

31 March 2023

Dear Shareholder

GENERAL MEETING

EneGex Limited (ASX:ENX) (**EneGex** or **Company**) advises that a General Meeting (“**Meeting**”) of the Company will be held as follows:

Time and date: 11:00am (AEST) on Wednesday 3 May 2023
Location: Level 1, 10 Yarra Street, South Yarra VIC 3141

In accordance with current legislation, the Company will not be sending hard copies of the Notice of Meeting to shareholders unless a shareholder has previously requested a hard copy. The Notice of Meeting can be viewed and downloaded at <https://www.eneGex.com/investor-centre> or the ASX market announcements page under the Company’s code “ENX”.

If you have nominated an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the notice of meeting. If you have not elected to receive electronic communications from the Company, a copy of your personalised proxy form together with this letter will be posted to you.

If you are unable to access any of the Meeting documents online please contact our share registry, Automic, using the details below, or the Company Secretary, Alex Neuling, on +61 8 6153 1861 or via email at admin@eneGex.com.

Participation and voting at the meeting

The Company strongly encourages Shareholders to lodge a directed proxy form online or otherwise in accordance with the instructions set out in the proxy form prior to the Meeting and to register their attendance prior to the Meeting if they intend to attend. Questions should also be submitted in advance of the Meeting as this will provide management with the best opportunity to prepare for the Meeting, for example by preparing answers in advance to Shareholders questions. However, votes and questions may also be submitted during the Meeting.

Each Resolution will be decided by poll, based on proxy votes and by votes from Shareholders in attendance at the Meeting. The outcome of the resolutions, including details of votes received by poll, will be released to the Company’s ASX announcements platform following conclusion of the meeting.

Shareholder communications

Receiving your shareholder communications electronically is the best way to stay informed and will assist the Company with minimising paper usage. If you haven't already, we encourage you to make the switch to paperless communications and provide us with your email address.

The Corporations Amendment (Meetings and Documents) Act 2022 (**Amendment Act**) includes a new requirement for public companies and listed companies to give shareholders notice of their right to elect to be sent documents electronically or physically by the company in section 110K of the Corporations Act.

There are new options for how EnegeX shareholders receive communications. EnegeX will no longer send physical meeting documents unless a shareholder requests a copy to be mailed.

EnegeX encourages all shareholders to provide an email address so we can provide investor communications electronically when they become available online, which includes items such as meeting documents and annual reports.

By providing your email address, you will:

- Support the company by reducing the cost of mailing/postage
- Receive your investor communications faster and in a more secure way
- Help the environment through the need for less paper

How do I update my communications preferences?

Shareholders can still elect to receive some or all of their communications in physical or electronic form or elect not to receive certain documents such as annual reports. To review your communications preferences, or sign up to receive your shareholder communications via email, please update your communication preferences at <https://investor.automic.com.au/>

If you are a shareholder and would like a physical copy of a communication, need further information about the options available to you or have questions about your holding, visit <https://investor.automic.com.au/> or contact our share registry:

Telephone (within Australia):	1300 288 664
Telephone (outside Australia):	+61 2 9698 5414
Email:	hello@automicgroup.com.au

By order of the board



Rae Clark, Director

ENEGEX LIMITED
ACN 160 818 986
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 11.00 am

DATE: 3 May 2023

PHYSICAL LOCATION: Level 1, 10 Yarra Street, South Yarra VIC 3141

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

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5:00pm (AEST) on 1 May 2023.

BUSINESS OF THE MEETING

1. RESOLUTION 1 – APPOINTMENT OF DIRECTOR – ROGER STEINEPREIS

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

"That, subject to the completion of the Placement and for all other purposes, Roger Steinepreis, having consented to act as a director of the Company, be appointed as a director of the Company with effect on and from the date of completion of the Placement."

