



MAGNIS ENERGY TECHNOLOGIES LTD
ABN 26 115 111 763

NOTICE OF GENERAL MEETING

Monday, 10 May 2021 at 9:30am (AEST)



ENABLING FUTURE ENERGY

Important Information

This is an important document that should be read in its entirety. If you do not understand it, or any part of it, you should consult your professional advisors.

1 APRIL 2021

NOTICE OF 2021 GENERAL MEETING

Notice is hereby given that a general meeting of Magnis Energy Technologies Ltd (**Magnis** or the **Company**) will be held (**Meeting**):

Date: Monday, 10 May 2021

Time: 9.30am (AEST)

Venue: Doltone House Hyde Park, Level 3, 181 Elizabeth Street, Sydney, NSW, Australia

The Explanatory Memorandum that accompanies and forms part of this Notice of Meeting describes the matters to be considered at the Meeting.

Items of Business

ITEM 1: RATIFICATION OF ISSUE OF SHARES UNDER TRANCHE 1 OF THE FEBRUARY 2021 INSTITUTIONAL PLACEMENT

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

“That for all purposes, including ASX Listing Rule 7.4, the issue of 108,309,719 fully paid ordinary shares by the Company on 12 February 2021 to institutional, professional and sophisticated investors pursuant to the institutional placement undertaken by the Company in February 2021 on the terms and conditions described in the Explanatory Memorandum be ratified.”

Board recommendation

The Board recommends that shareholders vote in favour of the proposed resolution in Item 1.

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolution in Item 1 by or on behalf of a person who participated in the institutional placement undertaken by the Company in February 2021 or any of their associates.

However, this does not apply to a vote cast in favour of the 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 Chairman 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 Chairman of the Meeting to vote on the resolution as the Chairman of the Meeting 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.

ITEM 2: APPROVAL OF ISSUE OF SHARES UNDER TRANCHE 2 OF THE FEBRUARY 2021 INSTITUTIONAL PLACEMENT

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

“That for all purposes, including ASX Listing Rule 7.1, the issue of 13,118,853 fully paid ordinary shares by the Company to institutional, professional and sophisticated investors pursuant to the institutional placement undertaken by the Company in February 2021 on the terms and conditions described in the Explanatory Memorandum be approved.”

Board recommendation

The Board recommends that shareholders vote in favour of the proposed resolution in Item 2.

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolution in Item 2 by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the institutional placement undertaken by the Company in February 2021 or any of their associates.

However, this does not apply to a vote cast in favour of the 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 Chairman 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 Chairman of the Meeting to vote on the resolution as the Chairman of the Meeting 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.

ITEM 3: APPROVAL OF ISSUE OF OPTIONS UNDER TRANCHE 2 OF THE FEBRUARY 2021 INSTITUTIONAL PLACEMENT

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

“That for all purposes, including ASX Listing Rule 7.1, the issue of 121,428,572 options by the Company to institutional, professional and sophisticated investors pursuant to the institutional placement undertaken by the Company in February 2021 on the terms and conditions described in the Explanatory Memorandum be approved.”

Board recommendation

The Board recommends that shareholders vote in favour of the proposed resolution in Item 3.

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolution in Item 3 by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the institutional placement undertaken by the Company in February 2021 or any of their associates.

However, this does not apply to a vote cast in favour of the 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 Chairman 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 Chairman of the Meeting to vote on the resolution as the Chairman of the Meeting 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.

If you have any questions about the voting exclusions for any of the above items of business, please contact the Company's Share Registry, Link Market Services, on 1300 554 474 (within Australia).

Board order of the Board



Frank Poullas
Executive Chairman
 1 April 2021

Shareholder information	
Manage your shareholding You can contact Magnis' share registry, Link Market Services Limited, if you have any questions about your shareholding Tel: 1300 554 474 (within Australia) Tel: +61 1300 554 474 (outside Australia) Fax: +61 2 9287 0303 Website: www.linkmarketservices.com.au	Go electronic Magnis can deliver your shareholder communications electronically To update your communication preferences, please visit www.linkmarketservices.com.au . Click on "Investor Login" to take you to the Investor Centre. Click on the "Communications" tab at the top of the page, then select the first option to receive all communications from Magnis electronically.

