



**OzAurum Resources Ltd
(ACN 643 244 544)**

Notice of General Meeting

**General Meeting of Shareholders to be held at
Unit 1, 15 Williams Street, Kalgoorlie, Western Australia
at 11.00am (AWST) on 19 February 2025.**

Important

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

Notice of General Meeting

Notice is given that a General Meeting of Shareholders of OzAurum Resources Ltd (ACN 643 244 544) (**Company**) will be held at Unit 1, 15 Williams Street, Kalgoorlie, Western Australia at 11.00am (AWST) on Wednesday 19 February 2025.

Business

1. Resolutions 1(a) & (b) – Ratification of prior issue of Placement Shares

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

“That, for the purposes of Listing Rule 7.4, and for all other purposes, approval is given for the Company to ratify the prior issue of:

- (a) 23,312,500 Placement Shares under Listing Rule 7.1; and
- (b) 15,149,039 Placement Shares under Listing Rule 7.1A,

at an issue price of \$0.026 per Placement Share to raise up to \$1,000,000 (before costs) to Exempt Investors (and/or their nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement

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

- an Exempt Investor who participated in the issue of the Placement Shares; or
- an Associate of the Exempt Investor who participated in the issue of the Placement Shares.

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

- an Exempt Investor who participated in the issue of the Placement Shares as proxy or attorney for a person who is entitled to vote on these Resolutions, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on these Resolutions, in accordance with a direction given to the Chair to vote on these Resolutions as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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 these Resolutions; and
 - the holder votes on these Resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

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

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

“That, for the purposes of Listing Rule 7.1, and for all other purposes, approval is given for the Company to issue 6,000,000 Lead Manager Options at an exercise price of \$0.05 per Lead Manager Option and an expiry date of 20 December 2027 to CPS Capital (and/or their nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement

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

- CPS Capital (and/or its nominee(s)); or
- an Associate of CPS Capital (and/or its nominee(s)); or
- any other person who is expected to participate in or who will obtain a material benefit as a result of, the proposed issue of the Lead Manager Options, and their Associates, (except a benefit solely by reason of being a holder of Shares in the Company).

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

- 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 the Resolution in that way; or
- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

3. Other business

In accordance with section 250S(1) of the Corporations Act, Shareholders are invited to ask questions about or make comments on the management of the Company and to raise any other business which may lawfully be brought before the General Meeting.

By order of the Board



Stephen Hewitt-Dutton
Company Secretary
OzAurum Resources Ltd

8 January 2025

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Explanatory Statement

Important information

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted, and the Resolutions to be considered, at the Company's General Meeting. The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice.

This Explanatory Statement should be read in conjunction with the Resolutions set out in this Notice. If Shareholders are in doubt as to how to vote, they should seek advice from their professional adviser prior to voting.

Interpretation

Capitalised terms which are not otherwise defined in this Notice have the meanings given to those terms under the Definitions section of this Notice.

References to "\$" and "A\$" in this Notice are references to Australian currency unless otherwise stated. References to time in this Notice relate to the time in Perth, Western Australia.

Voting exclusion statements

Certain voting restrictions apply to the Resolutions as detailed beneath the applicable Resolutions in this Notice.

Proxies

Please note that:

- (a) a Shareholder entitled to attend and vote at the General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company;
- (c) a Shareholder may appoint a body corporate or an individual as its proxy;
- (d) a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and
- (e) Shareholders entitled to cast two (2) 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. If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company or its share registry in advance of the General Meeting or handed in at the General Meeting when registering as a corporate representative.

To vote by proxy, please complete and sign the Proxy Form enclosed and return in accordance with the instructions on the Proxy Form so that it is received by no later than 11.00am (AWST) on Monday 17 February 2025. Proxy Forms received later than this time will be invalid.

