

ASX Announcement

26 October 2022

ASX: MKR



Notice of 2022 Annual General Meeting

Please find attached the notice of annual general meeting and proxy for Manuka Resources Limited's (Manuka or the Company) 2022 Annual General Meeting being held at 2:00pm (Sydney time) on Thursday, 24 November 2022.

The documents are also available for you to view and download on the Manuka website at <https://www.manukaresources.com.au/site/agm>, where you can also find instructions on how to attend the virtual meeting and how to lodge a proxy vote online with the company's share registry.

This announcement has been approved for release by Toni Gilholme, Company Secretary of Manuka Resources Limited.

For further information contact:

**Dennis Karp
Executive Chairman
Manuka Resources Limited
0412 268 114**

Media Contact

**Angela East
M+C Partners
0428 432 025**

About Manuka

Manuka Resources Limited (ASX: MKR) is an Australian mining and exploration company located in the Cobar Basin, central west New South Wales. It is the 100% owner of two fully permitted gold and silver projects which include the following:

- Mt Boppy Gold mine and neighbouring tenements. The Mt Boppy project is currently in production and processing its gold ore through the Company's processing plant at Wonawinta.
- Wonawinta processing plant has a nameplate capacity of 850,000 tonnes per year, and has been processing the silver stockpiles seen below in the photo since April 2022.

Manuka has also entered into a binding term sheet to purchase Trans-Tasman Resources Limited, owners of the South Taranaki Bight VTM (vanadiferous titanomagnetite) project.



Important Information

This report includes forward-looking statements and comments about future events, including the Company's expectations about the performance of its businesses. Forward-looking words such as "expect", "should", "could", "may", "predict", "plan", "will", "believe", "forecast", "estimate", "target" or other similar expressions are intended to identify forward-looking statements. Such statements involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company and which may cause actual results, performance or achievements to differ materially from those expressed or implied by such statements. Forward-looking statements are provided as a general guide only and should not be relied on as an indication or guarantee of future performance. Given these uncertainties, recipients are cautioned to not place undue reliance on any forward-looking statement. Subject to any continuing obligations under applicable law, the Company disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements in this report to reflect any change in expectations in relation to any forward-looking statements or any change in events, conditions or circumstances on which any such statement is based. No Limited Party or any other person makes any representation, or gives any assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in the report will occur.

MANUKA RESOURCES LIMITED
ACN 611 963 225

**NOTICE OF ANNUAL
GENERAL MEETING**

The 2022 annual general meeting of Manuka Resources Limited will be held on Level 4 of the Grafton Bond Building, 201 Kent Street, Sydney at 2pm on Thursday, 24 November 2022

This Notice should be read carefully and in its entirety. If a Shareholder is in any doubt as to how they should vote on the Resolutions, they should seek advice from their accountant, solicitor or other professional adviser without delay.

Should you wish to discuss any matter set out in this Notice (or in the Explanatory Memorandum), please contact the Company Secretary, Ms Toni Gilholme by telephone on 02 7253 2020 during business hours in Sydney.

Shareholders are urged to attend the Meeting and vote either in person or by lodging the Proxy Form attached to (or accompanying) the Explanatory Memorandum.

MANUKA RESOURCES LIMITED

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2022 annual general meeting of shareholders (**Shareholders**) of Manuka Resources Limited ACN 611 963 225 (**Company**) will be held on Level 4 of the Grafton Bond Building, 201 Kent Street, Sydney at **2pm on Thursday, 24 November 2022** (**Meeting**).

Regulation 7.11.37 of the Corporations Regulations permits the Company to specify a time, not more than 48 hours before the Meeting, at which a ‘snap-shot’ of the Company’s share register will be taken for the purposes of determining Shareholder entitlements to attend and vote at the Meeting.

