



## 2022 Annual General Meeting

Critical Minerals Group Limited (ASX: CMG) (**CMG** or **Company**) provides the following documents regarding the Annual General Meeting for 2022:

Notice of Annual General Meeting

Sample proxy form

In accordance with section 110D of the *Corporations Act 2001* (Cth) (**Corporations Act**) (as inserted by the *Corporations Amendment (Meetings and Documents) Act 2022* (Cth), the Company will not be sending hard copies of the Notice of Annual General Meeting (**Notice**) unless a shareholder (**Shareholder**) has elected to receive documents in hard copy in accordance with the timeframe specified in section 110E(8) of the *Corporations Amendment (Meetings and Documents) Act 2022* (Cth). All Shareholders will be able to access the Notice on the Company's website at: <https://www.criticalmineralsgroup.com.au/>.

This announcement has been authorised for release on the ASX by the board.

**For more information, please contact:**

**Scott Drelincourt**

*Managing Director*

[info@criticalmineralsgroup.com.au](mailto:info@criticalmineralsgroup.com.au)

(07) 5555 5055





**CRITICAL  
MINERALS  
GROUP**

# Critical Minerals Group Limited ACN 652 994 726 (Company)

## **NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT**

Notice is given that the annual general meeting of the Company will be held as follows:

**Time:** 1.30pm (AEST)

**Date:** Thursday 24 November 2022

**Place:** To be held by virtual means at:

[https://us02web.zoom.us/webinar/register/WN\\_LcLD7pmYQ7WGVpixYtMa0g](https://us02web.zoom.us/webinar/register/WN_LcLD7pmYQ7WGVpixYtMa0g)

and in person at:

PKF Brisbane, Level 6, 10 Eagle Street, Brisbane 4000

## **ANNUAL REPORT FOR 2022:**

<https://www.criticalmineralsgroup.com.au/financial-reports>

*The Notice of Annual General Meeting and Explanatory Statement is an important document and should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.*

*Should you wish to discuss the matters on this Notice of Annual General Meeting please do not hesitate to contact the Company Secretary on (07) 5555 5055 or via email at [info@criticalmineralsgroup.com.au](mailto:info@criticalmineralsgroup.com.au).*



**Critical Minerals Group Limited**  
**ACN 652 994 726**  
**(Company)**

## **CHAIRMAN'S LETTER TO SHAREHOLDERS**

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Dear Shareholder

I have the pleasure of inviting you to the Annual General Meeting (**Meeting**) of Critical Minerals Group Limited ACN 652 994 726 (**Company**).

The Meeting of the Company's shareholders (**Shareholders**) will be held at PKF Brisbane, Level 6, 10 Eagle Street, Brisbane 4000 at 1.30pm AEST on the Thursday 24 November 2022.

We are also offering Shareholders the ability to attend online at [https://us02web.zoom.us/webinar/register/WN\\_LcLD7pmYQ7WGVpixYtMa0g](https://us02web.zoom.us/webinar/register/WN_LcLD7pmYQ7WGVpixYtMa0g).

Shareholders and proxy holders who attend online will be able to follow the proceedings, cast a live vote, and ask questions in real time using the online platform. Instructions on how to do so are included in the Notice of Meeting (**Notice**) and Explanatory Statement.

Even if you plan to attend in person or participate online, you are encouraged to submit a directed proxy before the Meeting so that your vote can be counted if the physical meeting arrangements change and you cannot attend or if there is a technical difficulty.

In the lead up to the Meeting, we will continue to monitor the COVID-19 situation. If it becomes necessary or appropriate to make alternate arrangements for the Meeting, we will inform you through the Company's website and the ASX Market Announcements Platform.

The directors and executive team look forward to updating you on the Company's activities at the Meeting.

Yours sincerely



**Alan Broome AM**  
Chairman



# Critical Minerals Group Limited

## ACN 652 994 726

### (Company)

## NOTICE OF MEETING

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Notice is given that an annual general meeting (**Meeting**) of the shareholders (**Shareholder**) of the Company will be held as follows:

**Time:** 1.30pm (AEST)

**Date:** Thursday 24 November 2022

**Place:** To be held by virtual means at:

[https://us02web.zoom.us/webinar/register/WN\\_LcLD7pmYQ7WGVpixYtMa0g](https://us02web.zoom.us/webinar/register/WN_LcLD7pmYQ7WGVpixYtMa0g)

and in person at:

PKF Brisbane, Level 6, 10 Eagle Street, Brisbane 4000

In accordance with section 110D of the *Corporations Act 2001* (Cth) (**Corporations Act**) (as inserted by the *Corporations Amendment (Meetings and Documents) Act 2022* (Cth), the Company will not be sending hard copies of the Notice of Meeting (**Notice**) unless a Shareholder has elected to receive documents in hard copy in accordance with the timeframe specified in section 110E(8) of the *Corporations Amendment (Meetings and Documents) Act 2022* (Cth). All Shareholders will be able to access the Notice on the Company's website at: <https://www.criticalmineralsgroup.com.au/>. The Company has also provided the meeting materials on the Company's ASX Market Announcements Platform.

The Explanatory Statement to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Statement and the Proxy Form forms part of this Notice.

Terms and abbreviations used in this Notice and Explanatory Statement are defined in the Glossary.

