

# **ANTILLES GOLD LIMITED**

**ABN 48 008 031 034**

## **NOTICE OF GENERAL MEETING**

**The General Meeting of Shareholders  
will be held on 2 July 2024 at 10.30am (AEST)**

**at**

**55 Kirkham Road, Bowral, 2576 NSW**

*If you are unable to attend the meeting, please complete the form of proxy enclosed and return it in accordance with the instructions set out on that form.*

**ANTILLES GOLD LIMITED**  
**ABN 48 008 031 034**

**NOTICE OF GENERAL MEETING**

Notice is given that the General Meeting of the Shareholders of Antilles Gold Limited (the **Company** or **Antilles Gold**) will be held on 2nd of July 2024 commencing at 10.30am (AEST) at 55 Kirkham Road, Bowral, 2576, NSW.

The Explanatory Statement and proxy form which accompany and form part of this Notice, describe in more details the matters to be considered. Please consider this Notice, the Explanatory Statement and the proxy form in their entirety.

**AGENDA**

**ORDINARY BUSINESS**

**RESOLUTION 1: RATIFICATION OF PRIOR ISSUE OF SECURITY SHARES PURSUANT TO CONVERTIBLE NOTE DEED**

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

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 40,000,000 fully paid ordinary shares to Patras Capital Pte Ltd (**Patras**), pursuant to an agreement between the Company and Patras dated 1 March 2024 and otherwise on the terms and conditions set out in the Explanatory Memorandum.”*

**Voting Exclusion Statement**

The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of:

- (a) a person who participated in the issue (namely Patras Capital Pte Ltd) or is a counterparty to the agreement being approved; or
- (b) an Associate of that person or those persons.  
However, this does not apply to a vote cast in favour of the Resolution by:
- (c) a person as proxy or attorney who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (d) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
- (f) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from the voting, and is not an associate of a person excluded from voting, on the Resolution; and
- (g) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF SHARES TO PATRAS CAPITAL PTE LTD UNDER LISTING RULE 7.1**

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

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of up to 30,000,000 fully paid ordinary Shares issued to Patras Capital Pte Ltd under the*

*Company's Listing Rule 7.1 capacity, on the terms and conditions in the Explanatory Memorandum. ”*

### **Voting Exclusion Statement**

The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved (namely Patras Capital Pte Ltd (and/or its nominees)); or
- (b) an Associate of that person or those persons.  
However, this does not apply to a vote cast in favour of the Resolution by:
- (c) a person as proxy or attorney who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (d) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from the voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### **RESOLUTION 3: RATIFICATION OF PRIOR ISSUE OF SHARES TO PATRAS CAPITAL PTE LTD UNDER LISTING RULE 7.1A.2**

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

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 27,000,000 fully paid ordinary Shares issued to Patras Capital Pte Ltd under the Company's Listing Rule 7.1A.2 capacity, on the terms and conditions in the Explanatory Memorandum:*

### **Voting Exclusion Statement**

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved (namely Patras Capital Pte Ltd (and/or its nominees)); or
- (b) an Associate of that person or those persons.  
However, this does not apply to a vote cast in favour of the Resolution by:
- (c) a person as proxy or attorney who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (d) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from the voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**By Order of the Board**

A handwritten signature in black ink, appearing to read 'Tracey Aitkin', with a stylized flourish at the end.

**Tracey Aitkin  
Company Secretary  
30 May 2024**

## PROXY AND SHAREHOLDER INFORMATION

### Attendance and Voting

The Company has, for the purposes of determining voting entitlements at this General Meeting (**GM**), that all the Shares of the Company recorded in the Company's register at 7pm (AEST) on 30 June 2024, shall be taken to be held by the persons registered as holding the Shares at that time. Only those persons will be entitled to vote at the GM and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the GM.

Shareholders may vote by attending the GM in person or by proxy (see below).

Ordinary resolutions require the support of more than 50% of those Shareholders voting in person, by proxy, by representative or by attorney. Special resolutions require the support of at least 75% of those Shareholders voting in person, by proxy, by representative or by attorney.

Every resolution put to the Shareholders at this GM will be decided on a poll. Upon a poll, every person who is present in person or by proxy, representative or attorney, will have one vote for each Share held by that person.