The Board has determined that persons who are registered holders of Shares as at 5pm (Sydney time) on **Tuesday, 22 November 2022** will be entitled to attend and, subject to the terms of the voting exclusion statement (if any) applicable to each Resolution, vote at the Meeting.

The Resolutions set out in this Notice should be read together with the accompanying Explanatory Memorandum. Capitalised terms, words and abbreviations used in this Notice (and in the Explanatory Memorandum) are defined in Schedule 1 of the Explanatory Memorandum.

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Financial Report, together with the Directors’ Report and the Auditor’s Report, in each case, for the financial year ended 30 June 2022.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following “**advisory**” **only resolution**:

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report forming part of the Company’s 2022 Annual Report, be adopted.”

Voting Exclusion Statement

In accordance with the requirements of the Corporations Act, the Company will disregard any votes cast on Resolution 1:

- (a) by or on behalf of a member of the Key Management Personnel; or
- (b) by or on behalf of a person who is a Closely Related Party.

However, the Company will not disregard a vote if the vote is cast as a proxy for a person entitled to vote on Resolution 1:

- (a) in accordance with a direction as to how to vote on the Proxy Form; or
- (b) by the Chair pursuant to an express authorisation to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of a member of Key Management Personnel.

Note: the outcome of Resolution 1 is “advisory” only and does not bind the Company or the Directors.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR

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

“That, for the purposes of clause 13.3 of the Constitution and for all other purposes, Dr Nicholas Lindsay, a Director, who retires by rotation, and being eligible, is re-elected as a Director, effective on and from the conclusion of the Meeting.”

4. RESOLUTION 3 – ELECTION OF DIRECTOR

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

“That, for the purposes of clause 13.3 of the Constitution and for all other purposes, Mr Alan Eggers, a Director, who retires after having been appointed a Director by the Board, and being eligible, is elected as a Director, effective on and from the conclusion of the Meeting.”

5. RESOLUTION 4 – ELECTION OF DIRECTOR

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

“That, for the purposes of clause 13.3 of the Constitution and for all other purposes, Mr John Seton, a Director, who retires after having been appointed a Director by the Board, and being eligible, is elected as a Director, effective on and from the conclusion of the Meeting.”

6. RESOLUTION 5 – AMENDMENT TO CONSTITUTION

To consider and, if thought fit, to pass, with or without amendment, the following as a **special resolution**:

“That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, the Constitution be amended in the manner set out in the Explanatory Memorandum, with effect on and from the close of the Meeting.”

Dated 24 October 2022

By order of the Board

Toni Gilholme
Company Secretary

MANUKA RESOURCES LIMITED

EXPLANATORY MEMORANDUM

INTRODUCTION

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held on Level 4, Grafton Bond Building, 201 Kent Street, Sydney at **2pm (Sydney time) on Thursday, 24 November 2022.**

This Explanatory Memorandum forms part of the Notice and should also be read carefully and in its entirety. This Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted upon.

1. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders should read the Notice and this Explanatory Memorandum carefully and in their entirety before deciding how to vote on each of the Resolutions.

1.1 Provision of AGM materials

All Shareholders will be able to access the Notice of Meeting (including the Proxy Form) by visiting the Company's website at: <https://www.manukaresources.com.au/site/agm>.

Shareholders who have provided an email address and have elected to receive electronic communications from the Company will receive an email with a link to an electronic copy of the Notice, the Explanatory Memorandum and the Proxy Form.

Shareholders who have not provided an email address or who have not elected to receive electronic communications from the Company will receive paper copies of the Notice, the Explanatory Memorandum and the Proxy Form.

Please contact the Company Secretary on 02 7253 2020 between 9am and 5pm (Sydney time) Monday to Friday if you are unable to access the meeting materials online or if you did not receive a paper copy.

If you wish to receive a paper copy of the meeting materials, please contact the Company Secretary on 02 7253 2020 or by email at admin@manukaresources.com.au.