## AGENDA

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### 1. Annual Report

To table and consider the Annual Report of the Company and its controlled entities for the year ended 30 June 2022, which includes the Financial Report, the Director's Report and the Auditor's Report.

### 2. Resolution 1 – Adoption of Remuneration Report

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To consider and, if thought fit, pass the following as a non-binding ordinary resolution of the Company:

*"That the Remuneration Report (as set out in the Director's Report) for the year ended 30 June 2022 be adopted."*

**Note:**

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

**Voting Exclusion:**

As required by the Corporations Act, the Company will disregard any votes cast in favour of Resolution 1 by any member of the Company's Key Management Personnel or Closely Related Party of any such member unless the person:

- votes as a proxy appointed in writing that specifies how the person is to vote on Resolution 1; or
- is the Chair of the Meeting and votes as a proxy appointed in writing that authorises the Chair to vote on Resolution 1 even though Resolution 1 is connected with the remuneration of a member of the Company's Key Management Personnel.



### 3. Resolution 2 – Election of Director (Mr Alan John Broome AM)

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

*“That Mr Alan John Broome AM, who was appointed as a Director effective 18 October 2021, and who holds office until the end of this Meeting in accordance with clause 15.6 of the Company’s Constitution and ASX Listing Rule 14.4, and being eligible, offers himself for election, be elected as a Director of the Company.”*

### 4. Resolution 3 – Election of Director (Mr Art Daniel Malone)

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

*“That Mr Art Daniel Malone, who was appointed as a Director effective 6 May 2022, and who holds office until the end of this Meeting in accordance with clause 15.6 of the Company’s Constitution and ASX Listing Rule 14.4, and being eligible, offers himself for election, be elected as a Director of the Company.”*

### 5. Resolution 4 – Election of Director (Mr Steven James Laszlo Rowland Kovac)

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

*“That Mr Steven James Laszlo Rowland Kovac, be elected as a Director of the Company.”*

**Note:**

Idemitsu Lindfield Pty Ltd, the Company’s largest Shareholder, nominated Mr Steven James Laszlo Rowland Kovac for appointment as a Director of the Company. The Board supports this nomination. Further details are set out in the Explanatory Statement.

### 6. Resolution 5 – Additional 10% Placement Capacity

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To consider and, if thought fit, pass the following as a special resolution of the Company:

*“That for the purpose of ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 over a 12 month period and on terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:**

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of any persons who are expected to participate in, or who will obtain a material benefit as a result of, an issue under the 10% Placement Capacity (except a benefit solely by reason of being a holder of Shares) or any associate of those persons.

However, this does not apply to a vote cast in favour of this Resolution 5 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with directions given to the proxy or attorney to vote on Resolution 5 in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with a direction given to the Chair to vote on Resolution 5 as the Chair decides; or
- a holder acting solely in a nominee, trustee or custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 5; and
  - the holder votes on Resolution 5 in accordance with directions given by the beneficiary to the holder to vote in that way.



## 7. Resolution 6 – Amendments to the Constitution

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To consider and, if thought fit, pass the following as a special resolution of the Company:

*“That, for the purposes of section 136(2) of the Corporations Act, ASX Listing Rule 15.12 and for all other purposes, approval is given for the Company to modify the Constitution, by making the amendments summarised in the Explanatory Statement, with effect immediately upon passing of this Resolution.”*

## 8. Resolution 7 – Appointment of Auditor

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

*“That, for the purpose of section 327B(1)(a) of the Corporations Act, and for all other purposes, PKF Brisbane Audit, having been nominated by a Shareholder and having consented in writing to act in the capacity of auditor, be appointed as auditor of the Company with effect from the conclusion of this Meeting.”*

Dated: 24 October 2022

**BY ORDER OF THE BOARD**



**Toni Myers**  
Company Secretary



# Critical Minerals Group Limited

## ACN 652 994 726

### (Company)

## EXPLANATORY STATEMENT

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### 1. Introduction

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This Explanatory Statement has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting to be held by virtual means via

[https://us02web.zoom.us/webinar/register/WN\\_LcLD7pmYQ7WGVpixYtMa0g](https://us02web.zoom.us/webinar/register/WN_LcLD7pmYQ7WGVpixYtMa0g)

and in person at

PKF Brisbane, Level 6, 10 Eagle Street, Brisbane 4000

on Thursday, 24 November 2022 commencing at 1.30pm (AEST).

This Explanatory Statement should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Statement is to provide information to Shareholders in deciding whether or not to pass the Resolutions in the Notice. A Proxy Form is located at the end of the Explanatory Statement.

### 2. Information for Shareholders

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#### 2.1 Eligibility to vote

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that persons eligible to vote at the Meeting are those who are registered as Shareholders at 1.30pm (AEST) on Tuesday, 22 November 2022.

Each of the Resolutions will be decided by poll.

#### 2.2 Venue and Voting Information

The Meeting of the Shareholders to which this Notice relates will be held at 1.30pm (Brisbane time) on Thursday, 24 November 2022 at PKF Brisbane, Level 6, 10 Eagle Street, Brisbane 4000 and as a virtual meeting.

The Company is pleased to provide Shareholders with the opportunity to attend and participate in a virtual meeting through an online meeting platform powered by Automic.

