



15 June 2021

Dear Shareholder,

BPM MINERALS LIMITED EXTRAORDINARY GENERAL MEETING - NOTICE OF MEETING

An extraordinary general meeting of BPM Minerals Limited (ASX: BPM) (**BPM** or the **Company**) will be held at 10:00am (AWST) on Thursday, 15 July 2021 at Ground Floor, 24 Outram Street, West Perth, WA 6005 (the **Meeting**).

In accordance with the Australian Securities and Investments Commission's 'no action' position announced on 29 March 2021 via Media Release 21-061, the Company is not sending hard copies of the Notice of Meeting to shareholders. The Notice of Meeting can be viewed and downloaded from the Company's website at (<https://www.bpmminerals.com>) or on the Company's ASX market announcements page.

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Notice of Meeting.

The Company is continuing to monitor the impact of the COVID-19 virus in Western Australia and following guidance from the Federal and State Governments. Based on the information available to the Board at this time, the Directors have made the decision that a physical meeting will be held. Accordingly, Shareholders will be able to attend the Meeting in person.

The Company strongly encourages Shareholders to submit proxies prior to the Meeting and questions should also be submitted in advance of the Meeting. However, votes and questions may also be submitted during the Meeting.

In order to be able to receive electronic communications from the Company in the future, please update your shareholder details online at (<https://investor.automic.com.au/#/home>) and log in with your unique shareholder identification number and postcode (or country for overseas residents), that you can find on your enclosed personalised proxy form. Once logged in you can also lodge your proxy vote online by clicking on the "Vote" tab.

If the situation in relation to COVID-19 were to change in a way that affects the position above, the Company will provide an update ahead of the Meeting by releasing an ASX announcement.

If you are unable to access any of the important Meeting documents online please contact the Company Secretary, Kelly Moore, on +61 8 9467 6393 or via email contact@bpmminerals.com.

Authorised by the Board of the Company.

Kind regards

Kelly Moore
Company Secretary
BPM Minerals Limited

BPM MINERALS LIMITED**ACN 644 263 516****NOTICE OF GENERAL MEETING**

Notice is given that the Meeting will be held at:

TIME: 10.00am

DATE: 15 July 2021

PLACE: Ground Floor, 24 Outram Street, West Perth WA 6005

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

This Notice of Meeting 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 10.00am on 13 July 2021.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF 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 Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 5,400,000 Shares on the terms and conditions set out in the Explanatory Statement.”

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

2. RESOLUTION 2 – CREATION OF A NEW CLASS OF SECURITIES – PERFORMANCE SHARES

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

“That, subject to the passing of Resolution 2, for the purpose of Section 246B of the Corporations Act and for all other purposes, the Company is authorised to issue Performance Shares on the terms and conditions and to the Parties set out in the Explanatory Statement.”

3. RESOLUTION 3 – APPROVAL TO ISSUE INITIAL CONSIDERATION SECURITIES

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 up to 1,875,000 Shares, 1,875,000 Options and 2,000,000 Performance 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 DEFERRED CONSIDERATION SECURITIES

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 up to 1,875,000 Shares and 1,875,000 Options 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 FACILITATION SECURITIES

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 up to 562,500 Shares and

562,500 Options, 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 PLACEMENT SHARES AND 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 Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 2,100,000 Shares and 7,500,000 Options 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 STOCKSDIGITAL 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 up to 1,875,000 Shares on the terms and conditions set out in the Explanatory Statement."

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

Dated: 11 June 2021

By order of the Board

**Kelly Moore
Company Secretary**

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 1 – Ratification of prior issue of Placement Shares	A person who participated in the issue or is a counterparty to the agreement being approved (namely Placement participants) or an associate of that person or those persons.
Resolution 3 – Approval to Issue Initial Consideration Securities	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) (namely, Borg Geoscience Pty Ltd) or an associate of that person (or those persons).
Resolution 4 – Approval to Issue Deferred Consideration Securities	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) (namely, Borg Geoscience Pty Ltd) or an associate of that person (or those persons).
Resolution 5 – Approval to Issue Facilitation Securities	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) (namely, Inyati Capital Pty Ltd) or an associate of that person (or those persons).
Resolution 6 – Approval to issue Placement Shares and Options	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) (namely Placement participants) or an associate of that person (or those persons).
Resolution 7 – Approval to issue StocksDigital 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) (namely S3 Consortium Pty Ltd) 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 (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (2) 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.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9467 6393.

