

22 October 2021

AGM 2021 Letter to Shareholders

Dear Shareholder

On behalf of the Board of Directors, I invite you to the 2021 Annual General Meeting (AGM) of Vulcan Energy Resources (Vulcan or the Company) to be held on Monday, 29 November 2021 at 3:00pm AWST.

Your company has made great strides in the past 12-months towards bringing our important Zero Carbon Lithium™ Project in the Upper Rhine Valley, Germany, closer to fruition. Our AGM will be an opportunity to hear from Managing Director Dr Francis Wedin about Vulcan's recent milestones and our priorities for year ahead, and to ask questions of the Board and Management.

The business of the AGM affects your shareholding, and your vote is important. The Company is pleased to provide Shareholders with the opportunity to attend and participate in a virtual meeting through an online meeting platform powered by Automatic, where shareholders will be able to watch, listen and vote online.

To reduce the Company's environmental footprint, Vulcan will not be printing and dispatching hard copies of the Notice of Meeting, unless specifically requested by a shareholder. A copy of the Notice of Meeting, including further information on how to participate in the meeting online can be downloaded from our website at www.v-er.eu. Additionally, please include your email address in the appropriate section of the proxy form when you return it, to enable future correspondence to occur by email.

For those of you in Perth, we invite you to join us at our office: Level 2, 66 Kings Park Road, West Perth, WA. If you are unable to attend the AGM, either in person or virtually, you also have the option to:

- lodge a proxy vote, or appoint a proxy to attend and vote on your behalf at the AGM; and/or
- submit questions in advance of the AGM to the Company. Questions must be submitted in writing to Jess Bukowski, Public & Investor Relations Manager at jbukowski@v-er.eu at least 48 hours before the AGM.

Should you wish to discuss the matters in the Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6189 8767.

The Board and I look forward to your attendance at the AGM, and we thank you for your continued support.

Yours faithfully,



Gavin Rezos
Chairman

Vulcan Energy Resources Limited
ABN 38 624 223 132
Level 11, Brookfield Place, 125 St Georges Terrace, Perth WA 6000
Tel: +61(8)6189 8767 Email: info@v-er.eu



NOTICE OF ANNUAL GENERAL MEETING 2021



VULCAN ENERGY
ZERO CARBON LITHIUM™

ABN 38 624 223 132 | WWW.V-ER.EU

Notice is given that the Meeting will be held at:

TIME: 3:00pm AWST

DATE: Monday, 29 November 2021

PLACE: Level 2, 66 Kings Park Road
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 3:00pm AWST on Saturday, 27 November 2021.

BUSINESS OF THE MEETING

AGENDA

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2021 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2021.”

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

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

2. RESOLUTION 2 – RATIFICATION 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 4,814,815 Shares on the terms and conditions set out in the Explanatory Statement.”

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

3. RESOLUTION 3 – DIRECTOR PARTICIPATION IN PLACEMENT – MR GAVIN REZOS

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 7,332 Shares to Mr Gavin Rezos (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.

4. RESOLUTION 4 – DIRECTOR PARTICIPATION IN PLACEMENT – MS ANNIE LIU

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 51,000 Shares to Ms Annie Liu (or her 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 – DIRECTOR PARTICIPATION IN PLACEMENT – MS JOSEPHINE BUSH

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 5,185 Shares to Ms Josephine Bush (or her 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 – DIRECTOR PARTICIPATION IN PLACEMENT – DR HEIDI GRÖN

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 1,800 Shares to Dr Heidi Grön (or her 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 – RE-ELECTION OF DIRECTOR – MS RANYA ALKADAMANI

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

“That, for the purpose of clause 14.2 of the Constitution and for all other purposes, Ms Ranya Alkadamani, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

8. RESOLUTION 8 – ELECTION OF DIRECTOR – MS ANNIE LIU

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

“That, for the purpose of clause 14.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Ms Annie Liu, a Director who was appointed as an additional Director on 18 March 2021, retires, and being eligible, is elected as a Director.”

9. RESOLUTION 9 – ELECTION OF DIRECTOR – DR HEIDI GRÖN

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

“That, for the purpose of clause 14.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Dr Heidi Grön, a Director who was appointed as an additional Director on 25 March 2021, retires, and being eligible, is elected as a Director.”

10. RESOLUTION 10 – ELECTION OF DIRECTOR – MS JOSEPHINE BUSH

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

“That, for the purpose of clause 14.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Ms Josephine Bush, a Director who was appointed as an additional Director on 16 April 2021, retires, and being eligible, is elected as a Director.”

