these conditions are satisfied having regard to the market price of \$0.22 per Share as at 16 October 2024.

Resolution 3 seeks Shareholder approval by way of special resolution for the Company to be granted the Additional 10% Capacity provided for in Listing Rule 7.1A.

If Resolution 3 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

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

## 4.2 Technical information required by Listing Rule 7.1A

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to Resolution 3:

### (a) Period for which the Additional 10% Capacity is valid

The Additional 10% Capacity will commence on the date of the Meeting and expire on the first to occur of the following:

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

### (b) Minimum Price at which the Equity Securities may be issued

Any Equity Securities issued under the Additional 10% Capacity must be in an existing quoted class of Equity Securities and be issued at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (1) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or
- (2) if the Equity Securities are not issued within 10 trading days of the date in subsection 4.2(b)(1), the date on which the Equity Securities are issued.

### (c) Use of funds raised under the Additional 10% Capacity

The purposes for which funds raised by an issue of Equity Securities under the Additional 10% Capacity may be used include the following:

- (1) exploration activities on the Company's mineral interests;
- (2) assessment of any future mineral property opportunities;

# Explanatory Memorandum

- (3) assessment of any other investment opportunities; and
- (4) ongoing future working capital purposes.

**(d) Risk of Economic and Voting Dilution**

Any issue of Equity Securities under the Additional 10% Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 3 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the Additional 10% Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue as at 30 June 2024.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the Additional 10% Capacity.

	Issued Share Capital (Variable A in Listing Rule 7.1A.2)	Issued Share Capital: 10% Voting Dilution	Issue Price		
			50% decrease in Market Price \$0.11	Market Price as at 16 October 2024 \$0.22	100% Increase in Market Price \$0.44
<b>Funds Raised</b>					
<b>Current</b>	967,525,540	96,752,554	\$10,642,781	\$21,285,562	\$42,571,124
<b>50% Increase</b>	1,451,288,310	45,128,831	\$15,964,171	\$31,928,343	\$63,856,686
<b>100% Increase</b>	1,935,051,080	93,505,108	\$21,285,562	\$42,571,124	\$85,142,248

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

**The table above uses the following assumptions:**

- (1) At 16 October 2024, there were 967,525,540 Shares on issue.
- (2) The issue price set out above is the closing market price of the Shares on the ASX on 16 October 2024.
- (3) The Company issues the maximum possible number of Equity Securities under the Additional 10% Capacity.
- (4) The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
- (5) The issue of Equity Securities under the Additional 10% Capacity consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.

# Explanatory Memorandum

- (6) The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- (7) This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.
- (8) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (9) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Additional 10% Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

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

(c) **Allocation policy under the Additional 10% Capacity**

The recipients of the Equity Securities to be issued under the Additional 10% Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the Additional 10% Capacity, having regard to the following factors:

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

(d) **Previous approval under Listing Rule 7.1A**

The Company did not obtain approval from its Shareholders under Listing Rule 7.1A at its previous annual general meeting held in 2023 and, accordingly, has not issued any Shares under Listing Rule 7.1A.2 during the 12-month period prior to the date of the Meeting.

(e) **Voting Exclusion Statement**

# Explanatory Memorandum

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. In accordance with the note set out in Listing Rule 14.11.1 relating to Listing Rules 7.1 and 7.1A, for a person's vote to be excluded, it must be known that that person will participate in the proposed issue.

Where it is not known who will participate in the proposed issue (as is the case in respect of the Shares available under the Additional 10% Capacity), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted and there is no reason to exclude their votes.

Accordingly, a voting exclusion statement is not included in this Notice.

## 4.3 Directors' Recommendation

The Directors recommend that you vote in favour of this Special Resolution.

## 5. Resolution 4 – Insertion of Proportional Takeover Provisions in the Constitution

### 5.1 Background

The Corporations Act permits a company's constitution to include a provision that enables it to refuse to register Shares acquired under a proportional takeover bid, unless shareholders approve the bid. Rule 15.8 of the Company's Constitution contains proportional takeover provisions.