EXPLANATORY STATEMENT

1. BACKGROUND TO RESOLUTIONS 1 TO 5

1.1 Acquisition

On 19 May 2021, the Company announced that it has entered into a binding term sheet with Recharge Resources Pty Ltd (ACN 632 179 465) (**Recharge**) and Borg Geoscience Pty Ltd (ACN 135 227 753), the sole shareholder of Recharge, (**Vendor**) under which the Company has conditionally agreed to acquire all of the issued capital of Recharge from Vendors (**Acquisition**).

Recharge is the 100% legal and beneficial owner of three exploration licences and two exploration licence applications in Western Australia known as the Table Hill, Ivan Well, Hawkins, Rhodes and Oldfield projects (**Tenements**).

The material terms of the Acquisition are summarised in Schedule 1.

As set out in Schedule 1, the Company has agreed, subject to obtaining Shareholder approval, to issue the Vendor the following Securities at settlement of the Acquisition:

- (a) 1,875,000 Shares, at the deemed issue price of \$0.20 per Share;
- (b) 1,875,000 Options exercisable at \$0.25 on or before 1 September 2025; and
- (c) 2,000,000 Performance Shares subject to the vesting conditions set out in Schedule 3,

(together, the **Initial Consideration Securities**).

In addition, the Company has agreed to issue the Vendor the following Securities on the later of the date which is 6 months following settlement and the date of grant of the last of the exploration licence applications:

- (a) 1,875,000 Shares, at the deemed issue price of \$0.20 per Share; and
- (b) 1,875,000 Options exercisable at \$0.25 on or before 1 September 2025,

(together, the **Deferred Consideration Securities**).

1.2 Facilitation

In consideration for the introduction of the Acquisition, the Company has agreed to issue Inyati Capital Pty Ltd (ACN 642 351 193) (**Inyati**) 526,500 Shares and 562,500 Options (being the Securities the subject of Resolution 5 of this Notice) in consideration for the introduction of the Acquisition by Inyati to the Company (**Facilitation Agreement**).

1.3 Placement

In conjunction with the Acquisition, on 19 May 2021, the Company announced that it had received firm commitments from sophisticated and professional investors to subscribe for a total of 7,500,000 Shares at an issue price of \$0.20 per Share together with one Option for every Share subscribed for and issued, to raise up to \$1,500,000 (before costs) (**Placement**).

The Placement was structured as follows:

- (a) Tranche 1 - comprised of the issue of 5,400,000 Shares on 21 May 2021 under the Company's Listing Rule 7.1 placement capacity (**Tranche 1 Shares**); and
- (b) Tranche 2 - comprising of the issue of 2,100,000 Shares and 7,500,000 Options subject to Shareholder approval sought under Resolution 5 of this Notice (**Tranche 2 Securities**).

Funds raised from the Placement will be used towards advancing the Hawkins, Ivan Well and Rhodes projects and providing additional working capital.

2. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES

2.1 General

As set out in Section 1.3, on 21 May 2021, the Company issued 5,400,000 Tranche 1 Shares at an issue price of \$0.20 per Share as part of the Placement.

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 issue of the Tranche 1 Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Tranche 1 Shares.

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Tranche 1 Shares.

Resolution 1 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Tranche 1 Shares.

2.2 Technical information required by Listing Rule 14.1A

If Resolution 1 is passed, the Tranche 1 Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Tranche 1 Shares.

If Resolution 1 is not passed, the Tranche 1 Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Tranche 1 Shares.

2.3 Technical information required by Listing Rule 7.5

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

- (a) the Tranche 1 Shares were issued to professional and sophisticated investors who were identified by the Directors. The recipients were identified on the basis of providing an opportunity to invest in the Company to strategic parties that are known to be supportive of the Company's prospects and interested in investing;
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients were:
 - (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) 5,400,000 Tranche 1 Shares were issued, and the Tranche 1 Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Tranche 1 Shares were issued on 21 May 2021;
- (e) the issue price was \$0.20 per Tranche 1 Share. The Company has not and will not receive any other consideration for the issue of the Tranche 1 Shares;
- (f) the purpose of the issue of the Tranche 1 Shares was to raise capital, which will be applied towards advancing the Company's Hawkins, Ivan Hill and Rhodes projects and providing additional working capital; and
- (g) the Tranche 1 Shares were not issued under an agreement.