Shareholders that have an existing account with Automic will be able to watch, listen, and vote online.

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

To access the virtual meeting on the day:

- (a) Open your internet browser and go to [www.investor.automic.com.au](http://www.investor.automic.com.au).



- (b) Login with your username and password or click “*Register*” if you haven’t already created an account. Shareholders are encouraged to create an account prior to the start of the Meeting to ensure there is no delay in attending the virtual meeting.
- (c) After logging in, a banner will display at the bottom of your screen to indicate that the Meeting is open for registration, click on “*Register*” when this appears. Alternatively, click on “*Meetings*” on the left-hand menu bar to access registration.
- (d) Click on “*Register*” and follow the steps.
- (e) Click on the URL to join the webcast where you can view and listen to the virtual meeting. Note that the webcast will open in a separate window.

Shareholders will be able to vote (see section 2.5 below) and ask questions at the virtual meeting.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company.

Questions must be submitted in writing to the Company Secretary at [info@criticalmineralsgroup.com.au](mailto:info@criticalmineralsgroup.com.au) at least 5 Business Days before the Meeting.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

The Chair of the Meeting will endeavour to address as many of the most frequently raised topics as possible during the Meeting. However, there may not be enough time to address all questions.

Please note that individual responses will not be sent to Shareholders.

## 2.3 Your vote is important

The business of the Meeting affects your shareholding and your vote is important.

## 2.4 Voting in person

To vote in person, attend the Meeting on the date and at the place set out above.

Should it become necessary or appropriate to make alternative arrangements for the holding or conduct of the Meeting, an announcement will be made on the Company’s website and through the ASX Market Announcement Platform.

## 2.5 Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the Meeting can do so through the online meeting platform powered by Automic.

Once the Chair of the Meeting has declared the poll open for voting click on “*Refresh*” within the platform to be taken to the voting screen.

Select your voting direction and click “*Confirm*” to submit your vote. Note that you cannot amend your vote after it has been submitted

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

## 2.6 Voting by proxy

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

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

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

## 2.7 Proxies

Shareholders who are entitled to vote at the Meeting have a right to appoint a proxy to attend the Meeting and vote on their behalf. The proxy need not be a Shareholder of the Company and may be an individual or body corporate. If a Shareholder is entitled to cast two or more votes they may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the proxy appointments do not specify a proportion or number, each proxy may exercise half of the Shareholder’s votes.

All Shareholders are invited and encouraged to participate in the Meeting via virtual means or attend in person and are encouraged to lodge a directed Proxy Form to the Company in accordance with the instructions noted in the Proxy Form. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting via virtual means or voting at the Meeting in person.

Even if you plan to attend in person or participate virtually, you are encouraged to submit a Proxy Form before the Meeting so that your vote can be counted if the physical meeting arrangements change and you cannot attend or if there is a technical difficulty (for example, if you are attending virtually and there is an issue with your internet connection on the day of the Meeting).

## 2.8 Power of Attorney

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

## 2.9 Corporate representatives

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

Where a Shareholder is a body corporate, the Shareholder may appoint a person to act as its representative to attend the Meeting by providing that person with:

- (a) A letter or certificate authorising him or her as the corporation’s representative, executed in accordance with the corporation’s constitution; or
- (b) A copy of the resolution appointing the representative, certified by a secretary or director of the corporation.

## 2.10 Directing your proxy how to vote

You can direct your proxy how to vote on a particular Resolution by marking the appropriate box on the Proxy Form.

If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that item.

If you do not mark any particular Resolution and no direction is given, you are appointing your proxy to vote as he or she decides, subject to any voting exclusions that may apply to the proxy.



If you appoint a proxy, you may still attend the Meeting. However, your proxy's rights to speak and vote will be suspended while you are present.

#### **2.11 Chair of the Meeting appointed proxy**

A Shareholder may appoint the Chair of the Meeting as proxy. The Chair of the Meeting will be deemed to be the Shareholder's proxy if the Shareholder submits the Proxy Form, but does not name a proxy or if the person appointed as proxy does not attend the Meeting online or does not vote on a poll in accordance with the Shareholder's directions.

If the Shareholder provides a voting direction on a particular Resolution, the Chair of the Meeting must vote in accordance with the direction on a poll.

#### **2.12 Voting prohibition by proxy holders**

In accordance with section 250R of the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by, or on behalf of:

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

However, a person described above may cast a vote on Resolution 1 as proxy if the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above and either:

- (a) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on Resolution; or
- (b) the person is the Chair and the appointment of the Chair as proxy:
  - (i) does not specify the way the proxy is to vote on Resolution 1; and
  - (ii) expressly authorises the Chair to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of Key Management Personnel.

The Chair of the Meeting intends to vote undirected proxies in favour of all items on the agenda.

#### **2.13 Voting on Resolutions**

As required under recent amendments to the Corporations Act, all voting on the Resolutions proposed and stated in the Notice will be by way of a poll and not a show of hands.

#### **2.14 Technical difficulties**

Technical difficulties may arise during the course of the Meeting. If there is a technical difficulty, the Chair of the Meeting has discretion as to whether and how the Meeting should proceed. In exercising this discretion, the Chair will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected. Where the Chair considers it appropriate, the Chair may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to lodge a direct vote or directed proxy by the Proxy Deadline even if they plan to participate online.