11. RESOLUTION 11 – APPROVAL OF INCENTIVE AWARDS PLAN

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

*That for the purposes of ASX Listing Rule 7.2 Exception 13, sections 200B and 200E of the Corporations Act and for all other purposes, the Vulcan Incentive Awards Plan (**Plan**) is approved for a period of three years from the date of this Meeting and the Company may issue up to 6,180,308 Equity Securities under the terms of the Plan on the terms and conditions set out in the Explanatory Statement.”*

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

Dated: 22 October 2021

By order of the Board



Daniel Tydde
Company Secretary

Voting Prohibition Statements

Resolution 1 – Adoption of Remuneration Report	<p>A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:</p> <ul style="list-style-type: none"> (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or (b) a Closely Related Party of such a member. <p>However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:</p> <ul style="list-style-type: none"> (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or (b) the voter is the Chair and the appointment of the Chair as proxy: <ul style="list-style-type: none"> (i) does not specify the way the proxy is to vote on this Resolution; and (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
Resolution 11 – Approval of Incentive Awards Plan	<p>A person appointed as a proxy must not vote, under that appointment, as a proxy on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on the Resolution. <p>However, a above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the proxy expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel

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 2 – Ratification of Placement Shares	A person who participated in the issues or is a counterparty to the agreement being approved (namely the Placement Participants) or an associate of that person or those persons.
Resolution 3 – Director Participation in Placement – Gavin Rezos	Mr Gavin Rezos (or his 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 4 – Director Participation in Placement – Annie Liu	Ms Annie Liu (or her 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 – Director Participation in Placement – Josephine Bush	Ms Josephine Bush (or her 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 – Director Participation in Placement – Heidi Grön	Dr Heidi Grön (or her 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 11 – Approval of Incentive Awards Plan	Any person who is eligible to participate in the Incentive Awards Plan and any Associate of 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.

Attending the Virtual Meeting

The Company is pleased to provide Shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic, where shareholders will be able to watch, listen and vote online.

Shareholders will be able to vote and ask questions at the virtual Meeting. Shareholders are also encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to Jess Bukowski, Public & Investor Relations Manager at jbukowski@v-er.eu at least 48 hours before the Meeting.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

To attend the Meeting virtually, please follow the below steps to access the virtual Meeting:

- Open your internet browser and go to investor.automic.com.au.
- Login with your username and password or click "Register" if you haven't already created an account (see further below). **Shareholders are encouraged to create an account prior to the start of the Meeting to ensure there is no delay in attending the virtual Meeting.**
- After logging in, a banner will display at the bottom of your screen to indicate that the Meeting is open for registration. Click on "Register" when this appears. Alternatively, click on "Meetings" on the left hand menu bar to access registration.
- Click on "Register" and follow the steps.
- Click on the URL to join the webcast where you can view and listen to the virtual Meeting. Note that the webcast will open in a separate window.
- Once the Chair of the Meeting has declared the poll open for voting click on "Refresh" to be taken to the voting screen.

- Select your voting direction and click "confirm" to submit your vote. Note that you cannot amend your vote after it has been submitted.

For further information on the live voting process please see the “**Registration and Voting Guide**” at <https://www.automicgroup.com.au/virtual-agms/>

The Company will provide Shareholders with the opportunity to vote and ask questions at the Meeting in respect of the formal items of business as well as general questions in respect to the Company and its business.

How do I create an account with Automic?

To create an account with Automic, please go to the Automic website (<https://investor.automic.com.au/#/home>), click on ‘register’ and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

Further information and support on how to use the platform is available on the share registry website – www.automic.com.au. It is recommended that you register to use the registry website well in advance of the Meeting to save time on the day of the Meeting. Should you have any difficulties, you can contact the registry by telephone on 1300 288 664 (within Australia) and +61 2 9698 5414 (overseas).

You may still attend the Meeting and vote even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance at the Meeting will not revoke your proxy appointment unless you actually elect to attend as a voting holder at the Meeting for which the proxy is proposed to be used, in which case, the proxy’s appointment will be deemed to be revoked with respect to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6189 8767.