1.2 Voting procedure

Shareholders will be able to vote on the Resolutions to be considered at the Meeting, either in person at the Meeting or by proxy (as to which, please see below).

1.3 Voting on the Resolutions

If you attend the Meeting, you will be able to vote on each Resolution during the Meeting. Voting on each Resolution will be by poll. The Chair will open the poll shortly after the Meeting commences and you will be able to vote at any time during the Meeting. If you have already lodged a direct vote and then vote again during the Meeting, your first direct vote will be disregarded so that your votes are not inadvertently double counted.

Voting on the Resolutions is important, and the Board encourages all Shareholders to either attend and vote at the Meeting or nominate a proxy to attend and vote on your behalf. Shareholders can either lodge the proxy appointment online at <https://investor.automic.com.au/#/loginsah> or sign and return the Proxy Form to the Company or to Automic, in accordance with the instructions on the form, so that it is received by 2pm (Sydney time) on Tuesday, 22 November 2022.

1.4 Shareholder questions

Shareholders will be able to ask questions relevant to the business of the AGM at the Meeting.

Shareholders who are unable to attend the Meeting or wish to submit questions prior to the Meeting may submit written questions by emailing admin@manukaresources.com.au. Questions must be received by 2pm (Sydney time) on Tuesday, 22 November 2022.

The more frequently raised Shareholder issues will be addressed by the Chair during the Meeting. While there will be an allotted time for questions, the Board will endeavour to respond to as many Shareholder questions as possible. However, there may still not be enough time available at the Meeting to address all the questions raised. Please note that individual responses will not be sent to Shareholders.

1.5 Proxies

All Shareholders are invited and encouraged to attend the Meeting. However, if a Shareholder is unable to attend the Meeting, they can appoint a 'proxy' to attend the Meeting and vote on their behalf. Shareholders can either lodge the proxy appointment online at <https://investor.automic.com.au/#/loginsah> or sign and return the Proxy Form to the Company or the Company's share registry in accordance with the instructions on the form. Lodgement of a proxy appointment will not preclude a Shareholder from attending and voting at the Meeting.

A Proxy Form is attached to the Explanatory Memorandum. The Proxy Form is to be used by Shareholders if they wish to appoint a representative (i.e. a 'proxy') to vote in their place.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. Where the proportion or number is not specified, each proxy may exercise half of the votes.

Proxy Forms must be received by the Company no later than 2pm (Sydney time) on Tuesday, 22 November 2022, being at least 48 hours before the Meeting.

The Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

1.6 Electronic communication

All Shareholders may, and are encouraged to, elect to receive communications from the Company's share registry electronically. To provide or update your email address, please contact the Company's share registry.

2. FINANCIAL STATEMENTS AND REPORTS

In accordance with section 317 of the Corporations Act, Shareholders will be given the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report, for the financial year ended 30 June 2022.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be given a reasonable opportunity to:

- (a) discuss the Annual Report which is available online from the Company's website www.manukaresources.com.au;
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit, the preparation and content of the Auditor's Report, accounting policies adopted by the Company in relation to the preparation of the financial statements and/or the independence of the auditor in relation to the conduct of the audit.

Shareholders may also submit written questions to the auditor prior to the Meeting provided that any such questions relate to the content of the Auditor's Report or the conduct of the audit performed in relation to the Annual Report.

All questions must be sent to the Company and not to the auditor. The Company will then forward all questions received to the auditor. Please submit any such questions by email to admin@manukaresources.com.au by no later than 5 business days before the Meeting.

3. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

3.1 General

In accordance with section 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for Key Management Personnel.

The Remuneration Report has been sent to Shareholders who have made an election to receive the Annual Report. Copies of the Annual Report are also available by contacting the Company's share registry or by visiting the Company's website.

In accordance with section 250R(3) of the Corporations Act, Resolution 1 is "advisory" only and does not bind the Company or the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the Company's remuneration arrangements. However, Shareholders will have the opportunity to remove the whole Board (except the managing director) if the Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive AGMs.