### Proxies

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has the right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is 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.

To vote by proxy, you must complete and lodge the Proxy Form using 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 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgment process please see the <b>Online Proxy Lodgment Guide</b> at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</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>	<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 Forms received later than this time will be invalid.**

### Corporate Representatives

A corporate Shareholder or corporate proxy wishing to appoint a person to act as its representative at the meeting may do so by providing that person with the following information which the representative should bring to the meeting:

1. a letter executed in accordance with the Shareholder's or proxy's constitution and the Corporations Act authorizing that person as the corporate Shareholder's or proxy's representative at the meeting; or
2. a copy of the resolution appointing the person as the corporate Shareholder's or proxy's representative at the meeting, certified by the company secretary or a director of the corporate Shareholder or proxy.

**ANTILLES GOLD LIMITED**  
**ABN 48 008 031 034**

**EXPLANATORY STATEMENT TO SHAREHOLDERS**

**RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SECURITY SHARES PURSUANT TO CONVERTIBLE NOTE DEED**

As announced on 1 March 2024, the Company entered into an agreement with Patras Capital Pte Ltd (**Patras**) (**Convertible Note Deed**) to issue Convertible Notes up to the value of \$3,000,000. A summary of the Convertible Note Deed is set out in Schedule 1.

The Convertible Notes are convertible into fully paid ordinary shares in the capital of the Company and in accordance with the terms and conditions set out in Schedule 1, will convert at a price equal to \$0.04 per share or at a 10% discount of the numeric average of the lowest 5 daily variable weighted average prices (**VWAP**) of the Company's Shares over the 15 most recent trading days prior to the date that a conversion notice is issued (**Conversion Formula**).

The funds raised from the issue of the Convertible Notes will be used by the Company to maintain the momentum of the near-term development of the Nueva Sabana gold-copper mine in Cuba.

On 9 May 2024 the Company issued 40,000,000 Security Shares to Patras in accordance with the terms of the Convertible Note Deed. This was the second issue of Security Shares, the first 40,000,000 Security Shares were issued on 8 March 2024 under the same terms of the Convertible Note Deed, and subsequently ratified by Shareholders at the Company's Annual General Meeting held on 17 May 2024.

The Security Shares were issued without Shareholder approval under the Company's Placement Capacity allowable under Listing Rule 7.1. The Company wishes to retain flexibility to issue equity securities in the future in accordance with Listing Rule 7. and accordingly, seeks Shareholder ratification pursuant to Listing Rule 7.4 for this previous issue of Security Shares.

**ASX Listing Rules 7.1 and 7.1A**

Listing Rule 7.1 provides that a listed company must not without Shareholder approval, subject to certain exceptions, issue during any 12-month period any equity securities, including securities with rights of conversion to equity (i.e. convertible securities), if the number of those securities exceeds its placement capacity.

If the equity securities are convertible securities, Listing Rule 7.1B.1(e) provides that in working out the number of equity securities that an entity may issue or agree to issue under Listing Rule 7.1, each convertible security is counted as the maximum number of fully paid ordinary securities into which it can be converted, unless ASX determines otherwise.

As the issue of the Security Shares has not yet been ratified by Shareholders, it effectively uses up part of the Company's 15% placement capacity under Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval over the 12 month period following the date of issue of the Security Shares.

**ASX Listing Rule 7.4**

Listing Rule 7.4 provides that an issue under Listing Rule 7.4 is treated as having been made with approval for the purposes of Listing Rules 7.1 and 7.1A if such issue did not breach Listing Rules 7.1 or 7.1A and holders of the ordinary securities subsequently approve it. The conversion of convertible securities into equity securities will fall within Listing Rule 7.2 Exception 9 and therefore no further approval under Listing Rule 7.1 or 7.1A is required when the issue of the fully paid ordinary securities on conversion of the Convertible Notes occur.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Security Shares.

#### **Technical information required by Listing Rule 14.1A**

If Resolution 1 is passed, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain Shareholder approval.

If Resolution 1 is not passed, the issue of relevant Security Shares will be included in the Company's 15% Placement Capacity in Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue without Shareholder approval in the 12-month period following the date of issue.

#### **Technical information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 1:

- (a) The Security Shares were issued to Patras Capital Pte Ltd, which is not a related party of the Company;
- (b) 40,000,000 Security Shares were issued;
- (c) The Security Shares issued are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) The Security Shares were issued on 9 May 2024; and
- (e) No funds were raised from the issue as the Security Shares were issued for nil consideration in accordance with the terms and conditions of the Convertible Note Deed set out in Schedule 1.

**Board recommendation:** The Board believes that Resolution 1 is in the best interest of the Company and its Shareholders and unanimously recommends that Shareholders vote in favour of this Resolution. The Chair intends to vote undirected proxies in favour of this Resolution.

#### **RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF SHARES TO PATRAS CAPITAL PTE LTD UNDER LISTING RULE 7.1**

Resolution 2 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of a total of 30,000,000 Shares issued in two tranches of 15,000,000 at an issue price of \$0.018 for the first tranche and \$0.015 for the second, to Patras Capital Pte Ltd (and/or its nominees) on conversion of a convertible note. The Shares were issued pursuant to the Company's Listing Rule 7.1 capacity.

The Shares were issued in accordance with the terms of the Convertible Note Deed. A summary of the Deed is attached to this Notice as Schedule 1.

#### **ASX Listing Rules 7.1 and 7.4**

Broadly speaking, and subject to a number of exceptions which are contained in ASX Listing Rule 7.2 (which do not apply in the circumstance of this Resolution), ASX Listing Rule 7.1 limits the



amount of equity securities that a listed company can issue without the approval of its shareholders over a 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The Shares do not fit within any of the exceptions of ASX Listing Rule 7.2 and, as it has not yet been ratified by the Company's Shareholders, it effectively uses up part of the 15% limit in ASX Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under ASX Listing Rule 7.1 for the 12 month period following the issue date.

ASX Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under ASX Listing Rule 7.1. To this end, Resolution 2 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Shares.

#### **Technical information required by ASX Listing Rule 14.1A**

If Resolution 2 is passed, the Shares will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 2 is not passed, the Shares will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date.

#### **Technical information required by ASX Listing Rule 7.5**

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 2:

- (a) the Shares were issued to Patras Capital Pte Ltd (and/or its nominees);
- (b) a total of 30,000,000 Shares were issued under the Company's Listing Rule 7.1 capacity;
- (c) the Shares were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued as follows:
  - 15,000,000 on 16 April 2024;
  - 15,000,000 on 21 May 2024
- (e) the Shares were respectively issued at a deemed price of \$0.018 and \$0.015 each;
- (f) the funds raised from the issue of the Shares will be used primarily for subscription to shares in the Cuban joint venture company, Minera La Victoria that it will use to meet pre-development expenses for the proposed Nueva Sabana Gold-Copper mine.
- (g) the Shares were issued under the Convertible Note Deed. A summary of the material terms of the Convertible Note Deed is set out in Schedule 1 attached to this Notice of Meeting; and

(h) a voting exclusion statement is set out in the Notice in respect of Resolution 2.

### **Board recommendation**

The Board believes that Resolution 2 is in the best interest of the Company and its Shareholders and unanimously recommends that Shareholders vote in favour of this Resolution. The Chair intends to vote undirected proxies in favour of this Resolution.

### **RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF SHARES TO PATRAS CAPITAL PTE LTD UNDER LISTING RULE 7.1A.**

Resolution 3 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of a total of 27,000,000 Shares issued at an issue price of \$0.02 per Share, to Patras Capital Pte Ltd (and/or its nominees) on conversion of a convertible note. The Shares were issued pursuant to the Company's Listing Rule 7.1A.2 capacity.

The Shares were issued in accordance with the terms of the Convertible Note Deed. A summary of the Deed is attached to this Notice as Schedule 1.

### **ASX Listing Rules 7.1, 7.1A and 7.4**

Broadly speaking, and subject to a number of exceptions which are contained in ASX Listing Rule 7.2 (which do not apply in the circumstance of this Resolution), ASX Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over a 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase the 15% limit under Listing Rule 7.1 by an extra 10% to 25%. Shareholders approved the increase in capacity at the Company's 2023 Annual General Meeting under which these Shares were issued. Shareholders have also approved the increase in capacity by an extra 10% at the 2024 Annual General Meeting held on 17 May 2024.

The Shares do not fit within any of the exceptions of ASX Listing Rule 7.2 and, as it has not yet been ratified by the Company's Shareholders, it effectively uses up part of the 25% limit in ASX Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under ASX Listing Rule 7.1 and 7.1A for the 12 month period following the issue date.

ASX Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under ASX Listing Rules 7.1 and 7.1A. To this end, Resolution 3 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Shares.

### **Technical information required by ASX Listing Rule 14.1A**

If Resolution 3 is passed, the Shares will be excluded in calculating the Company's 25% limit in ASX Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 3 is not passed, the Shares will be included in calculating the Company's 25% limit in ASX Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date.

### **Technical information required by ASX Listing Rule 7.5**

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 3:

- (a) the Shares were issued to Patras Capital Pte Ltd (and/or its nominees);
- (b) a total of 27,000,000 Shares were issued under the Company's Listing Rule 7.1A.2 capacity;
- (c) the Shares were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued on 24 April 2024;
- (e) the Shares were issued for a deemed issue price of \$0.02 each;
- (f) the funds raised from the issue of the Shares will be used primarily for subscription to shares in the Cuban joint venture company, Minera La Victoria that it will use to meet pre-development expenses for the proposed Nueva Sabana Gold-Copper mine.
- (g) the Shares were issued under the Convertible Note Deed. A summary of the material terms of the Convertible Note Deed is set out in Schedule 1 attached to this Notice of Meeting; and
- (h) a voting exclusion statement is set out in the Notice in respect of Resolution 3.

### **Board recommendation**

The Board believes that Resolution 3 is in the best interest of the Company and its Shareholders and unanimously recommends that Shareholders vote in favour of this Resolution. The Chair intends to vote undirected proxies in favour of this Resolution.

## SCHEDULE 1: SUMMARY OF CONVERTIBLE NOTE DEED

The following is a summary of the key terms of the Convertible Note issued on 30 April 2024:

Key Term	Description
Principal Amount	\$1,000,000
Securities Issued	40,000,000 fully paid ordinary shares
Implementation Fee	3% of the Principal Amount
Maturity Date	Two years from issue
Interest	NIL
Discount to Principal	A\$100,000 (in lieu of interest)
Minimum Conversion Price	A\$0.015
Conversion Rights	The Note holder may convert all or part of any outstanding amount of the Loan Note at a conversion price equal to: <ul style="list-style-type: none"> <li>i) \$0.04 per share; or</li> <li>ii) A 10% discount to the numeric average of the lowest 5 daily VWAPs in the 15 trading days prior to conversion</li> </ul>
Maximum Number of Shares	66,666,667 that may be issued under each Note
Early Repayment	At the Company's option at 110% of any outstanding balance of the Loan Note within the first year after issue, and 115% in the second year
Repayment	Payable on the Maturity Date if Note not redeemed previously
Security	40,000,000 AAU Shares. Security Shares may only be applied toward any conversion in the event the Company fails to issue Shares within two (2) trading days following receipt of a Conversion Notice, or with the Company's consent.
Shareholder Approval	Convertible securities will be issued out of the Company's existing Listing Rule 7.1 and 7.1A.2 capacity and Shareholder approval will not be sought for their issue. The Company will however, seek ratification of these issues in order to 'refresh' its Listing Rule 7.1 and 7.1A.2 capacity
Events of Default	The Convertible Securities Deed provides that the Company must immediately repay any monies owing on the occurrence of certain events including: <ul style="list-style-type: none"> <li>a) The Company failing to remedy a material breach of any provisions in the Convertible Note Deed within 5 business days after receipt of notice to do so;</li> <li>b) If the Company becomes insolvent;</li> <li>c) If the VWAP of Shares over any 10 trading days is equal to or less than \$0.005;</li> <li>d) If the Company ceases to be listed on the ASX or has its securities on the ASX suspended from trading for more than 10 trading days.</li> </ul>

Transferability	The Company and Patras must not assign or transfer any of its rights or obligations under the Convertible Note Deed without the prior written consent of the other party
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Your proxy voting instruction must be received by **10.30am (AEST) on Sunday, 30 June 2024**, 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 Key Management Personnel.

### 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/#/loginsah> 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:

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