

# Notice of Extraordinary General Meeting

Imugene Limited ACN 009 179 551



# Notice of Extraordinary General Meeting

Imugene Limited ACN 009 179 551

Notice is given that the Extraordinary General Meeting of Imugene Limited ACN 009 179 551 (**Company**) will be held at:

Location	McCullough Robertson, Level 32, 25 Martin Place, Sydney NSW 2000 The meeting will also be conducted online by Zoom conference
Date	Thursday 26 June, 2025
Time	9:00 am (Sydney time) Registration from 8:30am (Sydney time)

## Zoom meeting details

The EGM will also be webcast live via an online platform. To participate you will need a desktop or mobile/tablet device with internet access. When you log onto the online platform to register to attend the EGM, you will need to provide your details (including SRN or HIN) to be verified as a Shareholder.

To register for the meeting, please click the link below:

https://us02web.zoom.us/webinar/register/WN FKRW7jDgRQuBUpl9I7KAOw

After registering, you will receive a confirmation email containing information about joining the Meeting.

If Shareholders are unable to attend the Meeting using the online platform they are encouraged to alternatively, return the Proxy Form to the Company in accordance with the instructions thereon.

Returning the Proxy Form will not preclude a Shareholder from attending and voting at the Meeting utilising the online platform should they elect to do so.

Voting by proxy

To vote by proxy, please use one of the following methods:

Online	<ul> <li>Lodge the Proxy Form online at <u>https://investor.automic.com.au/#/loginsah</u> by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. 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.</li> <li>For further information on the online proxy lodgment process please see the <b>Online Proxy Lodgment Guide</b> at <u>https://www.automicgroup.com.au/virtual-agms/</u></li> </ul>	
By post	Automic, GPO Box 5193, Sydney NSW 2001	
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000	

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.** 

#### Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

#### **Corporate Representatives**

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should provide the Share Registry with adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the EGM will need to login to the online meeting platform powered by Automic.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting. An account can be created via the following link <u>investor.automic.com.au</u> and then clicking on "**register**" and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To access the virtual meeting on the day:

- 1. Open your internet browser and go to investor.automic.com.au
- 2. Login with your username and password or click "**register**" if you haven't already created an account. Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting
- 3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on "**Register**" when this appears. Alternatively, click on "**Meetings**" on the left-hand menu bar to access registration.
- 4. Click on "Register" and follow the steps
- 5. Once the Chair of the Meeting has declared the poll open for voting click on "Meeting open for voting" to be taken to the voting screen
- 6. Select your voting direction and click "confirm" to submit your vote. Note that you cannot amend your vote after it has been submitted

For further information on the live voting process please see the **Registration and Voting Guide** at <u>https://www.automicgroup.com.au/virtual-agms/</u>

## Special business

## **Resolution 1 – Approval of share consolidation**

To consider and, if in favour, pass the following resolution as an ordinary resolution:

'That, for the purpose of section 254H of the Corporations Act 2001(Cth) and for all other purposes, the issued capital of the Company be consolidated on the basis that every thirty-four (34) Shares on issue will be consolidated into one (1) Share and that options and convertible securities on issue be adjusted in accordance with ASX Listing Rules 7.21 and 7.22 as applicable and, where this consolidation results in a fraction of a security, the Company be authorised to round that fraction up to the nearest whole security (**Consolidation**), with the Consolidation to take effect in accordance with the timetable and on the terms and conditions set out in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting.'

The Directors unanimously recommend that you vote in favour of this resolution.

## **Resolution 2 – Approval to issue New Shares to Placement Subscribers**

To consider and, if in favour, pass the following resolution as an ordinary resolution:

'That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issuance and allotment of up to approximately 35,294,118 New Shares (on a post-consolidation basis) at the Issue Price and on the terms set out in the Explanatory Memorandum.'

The Directors unanimously recommend that you vote in favour of this resolution.

Dated: 27 May 2025

By order of the Board

Darren Keamy Company Secretary

## **Voting Exclusion Statement**

### **Corporations Act**

For the purposes of section 224 Corporations Act, the Company will not disregard a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution; and
- (b) it is not cast on behalf of a related party or associate of a related party of the Company to whom the resolution would permit a financial benefit to be given or an associate of such a related party.