Where a resolution on the Remuneration Report receives a Strike at two consecutive AGMs, the Company will be required to put to Shareholders at the second AGM a resolution (**Spill Resolution**) on whether another meeting of Shareholders should be held (within 90 days) at which all Directors (other than the managing director) who were in office at the date of the applicable Directors' Report must stand for re-election.

The Company's Remuneration Report did not receive a Strike at the 2021 AGM. If the Remuneration Report receives a Strike at the Meeting, Shareholders should be aware that if a second Strike is received at the 2023 AGM, this may result in the re-election of the Board.

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

Resolution 1 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

3.2 Voting on the Remuneration Report

Please refer to the voting exclusion statement set out in the Notice for the persons who are not entitled to vote on Resolution 1.

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation to vote the proxy in accordance with the Chair's intention, even though the Resolution is connected directly or indirectly with the remuneration of members of the Key Management Personnel (which includes the Chair).

The Chair intends to vote all available proxies in favour of Resolution 1.

3.3 Board recommendation

The Directors recommend that Shareholders vote in favour of Resolution 1.

4. RESOLUTION 2 – RE-ELECTION OF DR NICHOLAS LINDSAY

4.1 General

Dr Nicholas Lindsay, a Non-Executive Director, was elected as a Director at the Company's 2019 AGM held on 18th March 2020.

Under Listing Rule 14.4, no Director may hold office (without re-election) past the third AGM following the Director's appointment or 3 years, whichever period is longer. Clause 13.3 of the Constitution also requires that there must be an election of Directors at each AGM. Accordingly, Dr Lindsay will retire by rotation and being eligible, offers himself for re-election.

Resolution 2 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

4.2 Qualifications, experience and other material directorships

Dr Nicholas Lindsay is an experienced mining executive who brings an attractive mix of commercial, technical and academic qualifications, all of which are relevant to the Company. He has worked directly for a range of major and mid-tier mining companies over his career, and led juniors in copper, gold and silver through listings and mergers. Dr Lindsay is a geologist by profession, specialising in process mineralogy and has postgraduate degrees from the University of Otago, the University of Melbourne and the University of the Witwatersrand. He is also a member of the Australian Institute of Geoscientists. Dr Lindsay has held the following Directorships in other listed companies in the 3 years immediately before the end of the financial year:

- Lake Resources NL – Non-Executive Director and former Executive Technical Director (ceased September 2022);
- Valor Resources Ltd – Chief Executive Officer and Executive Director – Technical (ceased October 2020); and
- Daura Capital Corp. – Non-Executive Director (ceased September 2020).

Further information in relation to Dr Lindsay's expertise and experience, as well as in relation to his relevant interest in the Company's existing securities, can be found in the Annual Report.

4.3 Board recommendation

The Directors, other than Dr Lindsay, who has an interest in the outcome of Resolution 2, recommend that Shareholders vote in favour of Resolution 2.

5. RESOLUTION 3 – ELECTION OF DIRECTOR, MR ALAN EGGERS

5.1 General

On 21 September 2022, Shareholders approved the acquisition by the Company of all of the issued equity capital of emerging vanadiferous titanomagnetite iron sands producer Trans-Tasman Resources Limited (TTR) (Acquisition)¹.

TTR is a New Zealand incorporated company that owns Mineral Mining Permit 55581 and Minerals Exploration Permit 54068 both of which are situated in the South Taranaki Bight off the west coast of the North Island of New Zealand.

As previously disclosed by the Company, it is intended that Mr Alan Eggers be appointed as a Director on or immediately following completion of the Acquisition (which is expected to occur after the date of the Notice of Meeting but before the date of the Meeting).

On the assumption that the Mr Eggers has been appointed as a Director by the Board and because of the requirement in clause 13.3 of the Constitution (and elsewhere) that any Director appointed by the Board must not hold office past the following AGM, this Resolution 3 is required to be put to Shareholders at the Meeting.