3. RESOLUTION 2 – CREATION OF A NEW CLASS OF SECURITIES – PERFORMANCE SHARES

3.1 Background

Resolution 2 seeks Shareholder approval for the Company to be authorised to create the necessary class of and issue the Performance Shares.

A company with a single class of shares on issue which proposes to issue new shares not having the same rights as its existing shares, is taken to vary the rights of existing shareholders unless the Constitution already provides for such an issue.

Under clause 2.2 of the Company's Constitution and, subject to the Corporations Act and the Listing Rules, the Company may issue Shares on any terms and for any consideration as the Directors resolve.

Section 246B of the Corporations Act and clause 2.4 of the Constitution provides that the rights attaching to a class of shares may be varied:

- (a) with the written consent of the holders of 75% of the issued shares of the affected class; or
- (b) by special resolution passed at a separate meeting of the holders of the issued shares of the affected class.

Pursuant to the Acquisition Agreement, the Company has agreed to issue up to 2,000,000 Performance Shares, on the terms and conditions set out in Schedule 3.

The Company currently has only one class of shares on issue being fully paid ordinary shares. The terms of the Performance Shares are not the same as the Shares. Accordingly, the Company seeks approval from Shareholders for the issue of the Performance Shares.

Resolution 2 is a special resolution and is subject to and conditional the passing of Resolution 3. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 2 for it to be passed.

4. RESOLUTION 3 – APPROVAL TO ISSUE INITIAL CONSIDERATION SECURITIES

4.1 General

As set out in Section 1.1, the Company has agreed to issue 1,875,000 Shares, 1,875,000 Options and 2,000,000 Performance Shares as initial consideration to the Acquisition of Recharge.

Resolution 3 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Initial Consideration Securities.

As summarised in Section 2.1, 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 Initial Consideration Securities 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 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 Initial Consideration Securities. In addition, the issue of the Initial Consideration 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 3 is not passed, the Company will not be able to proceed with the issue of the Initial Consideration Securities and the Company be found to be in breach of the Acquisition or may be required to pay an amount in cash.

Resolution 3 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Initial Consideration Securities.

4.2 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 Initial Consideration Securities will be issued to the Vendor;

- (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 Securities to be issued is the following:
 - (i) 1,875,000 Shares;
 - (ii) 1,875,000 Options; and
 - (iii) 2,000,000 Performance Shares;
- (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 2;
- (f) the Performance Shares will be issued on the terms and conditions set out in Schedule 3;
- (g) the Initial Consideration 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 Initial Consideration Securities will occur on the same date;
- (h) the Initial Consideration Securities will be issued at a nil issue price, in consideration for the acquisition of Recharge;
- (i) the Initial Consideration Securities are being issued to the Vendor under the Acquisition. A summary of the material terms of the Acquisition is set out in Schedule 1; and
- (j) the Initial Consideration Securities are not being issued under, or to fund, a reverse takeover.

5. RESOLUTION 4 – APPROVAL TO ISSUE DEFERRED CONSIDERATION SECURITIES

5.1 General

As set out in Section 1.1, the Company has agreed to issue 1,875,000 Shares and 1,875,000 Options as deferred consideration to the Acquisition of Recharge.

Resolution 4 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Deferred Consideration Securities.

As summarised in Section 2.1, 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 Deferred Consideration Securities 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 technical information required by Listing Rule 14.1A

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Deferred Consideration Securities. In addition, the issue of the Deferred Consideration 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 4 is not passed, the Company will not be able to proceed with the issue of the Deferred Consideration Securities and the Company be found to be in breach of the Acquisition or may be required to pay an amount in cash.

Resolution 4 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Deferred Consideration Securities.

5.2 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 Deferred Consideration Securities will be issued to the Vendor;
- (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 Securities to be issued is the following:
 - (i) 1,875,000 Shares; and
 - (ii) 1,875,000 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 2;
- (f) the Company has received a waiver from ASX to issue the Deferred Consideration Securities no later than 31 January 2022. The terms and conditions of the waiver are contained in Schedule 4;
- (g) the Consideration Securities will be issued at a nil issue price, in consideration for the acquisition of Recharge;
- (h) the Consideration Securities are being issued to the Vendor under the Acquisition. A summary of the material terms of the Acquisition is set out in Schedule 1; and

- (i) the Consideration Securities are not being issued under, or to fund, a reverse takeover.

