

MAGNIS ENERGY TECHNOLOGIES LTD

ABN 26 115 111 763

NOTICE OF ANNUAL GENERAL MEETING EXPLANATORY MEMORANDUM AND PROXY FORM

DATE AND TIME OF MEETING

Monday, 22 November 2021

10.00 am (AEDT)

PLACE OF MEETING

The Meeting will be conducted as a virtual meeting, and you can participate by logging in online at <https://agmlive.link/MNS21>

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.

MAGNIS ENERGY TECHNOLOGIES LIMITED

ABN 26 115 111 763

NOTICE OF 2021 ANNUAL GENERAL MEETING

Notice is hereby given that the 2021 Annual General Meeting (**AGM**) of the members of Magnis Energy Technologies Ltd (**Magnis** or the **Company**) will be held virtually on:

Date: Monday, 22 November 2021

Time: 10.00 am (AEDT)

Shareholders may be present virtually and vote via the online platform provided by our share registrar Link Market Services, at <https://agmlive.link/MNS21>.

For more information about how to participate in the Annual General Meeting please refer to the Virtual Meeting Online Guide, available on our website at <https://www.magnis.com.au/announcements/governance-announcements>

ITEMS OF BUSINESS

ITEM 1 - FINANCIAL REPORT, DIRECTORS' REPORT AND AUDITOR'S REPORT

To receive and consider the Financial Report, the Directors' Report and the Independent Auditor's Report of the Company and its consolidated entities for the financial year ended 30 June 2021.

Note: There is no requirement for Shareholders to approve these reports or vote on this item of business.

ITEM 2 - RESOLUTION 1: REMUNERATION REPORT

To consider and, if thought fit, pass the following Resolution as a non-binding advisory **Ordinary Resolution** of the Company:

"That the Remuneration Report for the year ended 30 June 2021 (as set out in the Directors' Report which forms part of the Company's Financial Report) be adopted in accordance with section 250R(2) of the Corporations Act 2001 (Cth)."

Board Recommendation

The Board recommends that Shareholders adopt the Remuneration Report.

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| Note: A voting exclusion statement applies to this Resolution (refer the Voting Exclusion Statement at the beginning of the Explanatory Memorandum for details). |
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ITEM 3 – DIRECTOR RE-ELECTIONS AND ELECTIONS

RESOLUTION 2.1: RE-ELECTION OF DIRECTOR – FRANK POUILLAS

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

"That Frank Poullas, who retires by rotation from the office of Director in accordance with clause 16.10(a)(i) of the Company's Constitution and, having offered himself for re-election and being eligible for re-election, be re-elected as a Director of the Company."

Board recommendation

The Board (with Frank Poullas abstaining due to his personal interest) recommends that Shareholders vote in favour of the proposed Resolution 2.1.

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| No voting exclusion statement applies to this Resolution. |
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RESOLUTION 2.2: ELECTION OF DIRECTOR – ZARMEEN PAVRI

To consider and, if thought fit, pass the following Resolution as an Ordinary Resolution of the Company:

“That Zarmeen Pavri, having been appointed as a Director of the Company since the last annual general meeting, and who retires from the office of Director in accordance with clause 16.6(b) of the Company’s Constitution and ASX Listing Rule 14.4, and, having offered herself for election and being eligible, be elected as a Director of the Company.”

Board recommendation

The Board (with Zarmeen Pavri abstaining due to her personal interest) recommends that Shareholders vote in favour of the proposed Resolution 2.2.

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| No voting exclusion statement applies to this Resolution. |
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RESOLUTION 2.3: ELECTION OF DIRECTOR – RICHARD PETTY

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

“That Richard Petty, having been appointed as a Director of the Company since the last annual general meeting, and who retires from the office of Director in accordance with clause 16.6(b) of the Company’s Constitution and ASX Listing Rule 14.4, and, having offered himself for election and being eligible, be elected as a Director of the Company.”

Board recommendation

The Board (with Dr. Richard Petty abstaining due to his personal interest) recommends that Shareholders vote in favour of the proposed Resolution 2.3.

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| No voting exclusion statement applies to this Resolution. |
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RESOLUTION 2.4: ELECTION OF DIRECTOR – MUGUNTHAN SIVA

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

“That Mugunthan Siva, having been appointed as a Director of the Company since the last annual general meeting, and who retires from the office of Director in accordance with clause 16.6(b) of the Company’s Constitution and ASX Listing Rule 14.4, and, having offered himself for election and being eligible, be elected as a Director of the Company.”

Board recommendation

The Board (with Mr. Mugunthan Siva abstaining due to his personal interest) recommends that Shareholders vote in favour of the proposed Resolution 2.4.

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| No voting exclusion statement applies to this Resolution. |
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RESOLUTION 2.5: ELECTION OF DIRECTOR – MONA DAJANI

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

“That Mona Dajani, having been appointed as a Director of the Company since the last annual general meeting, and who retires from the office of Director in accordance with clause 16.6(b) of the Company’s Constitution and ASX Listing Rule 14.4, and, having offered herself for election and being eligible, be elected as a Director of the Company.”

Board recommendation

The Board (with Ms. Mona Dajani abstaining due to her personal interest) recommends that Shareholders vote in favour of the proposed Resolution 2.5.

No voting exclusion statement applies to this Resolution.

ITEM 4 – DIRECTOR REMUNERATION SECURITIES

RESOLUTION 3.1: GRANTING OF OPTIONS TO ZARMEEN PAVRI

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

“That for the purposes of the ASX Listing rule 10.11 and also other purposes, Zarmeen Pavri, non-executive director of the Company, be granted 2,000,000 unlisted options in the Company with an exercise price of \$0.70 and these options will have an expiry date of 3 years from the date of issue on the terms and conditions described in the Explanatory Memorandum.”

Board recommendation

The Board (with Ms Zarmeen Pavri abstaining due to her personal interest) recommends that Shareholders vote in favour of the proposed Resolution 3.1.

Note: A voting exclusion statement applies to this Resolution - refer the Voting Exclusion Statement at the beginning of the Explanatory Memorandum for details.

RESOLUTION 3.2: GRANTING OF OPTIONS TO RICHARD PETTY

To consider and, if thought fit, pass the following as an **Ordinary Resolution** of the Company

“That for the purposes of the ASX Listing rule 10.11 and also other purposes, Richard Petty, non-executive director of the Company, be granted 2,000,000 unlisted options in the Company with an exercise price of \$0.70 and these options will have an expiry date of 3 years from the date of issue on the terms and conditions described in the Explanatory Memorandum.”

Board recommendation

The Board (with Dr Richard Petty abstaining due to his personal interest) recommends that Shareholders vote in favour of the proposed Resolution 3.2.

Note: a voting exclusion statement applies to this Resolution - refer the Voting Exclusion Statement at the beginning of the Explanatory Memorandum for specific detail.

RESOLUTION 3.3: GRANTING OF OPTIONS TO MUGUNTHAN SIVA

To consider and, if thought fit, pass the following as an **Ordinary Resolution** of the Company

“That for the purposes of the ASX Listing rule 10.11 and also other purposes, Mugunthan Siva, non-executive director of the Company, be granted 2,000,000 unlisted options in the Company with an exercise price of \$0.70 and these options will have an expiry date of 3 years from the date of issue on the terms and conditions described in the Explanatory Memorandum.”

Board recommendation

The Board (with Mr Mugunthan Siva abstaining due to his personal interest) recommends that Shareholders vote in favour of the proposed Resolution 3.3.

Note: a voting exclusion statement applies to this Resolution - refer the Voting Exclusion Statement at the beginning of the Explanatory Memorandum for specific detail.

RESOLUTION 3.4: GRANTING OF OPTIONS TO MONA DAJANI

To consider and, if thought fit, pass the following as an **Ordinary Resolution** of the Company

“That for the purposes of the ASX Listing rule 10.11 and also other purposes, Mona Dajani, non-executive director of the Company, be granted 2,000,000 unlisted options in the Company with an exercise price of \$0.70 and these options will have an expiry date of 3 years from the date of issue on the terms and conditions described in the Explanatory Memorandum.”

Board recommendation

The Board (with Ms Mona Dajani abstaining due to her personal interest) recommends that Shareholders vote in favour of the proposed Resolution 3.4.

Note: a voting exclusion statement applies to this Resolution - refer the Voting Exclusion Statement at the beginning of the Explanatory Memorandum for specific detail.

ITEM 5 – CONVERTIBLE NOTE RESOLUTIONS

RESOLUTION 4.1: RATIFICATION OF PRIOR ISSUE OF 37,000,000 SHARES TO THE LIND PARTNERS

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, shareholders ratify the prior issue of 37,000,000 fully paid ordinary shares by the Company to The Lind Partners on the terms and conditions described in the Explanatory Memorandum.”