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. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2021 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company's annual financial report is available on its website at www.v-er.eu. Hard copies of the report are available on request.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

3. RESOLUTIONS 2 TO 6 RATIFICATION OF PLACEMENT SHARES AND DIRECTOR PARTICIPATION

3.1 Background

As announced on 14 September 2021, the Company has completed a placement of 14,814,815 Shares (**Placement Shares**) to sophisticated, professional and institutional investors (**Placement Participants**) at an issue price of \$13.50 per Share to raise \$200,000,000 (before costs) (**Placement**), with 4,814,815 of these Placement Shares being issued on 21 September 2021 under the Company's capacity under Listing Rule 7.1 (the subject of Resolution 2) (**7.1 Placement Shares**). The Company also issued 10,000,000 Placement Shares pursuant to the Company's capacity under Listing Rule 7.1A, however as the Company is no longer eligible for the additional placement capacity under Listing Rule 7.1A due to its increased market capitalisation, it is not seeking ratification for the issue of the Placement Shares issued under Listing Rule 7.1A.

In addition, the Company has also agreed, subject to Shareholder approval, to issue Shares to the following Directors at the same price as the Placement to raise an additional amount of approximately \$900,000 (**Director Participation**):

- (a) 7,332 Shares to be issued to the Chairman of the Company, Mr Gavin Rezos (Resolution 3);
- (b) 51,000 Shares to be issued to Ms Annie Liu (Resolution 4);
- (c) 5,185 Shares to be issued to Ms Josephine Bush (Resolution 5); and
- (d) 1,800 Shares to be issued to Dr Heidi Grön (Resolution 6).

The Company engaged the services of Goldman Sachs Australia Pty Ltd (ACN 006 797 897) and Canaccord Genuity Australia (ACN 075 071 466) (together, the **Joint Lead Managers**) to act as Joint Lead Managers for the Placement (**Placement Agreement**). Under the Placement Agreement, the Company has paid the Joint Lead Managers (in their respective proportions) a fee of 3.5% of the funds raised under the Placement.

3.2 Listing Rule 7.1

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 securities it had on issue at the start of that 12 month period.

The issue of the 7.1 Placement 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 7.1 Placement Shares.

3.3 Listing Rule 7.4

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 7.1 Placement Shares.

Resolution 2 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the 7.1 Placement Shares (other than the Director Participation, which is the subject of Resolutions 3 to 6).

3.4 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 Mr Rezos, Ms Liu, Ms Bush and Dr Grön are related parties of the Company by virtue of being Directors.

The Directors (other than Mr Rezos, Ms Liu, Ms Bush and Dr Grön who have a material personal interest in their respective Resolutions) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Director Participation because the Shares will be issued to the relevant Director (or their nominee) on the same terms as the Placement Shares were issued to non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

3.5 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 Director 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.

Resolutions 3 to 6 seek Shareholder approval for the Director Participation under and for the purposes of Listing Rule 10.11.

3.6 Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, the 7.1 Placement Shares (other than the Director Participation) will be excluded in calculating the Company's combined 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 7.1 Placement Shares.

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

If Resolutions 3 to 6 are 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 3.7(h) below. If Shareholder approval is obtained under Listing Rule 10.11, Shareholder approval pursuant to Listing Rule 7.1 is not required for the issue of the Shares under the Director Participation, which means that the issue of those Shares also will not use up any of the Company's 15% annual placement capacity.

If Resolutions 3 to 6 are not passed, the Company will not be able to proceed with the issue of the Shares under the Director Participation.

3.7 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 the 7.1 Placement Shares issued under to the Company's existing capacity and the subject of Resolution 2:

- (a) the 7.1 Placement Shares were issued to professional and sophisticated investors who are clients of the Joint Lead Managers. The recipients were identified through a bookbuild process, which involved the Joint Lead Managers seeking expressions of interest to participate in the Placement from non-related parties of the Company;
- (b) the Company confirms that no substantial Shareholders received more than 1% of the Company's current issued capital under the Placement;
- (c) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients of 7.1 Placement Shares were:
 - (i) a related party of the Company;
 - (ii) Key Management Personnel;
 - (iii) a substantial holder of the Company;
 - (iv) an adviser to the Company; or
 - (v) an associate of any of the above,who will be issued more than 1% of the Company's current issued capital under the Placement;
- (d) 4,814,815 Shares were issued pursuant to Listing Rule 7.1 (ratification of which is sought under Resolution 2); and
- (e) the 7.1 Placement 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;
- (f) the 7.1 Placement Shares were issued on 21 September 2021;
- (g) the issue price was \$13.50 per Placement Share. The Company has not and will not receive any other consideration for the issue of the 7.1 Placement Shares;
- (h) the purpose of the issue of the 7.1 Placement Shares was to raise funds which will be applied towards:
 - (i) targeted acquisition and refurbishment of exploration equipment;

- (ii) targeted acquisition and upgrade of existing brownfield energy and brine infrastructure;
 - (iii) expanded project development; and
 - (iv) general working capital and costs of the Placement;
- (i) the 7.1 Placement Shares were issued pursuant to the terms of the Placement Agreement. A summary of the material terms of the Placement Agreement is set out in Section 3.1 above; and
 - (j) a voting exclusion statement for Resolution 2 is included in the Agenda of this Notice.

