

**NOTICE OF EXTRAORDINARY GENERAL MEETING
OF SPACETALK LTD
(ACN 091 351 530)**

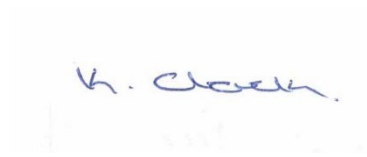
TAKE NOTICE that the Extraordinary General Meeting of Shareholders of the Company will be held at the place, date and time specified below:

Place: Virtual meeting via <https://meetnow.global/MJRM4D5>
Date: Wednesday, 24 January 2024
Time: 11:00 am AEDT

The Meeting is being held by way of a virtual meeting (electronically). Shareholders are urged to attend and vote at the meeting electronically using the online meeting technology or vote by lodging the Proxy Form attached to this Notice.

DATED this 15 December 2023

By order of the Board:



Kim Clark
Company Secretary

AGENDA

A. Address by the Chairman and/or Chief Executive Officer

B. Resolutions:

1. Approval to Issue Shares and Options to Director

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issuance of 4,545,454 Shares and 2,272,727 Options to Mr Georg Chmiel, Non-Executive Director, or his nominee as a result of his application to participate in the Shortfall component of the Entitlements Offer as announced to the ASX on 28 August 2023 in the Company, on such terms and conditions more particularly described in the Explanatory Memorandum."

NOTES

1. Explanatory Memorandum

The Explanatory Memorandum accompanying this Notice of Extraordinary General Meeting is incorporated in, and comprises part of, this Notice of Extraordinary General Meeting and should be read in conjunction with this Notice of Extraordinary General Meeting.

2. Voting exclusion statement

Resolution 1 - The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Georg Chmiel or his nominee, in respect of this Resolution pertaining to the issuance of Shares and Options to him, and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of Shares); or any associates of that person.

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

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, 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 this Resolution; and
 - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

3. Who may vote

In accordance with Regulation 7.11.37 of the Corporations Regulations, the Company (as convenor of the Meeting) has determined that a person's entitlement to attend and vote at the Meeting will be those persons set out in the register of Shareholders as at 7.00pm (AEDT) on 22 January 2024. This means that any Shareholder registered at 7.00pm (AEDT) on 22 January 2024 is entitled to attend and vote at the Meeting.

4. Voting using the Online Meeting Technology

Shareholders are invited and encouraged to participate in the Meeting and vote electronically using the online meeting technology. The online meeting technology will provide Shareholders with the ability to view and participate in the proceedings of the Meeting by webcast, ask questions (in writing and orally) and to cast their votes during the Meeting through the online platform at:

<https://meetnow.global/MJRM4D5>

To participate in the meeting and vote online, shareholders will need their Shareholder Reference Number (**SRN**) or Holder Identification Number (**HIN**) (which is shown on the front of their holding statement or Proxy Form), and their postcode (or country if shareholding held outside Australia). Attorneys and corporate representatives can log in to the online platform using the SRN/HIN of the relevant Shareholder.

Proxyholders are to contact Computershare Investor Services on +61 3 9415 4024 to request their unique email invitation link prior to the meeting.

Further information regarding participating in the meeting online, including browser requirements, is detailed in the Virtual Meeting Guide available at www.computershare.com.au/virtualmeetingguide.

5. Shareholder questions

Whilst Shareholders will be provided with the opportunity to submit questions online at the meeting, it would be desirable if the Company was able to receive them in advance.

Shareholders are therefore requested to send any questions they may have for the Company or its Directors at the virtual Extraordinary Shareholders' Meeting to the Company Secretary, Kim Clark, by emailing kim.clark@boardroomlimited.com.au.

Please note that not all questions may be able to be answered during the meeting. In this case answers will be made available on the Company's website after the meeting.

6. Proxies

A Shareholder entitled to attend this Meeting and vote, is entitled to appoint a proxy to attend and vote on behalf of that Shareholder at the Meeting.