Explanatory Memorandum

Introduction

This Explanatory Memorandum forms part of the Notice of Meeting.

Background

On 8 February 2021, the Company announced that it had received firm commitments from institutional, professional and sophisticated investors to raise \$34 million via a placement of 121,428,572 shares at an issue price of \$0.28 per share, with each share having a free attaching unlisted option with a strike price at \$0.50 and a two-year expiry date ("**February 2021 Placement**").

The February 2021 Placement was split into two tranches due to limitations on the Company's capacity under ASX Listing Rule 7.1 to issue all the securities relating to the February 2021 Placement.

Under the February 2021 Placement:

- Tranche 1 comprised 108,309,719 fully paid ordinary shares ("**Tranche 1 Shares**"); and
- Conditional on shareholder approval, tranche 2 will comprise 13,118,853 fully paid ordinary shares ("**Tranche 2 Shares**") and 121,428,572 unlisted options ("**Tranche 2 Options**").

Item 1: Ratification of issue of shares under Tranche 1 of the February 2021 Institutional Placement

The Tranche 1 Shares were issued on 12 February 2021 utilising the Company's available capacity under ASX Listing Rule 7.1.

Details of ASX Listing Rules 7.1 and 7.4

Broadly speaking and, 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 equity securities it had on issue at the start of that period.

ASX Listing Rule 7.4 provides that where a company in general meeting ratifies previous issues of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issues did not breach ASX Listing Rule 7.1), those securities will be treated as having been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

The issue of the Tranche 1 Shares do not fall within any of the exceptions to ASX Listing Rule 7.1 and, as the issue of the Tranche 1 Shares has not yet been approved by shareholders, the Tranche 1 Shares use up a significant part of the Company's available placement capacity under ASX Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without shareholder approval under ASX Listing Rule 7.1 for the 12 month period following the issue date of the Tranche 1 Shares.

The effect of shareholders passing the resolution in Item 1 will be to allow the Company to retain the flexibility to issue equity securities in the future under its available placement capacity in ASX Listing Rule 7.1 without the requirement to obtain prior shareholder approval.

If the resolution in Item 1 is not passed, the Tranche 1 Shares will continue to be included in the Company's 15% placement capacity under ASX Listing Rule 7.1 and will decrease the number of equity securities the Company can issue or agree to issue without obtaining prior shareholder approval to the extent of the Tranche 1 Shares for the 12-month period following the issue of the Tranche 1 Shares.

Accordingly, the proposed resolution in Item 1 seeks shareholder ratification for the issue of the Tranche 1 Shares that were issued without prior shareholder approval.

The resolution in Item 1 is an ordinary resolution.

Information required by ASX Listing Rule 7.5

For the purposes of ASX Listing Rule 7.5, and to the extent the required information is not set out above, the following information is provided in respect of Tranche 1 Shares.

1. The names of the persons to whom the entity issued or agreed to issue the securities or the basis on which those persons were identified or selected

The Tranche 1 Shares were issued to institutional, professional and sophisticated investors under the institutional placement undertaken by the Company in February 2021, details of which were announced to the ASX on 8 February 2021.

2. The number and class of securities the entity issued or agreed to issue

The Tranche 1 Shares comprised 108,309,719 fully paid ordinary shares.

3. If the securities are not fully paid ordinary securities, a summary of the material terms of the securities

The Tranche 1 Shares are fully paid ordinary shares.

4. The date or dates on which the securities were or will be issued

The Tranche 1 Shares were issued on 12 February 2021.

5. The price or other consideration the entity has received or will receive for the issue

The Tranche 1 Shares were issued at \$0.28 per share and the Company received an aggregate (ie, before costs) consideration of \$30,326,721.32 from the issue of the Tranche 1 Shares.

6. The purpose of the issue, including the use or intended use of any funds raised by the issue

The funds will be used to advance the New York Battery plant into production.