5.3 Dilution

Assuming no Options are exercised, no convertible securities are converted or other Shares issued and the maximum number of Shares as set out above are issued, the number of Shares on issue would increase from 41,700,000 (being the number of Shares on issue as at the date of this Notice) to 43,575,000 and the shareholding of existing Shareholders would be diluted by 4.50%. Further, assuming no Options are exercised, no convertible securities are converted or other Shares issued and the maximum number of Shares as set out above are exercised the number of Shares on issue would increase to 43,575,000 and the shareholding of existing Shareholders would be diluted by 4.50%.

6. RESOLUTION 5 – APPROVAL TO ISSUE FACILITATION SECURITIES

6.1 General

As set out in Section 1.2, the Company has agreed to issue 526,500 Shares and 562,500 Options to Inyati under the Facilitation Agreement (**Facilitation Securities**).

As summarised in Section 2.1, 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 Facilitation Securities 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.

6.2 Technical information required by Listing Rule 14.1A

If Resolution 5 is passed, the Company will be able to proceed with the issue of the Facilitation Securities. In addition, the issue of the Facilitation 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 5 is not passed, the Company will not be able to proceed with the issue of the Facilitation Securities and the Company be found to be in breach of the or may be required to pay an amount in cash

Resolution 5 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Facilitation Securities.

6.3 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 5:

- (a) the Facilitation Securities will be issued to Inyati;
- (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 Shares to be issued is 562,500 and the maximum number of Options to be issued is 562,500;
 - (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 2;
 - (f) the Facilitation 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 Facilitation Securities will occur on the same date;
 - (g) the Facilitation Securities will be issued at a nil issue price, in consideration for the introduction of the Acquisition by Inyati to the Company;
 - (h) the Facilitation Securities are being issued to the Inyati under the Acquisition. A summary of the material terms of the Acquisition is set out in Schedule 1; and
 - (i) the Facilitation Securities are not being issued under, or to fund, a reverse takeover.

7. RESOLUTION 6 – APPROVAL TO ISSUE PLACEMENT SHARES AND OPTIONS

7.1 General

As set out in Section 1.3, the Company is proposing to issue up to 2,100,000 Shares at an issue price of \$0.20 per Share and 7,500,000 Options. The Options will be issued for nil consideration as they are free attaching to the Shares under the Placement on a one to one basis, including those Shares already issued on 21 May 2021.

As summarised in Section 2.1 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 Tranche 2 Securities 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.

7.2 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 Tranche 2 Securities. In addition, the issue of the Tranche 2 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 6 is not passed, the Company will not be able to proceed with the issue of the Tranche 2 Securities.

Resolution 6 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Tranche 2 Securities.

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 6:

- (a) the Tranche 2 Securities will be issued to professional and sophisticated investors who will be identified by the Directors. The recipients will be identified on the basis of providing an opportunity to invest in the Company to strategic parties that are known to be supportive of the Company's prospects and interested in investing;
- (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 Shares to be issued is 2,100,000 and the maximum number of Options to be issued is 7,500,000.
- (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 2;
- (f) the Tranche 2 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 Tranche 2 Securities will occur on the same date;
- (g) the issue price will be \$0.20 per Share and nil per Option as they are free attaching to the Shares under the Placement on a one to one basis, including those Shares already issued on 21 May 2021. 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 purpose of the issue of the Tranche 2 Securities is to raise capital, which will be applied towards advancing the Company's Hawkins, Ivan Hill and Rhodes projects and providing additional working capital;
- (i) the Tranche 2 Securities are not being issued under an agreement; and
- (j) the Tranche 2 Securities are not being issued under, or to fund, a reverse takeover.

8. RESOLUTION 7 – APPROVAL TO ISSUE STOCKSDIGITAL SHARES

8.1 Background

On 18 May 2021 the Company entered into an agreement with S3 Consortium Pty Ltd (ACN 135 239 968) (**StocksDigital**) for StocksDigital to provide investor awareness services to the Company for a period of 18 Months (**Investor Awareness Agreement**). For these services StocksDigital will be paid \$412,500 of which \$375,000 is to be paid through the issue of Shares and \$37,500 is to be paid in cash.

8.2 General

The Company is proposing to issue StocksDigital 1,875,000 Shares in lieu of \$375,000 in fees for investor awareness services provided by StocksDigital to the Company (**StocksDigital Shares**).