2. RESOLUTION 2 – APPOINTMENT OF DIRECTOR – NICK CASTLEDEN

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

*"That, subject to the completion of the Placement and for all other purposes, David Nicholas Castleden (**Nick Castleden**), having consented to act as a director of the Company, be appointed as a director of the Company with effect on and from the date of completion of the Placement."*

3. RESOLUTION 3 – APPROVAL FOR INVESTOR 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 Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 142,666,666 Shares on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

4. RESOLUTION 4 – APPROVAL TO ISSUE SHARES AND OPTIONS – ROGER STEINEPREIS

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

"That, for the purposes of Listing Rule 10.11, and for all other purposes, approval is given for the Company to issue 26,666,667 Shares and 25,000,000 free attaching Options to Roger Steinepreis (or his nominee) on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

5. RESOLUTION 5 – APPROVAL TO ISSUE SHARES AND OPTIONS – NICK CASTLEDEN

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

"That, for the purposes of Listing Rule 10.11, and for all other purposes, approval is given for the Company to issue 16,000,000 Shares, and 25,000,000 free attaching Options to Nick Castleden (or his nominee) on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

6. RESOLUTION 6 – APPROVAL TO ISSUE SHARES – GEOFF ALBERS

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 8,000,000 Shares to Geoff Albers (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

7. RESOLUTION 7 – APPROVAL TO ISSUE SHARES AND OPTIONS – ALEX NEULING

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 6,666,667 Shares, together with 5,000,000 free attaching options, to Alex Neuling (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below

8. RESOLUTION 8 – APPROVAL TO ISSUE BROKER OPTIONS AS PART OF CORPORATE ADVISORY FEE

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

“That, for the purposes of Listing Rule 7.1, and for all other purposes, approval is given for the Company to issue 10,000,000 Options as part of a corporate advisory fee on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

Dated: 31 March 2023

By order of the Board



Raewyn Clark
Director

Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution set out below by or on behalf of the following persons:

Resolution 3 – Approval to issue Shares	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 4 – Issue of Shares and Options to Roger Steinepreis	Roger Steinepreis (or their nominee) 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 ordinary securities in the Company) or an associate of that person or those persons.
Resolution 5 – Issue of Shares and Options to Nick Castleden	Nick Castleden (or their nominee) 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 ordinary securities in the Company) or an associate of that person or those persons.
Resolution 6 – Issue of Shares to Geoff Albers	Geoff Albers (or their nominee) 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 ordinary securities in the Company) or an associate of that person or those persons.
Resolution 7 – Approval to issue Shares and Options to Alex Neuling	Alex Neuling (or their nominee) and any other person who will obtain a material benefit as a result of the issue of securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 8 – Issue of Options as part of a Corporate Advisory Fee	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

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

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair 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
- (c) 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 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.

Voting by proxy

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

- each Shareholder has a 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. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting in person

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

The company is pleased to also provide shareholders with the opportunity to attend and participate in the Meeting through an online meeting platform, where shareholders will be able to watch, listen, ask questions and vote online.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary at admin@enegex.com.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. BACKGROUND TO THE RESOLUTIONS

1.1 General Background

On 17 March 2023, the Company announced a capital raising of \$3,000,000, as further detailed in Section 1.2 of this Notice, and two proposed new Board appointments, as set out in Section 1.6 of this Notice. On completion, Mr Geoff Albers and Mr Peter Armitage will retire from the Board.

1.2 Placement

The Company has entered into a placement letter agreement with Roger Steinepreis and Nick Castleden (**Placement Agreement**). Under the Placement Agreement, the Company has agreed to raise \$3,000,000 (before costs) via the issue of 200,000,000 Shares to Roger Steinepreis or his nominee (26,666,667 Shares), Nick Castleden or his nominee (16,000,000 Shares) and other investors (**Placement**).

The Placement will comprise of the issue of:

- (a) 142,666,666 Shares at an issue price of \$0.015 per Share to sophisticated, professional and other investors to raise \$2,140,000 on the terms set out in Section 4 of this Notice (**Investor Offer**) plus 8,000,000 Shares to Geoff Albers to raise an additional \$120,000; and
- (b) the balance to Roger Steinepreis, Nick Castleden and Alex Neuling being:
 - (i) 26,666,667 Shares at an issue price of \$0.015 per Share together with 12,500,000 free attaching options exercisable at \$0.02 each on or before 30 June 2027 (**Tranche 1 Options**) and 12,500,000 free attaching options exercisable at \$0.04 each on or before 1 July 2027 (**Tranche 2 Options**) to Roger Steinepreis (or his nominees) to raise \$400,000 on the terms set out in Section 5 of this Notice (**Steinepreis Offer**);
 - (ii) 16,000,000 Shares at an issue price of \$0.015 per Share together with 12,500,000 free attaching Tranche 1 Options and 12,500,000 free attaching Tranche 2 Options to Nick Castleden (or his nominees) to raise \$240,000 on the terms set out in Section 5 of this Notice (**Castleden Offer**); and
 - (iii) 6,666,667 Shares at an issue price of \$0.015 per Share together with 2,500,000 free attaching Tranche 1 options and 2,500,000 free attaching Tranche 2 Options to Alex Neuling (or his nominees) to raise \$100,000 on the terms set out in Section 7 of this Notice (**Neuling Offer**),

(together, the **Secondary Offers**).