Board recommendation

The Board recommends that shareholders vote in favour of the proposed resolution in Item 1.

Item 2: Approval of issue of shares under Tranche 2 of the February 2021 Institutional Placement

The Tranche 2 Shares have not been issued as they fall outside of the Company's available capacity under ASX Listing Rule 7.1.

Details of ASX Listing Rule 7.1

As set out above, broadly speaking and 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 equity securities it had on issue at the start of that period.

The issue of the Tranche 2 Shares does not fall within any of the exceptions to ASX Listing Rule 7.1 and the Company has no available capacity under ASX Listing Rule 7.1 to issue the Tranche 2 Shares without shareholder approval.

The effect of shareholders passing the resolution in Item 2 will be to allow the Company to issue the Tranche 2 Shares in accordance with the terms of the February 2021 Placement. In addition, the issue of the Tranche 2 Shares will be excluded from calculating the Company's 15% placement capacity under ASX Listing Rule 7.1, effectively allowing the Company to issue equity securities over the 12-month period following the issue date of the Tranche 2 Shares under its available placement capacity in ASX Listing Rule 7.1 without the requirement to obtain prior shareholder approval.

If the resolution in Item 2 is not passed, the Company will not be able to issue any Tranche 2 Shares in accordance with the terms of the February 2021 Placement.

Accordingly, the proposed resolution in Item 2 seeks shareholder approval for the issue of the Tranche 2 Shares.

The resolution in Item 2 is an ordinary resolution.

Information required by ASX Listing Rule 7.3

For the purposes of ASX Listing Rule 7.3, and to the extent the required information is not set out above, the following information is provided in respect of Tranche 2 Shares.

1. The names of the persons to whom the entity will issue the securities or the basis upon which those persons were or will be identified or selected

The Tranche 2 Shares will be issued to institutional, professional and sophisticated investors who participated in the institutional placement undertaken by the Company in February 2021, details of which were announced to the ASX on 8 February 2021.

2. The number and class of securities the entity will issue

The Tranche 2 Shares comprise 13,118,853 fully paid ordinary shares.

3. If the securities are not fully paid ordinary securities, a summary of the material terms of the securities

The Tranche 2 Shares are fully paid ordinary shares.

4. The date or dates on or by which the entity will issue the securities

The Tranche 2 Shares will be issued within five business days of shareholder approval and, in any event, no later than three months after the date of the Meeting.

5. The price or other consideration the entity will receive for the issue

The Tranche 2 Shares will be issued at \$0.28 per share and the Company will receive an aggregate (ie, before costs) consideration of \$3,673,278.84 from the issue of the Tranche 2 Shares.

6. The purpose of the issue, including the intended use of any funds raised by the issue

The funds will be used to advance the New York Battery plant into production.

Board recommendation

The Board recommends that shareholders vote in favour of the proposed resolution in Item 2.

Item 3: Approval of issue of options under Tranche 2 of the February 2021 Institutional Placement

The Tranche 2 Options are free attaching options to each of the Tranche 1 Shares and the Tranche 2 Shares on a 1:1 basis. Subject to shareholder approval, each holder of Tranche 1 Shares and Tranche 2 Shares will be issued a free attaching Tranche 2 Option.

Details of ASX Listing Rule 7.1

As set out above, broadly speaking and 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 equity securities it had on issue at the start of that period.

The issue of the Tranche 2 Options does not fall within any of the exceptions to ASX Listing Rule 7.1 and the Company has no available capacity under ASX Listing Rule 7.1 to issue the Tranche 2 Options without shareholder approval.

The effect of shareholders passing the resolution in Item 3 will be to allow the Company to issue the Tranche 2 Options in accordance with the terms of the February 2021 Placement. In addition, the issue of the Tranche 2 Options will be excluded from calculating the Company's 15% placement capacity under ASX Listing Rule 7.1, effectively allowing the Company to issue equity securities over the 12-month period following the issue date of the Tranche 2 Options under its available placement capacity in ASX Listing Rule 7.1 without the requirement to obtain prior shareholder approval.