As summarised in Section 2.1 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 StocksDigital 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.

8.3 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 StocksDigital Shares. In addition, the issue of the StocksDigital 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 7 is not passed, the Company will not be able to proceed with the issue of the StocksDigital Shares and the Company may be required to pay the amount in cash.

Resolution 7 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the StocksDigital Shares.

8.4 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 StocksDigital Shares will be issued to StocksDigital.
- (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 StocksDigital Shares to be issued is 1,875,000. The StocksDigital 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 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 StocksDigital Shares will occur on the same date;
- (e) the StocksDigital Shares will be issued at a nil issue price, in lieu of \$375,000 in fees owed to StocksDigital for investor awareness services provided by StocksDigital to the Company;
- (f) the purpose of the issue of the StocksDigital Shares is to satisfy payment of \$375,000 in fees owing for investor awareness services provided by StocksDigital to the Company;
- (g) the StocksDigital Shares are being issued to StocksDigital under the Investor Awareness Agreement. A summary of the material terms of the Investor Awareness Agreement is set out in Section 8.1; and
- (h) the StocksDigital Shares are not being issued under, or to fund, a reverse takeover.

9. GLOSSARY

\$ means Australian dollars.

Acquisition has the meaning set out in Section 1.1.

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.

Chair means the chair of the Meeting.

Company means BPM Minerals Limited (ACN 644 263 516).

Consideration Securities has the meaning set out in Section 4.1.

Constitution means the Company's constitution.

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

Deferred Consideration Securities has the meaning set out in Section 1.1.

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

Facilitation Agreement has the meaning set out in Section 1.2.

Facilitation Securities has the meaning set out in Section 6.1.

General Meeting or **Meeting** means the meeting convened by the Notice.

Initial Consideration Securities has the meaning set out in Section 1.1.

Inyati means Inyati Capital Pty Ltd (ACN 642 351 193).

Listing Rules means the Listing Rules of ASX.

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

Option means an option to acquire a Share with the terms and conditions set out in Schedule 2.

Optionholder means a holder of an Option.

Performance Share means a share with the terms and conditions set out in Schedule 3.

Placement has the meaning set out in Section 1.3.

Proxy Form means the proxy form accompanying the Notice.

Recharge means Recharge Resources Pty Ltd (ACN 632 179 465).

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

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.

StocksDigital means S3 Consortium Pty Ltd (ACN 135 239 968).

StocksDigital Shares has the meaning set out in Section 8.1.

Tranche 1 Shares has the meaning set out in Section 1.3.

Tranche 2 Securities has the meaning set out in Section 1.3.

Vendor means Borg Geoscience Pty Ltd (ACN 135 227 753).

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

SCHEDULE 1 – ACQUISITION SUMMARY

The Company has agreed to acquire 100% of the outstanding capital of Recharge, the owner of the Table Hill, Ivan Well, Hawkins, Rhodes and Oldfield Projects and Applications on the following terms:

(a) **Consideration:**

(i) Initial Consideration

- (A) to issue 1,875,000 Shares to the Vendor, at a deemed issue price of \$0.20 per Share;
- (B) to issue 1,875,000 Options to the Vendor, at an exercise price of \$0.25 expiring 1 September 2025.
- (C) to issue 2,000,000 Performance Shares to the Vendor subject to the vesting conditions set out in Schedule 3.
- (D) with effect on and from Settlement, to grant the Vendor a royalty of 1% of the net smelter return on all minerals, mineral products and concentrates, produced and sold from the Tenements, payable in accordance with the royalty terms.

(ii) Deferred Consideration

On the date which is 6 months following settlement or on the grant of exploration licences E69/3823 (Hawkins) and E69/3824 (Rhodes), whichever is the later:

- (A) to issue 1,875,000 Shares to the Vendor, at a deemed issue price of \$0.20 per Shares; and
- (B) to issue 1,875,000 Options to the Vendor, at an exercise price of \$0.25 expiring 1 September 2025.