### **Listing Rules**

In accordance with the Listing Rule 14.11, the Company will disregard votes cast in favour of the resolution by or on behalf of:

Decolution 2 Approval to issue New Shares	the Placement Subscribers and any person who is
Resolution 2– Approval to issue New Shares	the Placement Subscribers and any person who is
to Placement Subscribers	expected to participate in, or who will obtain a
	material benefit as a result of, the proposed issue
	(except a benefit solely by reason of being a holder
	of ordinary securities in the Company) or any
	associate of their associates.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## Notes

- (a) Terms used in this Notice of Meeting which are defined in the Explanatory Memorandum have the meaning given to them in the Explanatory Memorandum.
- (b) Subject to the Corporations Act, a Shareholder who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- (c) The proxy need not be a Shareholder of the Company. A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- (d) If you wish to appoint a proxy and are entitled to do so, then complete and return the **attached** proxy form to the Company's share registry Automic Registry Service Limited as detailed in the attached proxy form.
- (e) You can also lodge your proxy online at <u>https://investor.automic.com.au/#/loginsah</u> is also located on the front of the accompanying proxy form. Alternatively, you can scan the QR code with your mobile device.
- (f) To be effective, the proxy must be received at the share registry of the Company no later than 9am (Sydney time) on Tuesday, 24 June 2025 (48 hours before the commencement of the meeting).
- (g) A corporation may elect to appoint a representative in accordance with the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- (h) The Company has determined under regulation 7.11.37 Corporations Regulations that for the purpose of voting at the meeting or adjourned meeting, securities are taken to be held by those persons recorded in the Company's register of Shareholders as at 7.00pm (Sydney time) on Tuesday, 24 June 2025.
- If you have any queries, including how to cast your votes, please contact the Company's registered office on 03 9824 5254 (within Australia) or +61 3 9824 5254 (outside Australia) during business hours.

# Explanatory Memorandum

## Imugene Limited ACN 009 179 551 (Company)

This Explanatory Memorandum accompanies the notice of Extraordinary General Meeting of the Company to be held at McCullough Robertson, Level 32, 25 Martin Place, Sydney NSW 2000 and virtually (online) by Zoom on Thursday, 26 June 2025 at 9am (Sydney time).

The Explanatory Memorandum has been prepared to assist Shareholders in determining how to vote on the resolutions set out in the Notice of Meeting and is intended to be read in conjunction with the Notice of Meeting.

## **Resolution 1: Approval of share consolidation**

## Background

- 1 Under section 254H of the Corporations Act, the Company may convert all or any of its shares into a larger or smaller number of shares by ordinary resolution passed at a general meeting.
- 2 The Company currently has a large number of Shares on issue. The Directors consider it more appropriate to have a smaller number of Shares on issue which would result in what the Directors regards to be a more appropriate capital structure.

## Effect on capital structure

- 3 The Directors are seeking Shareholder approval for the consolidation for every thirty-four (34) existing Shares into one (1) Share. Similarly, the number of options and convertible securities on issue will be consolidated on a 34 for 1 basis. The exercise price for the options will be amended in inverse proportion to the consolidation ratio.
- As the Consolidation applies equally to all Shareholders, individual shareholdings will be reduced in the same ratio as the total number of Shares (subject to rounding). Accordingly, the Company does not expect there to be any dilution resulting from the Consolidation, other than a nominal amount caused by possible rounding.
- 5 While the Consolidation should not in theory have any impact on the underlying value of the Company, Shareholders should appreciate that the value of the Company's shares as listed on the ASX (and in turn the Company's market capitalisation) is subject to a broad range of market factors which are beyond the control of the Company.
- 6 If Resolution 1 is passed, the change in capital structure of the Company following the Consolidation, will be as set out in the tables below (subject to adjustment for rounding). The tables below are based on the securities on issue as at the date of this Notice of Meeting. The tables below also assume that no options or convertible securities are exercised or converted prior to the Consolidation.