Board recommendation

The Board recommends that shareholders vote in favour of the proposed Resolution 4.1.

Note: A voting exclusion statement applies to this Resolution - refer the Voting Exclusion Statement at the beginning of the Explanatory Memorandum for details.

RESOLUTION 4.2: RATIFICATION OF PRIOR ISSUE OF 36,000,000 SHARES TO SBC GLOBAL

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, shareholders ratify the prior issue of 36,000,000 fully paid ordinary shares by the Company to SBC Global Investment Fund on the terms and conditions described in the Explanatory Memorandum:”

Board recommendation

The Board recommends that shareholders vote in favour of the proposed Resolution 4.2.

Note: A voting exclusion statement applies to this Resolution (refer the Voting Exclusion Statement at the beginning of the Explanatory Memorandum for details).

RESOLUTION 4.3: APPROVAL OF THE CONVERTIBLE NOTE FUNDING FACILITY WITH THE LIND PARTNERS

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

“That for all purposes, including ASX Listing Rule 7.1, Shareholders approve the 10,000,000 Convertible Note Funding Facility entered into with The Lind Partners on the terms and conditions described in the Explanatory Notes.”

Board recommendation

The Board recommends that shareholders vote in favour of the proposed Resolution 4.3.

Note: A voting exclusion statement applies to this Resolution - refer the Voting Exclusion Statement at the beginning of the Explanatory Memorandum for details.

RESOLUTION 4.4: APPROVAL OF THE CONVERTIBLE NOTE FUNDING FACILITY WITH SBC GLOBAL

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

"That for all purposes, including ASX Listing Rule 7.1, Shareholders approve the 10,000,000 Convertible Note Funding Facility entered into with SBC Global on the terms and conditions described in the Explanatory Notes."

Board recommendation

The Board recommends that shareholders vote in favour of the proposed Resolution 4.4.

Note: A voting exclusion statement applies to this Resolution - refer the Voting Exclusion Statement at the beginning of the Explanatory Memorandum for details.

RESOLUTION 4.5: GRANTING OF 10,000,000 OPTIONS TO THE LIND PARTNERS

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 Company approves the granting of 10,000,000 unlisted options to The Lind Partners (or their nominees) at an exercise price of \$0.40 and these options will have an expiry date of 3 years from the date of issue on the terms and conditions described in the Explanatory Memorandum."

Board recommendation

The Board recommends that shareholders vote in favour of the proposed Resolution 4.5.

Note: A voting exclusion statement applies to this Resolution - refer the Voting Exclusion Statement at the beginning of the Explanatory Memorandum for details.

RESOLUTION 4.6: GRANTING OF 10,000,000 OPTIONS TO SBC GLOBAL

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 Company approves the granting of 10,000,000 unlisted options to SBC Global Investment Fund (or their nominees) at an exercise price of \$0.40 and these options will have an expiry date of 3 years from the date of issue on the terms and conditions described in the Explanatory Memorandum."

Board recommendation

The Board recommends that shareholders vote in favour of the proposed Resolution 4.6.

Note: A voting exclusion statement applies to this Resolution - refer the Voting Exclusion Statement at the beginning of the Explanatory Memorandum for details.

ITEM 6 – ADVISORY SECURITIES

RESOLUTION 5.1: RATIFICATION OF PRIOR ISSUE OF 5,000,000 ORDINARY SHARES TO EVOLUTION CAPITAL

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, shareholders ratify the prior issue of 5,000,000 fully paid ordinary shares by the Company on 3 August 2021 at an issue price of \$0.24 to Evolution Capital Advisors Pty Ltd (or their nominees) on the terms and conditions described in the Explanatory Memorandum."

Board recommendation

The Board recommends that shareholders vote in favour of the proposed Resolution 5.1.

Note: A voting exclusion statement applies to this Resolution - refer the Voting Exclusion Statement at the beginning of the Explanatory Memorandum for details.

RESOLUTION 5.2: GRANTING OF 10,000,000 OPTIONS TO EVOLUTION CAPITAL

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 Company approves the granting of 10,000,000 unlisted options to Evolution Capital Advisors Pty Ltd (or their nominee), at an exercise price of \$0.50 and these options will have an expiry date of 3 years from the date of issue on the terms and conditions described in the Explanatory Memorandum.”

Board recommendation

The Board recommends that shareholders vote in favour of the proposed Resolution 5.2.

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| Note: A voting exclusion statement applies to this Resolution - refer the Voting Exclusion Statement at the beginning of the Explanatory Memorandum for details. |
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ITEM 7 - RESOLUTION 6: SELECTIVE CAPITAL REDUCTION

To consider and, if thought fit, pass the following as a Special Resolution of the Company:

“That, pursuant to and in accordance with sections 256B and 256C of the Corporations Act and for all other purposes, approval is given for selective capital reduction in respect of 20,000,000 fully paid ordinary shares issued on 22 December 2020 on the terms and conditions set out in the Explanatory Notes, which were issued to the Trustee of the Magnis Technologies Limited Employee Share Trust, on behalf of a former executive director.”

Board recommendation

The Board recommends that shareholders vote in favour of the proposed Special Resolution 6.

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| Note: No voting exclusion applies to this Special Resolution. |
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EXPLANATORY MEMORANDUM

VOTING EXCLUSION STATEMENTS

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| <p>Resolution 1</p> <p>Adoption of Remuneration Report</p> | <p>The Company will disregard any votes cast for the Resolution by or on behalf of:</p> <ol style="list-style-type: none"> 1. any Director; 2. a member of the Company's Key Management Personnel named in the Remuneration Report or their Closely Related Parties, regardless of the capacity in which the vote is cast; or 3. as a proxy by a member of the Company's KMP at the date of the AGM or a closely related party of such a member; or 4. an Associate of those persons. |
| <p>Resolution 3.1, 3.2, 3.3 and 3.4</p> <p><i>Approval for issues of securities to a related party under Listing Rule 10.1</i></p> | <p>The Company will disregard any votes cast in favour of the Resolutions by or on behalf of:</p> <ol style="list-style-type: none"> 1. a person referred to in ASX Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the options to be granted to the board members and senior management. 2. as a proxy by a member of the Company's KMP at the date of the AGM or a closely related party of such a member; or an Associate of those persons. |
| <p>Resolution 4.1, 4.2 and 5.1</p> <p><i>Ratification of prior issue of shares to The Lind Partners, SBC Global and Evolution.</i></p> | <p>The Company will disregard any votes cast in favour of the relevant Resolution by or on behalf of any person or entity who participated in the issue and an Associate of those persons or entity.</p> |
| <p>Resolution 4.3, 4.4, 4.5 and 4.6</p> <p><i>Approval for the purpose of Listing 7.4 to issue:</i></p> <ul style="list-style-type: none"> • <i>Future shares and unlisted options to The Lind Partners, SBC Global; and</i> • <i>Unlisted options to Evolution Capital.</i> | <p>The Company will disregard any votes cast in favour of the Resolutions by or on behalf of a person or entity expected to participate in, or who will obtain a material benefit as the result of, the proposed issue (except for a benefit solely by reason of being a holder of ordinary securities in the entity) and any Associate of those persons or entities.</p> |

With regards to all the above Resolutions, the Company will disregard any votes cast in favour of all the Resolutions by or on behalf of:

- the named person or class of persons excluded from voting; and
- an associate of that person or those persons.

However, with regards to all the above Resolutions, the Company need not disregard a vote cast in favour of a Resolution if:

1. 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
2. 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
3. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met;

- a. 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
- b. the holder votes on the Resolution in accordance with directions given to the beneficiary to the holder to vote in that way.

INTRODUCTION

This Explanatory Memorandum has been prepared for the information of Shareholders of Magnis and accompanies the Notice of Meeting to be held on Monday, 22 November 2021.

The purpose of this Explanatory Memorandum is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote upon the Resolutions set out in the Notice and should be read in conjunction with the Notice.

ITEM 1 - FINANCIAL REPORT, DIRECTORS' REPORT AND AUDITOR'S REPORT

As required by section 317 of the Corporations Act, the Financial Report, Directors' Report and Auditor's Report of the Company for the most recent financial year must be laid before the Meeting.

All shareholders can view the Annual Report which contains the Company's Financial Report for the year ended 30 June 2021 on the Magnis website: <https://www.magnis.com.au/news-reports/annual-reports>
There is no requirement for a formal Resolution on this Item.

The Chairman of the Meeting will allow a reasonable opportunity at the Meeting for Shareholders to ask questions about or make comments on the management of the Company. Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor, Hall Chadwick, questions about the Audit Report, the conduct of its audit of the Company's Financial Report for the financial year ended 30 June 2021, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of Hall Chadwick in relation to the conduct of the audit.

ITEM 2 - RESOLUTION 1: REMUNERATION REPORT

In accordance with section 300A of the Corporations Act, the Company has included in its Annual Report a Remuneration Report for the consideration of Shareholders.

As provided by section 250R(3) of the Corporations Act, the Resolution on this item of business is advisory only and does not bind the Board or the Company.

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| No voting exclusion statement applies to this Resolution. |
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ITEM 3 – DIRECTOR RE-ELECTIONS AND ELECTION

RESOLUTION 2.1 – RE-ELECTION OF DIRECTOR – FRANK POUILLAS

In accordance with clause 16.10(a) 16.10(a)(i) of the Constitution (and noting that no Directors are required to retire at this AGM under clause 16.10(a)(ii) of the Constitution given that they have all been re-appointed at annual general meetings of the Company within the last three years), Frank Poullas, being eligible, offers himself for re-election as Director of the Company.

Mr Frank Poullas

Mr Frank Poullas was appointed as a Director of Magnis on 9 September 2010. He is the Executive Chairman of the Company (appointed in August 2014).

Mr Poullas has spent over two decades working in the technology, investment banking and engineering sectors. During the last 15 years, Mr Poullas has been involved with assisting several public entities with funding and strategic direction which has resulted in increased shareholder value.

Mr Poullas is a director of several companies and consults with companies that are involved or interested in the lithium-ion battery sector.

Mr Poullas is a member of the Health, Safety and Sustainability Committee.

Resolution 2.1 is an Ordinary Resolution.

No voting exclusion statement applies to this Resolution.

RESOLUTION 2.2 – 2.5 ELECTION OF DIRECTORS

Under clause 16.6 of the Constitution, the Directors may at any time appoint any person to be a Director to either fill a casual vacancy or as an addition to the existing Directors. Any director so appointed must retire at the next following annual general meeting and is eligible for election at that meeting.

On 29 March 2021 the following directors were appointed to fill the casual vacancies:

1. Ms Zarmeen Pavri
2. Dr Richard Petty
3. Mr Mugunthan Siva
4. Ms Mona Dajani

Resolutions 2.2 – 2.5 inclusive, each propose to elect the above Directors as to the Company in accordance with clause 16.6 of the Company's Constitution, that otherwise requires resignation at the conclusion of the meeting.

Each Resolution contains the relevant Directors' biography, which is generally abridged from the 2021 Annual Report.

No voting exclusion statement applies to this Resolution.

RESOLUTION 2.2 – ELECTION OF DIRECTOR – MS ZARMEEN PAVRI

Ms Zarmeen Pavri was appointed to fill a casual vacancy on 29 March 2021. Given this is her first AGM at the Company, Ms Pavri is proposed by her fellow Directors to be put forward for election at the 2021 AGM.

Ms. Pavri has over 25 years' experience within the financial services sector, specifically in funds management focused on impact investing, ESG and venture capital. She has a wide range of experience both locally and overseas and has a multidimensional background across strategy development, investment, risk and compliance governance, sustainability, commercialisation, and organisational transformation. Ms. Pavri is a Non-Executive Director of Uniting Ethical Investors Ltd, Chair of the Apostle Ethical and Impact Advisory board, and sits on various advisory committee panels. She is a Partner at SDGx Ventures, an Impact VC investment management and advisory group and further holds the position as the Oceania Regional Senior Advisor at The Global Impact Investing Network (GIIN). She is a qualified Australian Chartered Accountant and has a Bachelor of Commerce (sub major Law) degree from University of Western Sydney.

Ms Pavri is the Chair of the Health, Safety and Sustainability Committee and a member of the Audit and Risk Committee and the Nominations and Remuneration Committee.

The Resolution 2.2 is an Ordinary Resolution.

No voting exclusion statement applies to this Resolution.

RESOLUTION 2.3: ELECTION OF DIRECTOR – RICHARD PETTY

Dr Richard Petty was appointed to fill a casual vacancy on 29 March 2021. Given this is his first AGM at the Company, Dr Petty has been proposed by fellow Directors to be put forward for election at the 2021 AGM.

Dr. Petty has been an adviser on significant projects and investments in Asia. He has served on the faculty of several business schools and remains active in academia as an academic board chair and visiting professor. Dr. Petty is a former member of the B20 and served on the B20 Finance and Infrastructure taskforce, a former Board Member of International Federation of Accountants, a former Chairman of the Australian Chamber of Commerce Hong Kong & Macau, and former Chairman of

CPA Australia. Dr. Petty has been author or co-author of many academic and professional works and has been awarded as a researcher, an editor of academic works, and as an educator. He has served on the editorial boards of several academic journals. Dr. Petty is senior adviser to several investment firms and has served on the boards of other companies, both publicly listed and privately held. Dr. Petty holds several degrees including a PhD and is a Fellow of Chartered Accountants Australia and New Zealand, CPA Australia, and the Australian Institute of Company Directors.

Dr. Petty is the Chair of the Audit and Risk Committee.

The Resolution 2.3 is an Ordinary Resolution.

No voting exclusion statement applies to this Resolution.

RESOLUTION 2.4: ELECTION OF DIRECTOR – MUGUNTHAN SIVA

Mr. Mugunthan Siva was appointed to fill a casual vacancy on 29 March 2021. Given this is his first AGM at the Company, Mr Siva has been proposed by fellow Directors to be put forward for election at the 2021 AGM.

Mr. Siva possesses three decades of experience in the finance industry both locally and overseas specializing in funds management. Mr. Siva is the Managing Director, Chief Investment Officer and co-founder of India Avenue, which is a business focused on providing advice and delivering client focused investment solutions to investors seeking to access India's strongly growing capital markets. Mr. Siva was Head of Portfolio Management for ANZ Wealth, where he was responsible for investment strategy and portfolio construction. Prior to that he held the role of Investment Strategist at ING Investment Management Australia and was Chief Investment Officer for ING Investment Management India. Mr. Siva has also worked for Westpac, Macquarie Bank, ING Bank and RetireInvest. Mr. Siva holds a Bachelor of Commerce from UNSW and a Master of Business from UTS

Mr. Siva Chairs the Nominations and Remuneration Committee is a member of the Audit and Risk Committee and the Health, Safety and Sustainability Committee.

The Resolution 2.4 is an Ordinary Resolution.

No voting exclusion statement applies to this Resolution.

RESOLUTION 2.5: ELECTION OF DIRECTOR – MONA DAJANI

Ms Mona Dajani was appointed to fill a casual vacancy on 29 March 2021. As her first AGM at the Company, Ms Dajani is proposed by her fellow Directors to be put forward to be elected at the 2021 AGM.

Ms. Dajani has over 20 years of practise experience as a dual qualified lawyer in the U.S. and England and as a licensed professional engineer. She serves as a lead lawyer in complex acquisitions, dispositions, financing, and project development transactions involving energy and infrastructure facilities in the United States and around the world. She is co-leader of Pillsbury Winthrop Shaw Pittman's Energy and Infrastructure Projects Team and leads the Renewable Energy practice.

Ms Dajani is a member of the Nominations and Remuneration Committee and the Audit and Risk Committee.

The Resolution 2.5 is an Ordinary Resolution.

No voting exclusion statement applies to this Resolution.

ITEM 4 – REMUNERATION OPTIONS FOR RECENT DIRECTORS

RESOLUTION 3.1 to 3.4: OPTION GRANT FOR NON-EXECUTIVE DIRECTORS

The Remuneration Committee and Board favour a component of non-cash remuneration as being beneficial for attracting and retaining high caliber Directors and Senior Management.

The non-conflicted Directors have determined to recommend that Shareholders' approval be sought to grant 2,000,000 unlisted options in the Company to each respective Director. Each option will have an exercise price of \$0.70 and an expiry date of 3 years from their issue date. The new Directors that are proposed to be granted unlisted options are the Non-Executive Directors that were appointed since the previous AGM, being:

- (a) Ms. Zarmeen Pavri;
- (b) Dr. Richard Petty;
- (c) Mr. Mugunthan Siva; and
- (d) Ms. Mona Dajani

ASX Listing Rule 10.11 requires approval of holders of ordinary shares for an issue of securities to a Related Party, which by the ASX definition and Corporations Act definition includes directors of any relevant company.

There are several rules and conditions that apply to the grant of these unlisted options that are general in nature, and further contained in the terms and conditions in Annexure A of this Notice of Meeting.

Notable rules include LR 6.16, where the unlisted options rights are required to be changed to comply with the listing rules in circumstances where there is a re-organisation of the Company's issue capital.

By way of example, where:

- the Company made a pro-rata issue of two new shares (at nil consideration) for each single share held for example, then two further options would be granted for each unlisted option holder received under these Resolutions, with no change to the same expiry date and the exercise price would be divided by 3, due to the dilution (i.e., 0.70 to \$0.2333); or
- if the Company's shares were approved by Shareholders to be consolidated (by example) from 10 shares to be reduced to 1 share then the unlisted options will be reduced from 10 to 1, and the exercise price will increase ten-fold to \$7.00 for each option exercised (with no change to the expiry date from the original unlisted options).

The Company will issue the options within one (1) month of the Annual General Meeting. No funds are being raised by the issue of these unlisted options and so their issue price is nil per option.

If the unlisted options described in Resolutions 3.1, 3.2, 3.3 and 3.4, are each or severally approved by Shareholders, then these will be issued under Listing Rule 10.11, within one (1) month of their approval.

Securities issued under Listing Rule 10.11 are not counted in the calculation of the Company's issue capacity under Listing Rule 7.1

If Resolutions 3.1, 3.2, 3.3 and 3.4 (or any one or more of them), are NOT passed, then the Company will not issue those respective unlisted options to the relevant Directors. (It is possible, that non-conflicted Board members may elect to supplement an isolated impacted directors' compensation package through other forms of remuneration).

Technical information required by ASX Listing Rule 10.13

1. **Security issue details:** 2,000,000 unlisted options to be issued to each respective director, subject to Shareholders approving Resolutions 3.1 to 3.4. The base fees paid for non-executive directors is \$70,000 per annum, plus Committee Chair annual fees of:
 - a. \$5,000 - Chair the Health, Safety and Sustainability Committee (Z. Pavri),
 - b. \$5,000 - Chair of the Nominations and Remuneration Committee (M. Siva); and
 - c. \$15,000 - Chair the Audit and Risk Committee (R. Petty).
2. **Vesting:** the unlisted options will vest immediately on their issue.
3. **Purpose of grant:** to align shareholders and director interests and assist to attract and retain talent commensurate with competitors.
4. **Terms of Issue:** The exercise price of each is \$0.70, and they vest upon issue, and expire three (3) years from their date of issue. Each option, when exercised converts into one fully paid ordinary share.
5. **Funds Raised:** No funds are being raised from the issue of these unlisted options.

6. **Conversion Rights:** Each option entitles its holder to subscribe for one (1) share for each one (1) unlisted option that is exercised.
7. **Other terms:** several other rules and conditions that apply to the grant of the unlisted options described which are more general in nature. For those rules, please refer to Annexure A attached to this Notice of Meeting.

Voting Exclusions: a voting exclusion statement applies to each of Resolutions 3.1, 3.2, 3.3 and 3.4. Details are in the Voting Exclusion Statement found at the beginning of the Explanatory Memorandum.

Resolution 3.1, 3.2, 3.3 and 3.4 are all Ordinary Resolutions.

ITEM 5 - NEW YORK CONVERTIBLE NOTE FUNDING RESOLUTIONS

RESOLUTION 4.1 & 4.2 - RATIFICATION OF PRIOR ISSUE OF SHARES TO THE LIND PARTNERS AND SBC GLOBAL

Background

As announced on 3 August 2021, the Company secured a \$20,000,000 in combined funding from US-based Institutions, The Lind Global Fund II LP (**The Lind Partners**), and the SBC Global Investment Fund (**'SBC Global'**) for Convertible Notes which together had a combined total Face Value of \$21,000,000, being \$10,500,000 of Face Value to each entity.

Lind Global Fund II LP

Details of Shares issued to The Lind Partners under the terms of the Convertible Notes with a Face Value of \$10,500,000 as at the date of drafting this notice, is shown in Table A below describes the shares issued that are the subject of Resolution 4.1.

30,000,000 ordinary shares were issued as drawdowns against the Face Value of the Convertible Note. 7,000,000 further Placement Shares also issued, is required to be repaid (or otherwise off-set against remaining debt) under the terms of the relevant Convertible Note Agreement. The 37,000,000 shares issued to The Lind Partners were issued using the Company's available placement capacity under ASX Listing rule 7.1.

Details of the Shares issued under the Convertible Notes to Lind Partners is shown below in TABLE A.

| Date of issue | Shares issued to Lind Global Fund II LP | Issue Price per share | Deemed value of the Placement Shares at their date of issue | Explanatory Notes |
|----------------|---|-----------------------|---|-----------------------------|
| 03/08/2021 | 7,000,000 | \$0.2468825 | \$1,728,178 | ' Placement Shares' |
| | | | Drawdown amount | |
| 10/08/2021 | 12,000,000 | \$0.25 | \$3,000,000 | Repaid against Face Value |
| 13/08/2021 | 18,000,000 | \$0.25 | \$4,500,000 | |
| Total | 37,000,000 | | \$7,500,000 | |
| Balance | | | \$3,000,000 | Remaining Face Value |

37,000,000 shares were issued utilising the Company's available placement capacity under ASX Listing rule 7.1. Resolution 4.1 seeks to ratify the 37,000,000 shares issued to Lind Partners under the Convertible Note facility.

SBC Global

Details of Shares issued to SBC Global under the terms of the Convertible Notes with a Face Value of \$10,500,000 as at the date of drafting this notice, is shown in Table B below describes the shares issued that are the subject of Resolution 4.2.

29,000,000 ordinary shares were issued as drawdowns against the Face Value of the Convertible Note. 7,000,000 further Placement Shares also issued, is required to be repaid (or otherwise off-set against remaining debt) under the terms of the relevant Convertible Note Agreement. The 36,000,000 shares issued to SBC were issued using the Company's available placement capacity under ASX Listing Rule 7.1.

Table B Details of the Shares issued under the Convertible Notes to SBC Global is shown below in TABLE B.

| Date of issue | Shares issued to SBC Global | Issue Price per share | Deemed value of the Placement Shares at the date of issue | Explanatory Notes |
|----------------|-----------------------------|-----------------------|---|-----------------------------|
| 03/08/2021 | 7,000,000 | \$0.2468825 | \$1,728,178 | 'Placement Shares' |
| 06/08/2021 | | | Drawdown amounts | Repaid against Face Value |
| | 9,000,000 | \$0.25 | \$2,250,000 | |
| 13/08/2021 | 20,000,000 | \$0.25 | \$5,000,000 | |
| Total | 36,000,000 | | \$7,250,000 | |
| Balance | | | \$3,250,000 | Remaining Face Value |

Resolution 4.2 seeks to ratify the 36,000,000 shares issued to SBC Global under that Convertible Note facility.

Description of ASX Listing Rules 7.1 and 7.4

Listing Rule 7.1 allows an entity to issue up to 15% of a company's fully paid ordinary shares in a 12-month period without the approval of shareholders of that company.

Listing Rule 7.4 allows for subsequent Shareholder approval of issues of equity securities for the purposes of Listing Rule 7.1 if a company did not breach the ASX Listing Rule 7.1 placement limit at the time of issue and the holders of ordinary shares subsequently approve the issue.

The Company is now seeking approval for the issue of securities to The Lind Partners and SBC Global in the manner provided by ASX Listing Rule 7.4.

1. Technical Information required by Listing Rule 14.1 A

- If Resolution 4.1 is passed, the 37,000,000 shares will be excluded in calculating Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the issue date.
- If Resolution 4.1 is NOT passed, the 37,00,000 shares will be included in the 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.
- If Resolution 4.2 is passed, the 36,000,000 shares will be excluded in calculating Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without shareholder approval over the 12-month period following the issue date.

- If Resolution 4.2 is NOT passed, the 36,00,000 shares will be included in the 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder.

Technical information required by ASX Listing Rule 7.5

- 1. Share issue details:** Refer to Table A for Lind Partners, and Table B for SBC Global.
- 2. Purpose of the Issue/ Intended use of funds:** Funds were for general working capital including investment into iM3NY, the Nachu Graphite Project and advance the Townsville Battery Plant project (iM3T).
- 3. Number of Shares Issued:** 36,000,000 shares were issued to The Lind Fund and 37,000,000 shares issued to SBC Global.
- 4. Issue Dates** – as noted in Table A.
The Lind Fund: 3 August 2021 (7,000,000), 10 August 2021 (12,000,000), 13 August 2021 (18,000,000).
SBC Global: 3 August 2021 (7,000,000), 6 August 2021 (9,000,000), 13 August 2021 (20,000,000)
- 5. Terms of Issue:** all Shares rank equally with the existing ordinary shares on issue.
- 6. Other key terms:** Refer to the Key Terms of the Convertible Note Facilities – to Lind Partners and SBC Global table in the explanatory memorandum to Resolutions 4.3 and 4.4.

Exclusions from voting: A voting exclusion statement applies to each of the Resolution 4.1 and 4.2 as provided in the Voting Exclusion Statement at the beginning of the Explanatory Memorandum.

Resolutions 4.1 and 4.2 are Ordinary Resolutions.

RESOLUTION 4.3 & 4.4: CONVERTIBLE NOTE FURTHER DRAWDOWN APPROVALS

As referred to above, with regards to the two Convertible Note instruments entered with US-based Institutions, SBC Global, and The Lind Partners.

The Convertible Notes Facility has provided funds for the Company for general working capital and primarily to support:

1. support its investment in iM3NY, which is building a New York based lithium battery plant;
2. the Nachu Project; and
3. the Townsville Battery Project (iM3T).

The purpose of these Resolutions 4.3 and 4.4, is to seek approval for the Convertible Notes themselves under Listing Rule 7.1.

If the above resolutions are approved (either one or both), then the future drawdowns would fall within Listing Rule 7.2, exception 9, and not taken from the Company's Listing Rule 7.1 issue capacity.

Listing Rule 7.1

Refer to the relevant section of the Explanatory Memorandum that describes Resolution 4.1 and 4.2 for a general description of Listing Rule 7.1.

The purpose of these resolutions is that the Company wishes to retain flexibility to issue additional equity securities in the future without needing to further shareholder to do so, due to constraints imposed by ASX Listing Rule 7.1.

- If Resolution 4.3 is passed, then the Company will be able to issue shares to Lind Partners under its Convertible Note Facility for further drawdown notices received from Lind Partners (until extinguished) without adversely impacting its placement capacity under Listing Rule 7.1.
- If Resolution 4.3 is NOT passed, then Company must issue shares from drawdown notices issued by Lind Partners via its issue capacity available under Listing Rule 7.1 (if it has available capacity).

- If Resolution 4.4 is passed, then the Company will be able to issue shares to SBC Global under its Convertible Note Facility for further drawdown notices received from SBC Global (until extinguished) without adversely impacting its placement capacity under Listing Rule 7.1.
- If Resolution 4.4 is NOT passed, then Company must issue shares from drawdown notices issued by SBC Global via its issue capacity available under Listing Rule 7.1 (if it has available capacity).

Technical information required by ASX Listing Rule 7.3

1. Allottee details:

- The Lind Global Fund II LP - Resolution 4.3; and
- SBC Global Investment Fund - Resolution 4.4.

2. Number of shares to be issued:

- The Maximum Number of Shares be issued are 100,000,000 each, or 50,000,000 per investor, less the Shares already drawn down from each identical Facility.
- See 6 below, for a summary of the key terms and conditions for the drawdowns permitted under the relevant Facility Agreements.
- The total remaining shares are capped by the remaining Face Value for each convertible note.
- When considering the amount due for repayment, it is relevant to note that a combined 14,000,000 Placement Shares issued must be repaid in cash, or otherwise off-set against our remaining debt. More information relating to this can be found in the Key Terms of the Convertible Note Facilities, under the definition of "Initial Placement Shares".

3. Issue Price: To be calculated based on a single daily VWAP selected by the Investors during the (10) ten preceding trading days, less a 7.5% discount, rounded down to the nearest 1/10th of a cent.

4. Class of securities to be issued: Fully Paid Ordinary Shares (to rank equally with the existing Ordinary Shares on issue)

5. Timing: shares must be issued no later than 3 months after the date of the meeting.

6. Purpose of the Issue/ Intended use of funds: funds raised are being used for general working capital including investment into iM3NY, the Nachu Graphite Project and developing iM3T, being the Townsville Battery Plant project.

7. Key Terms of the Convertible Note Facilities – to Lind Partners and SBC Global

| | |
|---------------------------|--|
| Funded Amount | A\$20,000,000 (i.e., A\$10 million from each Investor) |
| Face Value | A\$21,000,000 |
| Commitment Fee | A\$1,000,000 (being 5%) going to The Lind Partners and SBC Global Investment Fund being the difference between the Funded Amount and the Face Value offset on the receipt of the Funded Amount. |
| Two Investors | There are two (2) Facility agreements (each a "Facility Agreement" and together, the "Facility Agreements") with equal terms, and the figures are combined for convenience. Both investors' (i.e., The Lind Partners and SBC Global Investment Fund) rights and obligations may be relied on jointly or severally. |
| Renewable Facility | Subject to ASX Listing Rule 7.1, the Facility may be renewed for up to a further (combined) A\$20,000,000 through mutual agreement by the parties. |
| Term | 18 Months |
| Interest Rate | 0% |

| | |
|--|---|
| Buy-Back Right | Magnis has the right to buy back the outstanding Face Value of the Facility at any time with no additionally priced penalty subject to the Investors' right joint or severally convert up to 1/3rd of the remaining Face Value at the Conversion Price. |
| Purchase Price | The "Purchase Price" of conversion shares to be issued by Magnis under each conversion notice ("Conversion Notice") is calculated based on a single daily VWAP selected by the Investors during the (10) ten preceding trading days, less a 7.5% discount, rounded down to the nearest 1/10th of a cent. |
| Initial Placement | <p>One-time issuance of 14,000,000 shares (being 7,000,000 per Investor) to the Investors ("Placement Shares") issued by the Company on 03 August 2021.</p> <p>Should a Facility Agreement be terminated, the terminating Investor is required to make an additional payment to the Company equal to up to 7,000,000 shares) multiplied by the Purchase Price or proportionately less, based on the remaining shares already utilised in-lieu of satisfying a Conversion Notice.</p> <p>Neither party believe it was necessary to issue shares as collateral to 'cover the Face Value'. (Had that been the case, then the Company would have more likely pursued a significant placement or different form of funding).</p> |
| Conversion Cash Payment Option | Instead of issuing shares, the Company has the option (but not the obligation) to settle any "Conversion Notice" in cash plus a 5% premium, subject to no event of default having occurred. |
| Investor Options | Subject to shareholder approval under ASX Listing Rule 7.1, 20,000,000 options (being 10,000,000 per Investor), exercisable at A\$0.40 and expiring in 3 years, is to be issued to the Investors. |
| Limited restrictions on obtaining alternative funding | <p>The Company has agreed to not pursue competitive forms of funding (i.e., convertible note instruments or other debt-based instruments with share-price repayment mechanisms) during the term of the Facility Agreements. For clarity, these funding restrictions do not apply where the Facility Agreements are terminated due to "change of law" or the 'floor' Company valuation capitalization threshold being breached.</p> <p>Funding restrictions are limited. Notably, they do not apply in terms of limiting the Company's ability to raise funds using the more conventional methods, for example, share placements (including attached unlisted options), right issues (underwritten or otherwise) or the issue of share purchase plans.</p> |
| Other conversion-related obligations | The maximum number of Shares that the Investors are permitted to call is limited to 100,000,000 (50,000,000 per Investor). This right would require a significant fall in the Company's share price based on the Purchase Price calculation and the repayable Face Value limit. |

| | |
|---|--|
| Termination Events | <ol style="list-style-type: none"> 1. Either Investor may terminate their Facility Agreement if any of the following occurs: 2. Events of default that are not remedied by Magnis or waived by the Investors. 3. Were the Company's market cap falls below \$A140,000,000. 4. Changes in the law would impact the legality of instruments such as the Facility Agreement. 5. Changes to the Company's corporate structure made materially varies the obligations and liabilities or the parties' right and benefits of the parties under their respective Facility Agreement so that that Investors' rights or economic burden are materially adversely affected (including by way of material delay or postponement). 6. Trading in securities generally in Australia has been suspended for a period exceeding four consecutive business days. 7. In examples 2 – 5, the Company would have 60 days to obtain funding to pay the outstanding Face Value, without any competitive financing restrictions being applicable. |
| Default Events | <p>Each Facility Agreement contains events of default considered customary for agreements of this nature. These events include:</p> <ol style="list-style-type: none"> 1. failure to issue shares at the relevant Share Price when due; 2. a breach of any material obligations. 3. material adverse changes to the Company (described above); or 4. an insolvency event occurs in respect of the Company. 5. If an event of default occurs, the Investors may, amongst other things: 6. declare the unpaid Face Value as being immediately due and payable; 7. require the Company to convert all or part of the remaining Face Value into Shares; and / or 8. terminate the Facility Agreement. |
| ASX Listing Rules | In the event of a reorganisation of Magnis' capital, the Facility will be reorganised in accordance with the requirements of the ASX Listing Rules. |
| Representations & Warranties | Each Facility Agreement further contains representations and warranties and undertakings by the parties that the Company considers conventional for financing agreements of this nature. |

Exclusions from voting: A voting exclusion statement applies to each of the Resolution 4.3 and 4.4. Details have been provided in the Voting Exclusion Statement at the beginning of the Explanatory Memorandum.