The participation of Mr Steinepreis, Mr Castleden and Mr Neuling in the Secondary Offers under the Placement is subject to Shareholder approval under Resolutions 4, 5 and 7.

1.3 Director Participation

Subject to Shareholder approval, director Geoff Albers wishes to participate in the Placement on the same terms as participants under the Investor Offer. Resolution 6 seeks Shareholder approval for the issue of up to 8,000,000 Shares to Geoff Albers (or his nominees).

1.4 Brokers

The Company engaged the services of Canaccord and Argonaut to act as joint brokers to the Placement (**Brokers**). The Company has agreed to pay a fee of 6% (excluding GST) of the amount of \$1,500,000 raised by Canaccord and Argonaut. The Company has also agreed to issue 5,000,000 Tranche 1 Options and 5,000,000 Tranche 2 Options to the Brokers at an issue price of 0.1 cents per option. The material terms of the engagements with the Brokers is set out in Schedule 1 to this Notice.

1.5 Use of funds

Funds raised from the Placement are expected to be used towards:

- (a) advancing the Company's mineral exploration activities, including new appraisal, ranking and targeting exercises over the Company's existing Australian projects;
- (b) the evaluation of potential new projects; and
- (c) general working capital.

A proposed use of funds is set out below, noting that this use of funds is an estimate and indicative only and subject to change:

Item of Expenditure	Amount
Expenditure commitment on existing Australian project tenements (assumes sale of E70/5442 as announced, that full access is granted and no surrender (whole or partial) of existing tenure. This estimate is based on the minimum expenditure commitments under the terms of grant)	\$1,200,000
Evaluation of potential new projects including due diligence	\$500,000
Corporate costs & creditors (these costs are in the process of being reviewed)	\$640,000
Capital raising fees	\$90,000
Working capital and general overheads	\$570,000

1.6 Board

Subject to completion of the Placement and Shareholder approval of Resolutions 1 and 2, the Placement Agreement further provides that the Company has agreed to restructure the Board as follows:

- (a) Roger Steinepreis will be appointed as Non-Executive Chair of the Board;
- (b) Nick Castleden will be appointed as a Non-Executive Director of the Company;

- (c) Rae Clark and Robina Sharpe will remain on the Board; and
 - (d) Geoff Albers and Peter Armitage will retire from the Board,
- effective from the date of completion of the Placement.

As announced on 28 March 2023, Alex Neuling was recently appointed as Company Secretary and Robert Wright has retired as Company Secretary.

2. RESOLUTION 1 – ELECTION OF DIRECTOR – ROGER STEINEPREIS

2.1 General

The Company's Constitution provides that the Company may elect a person as a director by resolution passed at a general meeting.

Roger Steinepreis seeks election from the Shareholders to be appointed as Non-Executive Chair of the Company.

2.2 Qualifications and other material directorships

Roger Steinepreis graduated from the University of Western Australia where he completed his law degree. He was admitted as a barrister and solicitor of the Supreme Court of Western Australia in 1987 and has been practising as a lawyer for over 30 years.

He is the legal adviser to a number of public companies on a wide range of corporate related matters. His areas of practice focus on company restructures, initial public offerings, mergers and acquisitions and mining law.

Mr Steinepreis is currently a director of the following companies:

- (a) Meeka Metals Limited; and
- (b) Metalicity Limited.

2.3 Independence

Roger Steinepreis has no interests, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interest of the Company as a whole rather than in the interests of an individual security holder or other party.

If elected the Board does not consider Roger Steinepreis will be an independent Director as he will be a substantial Shareholder.

2.4 Board recommendation

In accordance with rule 8.1(m) of the Constitution, the Board nominates Roger Steinepreis for election at this Meeting.

The Board supports the election of Roger Steinepreis and recommends that Shareholders vote in favour of Resolution 1.

3. RESOLUTION 2 – ELECTION OF DIRECTOR – NICK CASTLEDEN

3.1 General

The Company's Constitution provides that the Company may elect a person as a director by resolution passed at a general meeting.