3.8 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 the Director Participation subject of Resolutions 3 to 6:

- (a) the Shares will be issued to Mr Rezos, Ms Liu, Ms Bush or Dr Grön (or their respective nominees), who fall within the category set out in Listing Rule 10.11.1, as they are related parties of the Company by virtue of being a Director;
- (b) the maximum number of Shares to be issued to Mr Rezos, Ms Liu, Ms Bush or Dr Grön (or their respective nominees) is set out in paragraph 3.1 above;
- (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 to the Listing Rules) and it is anticipated the Shares will be issued on the same date;
- (e) the issue price will be \$13.50 per Share, being the same issue price as Shares issued to the 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 3.7(h) above;
- (g) the Shares to be issued under the Director Participation are not intended to remunerate or incentivise Mr Rezos, Ms Liu, Ms Bush or Dr Grön or any other Director;
- (h) the Shares are being issued as a private placement; and
- (i) voting exclusion statements for Resolutions 3 to 6 are included in the Agenda of this Notice.

4. RESOLUTION 7 – RE-ELECTION OF DIRECTOR – MS RANYA ALKADAMANI

4.1 General

Listing Rule 14.4 and clause 14.2 of the Constitution provide that, other than a managing director, a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is the longer. However, where there is more than one managing director, only one is entitled to be exempt from this rotation requirement.

Ms Alkadamani, who has served as a Director since 29 April 2020, retires by rotation and seeks re-election.

4.2 Qualifications and other material directorships

Ms Alkadamani is founder of Impact Group International, an experienced team of experts focused on strategic communications advice for innovators, impactful organisations, ASX-listed companies, and philanthropists that are all doing something that will better our society or environment. She works extensively in the impact investment space in Australia and internationally and has a strong network of clients and investors in the clean energy and renewables sector. She is also a Non-Executive Director Australia's independent newswire, Australian Associated Press, a Director of the Impact Investment Summit, Asia Pacific; and an Advisory Board member at Murdoch University.

Ms Alkadamani was formerly Strategic Communications and External Affairs Director of Dr Andrew Forrest AO's Minderoo Foundation and what is now Tattarang Group; Press Secretary to former Australian Prime Minister, the Hon. Kevin Rudd AC during his time as Australian Foreign Minister; and, a spokesperson for the Australian Department of Foreign Affairs and Trade.

4.3 Independence

If re-elected the Board considers Ms Alkadamani will be an independent Director.

4.4 Board recommendation

The Board has reviewed the performances of Ms Alkadamani since her appointment to the Board and considers that her skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the re-election of Ms Alkadamani and recommends that Shareholders vote in favour of the Resolution.

5. RESOLUTIONS 8 TO 10 – ELECTION OF DIRECTORS – MS ANNIE LIU, DR HEIDI GRÖN AND MS JOSEPHINE BUSH

5.1 General

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Ms Annie Liu, having been appointed by other Directors on 18 March 2021 in accordance with the Constitution, will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seeks election from Shareholders.

Dr Heidi Grön, having been appointed by other Directors on 25 March 2021 in accordance with the Constitution, will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seeks election from Shareholders.

Ms Josephine Bush having been appointed by other Directors on 16 April 2021 in accordance with the Constitution, will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seeks election from Shareholders.

5.2 Qualifications and other material directorships – Ms Annie Liu

Ms Liu led and managed Tesla’s multi-billion-dollar strategic partnerships and sourcing portfolios that support Tesla’s Energy and Battery business units including Battery, Battery Raw Material, Energy Storage, Solar and Solar Glass, including raw materials sourcing efforts such as lithium for battery cells.

Ms Liu has 20 years’ experience with Tesla and Microsoft, building and leading teams from product incubation stage to mature market. Ms. Liu is a cofounder of Alto Group Inc, a trusted advisor and counsellor to many of the world’s influential businesses in the EV value chain. Alto Group also serves private and institutional investor clients in deal generation and due diligence with a focus on sustainable energy sectors.