### **3. Annual Report**

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As required by section 317 of the Corporations Act, the Financial Report, Director's Report and Auditor's Report for the most recent financial period (together constituting the **Annual Report**) will be presented at the Meeting.

There is no requirement for a formal resolution on this item.

Unless a Shareholder has requested to receive a hard copy of the Annual Report, Shareholders will not be sent a hard copy of the Annual Report. All Shareholders can view the Annual Report on the Company's website at



During the consideration of the Annual Report, the Chair of the Meeting will give Shareholders an opportunity to ask questions about, or comment on, the management of the Company.

The Chair of the Meeting will also give Shareholders an opportunity to ask the Auditor questions about the conduct of the audit, the preparation and content of the Independent Auditor's Report, the accounting policies adopted by the Company and the independence of the auditor.

Shareholders may submit written questions to the Company in relation to the above matters, which must be received no later than 5 business days prior to the Meeting.

## 4. Resolution 1 – Adoption of Remuneration Report

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The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the Directors and specified executives of the Company.

The Company is required to put the Remuneration Report to the vote of Shareholders in accordance with the Corporations Act. Pursuant to section 250R(3) of Corporations Act, Resolution 1 is advisory only and does not bind the Directors of the Company.

A failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report. However, if at least 25% of the votes cast are against the adoption of the Remuneration Report, the Company's next Remuneration Report must explain the Board's proposed action in response or explain why no action has been taken.

Should the Remuneration Report in the following year receive at least 25% of votes against the adoption of the Remuneration Report (**Two Strikes Rule**), Shareholders will then vote to determine whether the Directors will need to stand for re-election (**Spill Resolution**). If more than 50% of the votes cast on the Spill Resolution are in favour, a separate re-election meeting must be held within 90 days.

The Chair of the Meeting will allow a reasonable opportunity for Shareholders to ask about or make comments on the Remuneration Report.

### Directors' Recommendation

Noting that each Director of the Company has a personal interest in their own remuneration the subject of Resolution 1, the Board does not consider it appropriate to make a recommendation to Shareholders in relation to voting on this Resolution 1.

### Voting Exclusion Statement

A voting exclusion statement is included in the Notice.

As required by the Corporations Act, the Company will disregard any votes cast in favour of Resolution 1 by any member of the Company's Key Management Personnel or Closely Related Party of any such member unless the person:

- (a) votes as a proxy appointed in writing that specifies how the person is to vote on Resolution 1;
- (b) is the Chair of the Meeting and votes as a proxy appointed in writing that authorises the Chair to vote on Resolution 1 even though Resolution 1 is connected with the remuneration of a member of the Company's Key Management Personnel.

If you intend to appoint a member of the Company's Key Management Personnel (such as one of the Directors) as your proxy, please ensure that you direct them how to vote on Resolution 1. If you intend to appoint the Chair of the Meeting as your proxy, you can direct them how to vote by marking those boxes for Resolution 1 in the Proxy Form. Alternatively, you can choose not to mark the boxes for Resolution 1 but rather give the Chair your express authority to vote your undirected proxy.



### **Chair's Voting Intention**

The Chair of the Meeting intends to exercise all undirected proxies in favour of Resolution 1.

## **5. Resolution 2 – Election of Director (Mr Alan John Broome AM)**

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In accordance with the Company's Constitution and ASX Listing Rule 14.4, a Director appointed by the Directors must not hold office past the next annual general meeting of the Company.

Mr Alan John Broome AM was appointed as a Director on 18 October 2021. Being eligible, Mr Broome AM makes himself available for election at this Meeting.

Mr Broome AM is a professional director and business advisor with over 40 years' experience in the metals, mining and energy industries.

Mr Broome AM is a non-executive director and chair of a number of Australian mining technology companies including Micromine Pty Ltd, Hedweld Group Pty Ltd, Interlate Pty Ltd and Tait Asia Pacific Pty Ltd. He is also non-executive chairman of ASX-listed New Age Exploration Ltd (ASX:NAE), AIM-listed Strategic Minerals Plc (AIM:SML) and LSE-listed Mustang Energy Plc (LSE:MUST). He is also a non-executive director of ASX-listed DDH1 Limited (ASX:DDH).

Mr Broome AM was also previous chair of the Australian Government Action Agenda promoting Mining Technology, and has been recognised by the Commonwealth with an Order of Australia (AM) for services to the mining technology sector and by the Australian Institute of Export as an 'Export Hero'. The Australian Institute of Mining and Metallurgy has also awarded Mr Broome AM with a President's Award for services to the mining sector and the inaugural Life Member Award for contribution to Austmine and the mining equipment, technology and services sector.

Mr Broome AM is a fellow of the Australian Institute of Company Directors, Australian Institute of Mining and Metallurgy, and a chartered fellow of the Institute of Directors New Zealand.

Mr Broome AM was appointed as the Chairman of the Company in October 2021. Having regard to the ASX Principles, the Company's Board considers Mr Broome AM as an independent Director.

### **Directors' Recommendation**

The Directors (with Mr Broome AM abstaining) unanimously support the election of Mr Broome AM and recommend that Shareholders vote in favour of Resolution 2.