David Nicholas Castleden (**Nick Castleden**) seeks election from the Shareholders to be appointed as a Non-Executive Director of the Company.

3.2 Qualifications and other material directorships

Nick Castleden is a geologist with over 25 years' experience in the Australian and overseas mineral exploration and development industry. He has worked with active and successful Australian mining companies including Mt Isa Mines (MIM), Perilya Mines, MPI Mines and LionOre in various exploration, geological and management capacities, and with corporate houses Verona Capital and Chieftain Securities. Mr Castleden has worked on projects in Australia, West Africa and North and South America in both project generative and acquisition roles. He has particular experience in the gold, nickel sulphide and base metal exploration business and has participated in the discovery and delineation of new gold and nickel-sulphide systems that have progressed through feasibility studies to mining. Most recently, Nick was the Managing Director of Apollo Consolidated Limited which was acquired by Ramelius Resources Limited (Ramelius) in 2021.

Mr Castleden is currently a director of Solstice Minerals Limited.

3.3 Independence

Nick Castleden has no interests, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interest of the Company as a whole rather than in the interests of an individual security holder or other party.

If elected the Board does not consider Nick Castleden will be an independent Director as he will have a substantial shareholding (assuming exercise of his options).

3.4 Board recommendation

In accordance with rule 8.1(m) of the Constitution, the Board nominates Nick Castleden for election at this Meeting.

The Board supports the election of Nick Castleden and recommends that Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 – APPROVAL TO ISSUE INVESTOR SHARES

4.1 General

The Company is proposing to issue 200,000,000 Shares at an issue price of \$0.015 per Share, to raise \$3,000,000 as follows:

- (a) an offer of 142,666,666 Shares at an issue price of \$0.015 per Share pursuant to the Investor Offer (**Investor Shares**);

- (b) an offer of 26,666,667 Shares at an issue price of \$0.015 per Share together with 12,500,000 free attaching Tranche 1 Options and 12,500,000 free attaching Tranche 2 Options pursuant to the Steinepreis Offer;
- (c) an offer of 16,000,000 Shares at an issue price of \$0.015 per Share together with 12,500,000 free attaching Tranche 1 Options and 12,500,000 free attaching Tranche 2 Options pursuant to the Castleden Offer;
- (d) offer of 8,000,000 Shares at an issue price of \$0.015 per Share to Geoff Albers; and
- (e) an offer of 6,666,667 Shares at an issue price of \$0.015 per Share together with 2,500,000 free attaching Tranche 1 Options and 2,500,000 free attaching Tranche 2 Options pursuant to the Neuling Offer.

The participation of Mr Steinepreis, Mr Castleden and Mr Albers are subject to Shareholder approval under Listing Rule 10.11. Accordingly, separate approvals are being sought for the issue of the Securities under the Placement to Mr Steinepreis, Mr Castleden and Mr Albers under Resolutions 4, 5 and 6 respectively.

The issue of Securities under the Neuling Offer is subject to Shareholder approval under Listing Rule 7.1. Accordingly, Resolution 7 seeks Shareholder approval for the issue of Securities under the Placement to Mr Neuling.

As set out in Section 1.4 above, in connection with the Placement, the Company had engaged the services of Canaccord and Argonaut to act as joint brokers to the Placement (**Brokers**). The material terms of the Broker engagements are set out in Schedule 1 to this Notice.

Broadly speaking, and subject to a number of exceptions, 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.

The proposed issue of the Investor Shares does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

4.2 Technical information required by Listing Rule 14.1A

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Investor Shares. In addition, the issue of the Investor Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 3 is not passed, the Company may not be able to proceed with the issue of the Investor Shares.

Resolution 3 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Investor Shares.

4.3 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 3:

- (a) the Investor Shares to be issued pursuant to the Investor Offer will be issued to professional, sophisticated and other third party investors who will be identified by Roger Steinepreis, Nick Castleden, and the Brokers;
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients of the Investor Shares will be:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company,
- (c) the maximum number of Investor Shares to be issued is 142,666,666 Shares. The Investor Shares issued will be 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 Investor Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Investor Shares will occur on the same date;
- (e) the issue price of the Investor Shares will be \$0.015 per Share. The Company will not receive any other consideration for the issue of the Investor Shares;
- (f) the purpose of the issue of the Investor Shares is to raise capital, which the Company intends to use in the manner set out in Section 1.5;
- (g) the Investor Shares are being issued to sophisticated, professional and third-party investors under the Placement. A summary of the material terms of the Placement is set out in Section 1.2; and
- (h) the Investor Shares are not being issued under, or to fund, a reverse takeover.