- A proxy need not be a Shareholder.
- If the Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may appoint two proxies and may specify the proportion or number of the votes which each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes held by that Shareholder.
- If the Shareholder appoints only one proxy, that proxy is entitled to vote on a show of hands. If a Shareholder appoints two proxies, only one proxy is entitled to vote on a show of hands.
- Where two proxies are appointed, any fractions of votes resulting from the appointment of two proxies will be disregarded.
- A Proxy Form accompanies this Notice.
- Unless the Shareholder specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit, or abstain from voting.
- If a Shareholder wishes to appoint a proxy, the Shareholder should complete the Proxy Form and comply with the instructions set out in that form relating to lodgement of the form with the Company.
- The Proxy Form must be signed by the Shareholder or his or her attorney duly authorised in writing or, if the Shareholder is a corporation, either signed by an authorised officer or attorney of the corporation or otherwise signed in accordance with the Corporations Act.
- If any attorney or authorised officer signs the Proxy Form on behalf of a Shareholder, the relevant power of attorney or other authority under which it is signed or a certified copy of that power or authority must be deposited with the Proxy Form.
- The Proxy Form (together with any relevant authority) must be received by no later than 11:00am (AEDT) on 22 January 2024 before the time scheduled for the commencement of the meeting (or any adjournment of that meeting).
- The completed Proxy Form may be lodged:
 - by post to Spacetalk Ltd, C/- Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001; or
 - by facsimile to the Company's Share Registry on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia); or
 - by facsimile to Spacetalk Ltd, Attention Company Secretary, on +61 2 9290 9655.
 - online via the Company's Share Registry at www.investorvote.com.au For Intermediary Online subscribers only (custodians), please visit www.intermediaryonline.com to submit your voting intentions.

7. Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with section 250D of the Corporations Act authorising him or her to act as that company's representative. The authority must be sent to the Company and/or registry at least 24 hours in advance of the Meeting.

8. Voting Intentions

Subject to any voting restrictions and exclusions, the Chairman intends to vote in **FAVOUR** of the Resolution, subject to any voting restrictions and exclusions.

9. Technical Difficulties

Technical difficulties may arise during the course of the meeting. The chair of the meeting has discretion as to whether and how the meeting should proceed in the event that a technical difficulty arises. In exercising this discretion, the chair of the meeting 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 of the meeting considers it appropriate, the chair of the meeting 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 submit a directed proxy in advance of the meeting in accordance with the instructions below, so that votes can still be counted even if you plan to attend the meeting online.

SPACETALK LTD

(ACN 091 351 530)

EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of the Notice convening the Extraordinary General Meeting of Shareholders of Spacetalk Ltd (**Company**) to be held virtually at 11:00 am (AEDT) on 24 January 2024.

This Explanatory Memorandum is to assist Shareholders in understanding the background to, and the legal and other implications of, the Notice and the reasons for the proposed Resolution. Both documents should be read in their entirety and in conjunction with each other.

Explanatory Note to the Resolution

Resolution 1 – Approval of Issue of Shares and Options to Director

The Company announced a Non-Renounceable Entitlements Offer (**Entitlements Offer**) to the ASX on 28 August 2023. The terms of the Entitlement Offer are as described within the Prospectus also released to the ASX on 28 August 2023. Non-Executive Director Mr Georg Chmiel has elected to subscribe for further Shares and Options under the Shortfall facility as detailed within the Entitlements Offer Prospectus, either directly or via his nominee entity. This Resolution seeks Shareholder approval to issue the Shares and Options to Mr Chmiel or his nominee pursuant to Listing Rule 10.11 and for all other purposes as a result of this subscription.

Listing Rule 10.11 requires a listed company to obtain Shareholder approval prior to the issue of securities to a related party of the Company. Being a Director of the Company, Mr Chmiel is a related party of the Company by virtue of section 228(2) of the Corporations Act. As such Shareholder approval is sought to issue the Shares and Options to Mr Chmiel (or his nominee).

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issued without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

If Shareholder approval is given for the purposes of Listing Rule 10.11 for the issuance of the Shares and Options, approval will not be required under Listing Rule 7.1 as this issuance of Shares and Options will fall within one of the exceptions to Listing Rule 7.1, and the Shares and Options issued pursuant to this Resolution will not deplete the Company's 15% placement capacity as they will not be included in the calculation of this capacity.