#### Shares

Code	Pre-Consolidation	Post-Consolidation (if Resolution 1 approved)
IMU	7,467,020,803	219,618,259

### Options

Code	Pre-consolidation		Post-Consolidation (if Resolution 1 approved)		solution 1	
	Options	Exercise price	Expiry date	Options	Exercise price	Expiry date
IMUAAA	1,000,000	\$0.4000	01.02.2026	29,412	\$13.6000	01.02.2026
IMUAAD	1,500,000	\$0.1800	30.06.2026	44,118	\$6.1200	30.06.2026
IMUAAE	1,540,000	\$0.1880	01.07.2026	45,294	\$6.3920	01.07.2026
IMUAAF	200,000,001	\$0.3300	31.03.2026	5,882,353	\$11.2200	31.03.2026
IMUAAG	37,415,538	\$0.3060	30.06.2026	1,100,457	\$10.4040	30.06.2026
IMUAAH	1,700,000	\$0.1840	29.09.2026	50,000	\$6.2560	29.09.2026
IMUAAI	3,000,000	\$0.4000	14.12.2026	88,235	\$13.6000	14.12.2026
IMUAAJ	3,875,000	\$0.1880	18.09.2026	113,971	\$6.3920	18.09.2026
IMUAAK	14,000,000	\$0.1880	18.09.2026	411,765	\$6.3920	18.09.2026
IMUAAL	773,534	\$0.1420	03.01.2027	22,751	\$4.8280	03.01.2027
IMUAAM	604,461	\$0.1540	09.01.2027	17,778	\$5.2360	09.01.2027
IMUAAP	18,000,000	\$0.0670	13.09.2028	529,412	\$2.2780	13.09.2028
IMUAAQ	12,000,000	\$0.0910	13.09.2028	352,941	\$3.0940	13.09.2028

Other quoted securities: Options

Code	Pre-consolidation		Post-Consolidation (if Resolutio approved)	
	Options	Expiry date	Options	Expiry date
IMUOE	737,734,384	31.08.2026	21,698,070	31.08.2026

### Restricted stock units

Code	Pre-Consolidation	Post-Consolidation (if Resolution 1 approved)
IMUAAN	206,194,217	6,064,536

Performance Rights

Code	Pre-Consolidation	Post-Consolidation (if Resolution 1 approved)
IMUAAO	52,694,688	1,549,853

Convertible notes1

Details	Pre-Consolidation	Post-Consolidation (if Resolution 1 approved)
Code - IMUAAR	200	200
Note Amount	\$20,000,000	\$20,000,000
Conversion Price	\$0.0475	\$1.6150
Number of shares after conversion	421,052,632	12,383,901

### Warrants

Code	Pre- Consolidation	Expiry date	Post-Consolidation (if Resolution 1 approved)	Expiry date
IMUAAS	526,315,789	24.01.2030	15,479,876	24.01.2030

7 Any share price based vesting conditions attaching to performance rights, convertible securities and warrants will be amended in inverse proportion to the consolidation ratio, i.e. multiplied by 34.

## Legal implications

- 8 Section 254H of the Corporations Act provides that a company may, by resolution passed in a general meeting, convert all or any of its shares into a larger or smaller number.
- 9 The Board does not believe it is appropriate to provide any advice on any taxation implications arising from the proposed Consolidation as this will depend upon the individual shareholders personal taxation structure.
- 10 If there is a consolidation of the issued capital of the Company:

<sup>&</sup>lt;sup>1</sup> The Conversion Price is based on the Initial Conversion Price as set out in Condition 5.1(c) of the Convertible Notes Terms and Conditions. It is subject to adjustment pursuant to the Convertible Notes Terms and Conditions.

- (a) the number of options or convertible securities or the exercise price of those securities or both will be adjusted as specified in Listing Rule 7.22.1 and Listing Rule 7.21 as it applies at the time of the Consolidation; and
- (b) in all other respects the terms for the exercise of the options or convertible securities will remain unchanged.