Voting Entitlements

In accordance with Regulations 7.11.37 and 7.11.38 of the *Corporations Regulations 2001* (Cth), the Board has determined that a person's entitlement to vote at the General Meeting will be the entitlement of that person set out in the register of Shareholders as at 11.00am (AWST) on 17 February 2025. Accordingly, transactions registered after that time will be disregarded in determining Shareholder's entitlement to attend and vote at the General Meeting.

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Regulatory Information

1. Resolutions 1(a) & (b) – Ratification of prior issue of Placement Shares

3.1. Background

Resolutions 1(a) and (b) seek Shareholder approval to ratify the issue of 38,461,539 Shares (**Placement Shares**) pursuant to Listing Rule 7.4, previously issued to Exempt Investors on 2 January 2025, under the Company's placement capacity pursuant to Listing Rules 7.1 and 7.1A.

On 13 December 2024, the Company completed a placement to Exempt Investors, raising \$1,000,000 (before costs) through the issue of the Placement Shares at an issue price of \$0.026 per Placement Share (**Placement**).

The Company issued the Placement Shares to Exempt Investors on 2 January 2025, with 23,312,500 Placement Shares issued under Listing Rule 7.1 and 15,149,039 Placement Shares issued under Listing Rule 7.1A.

3.2. Listing Rules 7.1 and 7.1A

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 a 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Listing Rule 7.1A provides that an eligible entity may seek shareholder approval at its annual general meeting to allow it to issue equity securities comprising up to 10% of its issued capital. The Company obtained this approval at its annual general meeting on 20 November 2024.

The issue of the Placement Shares does not fall within any of the exceptions to Listing Rule 7.1 and, as it has not been approved by the Company's Shareholders, it effectively uses up the 15% limit in Listing Rule 7.1 and part of the Company's 10% placement capacity under Listing Rule 7.1A. This reduces the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and under Listing Rule 7.1A for the 12 months following the date of issue of the Placement Shares.

3.3. 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 has been 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 into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1 and Listing Rule 7.1A.

If Resolutions 1(a) and (b) are passed, the issue of the Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 and the Company's 10% limit in Listing Rule 7.1A, effectively increasing the number of equity securities it can issue without shareholder approval over the 12-month period following the date of issue of the Placement Shares.

If Resolutions 1(a) and (b) are not passed, the issue of the Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1 and the Company's 10% limit in Listing Rule 7.1A, effectively decreasing the number of equity securities it can issue without

shareholder approval over the 12-month period following the date of issue of the Placement Shares.

3.4. Listing Rule 7.5

Listing Rule 7.5 requires that the following information be provided to the Shareholders in relation to obtaining approval of Resolutions 1(a) and (b) for the purposes of Listing Rule 7.4:

(a) Names of the persons to whom the entity will issue the securities (if known) or basis upon which those persons will be identified or selected

The Placement Shares were issued to Exempt Investors, being sophisticated and professional investors exempt from, or outside, the disclosure requirements under Chapter 6D of the Corporations Act. None of the Exempt Investors are related parties or substantial holders of the Company, a member of the Company's Key Management Personnel, an adviser to the Company or an associate of any of those persons. The Exempt Investors were identified through a book build process, which involved the Company seeking expressions of interest to participate in the Placement from existing contacts and through CPS Capital, who acted as lead manager for the Placement.

(b) Maximum number of securities the entity issued

A total of 38,461,539 Placement Shares were issued on 2 January 2025, with 23,312,500 Placement Shares issued under Listing Rule 7.1 (Resolution 1(a)) and 15,149,039 Placement Shares issued under Listing Rule 7.1(a) (Resolution 1(b)).

(c) Terms of the securities

The Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with existing Shares on issue.

(d) Date by which the entity issued the securities

The Placement Shares were issued on 2 January 2025.

(e) Issue price of the securities

The Placement Shares were issued at \$0.026 per Placement Share.