Under the Corporations Act, these provisions must be renewed every three years, or they will cease to have effect. The provisions set out in Rule 15.8 of the Constitution have not been renewed in the three years preceding the date of the Meeting.

Accordingly, these provisions have ceased to apply by operation of section 648G(1)(a) of the Corporations Act and, further, Rule 15.8 has been deemed to be omitted from the Constitution under section 648G(3) of the Corporations Act.

It is proposed that the provisions are re-inserted into the Company's Constitution in their previous form at Rule 15.8. The takeover provisions which are proposed to be re-inserted under this Resolution are attached to this Explanatory Memorandum as Schedule 1.

A copy of the Company's Constitution is available on the Company's website at [www.aerisresources.com.au](http://www.aerisresources.com.au)

### 5.2 Statements under the Corporations Act

The Corporations Act requires that the following information be provided to shareholders when they are considering the inclusion of proportional takeover provisions in a constitution.

#### ***What is a proportional takeover bid, and why do we need the proportional takeover approval provisions?***

A proportional takeover bid is where an offer is made to each Shareholder to buy a proportion of that Shareholder's shares in the Company, and not the Shareholder's entire shareholding. This means that control of the Company may pass without members having the chance to sell all of their Shares to the bidder. Shareholders may therefore be exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium for their Shares.

In order to deal with this possibility, section 648D of the Corporations Act provides that a company may include in its constitution a provision that enables it to refuse to register the transfer of shares acquired under a proportional takeover bid unless the bid is approved at a general meeting of the company.



# Explanatory Memorandum

The proposed proportional takeover provisions decrease this risk because they allow shareholders to decide whether a proportional takeover bid is acceptable and should be permitted to proceed.

The Directors consider that Shareholders should be able to vote on whether a proportional takeover bid ought to proceed given such a bid might otherwise allow control of the Company to change without Shareholders being given the opportunity to dispose of all of their Shares for a satisfactory control premium. The Directors also believe that the right to vote on a proportional takeover bid may avoid Shareholders feeling pressure to accept the bid even if they do not want it to succeed.

## ***What is the effect of the proportional takeover approval provisions?***

If Resolution 4 is approved, Rule 15.8 of the Constitution would be re-inserted and become effective as and from approval. This would require that any proportional takeover bid be approved at a general meeting of the class of members the subject of the bid.

In the event a proportional takeover bid is made, the Directors must hold a meeting of Shareholders at least 14 days before the last day of the proportional takeover bid period (**Resolution Deadline**) to vote on a resolution to approve the bid. For the resolution to be approved, it must be passed by a simple majority of votes, excluding the votes of the bidders and their associates.

If the resolution is not voted on before the Resolution Deadline, the resolution will be taken to have been passed on the Resolution Deadline.

The vote is decided on a simple majority.

If the resolution is approved or taken to have been approved, a transfer of the Company's shares under the proportional takeover bid may be registered if it complies with the other provisions of the Corporations Act and the Constitution.

If the resolution is rejected, the registration of any transfer of shares resulting from the proportional takeover bid is prohibited and the proportional takeover bid is deemed by the Corporations Act to have been withdrawn.

Each person who, as at the end of the day on which the first offer under the bid was made, held bid class securities, is entitled to vote. However, the bidder and its associates are not allowed to vote.

The Directors will breach the Corporations Act if they fail to ensure the approving resolution is voted on.

The proportional takeover approval provisions do not apply to full takeover bids and only apply for three years from approval, unless renewed for a further period by Shareholders passing a special resolution. As noted above, the provisions may be renewed or reinserted upon the expiry of the initial 3 year period, but only by a special resolution passed by Shareholders.

## ***Potential advantages and disadvantages***

The insertion of the proportional takeover approval provisions will allow the Directors to ascertain members' views on a proportional takeover bid, it does not otherwise offer any advantage or disadvantage to the Directors who remain free to make their own recommendation as to whether the bid should be accepted.