### **Chair's Voting Intention**

The Chair of the Meeting intends to exercise all undirected proxies in favour of Resolution 2.

## **6. Resolution 3 – Election of Director (Mr Art Daniel Malone)**

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In accordance with the Company's Constitution and ASX Listing Rule 14.4, a Director appointed by the Directors must not hold office past the next annual general meeting of the Company.

Mr Art Daniel Malone was appointed as a Director on 6 May 2022. Being eligible, Mr Malone makes himself available for election at this Meeting.

Mr Malone is a senior energy and resource professional with a background in engineering compliance, with projects and operations management. He has over 16 years' experience in the resources sector, managing large scale projects for listed companies and private entities.

Mr Malone is currently the managing director of Peak Helium Pty Ltd, non-executive director of Graphinex Pty Ltd and Core Uranium Limited. He was previously the chief operating officer for Doriemus Plc and head of operations for Rey Resources Pty Ltd.



Mr Malone has extensive resource experience across the entire value chain from greenfield exploration through to development, mining and processing throughout Australia and abroad. He has experience in negotiating joint venture transactions, asset sales, mergers and acquisitions and contract terms and procuring investment funding for projects.

Mr Malone holds a Diploma of Engineering – Mechanical and is a member of the Australian Institute of Company Directors.

Having regard to the ASX Principles, the Company's Board considers Mr Malone as an independent Director.

#### **Directors' Recommendation**

The Directors (with Mr Malone abstaining) unanimously support the election of Mr Malone and recommend that Shareholders vote in favour of Resolution 3.

#### **Chair's Voting Intention**

The Chair of the Meeting intends to exercise all undirected proxies in favour of Resolution 3.

## **7. Resolution 4 – Election of Director (Mr Steven James Laszlo Rowland Kovac)**

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In accordance with the Company's Constitution, Idemitsu Lindfield Pty Ltd, the Company's largest shareholder and strategic partner, has nominated Mr Steven James Laszlo Rowland Kovac for appointment as a Director of the Company.

Mr Kovac is employed by Idemitsu Australia Pty Ltd in the role of chief executive officer. Idemitsu Australia Pty Ltd, through its wholly owned subsidiary Idemitsu Lindfield Pty Ltd is a substantial holder of the Company. As at the date of this Notice, Idemitsu Lindfield Pty Ltd holds a 32.22% shareholding in the Company.

Mr Kovac has over 12 years experience in senior management and executive roles in the mining sector.

Mr Kovac is a member of the Australian Institute of Company Directors, Australian Institute of Mining and Metallurgy and Mine Managers Association of Australia. Mr Kovac is also a member of the Minerals Council of Australia, alternate director of Low Emission Technology Australia, executive committee member of New South Wales Minerals Council and coal forum member and health and safety committee member of the Queensland Resources Council.

The Board considers that Mr Kovac's skills and experience will enhance the Board's ability to perform its role.

Having regard to the ASX Principles, the Company's Board considers Mr Kovac will be a non-independent Director.

#### **Directors' Recommendation**

The Directors unanimously support the election of Mr Kovac and recommend that Shareholders vote in favour of Resolution 4.

#### **Chair's Voting Intention**

The Chair of the Meeting intends to exercise all undirected proxies in favour of Resolution 4.

## **8. Resolution 5 – Additional 10% Placement Capacity**

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### **8.1 General**

ASX Listing Rule 7.1A provides that an eligible entity (as defined below) may seek approval by special resolution at its annual general meeting to issue Equity Securities equivalent to an additional 10% of the number of ordinary



securities on issue over a period of 12 months after the annual general meeting (**10% Placement Capacity**).

The 10% Placement Capacity is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1.

The ability to issue Equity Securities under the 10% Placement Capacity is subject to shareholder approval by way of a special resolution at an annual general meeting. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 5 for it to be passed.

## 8.2 Description of ASX Listing Rule 7.1A

### (a) Is the Company an eligible entity?

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less.

The Company currently has a market capitalisation of approximately \$7.48 million (based on the number of Shares on issue excluding restricted securities and the closing price of Shares on ASX on 12 October 2021) and is an eligible entity.

### (b) What Equity Securities can be issued?

Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities.

As at the date of this Notice, the Company has on issue one quoted class of Equity Securities, being Shares (ASX:CMG).

### (c) How many Equity Securities can be issued?

The number of Equity Securities that the Company may issue under the approval sought by Resolution 5 will be calculated in accordance with the following formula as set out in ASX Listing Rule 7.1A:

$$(A \times D) - E$$

Where:

**A** = the number of fully paid Shares on issue at the commencement of the relevant period:

- (i) plus, the number of Shares issued in the relevant period under an exception in ASX Listing Rule 7.2 other than exception 9,16 or 17;
- (ii) plus, the number of Shares issued in the relevant period on the conversion of convertible securities under ASX Listing Rule 7.2 exception 9 where:
  - (A) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
  - (B) the issue of, or agreement to issue, the convertible securities was approved, or taken to have been approved, under ASX Listing Rule 7.1 or 7.4;
- (iii) plus, the number of Shares issued in the relevant period under an agreement to issue securities within ASX Listing Rule 7.2 exception 16 where:
  - (A) the agreement was entered into before the commencement of the relevant period; or
  - (B) the agreement or issue was approved, or taken to have been approved, under ASX Listing Rule 7.1 or 7.4;
- (iv) plus, the number of fully paid Shares issued in the relevant period with approval under ASX Listing Rule 7.1 and 7.4;
- (v) plus, the number of partly paid Shares that became fully paid in the relevant period;



(vi) less the number of fully paid Shares cancelled in the relevant period.