(f) Purpose of the issue and the intended use of the funds raised

The purpose of the issue of the Placement Shares is to raise \$1,000,000 (before costs). Funds raised from the Placement have been, or are to be used, towards:

- Drill testing targets at the Company's Mulgabbie North Gold Project;
- Follow up recent high grade rock chip results at the high grade Patricia Gold Project;
- Further exploration of the Target 1 niobium anomaly at the Salitre project in Brazil; and
- to fund the Company's general working capital (including the costs of the issue of the Placement Shares).

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(g) If the securities will be issued under an agreement, a summary of the material terms of the agreement

The Company entered into an engagement letter with CPS Capital on or around 10 December 2024 (**Lead Manager Engagement Letter**). The material terms of the Lead Manager Engagement Letter are as follows:

- CPS Capital to provide lead manager services to the Company in relation to the Placement;
- the Company;
 - has paid CPS Capital a \$60,000 fee (excluding GST), being an amount equal to six percent (6%) of monies raised under the Placement (before costs), for the lead manager services provided to the Company;
 - will, subject to shareholder approval pursuant to Resolution 2, issue 6,000,000 Lead Manager Options to CPS Capital (and/or their nominee(s)); and
 - has reimbursed CPS Capital for out-of-pocket expenses and facilitation fees reasonably incurred by CPS Capital.

(h) Voting Exclusion Statement

Refer to the Voting Exclusion Statement beneath the applicable Resolution in the Notice.

3.5. Listing Rule 14.1A

Listing Rule 14.1A provides that a notice of meeting which contains a resolution approval of security holders under the Listing Rules must summarise the relevant Listing Rule (see summary of Listing Rule 7.4 above) and what will happen if security holders give, or do not give, that approval.

If Resolutions 1(a) and (b) are passed, the issue of the Placement Shares will be excluded in calculating the Company's 15% limit for the purposes of Listing Rule 7.1 and the Company's 10% limit in Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the date of issue of the Placement Shares.

If Resolutions 1(a) and (b) are not passed, the issue of the Placement Shares will be included in calculating the Company's 15% limit for the purposes of Listing Rule 7.1 and the Company's 10% limit in Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the date of issue of the Placement Shares.

3.6. Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolutions 1(a) and (b). The Chair intends to exercise all available proxies in favour of Resolutions 1(a) and (b).

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

5.1. Background

Resolution 2 seeks Shareholder approval for the issue of 6,000,000 Lead Manager Options pursuant to Listing Rule 7.1 to CPS Capital (and/or their nominee(s)). CPS Capital acted as the lead manager to the Placement and, as part of their appointment under the Lead Manager Engagement Letter, the Company agreed to issue the Lead Manager Options to CPS Capital (and/or their nominee(s)).

5.2. Listing Rules 7.1 and 7.1A

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 a 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The issue of the Lead Manager Options does not fall within any of the exceptions to Listing Rule 7.1 and the Company does not have sufficient placement capacity remaining under Listing Rule 7.1 or 7.1A to accommodate the issue. The Company therefore requires the approval of Shareholders under Listing Rule 7.1 for the issue of the Lead Manager Options.

5.3. Information required by Listing Rule 7.3

Listing Rule 7.3 requires that the following information be provided to Shareholders in relation to obtaining approval of Resolution 2 for the purposes of Listing Rule 7.1:

(a) Names of the persons to whom the entity will issue the securities (if known) or basis upon which those persons will be identified or selected

The Lead Manager Options will be issued to CPS Capital (and/or their nominee(s)). In accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that:

- CPS Capital is considered an adviser of the Company, however, is not considered a substantial holder or related party of the Company, a member of the Company's Key Management Personnel or an associate of any of those persons; and
- CPS Capital will receive more than one percent (1%) of the issued capital of the Company, totalling a shareholding of 3.0% upon exercise of the Lead Manager Options the subject of this Resolution 2 (assuming no other Options are exercised).

(b) Maximum number of securities the entity is to issue

6,000,000 Lead Manager Options.