Resolution 4.3 and 4.4 are each Ordinary Resolutions.

RESOLUTION 4.5 AND 4.6: GRANT OF 10,000,000 OPTIONS TO LIND PARTNERS AND SBC GLOBAL

Background and Listing Rule 7.1 Approval

As referred to above, with regards to the two Convertible Note instruments entered with US-based Institutions, SBC Global, and The Lind Partners.

Refer to the table 'Key Terms of the Convertible Note Facilities – to Lind Partners and SBC Global' in the explanatory memorandum to Resolutions 4.3 and 4.4 for key terms, including the subject of these resolutions.

The Convertible note agreements provided for the issue of 10,000,000 unlisted options each, to The Lind Partners, and SBC Global (or to their nominees) subject to shareholders approval. The proposed options are to have an exercise price of \$0.40 and will expire at three years from the date of their issue.

Listing Rule 7.1

Refer to the Explanatory Memorandum for Resolution 4.1 and Resolution 4.2 for a general description of Listing Rule 7.1.

Purpose

The purpose of resolutions 4.5 and 4.6 is to request that shareholders approve that the unlisted options to be issued to The Lind Partners and SGC Global (10,000,000 each, as per their respective convertible note agreements), so that both or individually, will not use the Company's issue capacity under LR 7.1. If these resolutions are not passed (or either one), then the issued options would reduce correspondingly reduce the Company's Listing Rule 7.1 issue capacity by that figure.

The unlisted options are contractually required to obtain shareholder approval whereby a potential penalty of not obtaining said approval would be the reduction of 1,750,000 shares to be reduced from 7,000,000 Issue Shares, that the Company is due to be repaid (subject to any carve outs) at the end of the term.

These unlisted options will not expire until three (3) years from their issue date, therefore the Board has not determined how funds from their exercise would be used, except for general working capital and help to fund the Company's strategic priorities at the relevant time if that occurs.

Technical Information required by Listing Rule 14.1 A

- If Resolution 4.5 is passed, then the Company will be able to issue the 10,000,000 unlisted options to The Lind Partners under its Convertible Note Facility arrangement without adversely impacting its placement capacity under Listing Rule 7.1.
- If Resolution 4.5 is NOT passed, then the Company will issue the unlisted options to The Lind Partners, however these will not be excluded in calculating the Company's placement capacity under rule 7.1, and decrease the number of equity securities the Company can issue without shareholder approval over the 12-month period following the date of issue of the options, and 1,750,000 shares from the 7,000,000 Issue Shares may not be repayable as compensation.
- If Resolution 4.6 is passed, then the Company will be able to issue the 10,000,000 unlisted options to SBC Global under its Convertible Note Facility arrangement without adversely impacting its placement capacity under Listing Rule 7.1.
- If Resolution 4.6 is NOT passed, then the Company will issue the unlisted options to SBC Global, however these will not be excluded in calculating the Company's placement capacity under rule 7.1 and decrease the number of equity securities the Company can issue without shareholder approval over the 12-month period following the date of issue of the options and 1,750,000 shares from the 7,000,000 Issue Shares may not be repayable as compensation.

Technical information required by ASX Listing Rule 7.3

For the purposes of ASX Listing Rule 7.3, the following information is provided:

1. **Allottees:** 10,000,000 unlisted options to be issued each to The Lind Partners, and SBC Global.
2. **Cost:** unlisted options to be granted for nil consideration as per the Convertible Note Funding Facility's terms and conditions.
3. **Timing:** within three (3) months of the AGM. The unlisted options are intended to be issued in a single batch.
4. **No funds raised:** nil additional funds are to be raised as the result of the issue of the unlisted options.
5. **Conversion Right:** One unlisted option entitles its holder to subscribe for one fully paid ordinary share upon exercise.
6. **Exercise Price:** amount payable upon exercise of each unlisted option will be \$0.40 (Exercise Price).
7. **Expiration Period:** Three years. The unlisted options expire at 5.00 (AEDT) on the 3rd anniversary of their issue date.
8. **Other T&Cs:** Several rules and conditions that apply to the grant of the unlisted options are more general in nature. These are included have been included in the terms and conditions in Annexure A of this Notice of Meeting.

Voting exclusions: refer to statement applies to both the Resolutions 4.5 and 4.6. Details have been provided in the Voting Exclusion Statement at the beginning of the Explanatory Memorandum.

Resolution 4.5 and Resolution 4.6 are each Ordinary Resolutions.

ITEM 6 – ADVISORY SECURITIES

RESOLUTION 5.1: RATIFICATION OF PRIOR ISSUE OF 5,000,000 ORDINARY SHARES TO EVOLUTION CAPITAL

Background

Evolution Capital Advisors Pty Ltd (**Evolution Capital**) were the financial advisors to the Convertible Note Instrument arrangement detailed in Explanatory Memorandum to Resolution 4.3 and 4.4. The payment terms for the advisory fees payable to Evolution Capital, excluding obligations to pay appropriate GST were negotiated as below:

1. Issue of 5,000,000 Ordinary Shares issued at 7.5% discounted VWAP modelling, under the convertible notes, calculated based on the previous 10 trading days, rounded down to the nearest 1/10th of a cent.
2. Subject to shareholder approval to Resolution 5.2, granting of 10,000,000 unlisted options with an exercise price of \$0.5, with a 3-year expiry.

The Company has already issued the 5,000,000 Ordinary Shares to Evolution Capital's nominees at an issue price of \$0.24 on 3 August 2021 utilised the Company's available placement capacity under ASX Listing rule 7.1, that were issued (in-lieu of cash) to Evolution Capital for their services in relation to the convertible notes funding by The Lind Fund and SBC Global.

Listing Rule 7.1 and 7.4 - Refer to the Explanatory Memorandum for Resolution 4.1 and 4.2 for a general description of Listing Rule 7.1 and 7.4.

The purpose of resolution 5.1 is to ratify the prior issue of Shares for the purposes of Listing Rule 7.4. Approval of Resolution 5.1, would provide greater flexibility for the Company to issue additional equity securities under Listing Rule 7.1.

Resolution 5.1 seeks to ratify the 5,000,000 shares issued to Evolution Capital.

Technical Information required by Listing Rule 14.1 A

- If Resolution 5.1 is passed, the 5,000,000 shares issued to Evolution Capital nominees pursuant to the Company's placement capacity under Listing Rule 7.1 will be excluded in calculating the Company's placement capacity under rule 7.1, effectively increasing the number of equity securities the Company can issue without shareholder approval over the 12-month period following the date of issue of those shares.
- If the Resolution 5.1 is NOT passed, the 5,000,000 shares issued to Evolution Capital nominees pursuant to the Company's placement capacity under Listing Rule 7.1 will continue to be included in the Company's placement capacity under Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue or agree to issue without obtaining prior Shareholder approval over the 12-month period following the date of issue of those shares.

Technical information required by ASX Listing Rule 7.5

The following information is provided to Shareholders to allow them to assess this Resolution, including for the purposes of ASX Listing Rule 7.5:

1. **Share issue details:** 5,000,000 fully paid ordinary shares in the Company issued on 3 August 2021 to the below Evolution Capital nominees:

| Name of allottee | Number of shares issued |
|-----------------------------|-------------------------|
| Hunter Capital Advisors P/L | 2,916,667 |
| Mishtalem Pty Ltd | 2,083,333 |

2. **Deemed Issue price:** \$0.24 per share.
3. **Terms of Issue:** Shares to rank equally with the existing ordinary shares on issue.
4. **Purpose of the Issue/Intended use of funds:** in lieu of the advisory fees payable in lieu of 6% of

fees otherwise payable in cash from the \$20,000,000 (plus GST, the Company paid) raised on terms described in the explanatory memorandum for Resolutions 4.3 and 4.4.

Exclusions from voting: A voting exclusion statement applies to Resolution 5.1. Details have been provided in the Voting Exclusion Statement at the beginning of the Explanatory Memorandum.

The Resolution 5.1 is an Ordinary Resolution.

RESOLUTION 5.2: GRANTING OF 10,000,000 OPTIONS TO EVOLUTION CAPITAL

Background and Listing Rule 7.1 Approval

As per the agreed advisory fees payment terms with Evolution Capital Advisors Pty Ltd (Evolution Capital), the financial advisors to the funding facility arrangement described in detail in the Explanatory Memorandum for Resolution 4.3 and 4.4, Evolution Capital (or their nominees) are eligible to the granting of 10,000,000 unlisted options with an exercise price of \$0.50, with a 3-year expiry subject to shareholder approval.