(iii) Performance Shares

The Performance Shares will be subject to the following Vesting Conditions:

Number of Performance Shares	Particulars
2,000,000	Due date: This milestone must be achieved within 24 months of issuing this class of Performance Shares
	Expiry Date: If the milestone is achieved in the time period set out above, the Performance Shares will expire on that date which is 3 years after their date of issue.
	Vesting criteria: a) The Company achieving 10Mt of Inferred Resources at a minimum grade of 4.0% Zn Equivalent ¹ on the Tenements as reported in accordance with the JORC Code 2012;

Number of Performance Shares	Particulars
	<p style="text-align: center;">or</p> <p>b) The Company achieving 5Mt of Inferred Resources at a minimum grade of 55% Fe on the Tenements reported in accordance with the JORC Code 2012.</p>

Notes:

1. Formula for calculating Zn Equivalent = (Zn% *90%) + (0.8* Pb%*90%) + (0.019* Ag(g/t)*90%). Assuming metals prices of USD \$2,500/t for Zinc, USD \$2,000/t for Lead, USD \$15/ounce for Silver and assumed met recovery of 90%.

(iv) Net Smelter Royalty

With effect on and from settlement, to grant the Vendor a royalty of 1% of the net smelter return on all minerals, mineral products and concentrates, produced and sold from the Tenements.

(v) Facilitation Shares

In consideration for the introduction of the Acquisition, the Company has agreed to issue Inyati Capital (or their nominee):

- (A) 562,500 Shares at a deemed issue price of \$0.20 per Share; and
- (B) 562,500 Options at an exercise price of \$0.25 expiring 1 September 2025.

The agreement otherwise contains terms and conditions standard for an agreement of this nature.

SCHEDULE 2 – 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**

Subject to paragraph (k), the amount payable upon exercise of each Option will be \$0.25 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on 11 September 2025 (**Expiry Date**). 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:

- (A) 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;
- (B) 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
- (C) 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 paragraph (e) 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) **Transferability**

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

SCHEDULE 3 – TERMS AND CONDITIONS OF PERFORMANCE SHARES

- (a) **(Vesting Conditions):** The Performance Shares will be subject to the following Vesting Conditions:

Number of Performance Shares	Particulars
2,000,000	<p>Due date: This milestone must be achieved within 24 months of issuing this class of Performance Shares</p> <hr/> <p>Expiry Date: If the milestone is achieved in the time period set out above, the Performance Shares will expire on that date which is 3 years after their date of issue.</p> <hr/> <p>Vesting criteria:</p> <p>a) The Company achieving 10Mt of Inferred Resources at a minimum grade of 4.0% Zn Equivalent¹ on the Tenements as reported in accordance with the JORC Code 2012;</p> <p>or</p> <p>b) The Company achieving 5Mt of Inferred Resources at a minimum grade of 55% Fe on the Tenements reported in accordance with the JORC Code 2012.</p>

Notes:

1. Formula for calculating Zn Equivalent = $(Zn\% * 90\%) + (0.8 * Pb\% * 90\%) + (0.019 * Ag(g/t) * 90\%)$. Assuming metals prices of USD \$2,500/tonne for Zinc, USD \$2,000/tonne for Lead, USD \$15/ounce for Silver and assumed met recovery of 90%.

- (b) **(Notification to holder):** The Company shall notify the holder in writing when the relevant Performance Milestone Condition has been satisfied.
- (c) **(Conversion):** Subject to paragraph (n), upon satisfaction of the applicable Performance Milestone Condition, and the issue of the notice referred to in paragraph 1.1(b) above, each Performance Share will at the election of the holder convert into one Share. Conversion of Performance Shares can be made by the holder providing a Notice of Conversion to the Company Secretary.
- (d) **(Change of Control)** In the circumstance of a change of control of the Company occurring, the relevant Performance Milestone Condition is deemed to be automatically satisfied and each Performance Share will, at the election of the holder, convert into one Share.
- (e) **(Lapse of a Performance Share):** Any Performance Share that has not been converted into a Share prior to the Expiry Date specified in paragraph (a) will automatically lapse.
- (f) **(Share ranking):** All Shares issued upon the conversion of Performance Shares on satisfaction of the applicable Performance Milestone Condition will upon issue rank pari passu in all respects with other Shares.
- (g) **(Application to ASX):** The Performance Shares will not be quoted on ASX. The Company must apply for the official quotation of a Share issued on conversion of

a Performance Share on ASX within the time period required by the ASX Listing Rules.

- (h) **(Timing of issue of Shares on Conversion):** Within 10 Business Days after date that Performance Shares are converted, the Company will:
- (i) issue the number of Shares required under these terms and conditions in respect of the number of Performance Shares converted;
 - (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 conversion of the Performance Shares.

If a notice delivered under (k)(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.