If Mr Eggers is not appointed to the Board before the Meeting, this Resolution will be withdrawn and Shareholders will be notified of this occurrence via an ASX announcement.

Resolution 3 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

5.2 Qualifications, experience and other material directorships

Mr Alan Eggers is a professional geologist with over 40 years of experience in exploration for uranium, iron ore, base and precious metals and industrial minerals. He was the founding and managing director (for over 20 years) of uranium company Summit Resources Limited. He built Summit from its NZX listing in 1987 into an ASX top 200 company with a market capitalisation of \$1.2 billion until its takeover by Paladin Energy Ltd in May 2007.

Mr Egger's professional experience has included management of mineral exploration initiatives and corporate administration of private and public companies including TTR (and related entities). Alan is also a director of Ocean Technologies Limited, Wesmin Corporate Pty Ltd and of Zedex Minerals Limited. Mr Eggers was also a founding director of the Australian Uranium Association.

Alan holds a Bachelor of Science, Honours and Master of Science degrees from Victoria University of Wellington, is a Fellow of Society of Economic Geologists, Member of Australasian Institute of Mining and Metallurgy and Australian Institute of Geoscientists.

5.3 Board recommendation

The Directors, other than, if applicable, Mr Eggers, who has an interest in the outcome of Resolution 3, recommend that Shareholders vote in favour of Resolution 3.

¹ For further information in relation to the Acquisition, please refer to the Company's ASX announcement dated 22 August 2022.

6. RESOLUTION 4 –ELECTION OF DIRECTOR, MR JOHN SETON

6.1 General

As previously disclosed by the Company, it is intended that Mr John Seton be appointed as a Director on or immediately following completion of the Acquisition (which is expected to occur after the date of the Notice of Meeting but before the date of the Meeting).

On the assumption that the Mr Seton has been appointed as a Director by the Board and because of the requirement in clause 13.3 of the Constitution (and elsewhere) that any Director appointed by the Board must not hold office past the following AGM, this Resolution 4 is required to be put to Shareholders at the Meeting.

If Mr Seton is not appointed to the Board before the Meeting, this Resolution will be withdrawn and Shareholders will be notified of this occurrence via an ASX announcement.

Resolution 4 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

6.2 Qualifications, experience and other material directorships

Mr Seton is an Auckland-based solicitor with extensive experience in commercial law, stock exchange listed companies and the mineral resource sector. He is a director of TTR and TTR Marine Limited. John is currently also a director of listed companies Besra Gold (ASX:BEZ), Manhattan Corporation Limited (ASX:MHC) and Good Spirits Hospitality Limited (NZX:GSH).

John has held directorships in several companies listed on the ASX and/or NZX including ASX-listed FE Investments Group Limited (until August 2018), Summit Resources Limited (until May 2007), Zedex Minerals Limited (until January 2010) and NZX listed SmartPay Limited (until January 2011), pre-2000 Kiwi Gold NL, Kiwi International Resources NL, Iddison Group Vietnam Limited and Max Resources NL. John was also the former chief executive officer of NZX-listed IT Capital Limited, former Chairman of the Vietnam/New Zealand Business Council and former Chairman of The Mud House Wine Group Limited, an unlisted public company. John also holds a number of private company directorships.

John holds a Bachelor of Laws from Victoria University of Wellington and a Master of Law (Honours) from the University of Auckland, and is a Chartered Fellow of the New Zealand Institute of Directors.

6.3 Board recommendation

The Directors, other than, if applicable, Mr Seton, who has an interest in the outcome of Resolution 4, recommend that Shareholders vote in favour of Resolution 4.