Listing Rule 7.1

Refer to the Explanatory Memorandum for Resolution 4.1 and 4.2 for a general description of Listing Rule 7.1.

The purpose of Resolution 5.2 is to seek approval under ASX Listing Rule 7.1 so when it issues the 10,000,000 unlisted option to Evolution Capital (or its nominees) then it will not use the Company's Listing Rule 7.1 capacity to do so. The secondary purpose for requesting shareholders approve this resolution is to maximise the Company's Listing Rule 7.1 issue capacity.

Technical Information required by Listing Rule 14.1 A

If Resolution 5.2 is passed, the 10,000,000 unlisted option to be issued pursuant to the Company's placement capacity under Listing Rule 7.1 will be excluded in calculating the Company's placement capacity under rule 7.1, effectively increasing the number of equity securities the Company can issue without shareholder approval over the 12-month period following the date of issue of the unlisted options.

If Resolution 5.2 is NOT passed, then the 10,000,000 unlisted options when issued, will but not excluded from the Company's placement capacity under Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue or agree to issue without obtaining prior Shareholder approval over the 12-month period following the date of issue of the unlisted options.

Technical information required by ASX Listing Rule 7.3

For the purposes of ASX Listing Rule 7.3, the following information is provided:

- (1) **Security Issue details:** a total of 10,000,000 unlisted options are to be issued to Evolution Capital and/or its nominees.
- (2) **Purpose of the Issue/ Intended use of funds:** each unlisted option will be granted for nil consideration for services provided by unrelated parties to the Company.
- (3) **Timing:** The unlisted options are to be issued within three (3) months of the AGM.
- (4) **Exercise Price:** the amount payable upon exercise of each unlisted option will be \$0.50 (Exercise Price).
- (5) **Expiry Date:** The expiry date of the unlisted options is at 5.00 (AEDT), on the 3rd anniversary from the date of issue.
- (6) **Other T&Cs:** Several rules and conditions that apply to the grant of the unlisted options are more general in nature. These are included have been included in the terms and conditions in Annexure A of this Notice of Meeting

Exclusions from voting: A voting exclusion statement applies to each of Resolution 5.1 and 5.2. Details have been provided in the Voting Exclusion Statement at the beginning of the Explanatory Memorandum.

Resolution 5.2 is an Ordinary Resolution.

ITEM 7 - SPECIAL RESOLUTION 6: SELECTIVE CAPITAL REDUCTION

Special Resolution

This is a Special Resolution and therefore requires approval of 75% of the votes cast by Shareholder's present and eligible to vote. (In person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

Background

At the annual general meeting of the Company held on 30 November 2020, Shareholders approved the issue of 20,000,000 shares (the unvested shares) to the Magnis Technologies Ltd Employee Share Trust (**MTEST**) to be held by the Trustee on behalf of a former executive director James Dack pursuant to the rules of the Magnis Energy Technologies Ltd Employee Share Trust (**Plan**). The shares were issued on 22 December 2020. Vesting of the shares was subject primarily to Mr Dack serving for two consecutive year period as an employee of the Company.

Mr Dack was appointed as an executive director on 15 June 2020 and resigned as a director in May 2021. As the two years of consecutive service performance criteria was unfulfilled, the Company the shares will not vest, and therefore the Board has proposed to cancel them, through a selective capital reduction provided under sections 256B and 256C of the Corporations Act.

The Trustee for MTEST has consented to the selective capital reduction and subsequent cancellation by the Company of the 20,000,000 unvested shares as described above.

Sections 256B and 256C of the Corporations Act

Section 256B of the Corporations Act provides that a company may reduce its share capital in a way that is not otherwise authorised by law if the reduction:

- a. is fair and reasonable to the Company's shareholders as a whole;
- b. does not materially prejudice the Company's ability to pay its creditors; and
- c. is approved by shareholders under section 256C.

Section 256C(2) of the Corporations Act provides that a company may, by Special Resolution passed in a general meeting, undertake a selective reduction of its issued securities provided that no votes are cast in favour of the Resolution by any person who is to receive consideration as part of the reduction or whose liability to pay amounts unpaid on shares is to be reduced, or by their associates.

Consent of the holder is necessary and has been obtained.

These shares were approved by shareholders specifically to remunerate and incentivise a former executive director. The primary hurdle before they vested and were transferred to the former executive director, was continued service for two consecutive years.

As this key hurdle was not met, and these shares were issued at nil consideration and held by the Trustee of the MTEST, the Board considers that a selective reduction and then cancellation is the most appropriate and fair and reasonable way to deal with these securities for the Company's shareholders.

As there is no amount payable for the reduction or cancellation of the shares, this action would not prejudice the Company's ability to pay creditors.

Accordingly, the Board has formed the view that:

- a. the cancellation of the shares will not prejudice any class of shareholders because they are unvested, and not trading, being as they are held the Trustee for the MTEST that was established to administer securities by direction from the Board and the Company's shareholders; and
- b. the economic interest of existing fully paid ordinary shares in the Company cannot be materially adversely impacted, and only improved due to the reduction of dilution from cancelling the shares.

Effect on the capital structure of the Company

The Company's capital structure as at the latest practicable date is as below (assuming no other resolution is passed):

| Security | Current no. of securities on issue | Securities on issue post reduction and cancellation of the unvested Shares |
|--------------------|------------------------------------|--|
| Ordinary Shares | 929,434,546 | 909,434,546 |
| unlisted options | 125,178,572 | 125,178,572 |
| Performance shares | 7,500,000 | 7,500,000 |

No voting exclusions that apply to this Special Resolution.

Resolution 6 is a Special Resolution.

Annexure A
Additional Terms & Conditions for all unlisted options described in the 2021 Notice of Meeting and Explanatory Memorandum

1. The terms of Options are described broadly in the Explanatory Memorandum attached to Annexure A. These are subject to the following terms and conditions (**T&Cs**):

1.1 Nil Consideration

No amount is payable on the issue of an Option, and they vest immediately upon being issued.

1.2 Exercise of an Option

Unlisted options described in this Notice of Meeting are all convertible on a 1:1 basis of unlisted options in return for one (1) fully paid ordinary share.

1.3 Exercise prices

Each relevant option has an exercise price as described in each respective resolution.

1.4 Exercise Period and last exercise date

The exercise date for each option are described under the Explanatory Memorandum attached to this Notice of Meeting. Any Options that are not exercised on or before 5.00 pm (AEDT) on the expiration date shall lapse with immediate effect.

1.5 The registered Manner of Exercise

holder of the option may only exercise each option by delivering an Exercise Notice to the Company's share registry at the time that specifies the number of Options being exercised.

An Exercise Notice is permitted to be delivered at any time during the applicable Exercise Period, including by email, post, by hand, or by any other method to the Company's Share Registry or registered office. Once delivered, the Exercise Notice is not permitted to be withdrawn.

Optionholders must exercise Options in blocks of no less than 100,000 unlisted options per conversion notice. If the optionholder owns less, then that number must be converted.

For an Exercise Notice to be valid, the Company must receive cleared funds before the end of the applicable Exercise Period. This payment must equal the Exercise Price multiplied by the options that are subject to that Exercise Notice.

If the amount of money paid is less than the Exercise Price for the number of Options to which the Exercise Notice relates, the Company may, in its discretion, elect to treat the Exercise Notice as to an Exercise of such a lower number of options as it considers lawful and practical.

1.6 Issue of Shares on exercise

On or about the 5 Trading Day after the last day of the Exercise Period, the Company must issue the number of Shares equal to the number of Options the subject of valid Exercise Notices.

The new Shares issued upon the exercise of an Option will be issued fully paid. These will rank equally in all respects with the other fully paid shares from their issue date.

1.7 Constitution

Each Option holder that exercises Options is consenting to be a member of the Company and bound to its constitution.

1.8 Non-Transfer

The Options are non-transferrable.

1.9 Distributions

An Option does not confer any right to dividends or other distributions.

1.10 Voting rights

The unlisted options in and of themselves do not confer any rights to attend general meetings of the Company or vote or speak at such meetings.

1.11 Participation rights

Optionholders may not participate in new issues to existing shareholders except and to the extent that they may already be a shareholder

1.12 Adjustments to terms of Options

2.1 Pro-rata Issues or bonus issues

If there is a pro-rata issue or bonus issue to the holders of shares (except an issue in lieu of distributions) after the issue of the options and before the date, the relevant Options must be exercised or lapse, then the Exercise Price of the options or the number of shares to be issued on the exercise of these options will be adjusted under the ASX Listing Rules.

