
FIRST GRAPHENE LIMITED
ACN 007 870 760
NOTICE OF ANNUAL GENERAL MEETING

TIME: 3:00 pm AWST

DATE: Thursday, 25 November 2021

PLACE: Karingal Room 2, The Melbourne Hotel, 33 Milligan St, Perth WA 6000

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.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 1300 660 448.

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IMPORTANT INFORMATION

Time and place of Meeting

Notice is given that the Meeting will be held at 3:00 pm (AWST) on Thursday, 25 November 2021 at Melbourne Hotel, 33 Milligan St, Perth WA 6000.

Special Notice regarding COVID-19

In view of the evolving Covid-19 situation and public health concerns, the Board is monitoring closely how matters develop over the coming months. The health of the Company's shareholders, as well as its employees and other stakeholders is of paramount importance. The Board encourages shareholders to monitor the Company's website for any updates in relation to the Meeting that may need to be provided. In the meantime, the Board encourages shareholders to submit their proxies as early as possible, even if they intend to attend the meeting in person, as the situation may change (e.g. shareholders may be restricted from travelling or there may be restrictions on how the meeting itself may be held or conducted).

Your vote is important

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

Voting eligibility

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 7:00pm (AWST) on Tuesday, 23 November 2021.

Voting in person

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

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 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 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 changes to the Corporations Act made in 2011 mean 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.

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB (1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting; or
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

BUSINESS OF THE MEETING

AGENDA

ORDINARY BUSINESS

1. REPORTS AND ACCOUNTS

To receive and consider the Annual Report of the Company for the year ended 30 June 2021 which includes the Financial Report, the Directors' Report, the Remuneration Report and the Auditor's Report.

2. 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 Report.”

Please note: The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (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.

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:

- (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:
 - (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.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – DR ANDREW GOODWIN

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

“That, for the purposes of clause 14.2 of the Constitution of the Company, ASX Listing Rule 14.5 and for all other purposes, Dr Andrew Goodwin, who retires, and being eligible, is re-elected as a Director.”

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR MICHAEL QUINERT

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

“That, for the purposes of clause 14.4 of the Constitution of the Company, Listing Rule 14.4 and for all other purposes Mr Michael Quinert, who was appointed a Director of the Company on 1 March 2021 and who retires, and being eligible, is re-elected as a Director.”

5. RESOLUTION 4 – RATIFICATION OF PRIOR SHARE ISSUE TO EMPLOYEES IN CONSIDERATION FOR SERVICES

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

“That, for the purposes of ASX Listing Rule 7.4 and all other purposes, Shareholders ratify the issue of 275,000 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue (namely the Employee Recipients) or any associates 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.

6. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SHARES AND LISTED OPTIONS TO GLOBAL DISCOVERY GROUP, INC

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

“That, for the purposes of ASX Listing Rule 7.4 and all other purposes, this meeting ratifies the issue of 700,000 Shares and 120,000 Listed Options on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associates 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.

7. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF PERFORMANCE RIGHTS TO EMPLOYEES

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

“That, for the purposes of ASX Listing Rule 7.4 and all other purposes, this meeting ratifies the issue of 120,000 Performance Rights on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associates 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.

8. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF SHARES TO SPECIALTY MATERIALS INVESTMENTS, LLC

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

“That, for the purposes of ASX Listing Rule 7.4 and all other purposes, this meeting ratifies the issue of 3,821,276 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associates 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.

9. RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE OF SHARES TO KAINOS INNOVATION LIMITED

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

“That, for the purposes of ASX Listing Rule 7.4 and all other purposes, this meeting ratifies the issue of 200,000 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associates 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.

10. RESOLUTION 9 – ADOPTION 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(b)), Section 257B(1) of the Corporations Act and for all other purposes, the Shareholders of the Company approve the adoption of the Incentive Awards Plan for a period of three years from the date of this Meeting, and the issue of up to 12,050,000 Equity Securities under the Incentive Awards Plan, on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is eligible to participate in the Incentive Awards Plan or any associates of those persons. However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (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 Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on the Resolution if:

- (a) the proxy is either:

- (i) a member of the Company's Key Management Personnel; or
- (ii) a closely related party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution. However, the above prohibition does not apply if:
 - (a) the proxy is the Chair of the Meeting; and
 - (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

11. RESOLUTION 10 – APPROVAL OF ISSUE OF PERFORMANCE RIGHTS TO MICHAEL BELL, DIRECTOR OF THE COMPANY

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

“That, subject to Resolution 9 being passed, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 5,000,000 Performance Rights under the Incentive Awards Plan to Michael Bell, Director of the Company, or his nominee and otherwise on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Incentive Awards Plan or any associates of those persons. However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (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 Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on the Resolution if:

- (a) the proxy is either:
 - (i) a member of the Company's Key Management Personnel; or
 - (ii) a closely related party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution. However, the above prohibition does not apply if:
 - (a) the proxy is the Chair of the Meeting; and
 - (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

12. RESOLUTION 11 – APPROVAL OF ISSUE OF PERFORMANCE RIGHTS TO ANDREW GOODWIN, DIRECTOR OF THE COMPANY

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 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 800,000 Performance Rights to Andrew Goodwin, Director of the Company, or his nominee and otherwise on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of the Resolution by the person who is to receive the securities (being Andrew Goodwin or his nominee) or by a 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 entity) or any associates of those persons. However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (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 Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on the Resolution if:

- (a) the proxy is either:
 - (i) a member of the Company's Key Management Personnel; or
 - (ii) a closely related party of a member of the Company's Key Management Personnel; and
 - (b) the appointment does not specify the way the proxy is to vote on the resolution.
- However, the above prohibition does not apply if:
- (a) the proxy is the Chair of the Meeting; and
 - (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

13. RESOLUTION 12 – APPROVAL OF ISSUE OF PERFORMANCE RIGHTS TO MICHAEL QUINERT, DIRECTOR OF THE COMPANY

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 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 200,000 Performance Rights to Michael Quinert, Director of the Company, or his nominee and otherwise on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of the Resolution by the person who is to receive the securities (being Michael Quinert or his nominee) or by a 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 entity or any associates of those persons. However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (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 Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on the Resolution if:

- (a) the proxy is either:
 - (i) a member of the Company's Key Management Personnel; or
 - (ii) a closely related party of a member of the Company's Key Management Personnel; and
 - (b) the appointment does not specify the way the proxy is to vote on the resolution.
- However, the above prohibition does not apply if:
- (a) the proxy is the Chair of the Meeting; and
 - (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

14. **RESOLUTION 13 – APPROVAL OF ISSUE OF PERFORMANCE RIGHTS TO WARWICK GRIGOR, DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 400,000 Performance Rights to Warwick Grigor, Director of the Company, or his nominee and otherwise on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of the Resolution by the person who is to receive the securities (being Warwick Grigor or his nominee) or by a 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 entity or any associates of those persons. However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (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 Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on the Resolution if:

- (a) the proxy is either:
 - (i) a member of the Company's Key Management Personnel; or
 - (ii) a closely related party of a member of the Company's Key Management Personnel; and

(b) the appointment does not specify the way the proxy is to vote on the resolution. However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

Dated: 13 October 2021
By order of the Board

Mr Aditya Asthana
Company Secretary

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 Constitution, the business of the Meeting will include receipt and consideration of the Annual Report of the Company for the financial year ended 30 June 2021.

The Company will not provide a hard copy of the Company's Annual Report to Shareholders unless specifically requested to do so. The Company's Annual Report is available on its website at <https://firstgraphene.net>.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT FOR YEAR ENDED 30 JUNE 2021

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. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – DR ANDY GOODWIN

3.1 General

Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

Clause 14.2 of the Constitution provides

- (a) at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third, shall retire from office;
- (b) a Director (other than a Managing Director) must retire from office at the conclusion of the third annual general meeting after which the Director was elected or re-elected;
- (c) the Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by ballot; and
- (d) a retiring Director is eligible for re-election;
- (e) in determining the number of Directors to retire, no account is to be taken of:
 - (i) a Director who only holds office until the next annual general meeting pursuant to clause 14.4 of the Constitution; and/or
 - (ii) a Managing Director,

each of whom are exempt from retirement by rotation. However, if more than one Managing Director has been appointed by the Directors, only one of them (nominated by the Directors) is entitled to be excluded from any determination of the number of Directors to retire and/or retirement by rotation.

The Company currently has 3 Directors and accordingly 1 must retire.

Warwick Grigor was re-elected at the 2020 Annual General Meeting and Mr Michael Quinert will retire in accordance with Clause 14.4 of the Constitution of the Company and being eligible seek election from Shareholders at this Meeting, therefore Dr Andy Goodwin, who has served as a Director since 1 July 2020 and was last re-elected on 9 October 2020, retires by rotation and seeks re-election at this Meeting.

3.2 Qualifications and other material directorships

Andy has a successful track record in innovation and technology development roles within the speciality chemicals industry.

Andy has extensive leadership experience with Sanofi, Dow Corning Corporation and Thomas Swan & Co. Ltd. He has a PhD in polymer chemistry and an MTE Diploma from the IMD Business School in Lausanne, Switzerland.

Andy has been actively involved in the development of the graphene materials industry since 2012. He joined First Graphene Ltd. in 2017 and is based in Manchester, UK.