7. RESOLUTION 5 – AMENDMENT TO CONSTITUTION

7.1 General

In the light of recent amendments to the Corporations Act that allow listed companies to hold shareholder meetings entirely by virtual means provided that the listed company's constitution makes express provision for the holding of entirely virtual meetings and the fact that the Company now has considerable operations and assets and a large number of Shareholders in New Zealand, the Company wishes to amend its constitution to make express provision of the holding of entirely virtual Shareholder meetings (i.e. so that it can avail itself of the benefit of the above referred recent legislative change). Under section 136(2) of the Corporations Act, a company can modify its constitution by special resolution.

Accordingly, Shareholder approval is sought to the extent necessary to amend the Constitution by deleting the existing clause 12.23 which states as follows:

The Company may hold a general meeting at 2 or more venues using any technology that gives Members a reasonable opportunity to participate.

and replacing it with the following:

- (a) *Subject to the Corporations Act, the Listing Rules and any other applicable law:*
 - (i) *a general meeting of Members may be held at one or more venues using any technology that gives Members as a whole a reasonable opportunity to participate;*
 - (ii) *a general meeting of Members may be conducted as a hybrid (i.e. virtual and in-person) meeting held at one or more venues using any technology that gives Members as a whole a reasonable opportunity to participate; or*
 - (iii) *a general meeting of Members may be held by virtual means only using any technology that gives Members as a whole a reasonable opportunity to participate.*
- (b) *If, before or during a general meeting of Members any technical difficulty occurs such that the Members as a whole do not have a reasonable opportunity to participate, the Chairperson of the meeting may, subject to the Corporations Act:*
 - (i) *adjourn the meeting until the technical difficulty is resolved; or*
 - (ii) *where a quorum remains present (either at the place at which the Chairperson of the meeting is present or by technology contemplated by clause 12.23(a)) and is able to participate, continue the meeting of Members (and in such circumstances, no Member may object to the meeting being held or continuing).*

The proposed amendment will ensure that the Company has the flexibility to conduct virtual meetings if needed. This Resolution is a special resolution and requires support for 75% of the votes cast.

7.2 Board recommendation

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

8. FURTHER INFORMATION

The Directors are not aware of any other information which is relevant to the consideration by Shareholders of the Resolutions set out in the Notice.

Schedule 1 - Glossary

AGM	means an annual general meeting of the Company
Annual Report	means the Directors' Report, the Financial Report and Auditor's Report, in respect of the financial year ended 30 June 2022
ASX	means ASX Limited
ASX Listing Rules	means the listing rules promulgated and administered by ASX
Auditor's Report	means the auditor's report on the Financial Report
Automic	means Automic Pty Ltd, the Company's share registry
Board	means the board of Directors
Chair	means the person appointed to chair the Meeting
Closely Related Party	<p>of a member of the Key Management Personnel means:</p> <ul style="list-style-type: none"> • a spouse or child of the member; • a child of the member's spouse; • a dependent of the member or the member's spouse; • anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity; • a company the member controls; or • a person prescribed by the <i>Corporations Regulations</i>.
Constitution	means the constitution of the Company as amended from time to time
Corporations Act	means the <i>Corporations Act 2001</i> (Cth)
Corporations Regulations	means the <i>Corporations Regulations 2001</i> (Cth)
Director	means a director of the Company
Directors' Report	means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company by the Directors
Explanatory Memorandum	means the explanatory memorandum accompanying the Notice
Financial Report	means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company
Company Secretary	means the Company's company secretary, Ms Toni Gilholme
Key Management Personnel	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director or other person details of whose remuneration is included in the Remuneration Report

Notice	means the notice of the Company's 2022 AGM
Proxy Form	means the proxy form attached to the Explanatory Memorandum
Remuneration Report	means the section of the Directors' Report contained in the Annual Report titled 'remuneration report'
Resolution	means a resolution contained in the Notice
Share	means a fully paid ordinary share in the capital of the Company
Shareholder	means a holder of Shares

If you are attending the meeting
in person, please bring this with you
for Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **2.00pm (AEDT) 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

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

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