**D** = 10%.

**E** = the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the relevant period where the issue or agreement to issue has not been subsequently approved by Shareholders under ASX Listing Rule 7.4; and

**relevant period** means the 12-month period immediately preceding the date of the issue or agreement.

(d) **What is the minimum issue price of the Equity Securities?**

The issue price of Equity Securities issued under ASX Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(e) **When may Equity Securities be issued?**

Shareholder approval of the 10% Placement Capacity under ASX Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the time and date of the Company's next annual general meeting; or
- (iii) the time and date of the approval by Shareholders of a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

**(10% Placement Period).**

(f) **What is the effect of Resolution 5?**

The effect of Resolution 5 will be to allow the Directors to issue the Equity Securities under ASX Listing Rule 7.1A during the 10% Placement Period without further Shareholder approval or using the Company's 15% annual placement capacity under ASX Listing Rule 7.1

### 8.3 Specific information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Capacity as follows:

(a) **Minimum Price**

The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(b) **Risk of voting dilution**

If Resolution 5 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Capacity, Shareholders should be aware there is a risk of economic and voting dilution, including the risk that:



- (i) the market price for Equity Securities may be significantly lower on the issue date than on the date of the Meeting where approval is being sought; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for those Equity Securities on the date of issue.

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

If Resolution 5 is approved and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The below table shows:

- (i) the dilution of existing Shareholders based on the current market price of Shares and the current number of Shares for "A" calculated in accordance with the formula in ASX Listing Rule 7.1A.2;
- (ii) two examples where Variable A has increased, by 50% and 100%; and
- (iii) two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

		Dilution		
		50% decrease in Issue Price \$0.1225 per Share	Issue Price \$0.245 per Share	100% increase in Issue Price \$0.49 per Share
<b>Current Variable "A"</b> <b>44,080,000 Shares</b>	<b>10% voting dilution</b>	4,408,000	4,408,000	4,408,000
	<b>Funds raised</b>	\$539,980	\$1,079,960	\$2,159,920
<b>50% increase in current Variable "A"</b> <b>66,120,000 Shares</b>	<b>10% voting dilution</b>	6,612,000	6,612,000	6,612,000
	<b>Funds raised</b>	\$809,970	\$1,619,940	\$3,239,880
<b>100% increase in current Variable "A"</b> <b>88,160,000 Shares</b>	<b>10% voting dilution</b>	8,816,000	8,816,000	8,816,000
	<b>Funds raised</b>	\$1,079,960	\$2,159,920	\$4,319,840

#### Note

The table has been prepared on the following assumptions:

- (i) The issue price is \$0.245, being the closing price of the Shares on ASX on 12 October 2022.
- (ii) The current number of Shares on issue as at the date of this Notice is 44,080,000.
- (iii) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- (iv) The table shows only the effect of issue of Equity Securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1.
- (v) No options are exercised into Shares before the date of the issue of the Equity Securities.
- (vi) The 10% voting dilution reflects the aggregate percentage dilution against the issued Shares at the date of this Notice. This is why the voting dilution is shown in each example at 10%.



(vii) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity.

(viii) The issue of Equity Securities under the 10% Placement Capacity consists only of Shares.

(c) **Period for which the approval will be valid**

The Company will only issue the Equity Securities under the 10% Placement Capacity during the 10% Placement Period. Shareholder approval of the 10% Placement Capacity will cease to be valid if Shareholders approve a transaction under ASX Listing Rule 11.1.2 or 11.2.

(d) **Purpose of issued under 10% Placement Capacity**

The Company may issue Equity Securities under the 10% Placement Capacity for various purposes including general working capital purposes and to raise funds to further develop the Company's projects. The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.3 upon issue of any Equity Securities.

(e) **Allocation under the 10% Placement Capacity**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity. The identity of the allottees of the Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Capacity have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not Related Parties or associates of a Related Party of the Company. Further, if the Company is successful in acquiring new projects, assets or investments, it is possible that the allottees under the 10% Placement Capacity will be the vendors of the new projects, assets or investments.

(f) **ASX Listing Rule 7.3A.6 information**

The Company has not previously obtained Shareholder approval under ASX Listing Rule 7.1A.

**Directors' Recommendation**

The Directors unanimously support Resolution 5 and recommend that Shareholders vote in favour of Resolution 5.

**Voting Exclusion Statement**

A voting exclusion statement is included in the Notice

At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. As such, no existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

**Chair's Voting Intention**

The Chair of the Meeting intends to exercise all undirected proxies in favour of Resolution 5.



## 9. Resolution 6 – Amendments to the Constitution

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### 9.1 Background

A Company may modify or repeal its Constitution or a provision of its Constitution by special resolution of Shareholders.

Resolution 6 is a special resolution which will enable the Company to amend its existing Constitution to ensure it reflects the current provisions of the Corporations Act and ASX Listing Rules (**Amended Constitution**).