### **Fractional entitlements**

11 Where the Consolidation results in an entitlement to a fraction of a security, that fraction will be rounded up to the nearest whole number of securities.

### **Holding Statements**

12 Where Resolution 1 is passed, all holding statements for Shareholders will cease to have any effect, except as evidence of entitlement to a certain number of Shares on a post-Consolidation basis. As indicated in the timetable below, after the Consolidation becomes effective, the Company will arrange for new holding statements for Shares to be issued to holders of those Shares. It is the responsibility of each Shareholder to check the number of Shares held prior to the Consolidation.

#### **Indicative timetable**

13 If approved by Shareholders, the proposed Consolidation is intended to take effect in accordance with the following indicative timetable (subject to change):

Event	Date
Company announces Consolidation by issuing an Appendix 3A.3 notice	Tuesday, 27 May 2025
Company announces effective date of Consolidation	
Notice of Meeting despatched	
Date of Meeting	Thursday, 26 June 2025
Effective date of Consolidation	Monday, 30 June 2025
Last date for trading in pre-Consolidation Shares	Tuesday, 1 July 2025
Unless otherwise determined by ASX, trading commences in the post- Consolidation Shares on a deferred settlement basis	Wednesday, 2 July 2025
Record Date	Thursday, 3 July 2025
Last day for Company to register transfers on a pre-Consolidation basis	
First day for Company to update register and send holding statements to shareholders reflecting the change in the number of shares they hold	Friday, 4 July 2025

Last day for Company to update its register and send holding statements to securityholders reflecting updated numbers and to notify ASX that this has occurred	Thursday, 10 July 2025
statements to securityholders reflecting updated numbers and to notify	Thursday, 10 July 2025

#### **Board recommendation**

14 The Directors unanimously recommend Shareholders vote in favour of Resolution 1. The Chair intends to vote undirected proxies in favour of Resolution 1.

## **Resolution 2: Approval to issue New Shares to Placement Subscribers**

- 15 The purpose of Resolution 2 is for Shareholders to approve, under ASX Listing Rule 7.1 and for all other purposes, the issue of up to approximately 35,294,118 New Shares (on a post-consolidation basis) at the Issue Price (**Placement**).
- 16 The number of New Shares is expressed on a post-consolidation basis assuming Resolution 1 is approved. Resolution 2 is not contingent upon the pass of Resolution 1. If Resolution 1 is not approved, the number of New Shares to be issued will be approximately 1,200,000,000 at the Issue Price.

### Listing Rule 7.1

- 17 Subject to a number of exceptions, ASX 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.
- 18 The issue of the New Shares does not fall under any of the relevant exemptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectives uses up part of the 15% limited under Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the New Shares. Resolution 2 therefore proposes the approval of the issue of the New Shares for the purpose of not taking up the capacity of the Company under Listing Rule 7.1.

### 19 Technical information required by Listing Rule 14.1A

- 20 If Resolution 2 is passed, the New Shares will be issued with Shareholder approval pursuant to Listing Rule 7.1 and the New Shares will not utilise a portion of the Company's 15% placement capacity, meaning the Company will have an increased ability to issue Equity Securities over the next 12 months without seeking Shareholder approval.
- 21 If Shareholders do not approve Resolution 2, the issuance will still occur but will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12-month period following the issue date.

### 22 Technical information required by Listing Rule 7.3

- 23 Pursuant to and in accordance with the requirements of Listing Rule 7.3, the following information is provided in relation to Resolution 2:
  - (a) the securities are to be allotted to the Placement Subscribers;

- (b) the maximum number of securities to be issued is approximately 35,294,118 New Shares (on a post-consolidation basis);
- (c) the New Shares must be issued within three months after Shareholder approval;
- (d) the New Shares will be issued at the Issue Price;
- (e) Any funds raised from the issue of the New Shares will be used for supporting the Company's clinical pipeline, with the funds to be put toward the ongoing trials for its azer-cel, onCARlytics and VAXINIA programs;
- (f) the New Shares will be issued for cash consideration and consistent with the Master ECM terms and are not being issued under an agreement for non-cash consideration;
- (g) the New Shares are not being issued under, or to fund, a reverse takeover; and
- (h) a voting exclusion statement is included in Resolution 2 of the Notice of Meeting.