The proportional takeover approval provisions in Rule 15.8 will ensure that all members have an opportunity to consider a proportional bid proposal and decide by majority vote at a general meeting as to whether the bid should proceed. This will increase the bargaining power of shareholders and is likely to ensure a potential bidder structures its offer in a way which is attractive to a majority of members, including by using appropriate pricing. Similarly, knowing

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the view of the majority of members may help individual members assess the likely outcome of the proportional takeover when determining whether to accept or reject the offer.

Additionally, a proportional takeover bid may enable control of the Company to pass without Shareholders having the opportunity to sell all their Shares to the bidder. As such, Shareholders may be left as minority holders. Rule 15.8 provides Shareholders with an element of control over any proportional takeover process whereby they may collectively determine whether the bid is acceptable.

However, it is also possible that the inclusion of such provisions in the Constitution may discourage proportional takeover bids and may reduce any speculative element in the market price of the Company's shares arising from the possibility of a takeover offer being made. It may also result in Shareholders losing the opportunity to sell some of their Shares at a premium under a proportional takeover bid and may reduce the likelihood of a proportional takeover bid being successful. The inclusion of the provisions may also be considered to constitute an unwarranted additional restriction of the ability of members to freely deal with their Shares.

On balance, the Board considers that the potential advantages for members of the proportional takeover approval provisions outweigh the potential disadvantages.

## ***Review of proportional takeover provisions***

While proportional takeover approval provisions have been in force under the Company's Constitution, there have been no full or proportional takeover bids for the Company. Therefore, there is no example against which to review the advantages or disadvantages of the provisions for the Directors and the shareholders. The Directors are not aware of any potential takeover that has been discouraged by Rule 15.8 of the Company's Constitution.

## ***Existing proposals***

As at the date on which this Notice and Explanatory Memorandum was prepared, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

### **5.3 Directors' Recommendation**

The Directors recommend that you vote in favour of this Special Resolution.

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## 6. Interpretation

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The following terms used in the Notice of Meeting and the Explanatory Memorandum are defined as follows:

**\$** means Australia dollars, unless otherwise stated.

**Annual Report** means the report compiled by the Company for the financial year ended 30 June 2024, consisting of the Directors' Report and Auditors' Report, Directors' Declaration, Consolidated Statement of Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Cash Flows and notes to and forming part of the accounts for the Company and its controlled entities.

**ASX** means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange (as applicable).

**Chair** means the person chairing the Meeting.

**Closely Related Party** (as defined in the Corporations Act) of a member of the Key Management Personnel for an entity means:

- (a) a spouse or child of the member; or
- (b) a child of the member's spouse; or
- (c) a dependant of the member or of the member's spouse; or
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or
- (e) a company the member controls; or
- (f) a person prescribed by the regulations for the purposes of this paragraph.

**Company** means Aeris Resources Limited ACN 147 131 977.

**Constitution** means the constitution of the Company from time to time.

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

**Directors** or **Board** means the board of directors of the Company from time to time.

**Equity Securities** has the meaning given to that term in the Listing Rules.

**Explanatory Memorandum** means the explanatory memorandum accompanying the Notice.

**Key Management Personnel** has the definition given in the accounting standards as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of that entity.

**Listing Rules** means the official listing rules of the ASX as amended from time to time.

**Meeting** or **AGM** means the Annual General Meeting to be held on 27 November 2024 as convened by the accompanying Notice of Meeting.

**Notice of Meeting** or **Notice** means the notice of meeting giving notice to Shareholders of the Meeting, and accompanying this Explanatory Memorandum.

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**Ordinary Resolution** means a resolution passed by more than 50% of the votes at a general meeting of Shareholders.

**Remuneration Report** means the report set out in the Directors' Report section of the Annual Report for the period ending 30 June 2024, which is submitted to Shareholders for consideration and adoption in accordance with the Corporations Act, as described in section 2 of the Explanatory Memorandum.