4.4 Dilution

Assuming no Options are exercised, no convertible securities are converted or other Shares issued and the maximum number of Investor Shares are issued, the number of Shares on issue would increase from 168,916,018 (being the number of Shares on issue as at the date of this Notice) to 311,582,684 and the shareholding of existing Shareholders would be diluted by 45.79%.

Additionally, if Resolutions 4 to 7 are passed, and assuming no Options are exercised, no convertible securities are converted or other Shares issued and the maximum number of Shares pursuant to each of the Secondary Offers are issued, the number of Shares on issue would increase from 168,916,018 (being the number of Shares on issue as at the date of this Notice) to 368,916,018 and the shareholding of existing Shareholders would be diluted by 54.21%.

5. RESOLUTIONS 4 AND 5 – ISSUE OF SHARES TO RELATED PARTIES – ROGER STEINEPREIS AND NICK CASTLEDEN

5.1 General

As set out in Section 1.2 above, Roger Steinepreis and Nick Castleden (**Related Party Participants**) wish to participate in the Secondary Offers under the Placement (**Participation**).

Accordingly, Resolution 4 and Resolution 5 seeks Shareholder approval for the:

- (a) the Shares and Options set out in the Steinepreis Offer; and
- (b) the Shares and Options set out in the Castleden Offer,

(together, the **Related Party Securities**), as a result of the Participation on the terms set out below.

On the basis that Shareholder approval is obtained, the Steinepreis Offer and Castleden Offer under the Placement will be completed as follows:

Related Party	Investment amount	Number of Shares to be issued	Number of Tranche 1 Options to be issued	Number of Tranche 2 Options to be issued
Roger Steinepreis	\$400,000	26,666,667	12,500,000	12,000,000
Nick Castleden	\$240,000	16,000,000	12,500,000	12,500,000
Total	\$640,000	42,666,667	25,000,000	25,000,000

5.2 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:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) 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.

The Participation will result in the issue of the Related Party Securities which constitutes giving a financial benefit, and Roger Steinepreis and Nick Castleden are related parties of the Company as Roger Steinepreis and Nick Castleden have reasonable grounds to believe they are likely to become Directors of the Company in the future.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Participation because the issue of the Related Party Securities to be issued to Roger Steinepreis and Nick Castleden (or their nominees) was negotiated on an arm's length basis and otherwise on commercial terms.

5.3 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The Participation falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolution 4 and Resolution 5 seeks Shareholder approval for the Participation under and for the purposes of Listing Rule 10.11.

5.4 Technical information required by Listing Rule 14.1A

If Resolutions 4 and 5 are passed, the Company will be able to proceed with the issue of the Related Party Securities under the Participation within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and will raise additional funds which will be used in the manner set out in Section 1.5 above. As approval pursuant to Listing Rule 7.1 is not required for the issue of the Shares in respect of the Participation (because approval is being obtained under Listing Rule 10.11), the issue of the Shares will not use up any of the Company's 15% annual placement capacity.

If Resolution 4 and Resolution 5 are not passed, the Company will not be able to proceed with the issue of the Related Party Securities under the Placement.

5.5 Technical Information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 4 and Resolution 5:

- (a) the Related Party Securities will be issued to the Related Party Participants and will be comprised of the Shares and Options set out in the table in Section 5.1;
- (b) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

- (c) the Tranche 1 Options and Tranche 2 Options will be issued on the terms and conditions set out in Schedule 1;
- (d) the Related Party Securities will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated the Shares will be issued on the same date;
- (e) the issue price will be \$0.015 per Share, being the same issue price as Shares issued to other participants in the Placement. The Company will not receive any other consideration for the issue of the Shares;
- (f) the issue price for the Options will be nil as the Options will be issued free attaching with the Shares and were negotiated on an arm's length basis and otherwise on commercial terms. The Company will not receive any other consideration in respect of the issue of the Related Party Securities in respect of the Participation (other than in respect of funds received on exercise of the Options);
- (g) the purpose of the issue of the Related Party Securities under the Participation is to raise capital, which the Company intends use in the manner set out in Section 1.5 above;
- (h) the Shares and Options to be issued under the Participation are not intended to remunerate or incentivise the Related Party Participants;
- (i) the Related Party Securities are being issued under a placement agreement, the terms of which are set out in Section 1.2; and
- (j) a voting exclusion statement is included in Resolutions 4 and 5 of the Notice.