(c) Date by which the entity will issue the securities

The Lead Manager Options will be issued shortly after the Meeting, and in any event, within three (3) months of the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).

(d) Issue price of the securities

The Lead Manager Options will be issued at a \$0.00001 each and will be exercisable at \$0.05 each. Each Lead Manager Option will expire on 20 December 2027.

(e) Terms of the securities

Refer to Annexure A of this Notice for a detailed summary of the material terms and conditions of the Lead Manager Options.

(f) Purpose and intended use of the funds raised

A nominal amount (\$60) will be raised from the issue of the Lead Manager Options. The purpose of the issue is part consideration for lead manager services provided by CPS Capital to the Company in connection with the Placement. However, upon exercise of the Lead Manager Options, if applicable, the Company intends to use those funds raised for general working capital purposes.

(g) If the securities will be issued under an agreement, a summary of the material terms of the agreement

The Lead Manager Options were issued pursuant to the Lead Manager Engagement Letter and the material terms of the Lead Manager Engagement Letter are set out at section 3.4(g) above.

(i) Voting Exclusion Statement

Refer to the Voting Exclusion Statement beneath the applicable Resolution in the Notice.

5.4. Listing Rule 14.1A

If Resolution 2 is passed, the issue of the Lead Manager Options will be able to proceed and the Lead Manager Options will be excluded in calculating the Company's 15% limit for the purposes of Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the date of issue of the Lead Manager Options.

If Resolution 2 is not passed, the issue of the Lead Manager Options will not be able to proceed and the Placement Options will not be issued.

5.5. Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2. The Chair intends to exercise all available proxies in favour of Resolution 2.

Glossary

In this Notice and Explanatory Statement, the following terms have the following meanings:

Annexure an annexure to the Explanatory Statement.

ASIC the Australian Securities and Investments Commission.

Associate has the meaning set out in sections 11 to 17 of the Corporations Act, as applicable and as applied in accordance with the note to Listing Rule 14.11.

ASX means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange, as the context requires.

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

Board means the board of Directors.

Chairman or **Chair** means the chair of the General Meeting.

Company means OzAurum Resources Ltd (ACN 643 244 544).

Constitution means the constitution of the Company.

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

Director means a director of the Company.

Equity Securities has the meaning given in the Listing Rules.

Exempt Investor means a sophisticated and/or professional investor or otherwise exempt investor to whom securities may be offered by the Company without disclosure under section 708 of the Corporations Act.

Explanatory Statement means the explanatory statement incorporated in the Notice.

General Meeting or **Meeting** means the general meeting convened by this Notice.

Key Management Personnel means the key management personnel of the Company as defined in the Corporations Act and Australian Accounting Standards Board accounting standard 124, broadly including those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).

Lead Manager Engagement Letter means the engagement letter entered into by CPS Capital and the Company.

Lead Manager Options means the 6,000,000 Options to be issued to CPS Capital.

Listing Rules means the ASX Listing Rules published and distributed by ASX.

Notice means this notice of general meeting incorporating the Explanatory Statement.

CPS Capital means CPS Capital Group Pty Ltd Pty Ltd (ACN 088 055 636).

Placement has the meaning given in section 3.1.

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Placement Shares means the 38,461,539 Shares issued to Exempt Investors under the Placement.

Proxy Form means the proxy form attached to this Notice.

Related Parties has the meaning given in Chapter 19 of the Listing Rules.

Resolution means a resolution contained in this Notice.

Section means a section contained in the Explanatory Statement.

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

Shareholder means a holder of a Share.

Trading Day has the meaning given in Chapter 19 of the Listing Rules.

Voting Exclusion Statement means a voting exclusion statement as required by ASX Listing Rule 14.11.

VWAP means the volume weighted average price of Shares.