5.3 Qualifications and other material directorships – Dr Heidi Grön

Dr Grön is a chemical engineer by background with 20 years’ experience in the chemicals industry. Since 2012, Dr Grön has been a senior executive with Evonik, one of the largest specialty chemicals companies in the world, with a market capitalization of €14B and 32,000 employees.

At Evonik, Dr Grön is currently responsible for:

- Global product stewardship;
- Asset & portfolio strategy development based on the impact assessment of the EU Chemicals Strategy for Sustainability; and
- Management of Evonik’s major investment volumes.

5.4 Qualifications and other material directorships – Ms Josephine Bush

Ms Bush was a member of the EY Power and Utilities Board. She led and delivered the EY Global Renewables and Sustainable Business Plan and spearheaded a series of major Renewable Market Transactions, including Public Listings, Global Reorganisations and Cross Border Tax structuring assignments.

Ms Bush successfully advised on the first environmental yieldco London Stock Exchange listing, Greencoat UK Wind PLC (with a current market capitalisation of over £2 billion). She also advised on a series of OFTO and offshore wind investments, and other renewable technologies, in the UK, Europe and USA for pension fund, infrastructure and corporate investors and developers.

Ms Bush is currently Non-Executive Director of Net Zero Now Limited, a member of the investment committee for Gresham Houses sustainable infrastructure investment fund, and a strategic advisor to Guernsey Green Finance.

5.5 Independence

If re-elected the Board considers that each of Ms Liu, Dr Grön and Ms Bush will be independent Directors.

5.6 Other material information

The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. These include checks as to a person's experience, educational qualifications and character. The Company undertook such checks prior to the appointments of Ms Liu, Dr Grön and Ms Bush.

5.7 Board recommendation

The Board has reviewed the performances of Ms Liu, Dr Grön and Ms Bush since they were appointed to the Board and considers that their skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the elections of Ms Liu, Dr Grön and Ms Bush and recommends that Shareholders vote in favour of the respective Resolutions.

6. RESOLUTION 11 – APPROVAL OF INCENTIVE AWARDS PLAN

6.1 Background

The Directors considered that it was desirable to establish an employee equity incentive plan pursuant to which officers, employees and contractors may be offered the opportunity to be granted Shares, Performance Rights or Options (**Plan**).

The purpose of the Plan is to:

- (a) reward officers, employees and contractors of the Company;
- (b) assist in the retention and motivation of employees of the Company;
- (c) provide an incentive to employees of the Company to grow shareholder value by providing them with an opportunity to receive an ownership interest in the Company; and
- (d) provide Directors with the opportunity to sacrifice a percentage of their Director's fees for a given financial year in exchange for the provision of Shares.

The Plan was adopted by the Board on 8 October 2021.

6.2 Listing Rule 7.2 (Exception 13(b))

Resolution 11 seeks Shareholder approval for the issue of Equity Securities under the Plan, as an exception to Listing Rule 7.1, in accordance with ASX Listing Rule 7.2 (Exception 13(b)).

Listing Rule 7.1 is summarised in section 3.2 above.

Listing Rule 7.2 (Exception 13(b)) provides that issue of Equity Securities under an employee incentive scheme within period of 3 years from the date on which shareholders approve the issue of Equity Securities under the scheme is an exception to Listing Rule 7.1.

If Resolution 11 is passed, the Company will be able to issue Equity Securities under the Plan to eligible participants over a period of 3 years without impacting on the Company's ability under Listing Rule 7.1 to issue up to 15% of its total ordinary securities without Shareholder approval in any 12 month period.

If Resolution 11 is not passed, the Company's 15% placement capacity under Listing Rule 7.1 will be reduced each time it issues Equity Securities under the Plan to eligible participants unless issued under another exception under Listing Rule 7.2 (for example with Shareholder approval under Listing Rules 10.11 or 10.14 where issued to a related party).

6.3 Regulatory Requirements – Listing Rules

The following information is provided to Shareholders for the purpose of Listing Rule 7.2 (Exception 13(b)):

- (a) a summary of the terms of the Plan is set out in Schedule 1;
- (b) this is the first approval sought under Listing Rule 7.2 (Exception 13(b)) with respect to the Plan. No Equity Securities have previously been issued under the Plan;
- (c) the maximum number of Equity Securities proposed to be issued under the Plan following approval is 6,180,308 based on 5% of the Company's current Shares on issue of 123,606,179; and
- (d) a voting exclusion statement for this Resolution is included in the Notice of Annual General Meeting preceding this Explanatory Statement.