6. RESOLUTION 6 – ISSUE OF SHARES TO RELATED PARTY – GEOFF ALBERS

6.1 General

As set out in Section 1.3 above, current director, Geoff Albers, wishes to participate in the Placement on the same terms as unrelated participants in the Investor Offer (**Director Participation**).

Accordingly, Resolution 6 seeks Shareholder approval for the issue of 8,000,000 Shares to Geoff Albers (or his nominee), as a result of the Director Participation on the terms set out below.

Geoff Albers (through his direct and indirect holdings) currently holds an interest in 29.20% of the voting power of the Company. Following completion of the Placement, and assuming full subscription of the Investor Offer and the Secondary Offers, Geoff Albers interest will decrease to 15.54%.

6.2 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:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and

- (b) 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.

The Director Participation will result in the issue of Shares which constitutes giving a financial benefit and Geoff Albers, is a related party of the Company by virtue of being a Director.

The Directors (other than Geoff Albers who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Participation because the Shares will be issued to Geoff Albers (or his nominee) on the same terms as Shares issued to non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

A summary of Listing Rule 10.11 is set out in Section 5.3 above.

The Director Participation falls within Listing Rule 10.11.1 and 10.11.3 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolution 6 seeks Shareholder approval for the Director Participation under and for the purposes of Listing Rule 10.11.

6.3 Technical information required by Listing Rule 14.1A

If Resolution 6 is passed, the Company will be able to proceed with the issue of the Shares under the Director Participation within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and will raise additional funds which will be used in the manner set out in Section 1.4 above. As approval pursuant to Listing Rule 7.1 is not required for the issue of the Shares in respect of the Director Participation (because approval is being obtained under Listing Rule 10.11), the issue of the Shares will not use up any of the Company's 15% annual placement capacity.

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of the Shares under the Director Participation.

6.4 Technical Information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 6:

- (a) the Shares will be issued to Geoff Albers (or his nominee), who falls within the category set out in Listing Rule 10.11.1, as Geoff Albers is a related party of the Company by virtue of being a Director and the category set out in Listing Rule 10.11.3, as Geoff Albers (through his direct and indirect holdings) currently holds an interest in 29.20% of the voting power of the Company;
- (b) the maximum number of Shares to be issued to Geoff Albers (or his nominee) is 8,000,000;
- (c) the Shares issued will be 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 will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated the Shares will be issued on the same date;
- (e) the issue price will be \$0.015 per Share, being the same issue price as Shares issued to other participants in the Placement. The Company will not receive any other consideration for the issue of the Shares;
- (f) the purpose of the issue of Shares under the Director Participation is to raise capital, which the Company intends to use in the manner set out in Section 1.5 above;
- (g) the Shares to be issued under the Director Participation are not intended to remunerate or incentivise the Director; and
- (h) a voting exclusion statement is included in Resolution 6 of the Notice.

7. RESOLUTION 7 – APPROVAL TO ISSUE SHARES AND OPTIONS - ALEX NEULING

7.1 General

The Company is proposing to issue 6,666,667 Shares at an issue price of \$0.015 per Share, together with 5,000,000 free attaching Options to Mr Neuling (or his nominees) pursuant to the Neuling Offer (**Neuling Securities**).

As summarised in Section 4.1 above, 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.

The proposed issue of the Neuling Securities does not fit within any of the exceptions set out in Listing Rule 7.2. Accordingly, the Company is seeking Shareholder approval pursuant to Listing Rule 7.1 so that it does not use up any of its 15% placement capacity under Listing Rule 7.1.

7.2 Technical information required by Listing Rule 14.1A

If Resolution 7 is passed, the Company will be able to proceed with the issue of the Neuling Securities. In addition, the issue of the Neuling Securities will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 7 is not passed, the issue of the Neuling Securities will not proceed.