2.2 Reorganisations

If there is a reorganisation (including a consolidation, sub-division, return of capital, reduction of capital, cancellation) of the capital of the Company or both after the issue of the options and before the relevant options are exercised or lapse, the Exercise Price of the options or the number shares to be issued on the exercise of the Options will be adjusted in accordance with the ASX Listing Rules.

2.3 Calculations Binding

Any calculations or adjustments to these terms and conditions of the Options which are required or permitted to be made under these terms and conditions will be made by the Board of the Company. In the absence of manifest error, they will be final and conclusive and binding every Option holder described in this Notice of Meeting.

2.4 Notifications

The Company must within a reasonable period or, as otherwise required by the ASX Listing Rules if applicable at that time, give to the optionholder notice of any change the Options held by the optionholder or the number of shares to be issued on the exercise of the option.

2.5 Application of ASX Listing Rules

The Options and any Shares issued on exercise of these options are subject always to the provisions of the constitutions of the Company and the ASX Listing Rules. To the extent of any inconsistency between these terms and conditions, the constitutions of the Company, and the ASX Listing Rules, then ASX Listing Rules prevail.

2.6 Defined terms

ASX means ASX Limited or the Australian Securities Exchange operated by ASX Ltd as the case requires.

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

Business Day has the same meaning as in the ASX Listing Rules.

Exercise Notice means a written notice in the form approved by the Company or its Share Registry from time to time.

Exercise Period means the period described in each relevant resolution's Explanatory Memorandum.

Exercise Price has the means of the relevant exercise prices described in the Explanatory Memorandum for each issue.

The Company means Magnis Energy Technologies Limited (ASX: MNS).

Option or option refers to unlisted options issued to the parties as described in the 2021 AGM Notice of Meeting.

Trading Day has the same meaning as in the ASX Listing Rules.

X.....

PROXY FORM

I/We being a member(s) of Magnis Energy Technologies Limited 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 and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

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 Annual General Meeting of the Company to be held at **10:00am (AEDT) on Monday, 22 November 2021 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://agmlive.link/MNS21> (refer to details in the Notice of Meeting and Virtual Meeting Online Guide).

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

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* | | For | Against | Abstain* |
|---|--------------------------|--------------------------|--------------------------|---|--------------------------|--------------------------|--------------------------|
| 1 Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 4.1 Ratification of Prior Issue of 37,000,000 Shares to The Lind Partners | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2.1 Re-election of Director – Frank Poullas | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 4.2 Ratification of Prior Issue of 36,000,000 Shares to SBC Global | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2.2 Election of Director – Zarmeen Pavri | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 4.3 Approval of the convertible note funding Facility with The Lind Partners | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2.3 Election of Director – Richard Petty | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 4.4 Approval of the convertible note funding Facility with SBC Global | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2.4 Election of Director – Mugunthan Siva | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 4.5 Granting of 10,000,000 Options to The Lind Partners | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2.5 Election of Director – Mona Dajani | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 4.6 Granting of 10,000,000 Options to SBC Global | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3.1 Granting of Options to Zarmeen Pavri | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 5.1 Ratification of Prior Issue Of 5,000,000 Ordinary Shares to Evolution Capital | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3.2 Granting of Options to Richard Petty | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 5.2 Granting of 10,000,000 Options to Evolution Capital | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3.3 Granting of Options to Mugunthan Siva | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 6 Selective Capital Reduction | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3.4 Granting of Options to Mona Dajani | <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).

NAME / ADDRESS

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au


BY MAIL

 Magnis Energy Technologies Limited
 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

 *during business hours Monday to Friday (9:00am - 5:00pm)
 and subject to public health orders and restrictions


ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474

LODGE A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **10:00am (AEDT) on Saturday, 20 November 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).

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, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

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:

- 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
- 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 virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at registrars@linkmarketservices.com.au prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au

MAGNIS ENERGY TECHNOLOGIES LTD
ABN 26 115 111 763

21 October 2021

Letter from the Chairman

Dear Shareholder,

On behalf of the board of directors (**Board**) of Magnis Energy Technologies Ltd ACN 115 111 763 (**Magnis** or **Company**), I am pleased to invite you to join the 2021 Annual General Meeting (**AGM**) of the Company which will be held on **Monday, 22 November 2021 at 10.00 am (AEDT)**.

Given the current pandemic situation and in the interest of public health and safety, the Board considers it appropriate to hold the 2021 Annual General Meeting virtually in accordance with the *Treasury Laws Amendment (2021 Measures No. 1) Act 2021*. Accordingly, the Meeting will be conducted as a virtual meeting, and you can participate by logging in online at <https://agmlive.link/MNS21>.

Please also refer to the Virtual Meeting Online Guide for details on how to participate in the Meeting at the following link: <https://www.magnis.com.au/announcements/governance-announcements>

The Company will also not be dispatching physical copies of the Notice of Meeting (NOM) to shareholders unless a shareholder has requested a hard copy. Instead, a copy of NOM is being made available to Shareholders electronically and can be viewed and downloaded online at the following link: <https://www.magnis.com.au/announcements/governance-announcements>

A copy of the Proxy Form is enclosed for convenience. To be effective, Proxy Forms must be received at the Share Registry of the Company no later than 10:00 am (AEDT) on Saturday, 20 November 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 must be received before that time by one of the following methods:

By Post:

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

By Facsimile: +61 2 9287 0309

By Hand (during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions):

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

To receive electronic communications from the Company in the future, please update your Shareholder details online at <https://investorcentre.linkmarketservices.com.au/Login/Login> and log in with your unique shareholder identification number and postcode (or country for overseas residents). Once logged in you can also lodge your proxy vote online by clicking on the "Voting" tab.

In the event that it becomes necessary for the Company to give further updates, information will be provided on the Company's website at <https://www.magnis.com.au/announcements/governance-announcements> and lodged with, and available from, the Australian Securities Exchange (**ASX**).

Business of the AGM

The business of the AGM is set out in the NOM and the explanatory memorandum (**Explanatory Memorandum**). The Notice and Explanatory Memorandum set out important information in relation to the matters to be considered by Shareholders at the AGM, and I encourage you to read those materials carefully.

The AGM is an important part of the Company's approach to governance. At the AGM, you will be able to vote on the below resolutions:

Item 2

Resolution 1 - Remuneration Report

Item 3

Resolution 2.1 - Re-election of Director – Frank Poullas

Resolution 2.2 - Election of Director – Zarmeen Pavri

Resolution 2.3 - Election of Director – Richard Petty

Resolution 2.4 - Election of Director – Mugunthan Siva

Resolution 2.5 - Election of Director – Mona Dajani

Item 4

Resolution 3.1 - Granting of Options to Zarmeen Pavri

Resolution 3.2 - Granting of Options to Richard Petty

Resolution 3.3 - Granting of Options to Mugunthan Siva

Resolution 3.3 - Granting of Options to Mona Dajani

Item 5

Resolution 4.1 Ratification of Prior Issue of 37,000,000 Shares to The Lind Partners

Resolution 4.2 Ratification of Prior Issue of 36,000,000 Shares to SBC Global

Resolution 4.3 Approval of the convertible note funding Facility with The Lind Partners

Resolution 4.4 Approval of the convertible note funding Facility with SBC Global

Resolution 4.5 Granting of 10,000,000 Options to The Lind Partners

Resolution 4.6 Granting of 10,000,000 Options to SBC Global

Item 6

Resolution 5.1 Ratification of Prior Issue Of 5,000,000 Ordinary Shares to Evolution Capital

Resolution 5.1 Granting of 10,000,000 Options to Evolution Capital

Item 7

Resolution 6 Selective Capital Reduction

Shareholders who do not wish to vote during the AGM are encouraged to appoint the Chairman as proxy. Shareholders can complete the Proxy Form and give specific instructions on how their vote is to be exercised in respect of each item of business, and the Chairman must follow these instructions.

All Resolutions will be by a Poll

Voting on each proposed resolution in respect of each item of business will be conducted by a poll. The Board considers voting by poll to be in the best interests of Shareholders, as it enables the views of as many Shareholders as possible are represented at the AGM.

Shareholder questions

Shareholders attending the AGM will have the opportunity to ask questions at the AGM. If you have an issue or question that you would like to be discussed at the AGM, please send your query, prior to the AGM, to the Company Secretary, Magnis Energy Technologies Ltd, at info@magnis.com.au

Written Shareholder queries submitted before the AGM must be received by 10:00 am (AEDT) on Saturday, 20 November 2021.

Thank you for your continued support of Magnis. I look forward to seeing as many Shareholders as possible at the AGM.

Yours sincerely

Frank Poullas

Chairman

Magnis Energy Technologies Limited