6.4 Regulatory Requirements – Corporations Act

The Corporations Act restricts the benefits that can be given to persons who hold a "managerial or executive office" (as defined in the Corporations Act) on leaving their employment with the Company or any of its related bodies corporate.

Under Section 200B of the Corporations Act, a company may only give a person a benefit in connection with them ceasing to hold a managerial or executive office if the benefit is approved by shareholders or an exemption applies.

The term "benefit" has a wide meaning and may include benefits resulting from the Board exercising certain discretions under the rules of the Plan.

If Shareholder approval is given under this Resolution the Company will still be required to comply with Listing Rules 10.18 and 10.19, which place restrictions on the circumstances in which termination benefits can be paid and a cap on the value of termination benefits that can be paid to officers of the Company.

Details of Termination Benefit

The Board possesses the discretion to determine, where a participant ceases employment before the vesting or exercise of their securities, that some or all of the securities do not lapse.

The exercise of this discretion may constitute a “benefit” for the purposes of section 200B of the Corporations Act.

In addition, a participant may become entitled to accelerated vesting or automatic vesting of securities if there is a change of control of the Company. This accelerated or automatic vesting of securities may constitute a “benefit” for the purposes of section 200B of the Corporations Act.

The Company is therefore seeking Shareholder approval for the exercise of the Board’s discretions and for the provision of such accelerated or automatic vesting rights in respect of any current or future participant in the Plan who holds:

- (a) a managerial or executive office in the Company (or any of its related body corporate) at the time of their leaving or at any time in the three years prior to their leaving; and
- (b) securities under the Plan at the time of their leaving.

The Board’s current intention is to only exercise the above discretion:

- (c) where the employee leaves employment without fault on their part; and
- (d) so as only to preserve that number of unvested securities as are pro-rated to the date of leaving.

Provided Shareholder approval is given, the value of these benefits may be disregarded when applying Section 200F(2)(b) or Section 200G(1)(c) of the Corporations Act (i.e. the approved benefit will not count towards the statutory cap under the legislation).

Value of the Termination Benefits

The value of the termination benefits that the Board may give under the Plan cannot be determined in advance. This is because various matters will or are likely to affect that value. In particular, the value of a particular benefit will depend on factors such as the Company’s Share price at the time of vesting and the number of securities that vest.

The following additional factors may also affect the benefit’s value:

- (a) the participant’s length of service and the portion of vesting periods at the time they cease employment;

- (b) the status of the performance hurdles attaching to the securities at the time the participant's employment ceases; and
- (c) the number of unvested securities that the participant holds at the time they cease employment or at the time the change of control occurs (as applicable).

6.5 Board Recommendation

Each of the Directors have an interest in the outcome of this Resolution and accordingly do not make a voting recommendation to Shareholders

GLOSSARY

\$ means Australian dollars.

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

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.

AWST means Australian Western Standard Time as observed in Perth, Western Australia.

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.

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

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Vulcan Energy Resources Ltd (ACN 624 223 132).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

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.

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.

Performance Right means a performance right in the Company.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2021.

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.

SCHEDULE 1 – SUMMARY OF INCENTIVE AWARDS PLAN

(a) Eligibility

The Board may invite full or part time employees and directors of, and contractors to, the Company or an Associated Body Corporate of the Company (**Eligible Participants**) to apply for the issue of Shares, Options or Performance Rights (together, **Awards**) under the Plan.

Eligible Participants do not possess any right to participate in the Plan, as participation is solely determined by the Board.

(b) Invitation and Application Form

The Plan will be administered by the Board which may, in its absolute discretion, invite an Eligible Participant to apply for Awards from time to time as determined by the Board

At a minimum, the Invitation must include the following information:

- (i) the type of Award that the Eligible participant may apply for, being Shares, Options, and/or Performance Rights;
- (ii) the Acquisition Price of the Awards, if any;
- (iii) the maximum number of each type of Award that the Eligible Participant may apply for, or the formula for determining the number of each type of Award that may be applied for;
- (iv) where Options or Performance Rights are offered, the maximum number of Shares that the Participant is entitled to acquire on the exercise of each Option or Performance Right or the formula for determining the maximum number of Shares;
- (v) where Options are offered, the Option Exercise Price of any Options, or the formula for determining the Option Exercise Price;
- (vi) where Options or Performance Rights are offered, any Vesting Conditions;
- (vii) any Restriction Condition the Board has resolved to apply to Shares acquired in accordance with this Plan;
- (viii) any Restriction Period the Board has resolved to apply to Shares acquired in accordance with this Plan;
- (ix) the Expiry Date of any Options or Performance Rights;
- (x) any other terms and conditions applicable to the Awards;
- (xi) the date by which an Invitation must be accepted (**Closing Date**); and
- (xii) any other information required by law or, where the Company is listed on a stock exchange, the stock exchange rules, or considered by the Board to be

relevant to the Awards or Shares to be acquired on the exercise of Options or Performance Rights.