The Directors believe that it is more efficient in the circumstances to amend the existing Constitution rather than to replace it in its entirety.

#### (a) Corporations Act Changes

Recent changes to the Corporation Act will now:

- (i) permit companies to hold virtual meetings where there the holding of such virtual meetings is expressly provided for in their constitution; and
- (ii) permit companies to send meeting-related documents to shareholders by sending the member sufficient information in electronic form to allow the member to access the document electronically; and
- (iii) require certain resolutions put to a vote at general meeting to be decided on a poll.

The Company seeks to update the Constitution addressing these changes to the Corporations Act.

#### (b) ASX Changes

Proposed amendments to the Constitution are aimed at addressing the changes to the ASX CHESS System (**CHESS Replacement**) which is anticipated for 2024. As part of the CHESS Replacement, the new system will permit companies to register up to four joint holders per share, whereas currently the system only permits up to three joint holders.

The Company seeks to update the Constitution to permit up to four joint holders per share to avoid the practical challenge of monitoring compliance with the Constitution once the CHESS Replacement has occurred.

The Directors believe these amendments are not material nor will they have any significant impact on Shareholders. It is not practicable to list all of the changes to the Constitution in detail in this Explanatory Statement, however, a summary of the proposed amendments is set out below.

A copy of the Amended Constitution is available for review by Shareholders at the Company's website (<https://www.criticalmineralsgroup.com.au/corporate-governance>). A copy of the Amended Constitution can also be sent to Shareholders upon request to the Company Secretary at [info@criticalmineralsgroup.com.au](mailto:info@criticalmineralsgroup.com.au).

Shareholders are invited to contact the Company if they have any queries or concerns.

If this Resolution 6 is approved, the Amended Constitution will be adopted with effect from the close of the Meeting.

### 9.2 Amendments to the Constitution

A summary of the amendments to the Constitution is as follows:

#### (a) Amendment to joint holder provisions (amended Clause 6.3)

The Amended Constitution contains an amended Clause 6.3 which permits the Company to register up to four joint holders per share.

This proposed change is to reflect systematic changes included in the CHESS Replacement whereby the



new system will permit registration of up to four joint holders per share.

**(b) Adoption of virtual meeting provisions (amended Clauses 13.1 and 13.2)**

The Amended Constitution contains an amend Clauses 13.1 and 13.2 that enables the Company to hold general meetings physically, virtually or using a hybrid structure.

Where the Company holds a virtual or hybrid general meeting using virtual meeting technology, the amended Clause 13.2 requires that the Shareholders as a whole are allowed a reasonable opportunity to participate in the meeting, both orally and in writing.

The amended Clause 13.2 also permits the chair of the meeting to adjourn the meeting in the event that a technical difficulty prevents the Shareholders as a whole from participating in the meeting.

**(c) Amendment to voting provisions (amended Clause 14.9)**

The Amended Constitution contains an amended Clause 14.9 which requires the Company, if listed on the ASX, to decide certain resolutions at general meeting by poll rather than a show of hands.

This applies where:

- (i) a resolution has been proposed in a notice of meeting;
- (ii) if the Company has given notice of a Shareholders' resolution in accordance with section 249O of the Corporations Act; or
- (iii) if a poll is demanded and the demand is not withdrawn.

If the Company is not listed or if these circumstances do not apply (e.g. procedural resolutions), voting must be conducted by a show of hands.

**(d) Amendment to notice provisions (amended Clause 25.1)**

The Amended Constitution contains an amended Clause 25.1 that enables the Company to send documents to Shareholders by sending Shareholders sufficient information in electronic form to allow them to access the document electronically.

For example, the Company will be able to send emails to Shareholders containing an electronic link to the document, rather than attaching the document directly to an email. This is practical when the Company does not wish to send the document by post and the file size of the document is too large to send by email or other electronic means.

**Directors' Recommendation**

The Directors unanimously support Resolution 6 and recommend that Shareholders vote in favour of Resolution 6.

**Chair's Voting Intention**

The Chair of the Meeting intends to exercise all undirected proxies in favour of Resolution 6.

## **10. Resolution 7 – Appointment of Auditor**

PKF Brisbane Audit were previously appointed as auditor of the Company by the Board. In accordance with section 327B of the Corporations Act, an auditor of a public company who was appointed holds office until the first annual general meeting of the Company. The auditor must then be re-appointed at the first annual general meeting so that they may continue to act as auditor of the Company.

In accordance with section 328B of the Corporations Act, the Company has received written notice of nomination from a Shareholder for PKF Brisbane Audit to be appointed as the Company's auditor. A copy of the notice of



nomination is attached to this Explanatory Statement as **Annexure A**.

PKF Brisbane Audit has given its written consent to act as the Company's auditor (subject to Shareholder approval).

If Resolution 7 is passed, the appointment of PKF Brisbane Audit as the Company's auditor will take effect at the conclusion of this Meeting.

#### **Directors' Recommendation**

The Directors unanimously support Resolution 7 and recommend that Shareholders vote in favour of Resolution 7.

#### **Chair's Voting Intention**

The Chair of the Meeting intends to exercise all undirected proxies in favour of Resolution 7.