If the resolution in Item 3 is not passed, the Company will not be able to issue any Tranche 2 Options in accordance with the terms of the February 2021 Placement.

Accordingly, the proposed resolution in Item 3 seeks shareholder approval for the issue of the Tranche 2 Options.

The resolution in Item 3 is an ordinary resolution.

Information required by ASX Listing Rule 7.3

For the purposes of ASX Listing Rule 7.3, and to the extent the required information is not set out above, the following information is provided in respect of Tranche 2 Options.

1. The names of the persons to whom the entity will issue the securities or the basis upon which those persons were or will be identified or selected

The Tranche 2 Options will be issued to institutional, professional and sophisticated investors who participated in the institutional placement undertaken by the Company in February 2021, details of which were announced to the ASX on 8 February 2021.

2. The number and class of securities the entity will issue

The Tranche 2 Options comprise 121,428,572 unlisted options.

3. If the securities are not fully paid ordinary securities, a summary of the material terms of the securities

The Tranche 2 Options are unlisted options that will be issued as free attaching options to the Tranche 1 Shares and the Tranche 2 Shares.

The Tranche 2 Options will be issued for nil consideration.

The Tranche 2 Options will have an exercise price of \$0.50 and a 2-year expiry date after the issue date.

Each of the Tranche 2 Options will be able to be exercised to acquire one fully paid ordinary share in the Company and the shares will rank equally from their issue date with the Company's existing fully paid ordinary shares.

4. The date or dates on or by which the entity will issue the securities

The Tranche 2 Options will be issued within five business days of shareholder approval and, in any event, no later than three months after the date of the Meeting.

5. The price or other consideration the entity will receive for the issue

No consideration will be received by the Company from the issue of the Tranche 2 Options as the Tranche 2 Options will be issued for nil consideration pursuant to the terms of the February 2021 Placement.

6. The purpose of the issue, including the intended use of any funds raised by the issue

The funds will be used to advance the New York Battery plant into production.

Board recommendation

The Board recommends that shareholders vote in favour of the proposed resolution in Item 3.

Information for Shareholders

The Meeting will be held in person in Sydney and Magnis will comply with the Australian Government's (or Chief Medical Officer's) latest advice in respect of physical distancing and public activities in relation to the conduct of the Meeting.

In the event that it becomes necessary for the Company to give further updates about the Meeting, information will be provided on the Company's website at www.magnis.com.au and lodged with, and available from, the Australian Securities Exchange ("ASX").

Eligibility to attend and vote

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that persons who are registered holders of shares of the Company as at 5:00pm (AEST) on Saturday, 8 May 2021 will be entitled to attend and vote at the Meeting as a shareholder. Share transfers registered after that time will be disregarded in determining a shareholder's entitlement to attend and vote at the Meeting.

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

Registration

Registration will commence at 9:15am on the day of the Meeting. Please bring your personalised Proxy Form to allow the Company's Share Registry to register your attendance at the Meeting.

Proxies

Shareholders who are unable to attend the Meeting are encouraged to appoint a proxy by completing and returning the Proxy Form enclosed with this Notice of Meeting. A proxy need not be a shareholder of the Company and can be either an individual or a body corporate.

Shareholders who are entitled to cast two or more votes at the Meeting may appoint two proxies and may specify the proportion of voting rights each proxy may exercise on a poll. If no proportions are specified, each proxy may exercise half the available votes (disregarding fractions) on a poll. If a shareholder appoints two proxies, neither is entitled to vote on a show of hands if more than one proxy attends the Meeting.

For an appointment of a proxy to be effective for the Meeting, completed and signed Proxy Forms must be received at the Company's Share Registry no later than 9.30am (AEST) on Saturday, 8 May 2021 via one of the following methods:

By post: Magnis Energy Technologies Ltd
C/- Link Market Services Locked Bag A14
Sydney South NSW 1235
Australia

By facsimile: +61 2 9287 0309

By hand: Link Market Services
Level 12
680 George St
Sydney NSW 2000

To be valid, a Proxy Form must be received by the Company in the manner stipulated above. The Company reserves the right to declare invalid any Proxy Form not received in this manner. If a Proxy Form is signed under power of attorney on behalf of a shareholder, then the Company must receive the original power of attorney or a certified copy of the power of attorney by the same time.