An Eligible Participant (or permitted Nominee) may apply for the Awards by signing and returning an Application Form to the Company no later than the Closing Date. The Board may accept or reject any Application Form in its absolute discretion.

(c) ASIC Class Order cap on Awards

Where the Company needs to rely on ASIC Class Order relief in respect of an Invitation, the Company must have reasonable grounds to believe, when making an Invitation, that the number of Shares to be offered under an Invitation, or received on exercise of Options or Performance Rights offered under an Invitation, when aggregated with the number of Shares issued or that may be issued as a result of offers made in reliance on the Class Order at any time during the previous 3 year period under an employee incentive scheme covered by the Class Order or under an ASIC exempt arrangement of a similar kind to an employee incentive scheme, will not exceed 5% of the total number of Shares on issue at the date of the Invitation.

(d) Conditions to issue or transfer of Awards

The Company's obligation to issue or transfer Awards is conditional on:

- (i) the issue or transfer of the Award complying with all applicable legislation, applicable stock exchange rules and the Constitution; and
- (ii) all necessary approvals required under any applicable legislation and applicable stock exchange rules being obtained prior to the issue or transfer of the Awards.

(e) Terms of the Awards

- (i) All Shares issued under the Plan will rank equally in all respects with the Shares of the same class for the time being on issue except as regards any rights attaching to such Shares by reference to a record date prior to the date of their issue.
- (ii) Each Option or Performance Right will entitle its holder to subscribe for and be issued, one fully paid ordinary share in the capital of the Company (upon vesting and exercise of that Award) unless the Plan or an applicable Invitation otherwise provides.
- (iii) There are no participating rights or entitlements inherent in Options or Performance Rights and participants will not be entitled to participate in new issues of securities offered to Shareholders of the Company without exercising the Options or Performance Rights, except to the extent an Invitation otherwise provides where permitted by the ASX Listing Rules.
- (iv) There is no right to a change in the exercise price or in number of underlying Shares over which an Option or Performance Right can be exercised, except to the extent an Invitation otherwise provides where permitted by the ASX Listing Rules.

- (v) In the event of a reorganisation of the capital of the Company, the Company may alter the rights of the holder of an Award to the extent necessary to comply with the ASX Listing Rules applying to reorganisations at the time of the reorganisation.
- (vi) A Performance Right or Option does not entitle a participant to vote on any resolutions proposed at a General Meeting of Shareholders.
- (vii) A Performance Right or Option does not confer any right to a return of capital, whether in a winding up, or upon a return of capital or otherwise, or a right to participate in surplus profit or assets of the Company upon a winding up.
- (viii) A participant is not entitled to participate in or receive any dividend or other Shareholder benefits until its Performance Rights or Options have vested and been exercised and Shares have been allocated to the participant as a result of the exercise of those Performance Rights or Options.
- (ix) Subdivision 83A-C of the *Income Tax Assessment Act 1997* (Cth) applies to the Awards except to the extent an Invitation provides otherwise.

(f) Vesting and Exercise of Options and Performance Rights

- (i) **Vesting Conditions:** Subject to clause f(ii) below, an Option or Performance Right acquired under the Plan will not vest and be exercisable unless the Vesting Conditions (if any) attaching to that Option or Performance Right have been satisfied (as determined by the Board acting reasonably) and the Board has notified the Eligible Participant of that fact within 10 Business Days of becoming aware that any Vesting Condition has been satisfied.
- (ii) **Waiver of Vesting Conditions:** Notwithstanding clause f(i) above, the Board may in its discretion (except to the extent otherwise provided by an Invitation), by written notice to an Eligible Participant, resolve to waive any of the Vesting Conditions applying to an Option or Performance Right. For clarity, the Board may in its discretion waive or reduce any Vesting Conditions after the time specified for satisfaction of those Vesting Conditions has passed.
- (iii) **Exercise on Vesting:** A Participant (or their personal legal representative where applicable) may, subject to the terms of any Invitation, exercise any vested Option or Performance Right at any time after the Board notifies that the Option or Performance Right has vested and before it lapses.