If this Resolution is not approved by Shareholders, the Company will not be able to issue the Shares and Options or receive the consideration monies.

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

In accordance with Listing Rule 10.13 the following information is provided:

Number and Class of Securities to be Issued	4,545,454 Shares and 2,272,727 Options.
Material terms of the securities	The Shares issued will rank equally with existing Shares on issue. The Options will have an exercise price of \$0.035 and will expire on 22 September 2025.
Date on which the securities will be issued	The Company anticipates issuing the Shares and Options on 30 January 2024 and in any event no later than 1 month after the date of this Extraordinary General Meeting.

Issue Price

The Shares and Options were agreed to be issued as part of the Shortfall Facility in the Entitlements Offer announced to the ASX on 28 August 2023. Shares issued in conjunction with the Entitlements Offer were offered at \$0.022 per Share with one free attaching Option for every two (2) Shares subscribed, subject to the approval sought under this Resolution.

Purpose of the issue

To provide working capital and capital to support strategic initiatives in the short term.

Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

Mr Chmiel and his nominee (if applicable) are related parties of the Company.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issuance of the Shares and Options, the subject of these Resolutions, as the terms of issuance are identical to the terms offered to all participants (that are not related parties of the Company) in the Entitlements Issue as described within the prospectus released to ASX on 28 August 2023.

Directors' recommendation

Given the interest of Mr Chmiel in this item, the Directors make no recommendation in relation to this Resolution.

DEFINITIONS

Throughout this Explanatory Memorandum the following various words and phrases are capitalised and the definitions of these capitalised words and phrases are set out below:

"**ASIC**" means the Australian Securities & Investments Commission;

"**ASX**" means ASX Limited (ACN 000 943 377);

"**ASX Listing Rules**" or "**Listing Rule**" means the Official Listing Rules of the ASX;

"**Board**" means the Board of Directors of the Company;

"**Business Day**" means a day on which trading takes place on the stock market of the ASX;

"**Chairman**" or "**Chair**" means the chairman of the extraordinary general meeting;

"**Closely Related Party**" of a member of the Key Management Personnel means:

- (a) A spouse or child of the member;
- (b) A child of the member's spouse;
- (c) A dependant of the member or the member's spouse;
- (d) 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;
- (e) A company the member controls; or
- (f) A person prescribed by the Corporation Regulations.

"**Company**" or "**Spacetalk**" means Spacetalk Ltd ACN 091 351 530;

"**Constitution**" means the Company's constitution;

"**Corporations Act**" means the *Corporations Act 2001* (Cth);

"**Corporations Regulation**" means the *Corporations Regulation 2001* (Cth);

"**Directors**" mean the current Directors of the Company;

"**Equity Securities**" means has the meaning given to that term in the Listing Rules;

"**Explanatory Memorandum**" means this Explanatory Memorandum as modified or varied by any supplementary Memorandum issued by the Company from time to time;

"**Key Management Personnel**" has the same meaning as in the accounting standards and broadly includes those 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;

"**Meeting**" or "**Extraordinary General Meeting**" means the extraordinary general meeting convened by this Notice;

"**Notice**" or "**Notice of Meeting**" means the notice convening the Extraordinary General Meeting of the Company to be held on 24 January 2024 which accompanies this Explanatory Memorandum;

"**Option**" means an option to acquire a Share;

"**Proxy Form**" means the proxy form that is enclosed with and forms part of this Notice;

"**Resolution**" means a resolution in the form proposed in the Notice of Meeting;

"**Share**" means a fully paid ordinary share in the capital of the Company; and

"**Shareholder**" means a registered holder of a Share in the Company.

Need assistance?



Phone:
1300 556 161 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (AEDT) on Monday, 22 January 2024.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 183529

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Spacetalk Ltd. hereby appoint

☐ the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Extraordinary General Meeting of Spacetalk Ltd. to be held as a virtual meeting on Wednesday, 24 January 2024 at 11:00am (AEDT) and at any adjournment or postponement of that meeting.

Step 2 Item of Business

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

	For	Against	Abstain
Resolution 1 Approval to Issue Shares and Options to Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically