

NOTICE OF 2025 SHAREHOLDER MEETING AND PROXY FORM

Resolution Minerals Ltd (ACN 617 789 732, **Company**) (**ASX:RML**) refers to the notice of General Meeting (**GM**) and accompanying explanatory memorandum released to ASX on 14 April 2025 (together, the Notice of Meeting) in respect of a General Meeting of the Company's shareholders (**Shareholders**).

The Meeting will be held:

Date: Wednesday 14 May 2025
Time: 9:30am (ACST)
Location: Offices of Grant Thornton Australia Limited,
Level 3, 170 Frome Street, Adelaide SA

In reliance on Section 253RA of the *Corporations Act 2001* (Cth), the Company will not be posting hard copies of the Notice of Meeting to Shareholders unless the Shareholder has given the Company notice in writing electing to receive documents in hard copy only. The Notice of Meeting can be viewed or downloaded from the Company's website on its ASX announcements page at <https://www.resolutionminerals.com/investor-center/category/asx-releases> or at www.asx.com.au.

This announcement has been authorised for release to the ASX by the Company Secretary. For further information, please contact the Company Secretary by telephone on +61 8 6118 7110 or by email at info@resolutionminerals.com.

Yours sincerely

Resolution Minerals Ltd

Jarek Kopias
Company Secretary

RESOLUTION MINERALS LTD

ACN 617 789 732

NOTICE OF GENERAL MEETING

EXPLANATORY NOTES

PROXY FORM

Date of Meeting

14 May 2025

Time of Meeting

9:30am (ACST) (Adelaide time)

Place of Meeting

Offices of Grant Thornton Australia Limited
Level 3, 170 Frome Street
Adelaide, South Australia

RESOLUTION MINERALS LTD
ACN 617 789 732

NOTICE OF 2025 GENERAL MEETING

Notice is hereby given that a General Meeting of Shareholders of Resolution Minerals Ltd ("Company/RML") will be held at the offices of Grant Thornton Australia Limited, Level 3, 170 Frome Street, Adelaide, South Australia on Thursday 14 May 2025 at 9:30am ACST.

The business to be considered at the General Meeting is set out below.

This Notice of Meeting should be read in its entirety in conjunction with the accompanying Explanatory Notes, which form part of this Notice of Meeting and contain information in relation to the following Resolutions. If you are in any doubt as to how you should vote on the Resolutions set out in this Notice of Meeting, you should consult your financial or other professional adviser.

Defined terms used in this Notice of Meeting have the meanings given to those terms in the glossary at the end of the Explanatory Notes.

GENERAL BUSINESS

Resolution 1 – Ratification of issue of 25,000,000 Project Acquisition Shares

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 and allotment of 25,000,000 Project Acquisition Shares announced on 10 March 2025 on the terms and to the parties set out in the Explanatory Notes."

Resolution 2 – Ratification of 2,909,091 Broker Shares and 2,909,091 Broker Options

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 and allotment of 2,909,091 Broker Shares and 2,909,091 Broker Options, on the terms set out in the Explanatory Notes, is approved."

Resolution 3 – Ratification of 2,500,000 Investor Relations 1 Shares

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 and allotment of 2,500,000 Investor Relations 1 Shares, on the terms set out in the Explanatory Notes, is approved."

Resolution 4 – Ratification of 22,727,273 Investor Relations 2 Shares

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 and allotment of 22,727,273 Investor Relations 2 Shares, on the terms set out in the Explanatory Notes, is approved."

Resolution 5 – Approval to issue up to 300,000,000 Placement Shares

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 7.1 and for all other purposes, the issue of up to 300,000,000 Placement Shares, on the terms set out in the Explanatory Notes, is approved."

VOTING INFORMATION, EXCLUSIONS AND PROHIBITIONS

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

Voting exclusion in relation to Resolutions 1, 2, 3 and 4

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of Resolutions 1, 2, 3 and 4 by or on behalf of a person the following persons or any of their Associates:

- Resolution 1 – Project Acquisition vendors.
- Resolution 2 – Oakley Capital Partners Pty Limited and nominees.
- Resolution 3 – Proactive Investors Australia Pty Ltd.
- Resolution 4 – Report Card Pty Ltd.

However, this does not apply to a vote cast in favour of Resolutions 1, 2, 3 and 4 by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with directions given to the proxy or attorney to vote on the Resolutions in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with a direction given to the Chair of the Meeting to vote on the Resolutions as the Chair of the Meeting 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:
 - o the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolutions; and
 - o the holder votes on the Resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting exclusion in relation to Resolution 5

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of Resolution 5 by or on behalf of a person who may participate in, or who will obtain a material benefit (except a benefit solely by reason of being a holder of Shares in the Company) as a result of, the Placement, if known at the time, or any of their Associates.

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

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- 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 of the Meeting to vote on the Resolution as the Chair of the Meeting 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:
 - o the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
 - o the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting, Attendance Entitlement and proxy

A Member who is entitled to attend and cast a vote at the Meeting and who wishes to vote on the Resolutions contained in this Notice should either attend in person at the time, date and place of the Meeting set out above or appoint a proxy or proxies to attend or vote on the Member's behalf.

A Member who is entitled to attend and cast a vote at the Meeting and who wishes to vote on the Resolutions contained in this Notice should appoint the Chair of the Meeting as their proxy to attend and vote on the Member's behalf. The Company encourages shareholders to **appoint the Chair of the Meeting as their proxy**.

Shareholders are encouraged to lodge their Proxy Forms online at <https://investor.automic.com.au/#/loginsah>.

In completing the attached Proxy Form, Members must be aware that where the Chair of the Meeting is appointed as their proxy, they will be directing the Chair of the Meeting to vote in accordance with the Chair of the Meeting's voting intention unless you indicate otherwise by marking the "For", "Against" or "Abstain" boxes. The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. Members should note that they are entitled to appoint the Chair of the Meeting as a proxy with a direction to cast the votes contrary to the Chair of the Meeting's voting intention, or to abstain from voting, on any Resolution in the Proxy Form. Also, Members may appoint, as their proxy, a person other than the Chair of the Meeting.

A proxy need not be a Member of the Company. For the convenience of Members, a Proxy Form is enclosed. A Member who is entitled to attend and cast two or more votes is entitled to appoint two proxies. Where two proxies are appointed, each appointment may specify the proportion or number of voting rights each proxy may exercise. If the Member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes able to be cast by the appointing Member.

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form. In order to be valid, the Proxy Form must be received by the Company at the address specified below, along with any power of attorney or certified copy of a power of attorney (if the Proxy Form is signed pursuant to a power of attorney), by no later than 48 hours before the Meeting (i.e., by no later than 9:30am ACST on 12 May 2025):

On-line: <https://investor.automic.com.au/#!/loginsah>

By mail: Automic
GPO BOX 5193
SYDNEY NSW 2001

By hand: Level 5, 126 Phillip Street
SYDNEY NSW 2000

By e-mail: meetings@automicgroup.com.au

Any Proxy Forms received after that time will not be valid for the Meeting.

A Member who is a body corporate may appoint a representative to attend the Meeting in accordance with the Corporations Act. Representatives will be required to present documentary evidence of their appointment on the day of the Meeting.

For the purpose of determining the voting entitlements at the Meeting, the Directors have determined that Shares will be taken to be held by the registered holders of those Shares at 9:30am ACST on 12 May 2025. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

By order of the Board

Jarek Kopias
Company Secretary
Adelaide, 14 April 2025

GENERAL MEETING - EXPLANATORY NOTES

These Explanatory Notes accompanying this Notice of Meeting are incorporated in and comprise part of this Notice of Meeting, and should be read in conjunction with this Notice of Meeting.

If any Shareholder is in doubt as to how they should vote, they should seek advice from their legal, financial or other professional adviser prior to voting.

Introduction

These Explanatory Notes have been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be considered at the General Meeting of the Company. The Directors recommend Shareholders read these Explanatory Notes in full before making any decision in relation to the Resolutions.

Terms defined in the Notice of Meeting have the same meaning in these Explanatory Notes.

GENERAL BUSINESS

Resolutions 1, 2, 3 and 4: 1) Ratification of the issue of 25,000,000 Project Acquisition Shares; 2) 2,909,091 Broker Shares and 2,909,091 Broker Options; 3) 2,500,000 Investor Relations 1 Shares; and 4) 22,727,273 Investor Relations 2 Shares.

On 10 March 2025, the Company announced that it had acquired a gold-antimony Project comprising:

- Drake East Antimony-Gold Project comprising one granted Exploration Licence EL9730 in NSW;
- Spur South Gold-Copper Project comprising two ELAs, ELA6784 and ELA6785 in NSW; and
- Neardie Antimony Project comprising one Exploration Permit Minerals (EPM) application EPM29111 in QLD.

The Company agreed to the payment of \$70,000 and the issue of 25,000,000 Project Acquisition Shares to acquire the Project.

As part of the fees associated with the Project, the Company agreed to issue Oakley Capital Partners Pty Limited (Oakley) (or their nominee/s) 2,909,091 Broker Shares and 2,909,091 Broker Options.

The Company has also agreed to issue a total of 25,227,273 investor relations Shares for services related to investor relations services as further detailed below.

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 and ASX Listing Rule 7.1A limit the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% and 10% respectively of the fully paid ordinary shares it had on issue at the start of that period.

The issue of the Shares and Options noted above did not fall within an exception and were issued without Shareholder approval under the Company's 15% placement capacity under ASX Listing Rule 7.1.

ASX Listing Rule 7.4 allows the shareholders of a listed company to subsequently ratify the previous issues of securities made without prior shareholder approval under ASX Listing Rule 7.1 and Listing Rule 7.1A, provided the issue did not breach the maximum threshold set by ASX Listing Rule 7.1 and Listing Rule 7.1A. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and Listing Rule 7.1A and so does not reduce the Company's capacity to issue further equity securities without shareholder approval under those rules.

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 and thus the Company is seeking ratification of the issue of Project Acquisition Shares the subject of Resolution 1, Broker Shares and Broker Options the subject of Resolution 1, Investor Relations 1 Shares the subject of Resolution 3 and Investor Relations 2 Shares the subject of Resolution 4. The Company confirms that the issue and allotment of the Shares and Options did not breach ASX Listing Rule 7.1 at the date of issue.

If Resolutions 1, 2, 3 and 4 are passed, the Project Acquisition Shares, Broker Shares and Broker Options, Investor Relations 1 Shares and Investor Relations 2 Shares will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1 and 10% limit in Listing Rule 7.1A, effectively increasing the number of equity securities it can issue without shareholder approval over the 12-month period following the date of issue.

If Resolutions 1, 2, 3 and 4 are not passed, the relevant issues will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1 and 10% limit in Listing Rule 7.1A, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12-month period following the date of issue.

ASX Listing Rule 7.5 contains certain requirements as to the contents of a Notice sent to Shareholders for the purpose of ASX Listing Rule 7.4 and the following information is included in these Explanatory Notes for that purpose:

	Resolution 1	Resolution 2	Resolution 3	Resolution 4
Party	The Project Acquisition Shares were issued to Ground Risk Pty Ltd (11,500,000), St Barnabas Investments Pty Ltd (3,250,000), Glen William Goulds (3,250,000), Saphires Holdings Pty Ltd (3,500,000) and Critical Minerals Consulting Pty Ltd (3,500,000).	Oakley Capital Partners Pty Limited (Oakley) (or their nominee/s).	Proactive Investors Australia Pty Ltd.	Report Card Pty Ltd.
Number and Class of Securities issued	25,000,000 Shares	2,909,091 Broker Shares and 2,909,091 Broker Options	2,500,000 Investor Relations 1 Shares	22,727,273 Investor Relations 2 Shares
Date of issue	The Project Acquisition Shares were on 21 March 2025 (12,500,000 Shares) with the remaining 12,500,000 Shares to be issued prior to the date of the Meeting.	19 March 2025 for the Shares and 1 April 2025 for the Options	19 March 2025	26 March 2025
Price or other Consideration	The Project Acquisition Shares were agreed to be issued at a price of \$0.01 (1.0 cents) per Share - \$250,000 in total.	The Shares were issued at a price of \$0.011 (1.1 cents) per Share - \$32,000 in total. The Options were free attaching.	The Shares were issued at a price of \$0.011 (1.1 cents) per Share - \$27,500 in total.	The Shares were issued at a price of \$0.011 (1.1 cents) per Share - \$250,000 in total.
Terms	The Project Acquisition Shares rank equally with all other Shares on issue except that they are subject 3 month (50% of the Shares) / 6 month (50% of the Shares) voluntary escrow from settlement date.	The Broker Shares and Broker Options rank equally with all other ASX:RML Shares and ASX:RMLOC Options on issue.	The Investor Relations 1 Shares rank equally with all other Shares on issue.	The Investor Relations 2 Shares rank equally with all other Shares on issue.
Purpose	To acquire the gold-antimony Project.	Project acquisition services.	Investor relations services.	Investor relations services.
Material terms of agreement	The key terms of the agreement are detailed in Appendix 2.	No material terms. Services relate to a success fee related to the acquisition of the gold-antimony Project.	No material terms. Services relate to promotion of the Company's projects.	No material terms. Services relate to promotion of the Company's projects.

None of the parties above are Related Parties of the Company.

Board Recommendation: The Directors recommend that Shareholders vote in favour of Resolutions 1, 2, 3 and 4 and advise that that they intend to vote any Shares that they own or control in favour of Resolutions 1, 2, 3, and 4.

The Chair of the Meeting intends to vote all undirected proxies in favour of Resolution 1, 2, 3 and 4.

Resolution 5 – Approval to issue up to 300,000,000 Placement Shares

The Company intends to raise funds to fund exploration at the Company's USA and Australian projects, business development opportunities and associated expenditures and for working capital purposes.

As noted in the Explanatory Notes to Resolution 1, 2, 3 and 4, broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Resolution 5 seeks Shareholder approval for the issue of Placement Shares for the purposes of ASX Listing Rule 7.1.

If Resolution 5 is passed, the Company will be able to proceed with the issue of Placement Shares. In addition, the Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of Placement Shares.

In accordance with the requirements of Listing Rule 7.3 the following information is provided in respect of Resolution 5:

Party/ Allottees	Placement allottees – expected to be clients of brokers and not currently identified.
Number of Securities to be issued	Up to 300,000,000 Shares.
Material Terms of Securities	Fully paid ordinary shares.
Date of issue	The issue and allotment of the Shares will occur as soon as reasonably practicable following the Meeting and, in any event, within three (3) months of the date of the Meeting.
Price, Consideration, Purpose	<p>The Shares are proposed to be issued at a price which is not less than a 25% discount to the 10 day VWAP prior to the date of the announcement the Placement.</p> <p>The funds raised from the Placement will be used to fund exploration at the Company's USA and Australian projects, business development opportunities and associated expenditures and for working capital purposes.</p>
Material terms of agreement	Participants in the Placement will subscribe for Shares in the Company on terms detailed above.

Board Recommendation: The Directors recommend that Shareholders vote in favour of Resolution 5 and advise that that they intend to vote any Shares that they own or control in favour of Resolution 5.

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

Glossary

In the Notice of Meeting and Explanatory Notes:

ACST means Australian Central Standard Time.

Associate has the meaning given to that term in the Listing Rules.

ASX means ASX Limited (ABN 98 008 624 691).

Board means the board of Directors of RML.

Broker Options means 2,909,091 Options as a success fee related to introduction of the Project to the Company.

Broker Shares means 2,909,091 Shares as a success fee related to introduction of the Project to the Company.

Chair of the Meeting means the chairman of the Meeting.

Closely Related Party has the meaning given to it in the Corporations Act and the Corporations Regulations.

Constitution means the constitution of the Company.

Corporations Act means the *Corporations Act 2001* (Cth).

Corporations Regulations means the *Corporations Regulations 2001* (Cth).

Director means a director of the Company.

Equity Securities or **Securities** has the same meaning as in the Listing Rules.

Explanatory Notes means these explanatory notes.

Investor Relations 1 Shares means 2,500,000 Shares issue to Proactive Investors Australia Pty Ltd (Proactive) related to investor relations services.

Investor Relations 2 Shares means 22,727,273 Shares issue to Report Card Pty Ltd (Report Card) related to investor relations services.

Key Management Personnel means a member of the key management personnel as disclosed in the Remuneration Report.

Listing Rules and **ASX Listing Rules** means the listing rules of ASX.

Meeting or General Meeting means the general meeting of Shareholders to be held at the offices of Grant Thornton Australia Limited on Thursday 14 May 2025 at 9:30am ACST.

Member or **Shareholder** means each person registered as a holder of a Share.

Notice or **Notice of Meeting** means this Notice of General Meeting.

Oakley or **Broker** means Oakley Capital Partners Pty Limited (ACN 663 165 839).

Options or **RMLOC** means quoted options with an exercise price of \$0.018 (1.8 cents) and expiry of 31 July 2028 to acquire Shares in the Company.

Ordinary Resolution means a resolution passed by more than 50% of the votes cast by Shareholders entitled to vote at a general meeting of Shareholders.

Placement means a placement of up to 300,000,000 Shares at price of no less than a 25% discount to the 10 day VWAP prior to the date of the announcement the Placement.

Placement Shares means the Shares issued pursuant to the Placement.

Project means the gold-antimony project comprising EL9730 in NSW, ELA6784 and ELA6785 in NSW and EPM29111 in QLD.

Project Acquisition Shares means 25,000,000 to acquire the Project.

Project Acquisition Vendors means Ground Risk Pty Ltd, St Barnabas Investments Pty Ltd, Glen William Goulds, Saphires Holdings Pty Ltd and Critical Minerals Consulting Pty Ltd.

Proxy Form means the proxy form attached to this Notice of Meeting.

Related Party has the meaning given to that term in the Corporations Act.

Resolution means a resolution referred to in this Notice.

RML or **the Company** means Resolution Minerals Ltd (ABN 99 617 789 732).

Share means a fully paid ordinary share in the capital of the Company.

VWAP means Volume Weighted Average Price of the Company's Shares.

Appendix 1

Terms of Quoted Options (Options)

- (a) Each Option will entitle the holder (**Optionholder**) to subscribe for one fully paid ordinary share (**Share**) in Resolution Minerals Ltd (ACN 617 789 732) (**Company** or **RML**) (subject to possible adjustments referred to in paragraphs (j), (k) and (l) below).
- (b) Each Option is exercisable at any time before 5:00pm Australian Central Standard Time (ACST) on 31 July 2028 (**Expiry Date**).

Options not exercised by that time will lapse.
- (c) The exercise price of each Option is 1.8 cents (\$0.018) (**Exercise Price**).
- (d) Applicants will receive an exercise notice at the same time that they receive a holding statement in respect of the Options (**Exercise Notice**). Options are exercisable by completing and delivering an Exercise Notice to the Company, delivered to the registered address of the Company and accompanied by the full payment of the Exercise Price in cleared funds.
- (e) Some or all of the Options may be exercised at any one time or times prior to the Expiry. Options must be exercised in respect of a minimum of 100,000 Options except where an Option holder holds less than 100,000 Options, in which case all options held by that Option holder must be exercised.
- (f) Shares issued pursuant to the exercise of any of the Options will rank in all respects on equal terms with the existing Shares in the Company at that time.
- (g) The Company will seek to have the Options admitted to the official list of ASX and the Options will be listed on ASX if approved. If the Company is still admitted to the ASX's official list at the time of exercise, the Company will make application for new Shares allotted on exercise of the Options to be admitted to the official list of entities maintained by ASX.
- (h) Each Option will be freely transferable at any time before the Expiry Date in any manners permitted by the Corporations Act.
- (i) Options will not entitle the Optionholder to participate in any new issue of securities by the Company unless the Option has been duly exercised prior to the relevant record date.
- (j) If, prior to the Expiry Date of the Options, there is a bonus issue to the holders of Shares:
 - (i) the number of Shares over which the Option is exercisable will be increased by the number of Shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue; and
 - (ii) no change will be made to the Exercise Price.
- (k) If, prior to the Expiry Date the issued capital of the Company is reorganised, the rights of the Optionholder may be varied to comply with the Corporations Act and ASX Listing Rules which apply at the time of the reconstruction.
- (l) In the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to holders of Shares after the date of issue of the Options, then the Exercise Price of the Options will be reduced in accordance with the formula set out in ASX Listing Rule 6.22.2.

Appendix 2

The Company has entered into a binding term sheet with DEVIL PROSPECTING PTY LTD (ACN 676 320 988), and 1205 PTY LTD (ACN 669 387 562) to acquire 100% of the issued share capital of DEVIL PROSPECTING PTY LTD (ACN 676 320 988), and 1205 PTY LTD (ACN 669 387 562) which are the registered legal holders of EL 9730, EL 9719, EL 9720 and EPM 29111. A summary of the material terms and conditions of the Acquisition is set out below:

<p>1. Acquisition</p>	<p>Subject to the satisfaction or waiver of the conditions precedent set out in clause 3 below (Conditions), the Purchaser agrees to acquire from the Shareholders and the Shareholders each agree to sell all of the Company Shares to the Purchaser, free from encumbrances, for the consideration referred to in clause 2 below (the Acquisition).</p>
<p>2. Consideration</p>	<p>Subject to clause 3, in consideration for the Acquisition, the Purchaser agrees to pay the following consideration to the Shareholders (Consideration) at settlement of the Acquisition (Settlement):</p> <p><i>to issue 25,000,000 paid ordinary shares in the capital of the Purchaser (Shares) to the Shareholders (Consideration Shares), at a deemed issue price of \$0.01 AUD per Share in two equal tranches (under the Company's 15% placement capacity under Listing Rule 7.1):</i></p> <p><i>tranche 1 at Settlement and tranche 2 subject to and following upon conclusion of due diligence but no later than 30 days following execution; and</i></p> <p><i>\$70,000 AUD cash (Consideration Cash) payable within a maximum 20 calendar days of the ASX transaction announcement.</i></p> <p>The Consideration Shares will be subject to the following Escrow Conditions (Escrow):</p> <ul style="list-style-type: none"> (a) 50% of the Consideration Shares issued to the Shareholders will be subject to a voluntary escrow period of 3 months from the Settlement Date. (b) The remaining 50% of the Consideration Shares will be subject to a voluntary escrow period of 6 months from the Settlement Date. (c) The Shareholders may transfer the Consideration Shares to a nominee or associated entity, provided that the recipient agrees in writing to be bound by the same escrow restrictions. (d) Transfers required by law (e.g., bankruptcy, court orders) will not violate escrow terms. (e) If any Shareholder breaches the escrow restrictions, the Purchaser shall be entitled to seek injunctive relief or specific performance to prevent unauthorised dealings.
<p>3. Conditions</p>	<p>Settlement of the Acquisition is subject to and conditional upon the satisfaction (or waiver in accordance with this Agreement) of the following conditions precedent:</p> <ul style="list-style-type: none"> (a) The parties obtaining all statutory and regulatory approvals and/or waivers required to implement the Sale, (b) The absence of a material adverse change in relation to the Assets (c) Due diligence period of 30 days from execution. <p>(together, the Conditions).</p> <p>Each Party must use its reasonable endeavours to satisfy the Conditions as soon as practicable after the date of this Agreement.</p>

Proxy Voting Form

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

Your proxy voting instruction must be received by **9.30am (ACST) on Monday, 12 May 2025**, 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://automicgroup.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:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

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