## GLOSSARY

Term	Meaning
<b>\$</b>	Australian dollars.
<b>10% Placement Capacity</b>	has the meaning given to that term in in section 8.1 of the Explanatory Statement.
<b>10% Placement Period</b>	has the meaning given to that term in in section 8.2(e) of the Explanatory Statement.
<b>AEST</b>	Australian Eastern Standard Time, being the time in Brisbane, Queensland.
<b>Amended Constitution</b>	has the meaning given to that term in in section 9.1 of the Explanatory Statement.
<b>Annual Report</b>	the Directors' Report, the Financial Report and the Auditor's Report in respect to the financial year ending 30 June 2022.
<b>Associate</b>	has the meaning given in sections 12 and 16 of the Corporations Act. Section 12 is to be applied as if paragraph 12(1)(a) included a reference to the ASX Listing Rules and on the basis that the Company is the "designated body" for the purposes of that section. A related party of a director or officer of the Company or of a Child Entity of the Company is to be taken to be an associate of the director or officer unless the contrary is established.
<b>ASX</b>	ASX Limited ACN 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX.
<b>ASX Listing Rules</b>	the listing rules of ASX, as amended from time to time.
<b>ASX Principles</b>	the ASX Corporate Governance Principles and Recommendations (4th edition).
<b>Auditor's Report</b>	the auditor's report on the Financial Report.
<b>Board</b>	the board of Directors of the Company.
<b>Business Day</b>	<p>A. for determining when a notice, consent or other communication is given, a day that is not a Saturday, Sunday or public holiday in the place to which the notice, consent or other communication is sent; and</p> <p>B. for any other purpose, a day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Brisbane, Queensland.</p>
<b>Chair</b>	the person appointed to chair the Meeting convened by this Notice.
<b>CHESS Replacement</b>	has the meaning given to that term in in section 9.1(b) of the Explanatory Statement.
<b>Closely Related Party</b>	<p>A. a spouse or child of the member; or</p> <p>B. has the meaning given in section 9 of the Corporations Act.</p>
<b>Company</b>	Critical Minerals Group Limited ACN 652 994 726.
<b>Constitution</b>	the constitution of the Company as at the date of this Explanatory Statement.



<b>Corporations Act</b>	the <i>Corporations Act 2001</i> (Cth).
<b>Director</b>	a director of the Company.
<b>Director's Report</b>	the annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities contained in the Annual Report.
<b>Equity Securities</b>	has the same meaning as in the ASX Listing Rules.
<b>Explanatory Statement</b>	this explanatory statement.
<b>Financial Report</b>	the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.
<b>Group Company</b>	the Company or any subsidiary of the Company.
<b>Key Management Personnel</b>	persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.
<b>Meeting</b>	has the meaning in the introductory paragraph of the Notice.
<b>Notice</b>	the notice of meeting attached to this Explanatory Statement.
<b>Proxy Deadline</b>	has the meaning in section 2.6 of the Explanatory Statement.
<b>Proxy Form</b>	the proxy form attached to this Notice.
<b>Related Party</b>	has the meaning set out in the ASX Listing Rule 10.11.
<b>Remuneration Report</b>	the remuneration report of the Company contained in the Directors' Report.
<b>Resolution</b>	a resolution set out in the Notice.
<b>Share</b>	a fully paid ordinary share in the Company.
<b>Share Registry</b>	Automic Pty Ltd.
<b>Shareholders</b>	the shareholders of the Company.
<b>Spill Resolution</b>	has the meaning in section 4 of the Explanatory Statement.
<b>Trading Day</b>	a day determined by ASX to be a trading day in accordance with the ASX Listing Rules.
<b>Two Strikes Rule</b>	has the meaning in section 4 of the Explanatory Statement.
<b>VWAP</b>	volume weight average price.



## ANNEXURE A – NOMINATION OF AUDITOR

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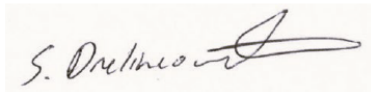
10 October 2022

The Board of Directors  
Critical Minerals Group Limited  
Level 7  
50 Cavill Avenue  
Surfers Paradise QLD 4217

Australian Strategic Resources Pty Ltd ACN 614 106 240 as trustee for the DBAR Trust, being a shareholder of Critical Minerals Group Limited ACN 652 994 726 (**Company**) nominate PKF Brisbane Audit, in accordance with section 328B(1) of the *Corporations Act 2001* (Cth) to be appointed as the auditor of the Company.

Please distribute copies of this notice of nomination as required by section 328B(3) of the *Corporations Act 2001* (Cth).

Yours sincerely

A handwritten signature in black ink, appearing to read 'S. Drelincourt', is written over a light beige rectangular background.

**Scott Drelincourt**  
as duly authorised representative of  
Australian Strategic Resources Pty Ltd ACN 614 106 240 as trustee for the DBAR Trust



# Proxy Voting Form

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

Your proxy voting instruction must be received by **1:30pm (Brisbane time) on Tuesday 22 November 2022**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF SECOND PROXY

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

### SIGNING INSTRUCTIONS

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

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

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

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

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

### CORPORATE REPRESENTATIVES

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

### Lodging your Proxy Voting Form:

#### Online:

Use your computer or smartphone to appoint a proxy at

<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

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



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

**All enquiries to Automic:**

**WEBCHAT:** <https://automicgroup.com.au/>

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