**Resolution** means a resolution to be proposed at the Meeting.

**Shareholder** means a holder of Shares in the Company.

**Shares** means fully paid ordinary shares in the Company from time to time.

**Special Resolution** means a resolution:

- (a) of which notice has been given as set out in paragraph 249L(1)(c) of the Corporations Act; and
- (b) passed by at least 75% of the votes cast by Shareholders entitled to vote on the Resolution.

# Explanatory Memorandum

## Schedule 1 – Amendments to Constitution (Proportional Takeover Provisions)

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Resolution 4 proposes that the Constitution be amended by re-inserting the following as Rule 15.8 of the Constitution

### 15.8 Approval required for proportional takeover bid

(a) In this rule:

**Approving Resolution** means a resolution of Eligible Shareholders approving a Bid.

**Approving Resolution Deadline** or **Deadline** means the day which is the 14th day before the last day of the bid period for a Bid.

**Bid** means offers for Securities made under a proportional takeover bid within the meaning of the Corporations Act.

**Eligible Shareholder** means a person (other than the bidder or an associate of the bidder) who, as at the end of the day on which the first offer under a Bid was made, held Securities in the class of Securities to which the Bid relates.

(b) If a Bid is made:

(1) the registration of a transfer giving effect to a takeover contract for the Bid is prohibited unless and until an Approving Resolution is passed in accordance with the provisions of this Constitution;

(2) all Eligible Shareholders are entitled to vote on an Approving Resolution;

(3) the Approving Resolution must be voted on in either of the following ways as determined by the Directors:

(A) at a meeting of Eligible Shareholders; or

(B) by means of a postal ballot; and

(4) an Approving Resolution that has been voted on is taken to have been passed if the proportion that the number of votes in favour of the resolution bears to the total number of votes on the resolution is greater than 50%, and otherwise is taken to have been rejected.

(c) If the Board determines that the Approving Resolution is to be voted on at a meeting of Eligible Shareholders, the provisions of this Constitution that apply to a general meeting of the Members will apply to the meeting of Eligible Shareholders with any necessary modifications.

(d) If the Board determines that the Approving Resolution is to be voted on by postal ballot:

(1) the Board must procure the dispatch to the Eligible Shareholders of:

(A) a notice proposing the Approving Resolution;

(B) a ballot paper for the purpose of voting on the Approving Resolution;

(C) a statement setting out details of the Bid; and

(D) a memorandum explaining the postal ballot procedure that is to govern voting in respect of the Approving Resolution;

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- (2) a vote recorded on a ballot paper will not be counted, for the purposes of determining whether or not the Approving Resolution is passed, unless the ballot paper is:*
- (A) completed and signed by the Eligible Shareholder or the Eligible Shareholder's attorney, duly authorised in writing, or if the Eligible Shareholder is a body corporate in a manner permitted by the Corporations Act, or under the hand of its attorney so authorised; and*
  - (B) received at the registered office of the Company on or before the time and the date specified for its return in the notice proposing the Approving Resolution, such date to be not less than 18 days before the end of the period during which offers under the Bid remain open; and*
- (3) on the date specified for the return of ballot papers in the notice proposing the Approving Resolution or the Business Day following that date, the Directors will arrange for the ballot papers returned to be counted to determine whether the Approving Resolution has been passed or not. On completion of counting, the Board will declare the results of the ballot and the Approving Resolution will accordingly be treated as having been voted on upon the date of the declaration.*
- (e) To be effective, an Approving Resolution in relation to a Bid must be passed before the Approving Resolution Deadline.*
- (f) If offers are made under a Bid for a class of Securities, the Directors must do all that is practicable to ensure that an Approving Resolution is voted on before the Approving Resolution Deadline.*
- (g) If an Approving Resolution is voted on in accordance with this rule before the Approving Resolution Deadline, a Director or a Secretary must, on or before the deadline, give the bidder and ASX notice stating that an Approving Resolution has been voted on and whether it was passed or rejected.*
- (h) If no Approving Resolution has been voted on in accordance with this rule as at the end of the day before the Approving Resolution Deadline, an Approving Resolution is taken, for the purposes of this rule, to have been passed in accordance with those provisions.*
- (i) If an Approving Resolution is voted on in accordance with this rule before the Approving Resolution Deadline and is rejected:*
- (1) despite any other provisions of the Corporations Act dealing with the withdrawal of unaccepted offers:*
    - (A) all offers under the Bid that have not been accepted as at the end of the Deadline; and*
    - (B) all offers under the Bid that have been accepted, and from whose acceptance binding contracts have not resulted, as at the end of the Deadline,*