(g) Cashless Exercise Facility

- (i) Except as otherwise provided for by an Invitation if, at the time of exercise of vested Options, subject to Board approval at that time and clause (d)(ii), the Participant 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 allot to the Participant 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) (**Cashless Exercise Facility**).

- (ii) If the Option Exercise Price otherwise payable in respect of the Options being exercised is the same or higher than the Market Value of Shares at the time of exercise, then a Participant will not be entitled to use the Cashless Exercise Facility.

(h) Cash Payment

Subject to the Corporations Act, the ASX Listing Rules, the Plan and the terms of any Invitation, where an Invitation so provides, when all Vesting Conditions in respect of an Option or Performance Right have been satisfied or waived, the Board may, in its discretion, within 10 Business Days of receipt of a valid notice of exercise for the vested Option or Performance Right, in lieu of issuing or transferring a Share to the Participant on exercise of the Option or Performance Right, pay the Participant or his or her personal representative (as the case may be) a cash payment for the Option or Performance Right exercised equal to the Market Value of a Share up to and including the date the Option or Performance Right was exercised, less, in respect of an Option, any Option Exercise Price. A vested Option or Performance Right automatically lapses upon payment of a Cash Payment in respect of the vested Option or Performance Right.

(i) Lapsing of Options and Performance Rights

An Option or Performance Right will lapse upon the earlier of:

- (i) the Board, in its discretion, resolving an Option or Performance Right lapses as a result of an unauthorised disposal of, or hedging of, the Option or Performance Right;
- (ii) a Vesting Condition not being satisfied or becoming incapable of satisfaction (and not being waived by the Board in its discretion);
- (iii) in respect of an unvested Option or Performance Right, the holder ceases to be an Eligible Participant and the Board does not exercise its discretion to vest the Option or Performance Right or allow it to remain unvested;
- (iv) in respect of a vested Option or Performance Right, a holder ceases to be an Eligible Participant and the Board, in its discretion, resolves that the Option or Performance Right must be exercised within one (1) month (or such later date as the Board determines) of the date the Relevant Person ceases to be an Eligible Participant, and the Option or Performance Right is not exercised within that period and the Board resolves, at its discretion, that the Option or Performance Right lapses as a result;
- (v) upon payment of a Cash Payment in respect of the vested Option or Performance Right;
- (vi) the Board deems that an Option or Performance Right lapses due to fraud, dishonesty or other improper behaviour of the holder/Eligible Participant under the rules of the Incentive Plan;

- (vii) in respect of an unvested Option or Performance Right, a winding up resolution or order is made, and the Option or Performance Right does not vest in accordance with rules of the Incentive Plan; and
- (viii) the Expiry Date of the Option or Performance Right.

(j) Disposal Restrictions

- (i) Shares can be made subject to a Restriction Condition and/or a Restriction Period, either of which prohibit disposal until satisfied or waived at the Board's discretion (unless an Invitation otherwise provides).
- (ii) If a Restriction Condition is not met (and is not waived), the Company may, amongst other remedies, buyback and cancel the Shares for nil consideration, sell the Shares for at least 80% of Market Value and retain the sale proceeds, or declare the Shares to be forfeited and, where held by a trustee, for the Shares to return to the unallocated pool or to be allocated to a different Participant.
- (iii) A Share that is subject to a Restriction Period is not at risk of buyback/forfeiture, it is just unable to be disposed during the Restriction Period.
- (iv) An Option or Performance Right is non-transferable other than in Special Circumstances with the consent of the Board (which may be withheld in its discretion) or by force of law upon death to the Participant's legal personal representative or upon bankruptcy to the Participant's trustee in bankruptcy.
- (v) The Company may implement any procedure it considers appropriate to restrict a Participant from dealing with any Shares for as long as those Shares are subject to a Restriction Period.
- (vi) Shares are deemed to be subject to a Restriction Period to the extent necessary to comply with any escrow restrictions imposed by the ASX Listing Rules.
- (vii) The Participant agrees to execute a restriction agreement in relation to the Restricted Shares reflecting any Restriction Period applying to the Restricted Shares under the Plan or any escrow imposed by the ASX Listing Rules.
- (viii) No issue or allocation of Awards and/or Shares will be made to the extent that it would contravene the Constitution, Listing Rules, the Corporations Act or any other applicable law.

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 **3.00pm (AWST) on Saturday, 27 November 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 VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money and Reduce Environmental Impact:** help minimise unnecessary print and mail costs for the Company & reduce its environmental impact
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed and allows you to amend your vote



SUBMIT YOUR PROXY VOTE BY PAPER

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>.

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