7.3 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 7:

- (a) the Neuling Securities will be issued to Alex Neuling (or his nominees);
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms Alex Neuling, who was recently appointed as the company secretary of the Company and who is considered to be a member of the Company's Key Management Personnel, will be issued more than 1% of the issued capital of the Company;

- (c) the maximum number of Shares to be issued is 6,666,667 and the maximum number of Options to be issued is 5,000,000 free attaching Options;
- (d) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Options will be issued on the terms and conditions set out in Schedule 1;
- (f) the Neuling Securities will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Neuling Securities will occur on the same date;
- (g) the issue price will be \$0.015 per Share and nil per Option as the Options will be issued free attaching with the Shares. The Company will not receive any other consideration for the issue of the Shares and Options (other than in respect of funds received on exercise of the Options);
- (h) the Neuling Securities are being issued under the Placement. The material terms of the Placement are set out in Section 1.2;
- (i) the purpose of the issue of the Neuling Securities is to raise \$100,000 under the Placement. The Company intends to apply the funds raised from the issue in the manner set out in Section 1.5; and
- (j) the Neuling Securities are not being issued under, or to fund, a reverse takeover.

8. RESOLUTION 8 – APPROVAL TO ISSUE BROKER OPTIONS

8.1 General

As set out in Section 1.4 above, the Company has entered into agreements with the Brokers in relation to the Placement (**Corporate Advisory Mandates**) and is proposing to issue Options to the Brokers (or their nominees) as follows:

- (a) 2,500,000 Tranche 1 Options and 2,500,000 Tranche 2 Options to be issued to Canaccord (or its nominees) at an issue price of \$0.0001 per Option; and
- (b) 2,500,000 Tranche 1 Options and 2,500,000 Tranche 2 Options to be issued to Argonaut (or its nominees) at an issue price of \$0.0001 per Option,

(together, the **Broker Options**).

A summary of the material terms of the Corporate Advisory Mandates is set out in Schedule 2.

As summarised in Section 4.1 above, 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.

The proposed issue of the Broker Options does not fit within any of the exceptions set out in Listing Rule 7.2. Accordingly, the Company is seeking Shareholder

approval pursuant to Listing Rule 7.1 so that it does not use up any of its 15% placement capacity under Listing Rule 7.1.

8.2 Technical information required by Listing Rule 14.1A

If Resolution 8 is passed, the Company will be able to proceed with the issue of the Broker Options. In addition, the issue of the Broker Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 8 is not passed, the issue of the Broker Options will not proceed.

Resolution 8 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Broker Options.

8.3 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 8:

- (a) the Broker Options will be issued to the Brokers;
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) the maximum number of Broker Options to be issued is 10,000,000. The terms and conditions of the Broker Options are set out in Schedule 1;
- (d) the Broker Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Broker Options will occur on the same date;
- (e) the Broker Options will be issued at a nominal issue price of \$0.0001 per Option, in consideration for the corporate advisory services provided by the Brokers in relation to the Placement. The Company will not receive any other consideration for the issue of the Broker Options (other than in respect of funds received on exercise of the Options);
- (f) the purpose of the issue of the Broker Options is to satisfy the Company's obligations under the Corporate Advisory Mandates;
- (g) the Broker Options are being issued to the Brokers under the Broker Mandates. A summary of the material terms of the Corporate Advisory Mandates is set out in Schedule 2; and
- (h) the Broker Options are not being issued under, or to fund, a reverse takeover.

9. GLOSSARY

\$ means Australian dollars.

AEST means Australian Eastern Standard Time as observed in Melbourne, Victoria

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Castleden Offer has the meaning set out in Section 1.2(b)(ii).

Chair means the chair of the Meeting.

Company means Enegex Limited (ACN 160 818 986).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

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, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the Listing Rules of ASX.

Meeting means the meeting convened by the Notice.

Neuling Offer has the meaning set out in Section 1.2(b)(ii).

Notice means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Participation has the meaning set out in Section 5.1.

Placement has the meaning set out in Section 1.2.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Secondary Offers means the Steinepreis Offer and the Castleden Offer.

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

Steinepreis Offer has the meaning given in Section 1.2(b)(i).

Tranche 1 Options means an Option issued on the terms and conditions set out in Schedule 1.

Tranche 2 Options means an Option issued on the terms and conditions set out in Schedule 1.

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – TERMS AND CONDITIONS OF OPTIONS

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

- (i) Subject to paragraph (i), the amount payable upon exercise of each Tranche 1 Option will be \$0.02; and
- (ii) Subject to paragraph (i), the amount payable upon exercise of each Tranche 2 Option will be \$0.04,

(together, the **Exercise Price**).