*are taken to be withdrawn at the end of the Deadline;*
  - (2) as soon as practicable after the Deadline, the bidder must return to each person who has accepted an offer under the Bid any documents that the person sent the bidder with the acceptance of the offer;*
  - (3) the bidder:*
    - (A) is entitled to rescind; and*

## Explanatory Memorandum

- (B) *must rescind as soon as practicable after the Deadline,*

*each binding takeover contract for the Bid; and*
- (4) *a person who has accepted an offer made under the Bid is entitled to rescind the takeover contract between such person and the bidder.*
- (j) *This rule 15.8 ceases to apply at the end of three years after the date of adoption or last renewal of this rule 15.8.*

For personal use only

# Proxy form

## Voting at the Meeting

The Company has adopted the following approach for voting at the Meeting:

1. Shareholders participating in the Meeting in-person will be able to vote at the Meeting by attending HopgoodGanim Lawyers, Level 7, Waterfront Place 1 Eagle Street, Brisbane Qld 4000.
2. A detailed guide on how appoint a proxy to vote on your behalf is set out below.

## Voting by Proxy

Shareholders are entitled to appoint a proxy to attend and vote on their behalf. Where a Shareholder is entitled to cast two or more votes at the meeting, they may appoint two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion or number of votes the Shareholder may exercise. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. The proxy may, but need not, be a Shareholder of the Company.

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the meeting under Section 250D of the Corporations Act 2001 (Cth). The proxy form must be signed by the shareholder or his/her attorney duly authorised in writing or, if the shareholder is a corporation, in a manner permitted by the Corporations Act.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) **must be deposited at, posted to, or sent to the Share Registry, Automic Pty Ltd, in the manner set out in the table below not less than 48 hours before the time for holding the meeting**, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

In addition to the above, shareholder and proxyholder participation (as relevant) is possible by shareholders completing and lodging the Proxy Form using one of the following methods:

<b>Online</b>	Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> by following the instructions: (1) Log in to the Automic website using the holding details as shown on the Proxy Form. (2) Click on 'View Meetings' – 'Vote'. (3) To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy form. For further information on the online proxy lodgement process please see the Online Proxy Lodgement Guide at: <a href="https://www.automicgroup.com.au/agm/virtual-agms/">https://www.automicgroup.com.au/agm/virtual-agms/</a>
<b>By post</b>	Automic, GPO Box 5193, Sydney NSW 2001
<b>By hand</b>	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

A proxy form is **attached** to this Notice.

In addition to the enclosed proxy form, the proxy form is also available on the Company's website at <https://www.aerisresources.com.au/investor-centre/#asx-announcements>.

Discussion will take place on all resolutions to be considered at the Meeting. Shareholders will have a reasonable opportunity to ask questions in respect of the resolutions put forward at the Meeting during the Meeting either in-person or via the online platform.



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## Signing instructions

You must sign the proxy form as follows in the spaces provided:

- Individual: Where the holding is in one name, the Holder must sign.
- Joint Holding: Where the holding is in more than one name, all of the security holders should sign.
- Power of Attorney: To sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.
- Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone.

Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary.

Please indicate the office held by signing in the appropriate place.

## Corporate Representative

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the meeting under section 250D of the Corporations Act 2001 (Cth). If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

## Voting entitlement

In accordance with Regulation 7.11.37 of the Corporations Regulations 2001 (Cth), for the purposes of determining voting entitlements at the Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at 7.00pm (Sydney time) on 25 November 2024. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

If more than one joint holder of shares is present at the AGM (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register is counted.

Your proxy voting instruction must be received by **10.00am (AEST) on Monday, 25 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](mailto: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)