Shareholders may direct their proxies to vote in favour of a resolution, against a resolution or abstain from voting on a resolution. Abstained votes will not be counted in computing the required majority on a poll. In the absence of such a direction, the proxy is authorised to vote or abstain from voting on any resolutions at the proxy's discretion, subject to applicable voting restrictions.

Chairman of the Meeting's deemed appointment as proxy

The Chairman of the Meeting will be appointed as your proxy by default if:

- you do not appoint a person or persons as your proxy in your completed Proxy Form; or
- the person you appoint as your proxy does not participate in the Meeting; or
- the person you appoint as your proxy attends the Meeting but does not vote in accordance with your directions on a poll on an item.

If you appoint a proxy, you may still attend the Meeting. However, if you appoint a proxy and attend the Meeting and vote on any resolution, your proxy is not entitled to vote.

Undirected proxies

If you appoint the Chairman of the Meeting as your proxy (including if the Chairman of the Meeting becomes your proxy by default) and you do not specify how the proxy is to vote, you expressly authorise the Chairman of the Meeting to vote as he sees fit.

The Chairman of the Meeting intends to vote all available proxies in favour of all resolutions in respect of all items of business.

Corporate shareholders

Corporate shareholders wishing to appoint a representative to attend and vote at the Meeting on their behalf must provide that person with:

- an appropriately executed letter or certificate authorising the person to act as the company's representative; or
- a copy of the resolution appointing the representative that has been certified by an officer of the company.

An "Appointment of Corporate Representative" form is available from the Company's Share Registry or online at www.linkmarketservices.com.au.

A corporate representative maybe authorised for a single meeting or all meetings of the Company and an authorisation for more than one meeting must be stated on the letter or certificate from the company they are representing. The representative must ensure that the Company has received evidence of his/her appointment, including any authority under which it has been signed, before the Meeting unless it has been previously provided to the Company.

Shareholder questions

Shareholders attending the Meeting will have the opportunity to ask questions at the Meeting. If you have a question, you are encouraged to send it to the Company before the Meeting via email to info@magnis.com.au.

You can also post questions to:

Magnis Energy Technologies Ltd
C/- Link Market Services
Locked Bag A14
Sydney South NSW 1235
Australia

Written shareholder questions submitted before the Meeting must be received by 9:30am (AEST) on Monday, 3 May 2021.

The Company will endeavour to address as many of the more frequently asked questions as possible during the Meeting. However, there may not be sufficient time available at the Meeting to address all the questions submitted. Individual responses will not be sent to shareholders.

Resolutions to be conducted by poll

Voting on all the resolutions contained in the Notice of Meeting will be conducted by poll. On a poll, each shareholder has one vote for each fully paid ordinary share held (subject to the restrictions on voting referred to in the Notice of Meeting).

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

Magnis Energy Technologies Ltd
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474

PROXY FORM

I/We being a member(s) of Magnis Energy Technologies Ltd (the **Company**) and entitled to attend and vote hereby appoint:

APPOINT A PROXY



the Chairman of the
Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting
as your proxy, please write the name of the person or
body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the General Meeting of the Company to be held at **9:30am (AEST) on Monday, 10 May 2021 at Doltone House Hyde Park, Level 3, 181 Elizabeth Street, Sydney, NSW, Australia** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒.

Resolutions

For Against Abstain*

- 1 Ratification of Issue of Shares under Tranche 1 of the February 2021 Institutional Placement
- 2 Approval of Issue of Shares under Tranche 2 of the February 2021 Institutional Placement
- 3 Approval of Issue of Options under Tranche 2 of the February 2021 Institutional Placement

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

MNS PRX2101A



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this 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, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney 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 REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **9:30am (AEST) on Saturday, 8 May 2021**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MAIL

Magnis Energy Technologies Ltd
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**