#### **Directors' Recommendation**

24 The Directors unanimously recommend that you vote in favour of this resolution.

# Glossary

## Imugene Limited ACN 009 179 551

ASX	means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).
Board	means the board of directors of the Company.
Company	means Imugene Limited ACN 009 179 551.
Corporations Act	means the Corporations Act 2001 (Cth).
<b>Corporations Regulations</b>	means the Corporations Regulations 2001 (Cth).
Directors	means the directors of the Company.
EGM or Meeting	means the extraordinary general meeting of the Company to be held pursuant to this Notice of Meeting.
Equity Securities	has the meaning set out in the Listing Rules.
Explanatory Memorandum	means the explanatory memorandum attached to the Notice of Meeting.
Issue Price	means the cash consideration per New Share which is not less than 75% of the VWAP of the Company's Shares calculated over the 15 trading days immediately prior to the date on which the issue price for the New Shares is agreed between the Company and the professional and sophisticated investors.
Listing Rules	means the listing rules of ASX.
New Shares	means up to approximately 35,294,118 new fully paid ordinary shares in the Company (on a post-consolidation basis).
Notice of Meeting	means the notice of meeting and includes the Explanatory Memorandum.
Placement Subscribers	means non-disclosure exempt parties under section 708 of the Corporations Act, including sophisticated and institutional investors, under offer(s) conduct via Bell Potter Securities.
Resolution	means a resolution referred to in this Notice of Meeting.
Shares	means the existing fully paid ordinary shares in the Company.
Shareholder	means a person who is the registered holder of Shares.



**Proxy Voting Form** 

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Imugene Limited | ABN 99 009 179 551

Your proxy voting instruction must be received by **9.00am (AEST) on Tuesday, 24 June 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

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 eave 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 ote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

#### APPOINTMENT OF SECOND PROXY

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

#### SIGNING INSTRUCTIONS

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

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

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a

certified photocopy of the power of attorney to this Proxy Voting Form when you return it. **Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which

indicates the office held by you.

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

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

#### CORPORATE REPRESENTATIVES

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

#### Lodging your Proxy Voting Form:

#### Online

Use your computer or smartphone to appoint a proxy at

https://investor.automic.com.au/#/loginsah Or scan the QR code below using your smartphone

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



BY MAIL: Automic

GPO Box 5193 Sydney NSW 2001

#### IN PERSON:

Automic Level 5, 126 Phillip Street Sydney NSW 2000

#### BY EMAIL:

meetings@automicgroup.com.au

**BY FACSIMILE:** +61 2 8583 3040

All enquiries to Automic: WEBSITE:

https://automicgroup.com.au

#### PHONE:

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

## STEP 1 - How to vote

APPOINT A PROXY: I/We being a Shareholder entitled to attend and vote at the Extraordinary General Meeting of Imugene Limited, to be held virtually at 9.00am (AEST) on Thursday, 26 June 2025 and physically at McCullough Robertson, Level 32, 25 Martin Place, Sydney NSW 2000 and online via Zoom conference hereby: Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof. The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote. Unless indicated otherwise by ticking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.	<ul> <li>VIRTUAL PARTICIPATION AT THE MEETING: The Company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic, where shareholders will be able to watch, listen, and vote online.</li> <li>To access the virtual meeting:</li> <li>Open your internet browser and go to investor.automic.com.au</li> <li>Login with your username and password or click "register" if you haven't already created an account. Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting</li> <li>Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.</li> </ul>
STEP 2 - Your voting direction         Resolutions         1       Approval of share consolidation         3       Approval to issue New Shares to Placement Subscribers         Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not if a poll and your votes will not be counted in computing the required majority on a poll.	For       Against       Abstain         Image:
STEP 3 – Signatures and contact details         Individual or Securityholder 1       Securityholder 2         Sole Director and Sole Company Secretary       Director         Contact Name:       Email Address:	Securityholder 3 Director / Company Secretary

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).