Annexure A – Terms of Lead Manager Options

Each OzAurum Resources Limited (ACN 643 244 544) ("**Company**") unlisted Lead Manager Option has the following terms and conditions:

- a) Each Lead Manager Option shall entitle the holder the right to subscribe for one (1) fully paid ordinary share in the capital of the Company.
- b) The exercise price of each Lead Manager Option is 5 cents (\$0.05) per share subscribed for on exercise of each Lead Manager Option ("**Exercise Price**").
- c) Each Lead Manager Option will expire at 5.00pm WST on 20 December 2027 ("**Expiry Date**").
- d) The Lead Manager Options are only exercisable prior to the Expiry Date ("**Exercise Period**").
- e) Subject to clause (d), the Lead Manager Options are exercisable prior to the Expiry Date by notice in writing to the Company in the manner specified on the option certificate and payment of the Exercise Price for each Lead Manager Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
- f) Each ordinary share allotted as a result of the exercise of a Lead Manager Option will, subject to the Constitution of the Company, rank in all aspects pari passu with the existing ordinary fully paid shares in the capital of the Company on issue at the date of allotment.
- g) A registered owner of a Lead Manager Option ("**Option Holder**") will be entitled to receive and will be sent all reports, accounts and notices required to be given to members of the Company but will not be entitled to attend or vote at any meetings of the members of the Company unless they are members of the Company.
- h) A certificate or holding statement will be issued by the Company with respect to Lead Manager Options held by an Option Holder. Attached to these terms and attached or endorsed on the reversed side of each certificate or holding statement will be a notice that is to be completed when exercising the Lead Manager Options the subject of the certificate or holding statement ("**Notice of Exercise of Options**"). Lead Manager Options may be exercised by the Option Holder completing the Notice of Exercise of Options and forwarding the same to the Secretary of the Company. The Notice of Exercise of Options must state the number of Lead Manager Options exercised and the consequent number of ordinary shares in the capital of the Company to be allotted.
- i) The Notice of Exercise of Options by an Option Holder must be accompanied by payment in full of the relevant number of shares being subscribed.
- j) On exercise of Lead Manager Options, the Option Holder must surrender to the Company the Option Holder's option certificate or holding statement with respect to those Lead Manager Options being exercised.
- k) Within fourteen (14) days from the date the Option Holder properly exercised Lead Manager Options held by the Option Holder, the Company shall issue and allot to the Option Holder that number of fully paid ordinary shares in the capital of the Company so subscribed for by the Option Holder.
- l) In the event of a reconstruction (including a consolidation, sub-division, reduction, return or pro-rata cancellation) of the issued capital of the Company, the rights of an Option Holder will be changed to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
- m) There are no participating rights or entitlements inherent in the Lead Manager Options to participate in any new issues of capital which may be made or offered by the Company to its shareholders from time to time prior to the Expiry Date unless and until Lead Manager Options are exercised. The Company will ensure that during the Exercise Period of the Lead Manager Options, the record date for the purposes of determining entitlement to any new such issue, will be at least nine (9) Business Days after such new issues are announced in order to afford the Option Holder an opportunity to exercise the Lead Manager Options held by the Option Holder.
- n) Subject to the Corporations Law, the Listing Rules and the Constitution of the Company, the Lead Manager Options are freely transferable. The Company will not make an application for Official Quotation of the Lead Manager Options on ASX.
- o) If there is a bonus issue ("**Bonus Issue**") to Shareholders, the number of Shares over which a Lead Manager Option is exercisable will be increased by the number of Shares which the holder would have received if the Lead Manager Option had been exercised before the record date for the Bonus Issue ("**Bonus Shares**"). The Bonus Shares must be paid up by the Company out of profits or reserves (as the case may be) in the same manner as was applied in the Bonus Issue, and upon issue will rank equally in all respects with the other Shares on issue as at the date of issue of the Bonus Shares.

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Your proxy voting instruction must be received by **11.00am (AWST) on Monday, 17 February 2025**, 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.



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