- (i) **(Transfer of Performance Shares):** The Performance Shares are not transferable.
- (j) **(Participation in new issues):** A Performance Share does not entitle a holder (in their capacity as a holder of a Performance Share) to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
- (k) **(Reorganisation of capital):** If at any time the issued capital of the Company is reconstructed, all rights of a holder will be changed in a manner consistent with the applicable ASX Listing Rules and the Corporations Act at the time of reorganisation.
- (l) **(Adjustment for bonus issue):** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the number of Shares or other securities which must be issued on the conversion of a Performance Share will be increased by the number of Shares or other securities which the holder would have received if the holder had converted the Performance Share before the record date for the bonus issue.
- (m) **(Dividend and Voting Rights):** The Performance Shares do not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends.
- (n) **(Deferral of conversion if resulting in a prohibited acquisition of Shares):** If the conversion of a Performance Share would result in any person being in contravention of section 606(1) of the *Corporations Act 2001* (Cth) (**General Prohibition**) then the conversion of that Performance Share shall be deferred until such later time or times that the conversion would not result in a contravention of the General Prohibition. In assessing whether a conversion of a Performance Share would result in a contravention of the General Prohibition:

- (i) holders may give written notification to the Company if they consider that the conversion of a Performance Share may result in the contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Share will not result in any person being in contravention of the General Prohibition;
 - (ii) the Company may (but is not obliged to) by written notice to a holder request a holder to provide the written notice referred to in paragraph 1.1(l)(i) within seven days if the Company considers that the conversion of a Performance Share may result in a contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Share will not result in any person being in contravention of the General Prohibition.
- (o) **(No rights to return of capital)**: A Performance Share does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
- (p) **(Rights on winding up)**: A Performance Share does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up of the Company.
- (q) **(Tax Deferral)**: For the avoidance of doubt, Subdivision 83A-C of the Income Tax Assessment Act 1997, which enables tax deferral on Performance Shares, applies (subject to the conditions in that Act) to the Performance Shares.
- (r) **(ASX Listing Rule compliance)**: The Board reserves the right to amend any term of the Performance Shares to ensure compliance with the ASX Listing Rules.
- (s) **(No other rights)**: A Performance Share gives the holder no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

SCHEDULE 4 – TERMS OF WAIVER

Based solely on the information provided, ASX Limited ('ASX') grants BPM Minerals Limited ('the Company') a waiver from listing rule 7.3.4 to the extent necessary to permit the Company in its notice of meeting ('Notice') seeking shareholder approval for the issue of 1,850,000 shares and 1,850,000 options exercisable at \$0.25 on or before 1 September 2025 ('Options') ('Deferred Consideration Securities') to be issued on the later of the date which is 6 months following settlement and the date of grant of the last of the exploration licence applications ('Milestone') as consideration under a sale share agreement with Borg Geoscience Pty Ltd ('Vendor') to acquire 100% of the issued capital in Recharge Resources Pty Ltd, not to state that the Deferred Consideration Securities will be issued no later than 3 months from the date of the shareholder meeting ('Meeting'), on the following conditions:

- (a) The Deferred Consideration Securities are to be issued immediately upon satisfaction of the Milestone and in any event no later than 31 January 2022.
- (b) The Milestone is not varied.
- (c) The maximum number of Deferred Consideration Securities to be issued is capped at 1,850,000 shares and 1,850,000 Options.
- (d) Adequate details regarding the dilutionary effect on the Company's capital structure is included in the Notice.
- (e) For any annual reporting period during which any of the Deferred Consideration Securities have been issued or any of them remain to be issued, the Company's annual report sets out the number of Deferred Consideration Securities issued in that annual reporting period, the number of Deferred Consideration Securities that remain to be issued and the basis on which the Deferred Consideration Securities may be issued.
- (f) In any half year or quarterly report for a period during which any of the Deferred Consideration Securities have been issued or remain to be issued, the Company must include a summary statement of the number of Deferred Consideration Securities issued during the reporting period, the number of Deferred Consideration Securities that remain to be issued and the basis on which the Deferred Consideration Securities may be issued.
- (g) The Notice contains the full terms and conditions of the Deferred Consideration Securities as well as the conditions of this waiver.

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 **10.00am (WST) on Tuesday, 13 July 2021**, 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.



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:

WEBCHAT: <https://automicgroup.com.au/>

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