(c) **Expiry Date**

- (i) Each Tranche 1 Option will expire at 5:00 pm (WST) on 30 June 2027 (**Expiry Date**).
- (ii) Each Tranche 2 Option will expire at 5:00 pm (WST) on 1 July 2027 (**Expiry Date**).

(together, the **Exercise Price**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within five Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the

Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) **Cashless Exercise**

This clause applies to the Options to be issued to Roger Steinepreis, Nick Castleden and Alex Neuling, or their nominees. The holder of an Option may elect not to be required to provide payment of the Exercise Price for the number of Options specified in a Notice of Exercise but that on exercise of those Options the Company will transfer or issue to the holder that number of Shares equal in value to the positive difference between the then Market Value of the Shares at the time of exercise and the Exercise Price that would otherwise be payable to exercise those Options (with the number of Shares rounded down to the nearest whole Share).

For the purposes of this clause **Market Value** means, at any given date, the volume weighted average price per Share traded on the ASX over the five (5) trading days immediately preceding that given date.

By way of example, if an Optionholder held 1 million options with an Exercise Price of 2 cents each, and the Market Value immediately preceding that date was calculated as 10 cents, the positive difference in the Market Value of the Shares is 1 million x 10 cents (\$100,000) less 1 million x 2 cents (\$20,000), being \$80,000 of Shares. At this price of 10 cents per Share, being the Market Value, the number

of Shares to be transferred or issued to the Optionholder is \$80,000 divided by 10 cents, equals 800,000 Shares.

(m) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 2 – SUMMARY OF CORPORATE ADVISORY MANDATES

The material terms and conditions of the Corporate Advisory Mandates are as follows:

1. Canaccord Mandates

On 14 March 2023, the Company agreed with Canaccord two agreements pursuant to which, Canaccord was engaged to act as a joint Broker to the Placement and as a Corporate Adviser (together, the **Canaccord Mandates**).

A summary of the Canaccord Mandates is included in the table below:

Date	14 March 2023
Engagement	<p>The Company has engaged Canaccord to act as its joint broker to the Placement pursuant to which Canaccord has agreed to use best endeavours to place up to 50,000,000 Shares at an issue price of \$0.015 under the Placement (Placement Engagement).</p> <p>The Company has also engaged Canaccord to act as its corporate advisor in connection with its on-going capital markets strategy requirements (Advisory Engagement).</p> <p>As part of the Advisory Engagement, Canaccord may provide the services as reasonably required or requested by the Company including advising and assisting the Company on capital management issues. The Company's engagement of Canaccord is for a minimum period of 6 months commencing from the Effective Date unless terminated:</p> <p>(a) by Canaccord, at any time; or</p> <p>(b) by the Company at any time following the expiry of the minimum term of 6 months with 30 days written notice to Canaccord.</p>
Fees	<p>In consideration for broker services provided under the Placement Engagement the Company has agreed to pay Canaccord a capital raising fee of 6% of the funds raised by Canaccord under the Placement (Capital Raising Fee). The Company has agreed subject to Shareholder approval being obtained to the issue to Canaccord (or its nominee/s) of:</p> <p>(a) 2,500,000 Tranche 1 Options at an issue price of \$0.0001 per Tranche 1 Option; and</p> <p>(b) 2,500,000 Tranche 2 Options at an issue price of \$0.0001 per Tranche 2 Option.</p>

2. Argonaut Mandate

On 14 March 2023, the Company agreed a broker mandate with Argonaut, pursuant to which Argonaut agreed to act as a joint Broker to the Placement (**Argonaut Mandate**).

A summary of the Argonaut Mandate is set out in the table below:

Date	14 March 2023
Engagement	The Company has engaged Argonaut to act as a joint broker to the Placement pursuant to which Argonaut has agreed to place up to 50,000,000 Shares at an issue price of \$0.015 under the Placement (Engagement).
Fees	<p>In consideration for broker services provided under the Engagement the Company has agreed to pay Argonaut a capital raising fee of 6% of the funds raised by Argonaut under the Placement (Capital Raising Fee). The Company has agreed subject to Shareholder approval being obtained to the issue to Argonaut (or its nominee/s) of:</p> <ul style="list-style-type: none"> (i) 2,500,000 Tranche 1 Options at an issue price of \$0.0001 per Tranche 1 Option; and (ii) 2,500,000 Tranche 2 Options at an issue price of \$0.0001 per Tranche 2 Option.

Proxy Voting Form

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 **11.00am (AEST) on Monday, 1 May 2023**, 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/#/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.



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