3.3 Independence

The Board considers that Dr Goodwin is not an independent director, although he is a non-executive director.

3.4 Board recommendation

The Directors, with Dr Andy Goodwin abstaining, support the election of Dr Goodwin and recommend Shareholders vote in favour of Resolution 3 and are not aware of any additional information that would be considered material to Shareholders' decision to re-elect Dr Goodwin.

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR MR MICHAEL QUINERT

4.1 General

Clause 14.4 of the Constitution allows the Directors to appoint at any time a person to be a Director 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 in the Company's constitution.

Pursuant to clause 14.4 of the Constitution and ASX Listing Rule 14.4, any Director so appointed holds office only until the next following 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 at that meeting.

Michael Quinert having been appointed on 1 March 2021, will retire in accordance with Clause 14.4 of the Constitution of the Company and being eligible seek election from Shareholders.

The Company considers the following information is relevant to Shareholders when considering whether or not to elect Dr Goodwin.

4.2 Qualifications and other material information

(a) Relevant qualifications, experience and skills

Mr Quinert is a founding partner of Quinert Rodda & Associates which was established in July 2009. He has over 30-years' experience as a commercial and corporate lawyer, including three years with ASX and over 20 years as a partner in a Melbourne law firms.

Mr Quinert has extensive experience assisting and advising companies on IPO's, capital raising, cross border transactions, regulatory compliance and has regularly advised publicly listed mining companies.

Michael is a Non-Executive Chairman of West Wits Mining Limited and Non-Executive Director of listed First Au Limited (ASX:FAU).

(b) Conflicts of Interest

Mr Quinert confirms that he does not hold any interests, position or relationship that might influence, or reasonably be perceived to influence his capacity to bring an independent judgement to bear on issues before the board and to act in the best interest of the entity as a whole rather than in the interests of an individual security holder or other party. Consequently, Mr Quinert confirms that he will have sufficient time to fulfil the responsibilities associated with his role as a director of the Company.

The Company confirms that it has conducted appropriate checks on Mr Quinert's background and experience. No material information was revealed by the background checks conducted by the Company.

4.3 Independence

The Board considers Mr Quinert is an independent director.

4.4 Board recommendation

The Board has reviewed Mr Quinert's performance since his appointment to the Board and considers that Mr Quinert's skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Directors, with Mr Quinert abstaining, support the election of Mr Quinert and recommend Shareholders vote in favour of Resolution 3 and are not aware of any additional information that would be considered material to Shareholders' decision to elect Mr Quinert.

5. RESOLUTION 4 – RATIFICATION OF PRIOR SHARE ISSUE TO EMPLOYEES IN CONSIDERATION FOR SERVICES

5.1 General

On 17 December 2020, the Company issued 275,000 Shares out of its Listing Rule 7.1 annual placement capacity, as a bonus to various employees of the Company as part of the remuneration for services provided.

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 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 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. Resolution 4 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Shares.

5.2 Technical information required by Listing Rule 14.1A

If Resolution 4 is passed, the 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 Shares.

If Resolution 4 is not passed, the 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 Shares.

5.3 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Resolution 4:

- (a) the Shares were issued to various employees of the Company (**Employee Recipients**). In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the Employee 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;
- (b) 275,000 Shares were issued and the Shares issued are fully paid ordinary shares in the Company and rank equally in all respects with the Company's existing ordinary shares;
- (c) the Shares were issued on 17 December 2020;
- (d) the Shares were issued for nil cash consideration, at a deemed issue price of \$0.245 per Share, as a bonus to the Employee Recipients as part of the remuneration for services provided in the course of their engagement by the Company. The Company has not and will not receive any other consideration for the issue of the Shares;
- (e) the purpose of the issue was to provide a non-cash bonus for employees as part remuneration for services provided in respect of their engagement by the Company whilst reserving the Company's cash balance;
- (f) the Shares were not issued under a formal agreement but as per the direction of the Board to award bonuses to the Employee Recipients in connection with the engagement of the Employee Recipients under their respective employment agreements; and
- (g) a voting exclusion statement is included in Resolution 4 of the Notice.

5.4 Directors' recommendation

The Directors recommend that the Shareholders vote in favour of the Resolution.

6. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SHARES AND LISTED OPTIONS TO GLOBAL DISCOVERY GROUP, INC

6.1 Background

From 2nd October 2020 to 5th October 2021, the Company engaged Global Discovery Group, Inc (**Global Discovery Group**), a US market consultant, on an ad-hoc basis to provide marketing and related services to the Company. Pursuant to the terms of the engagement, the Company agreed to pay a total of \$325,000, agreed upon individually on each ad-hoc engagement.

Accordingly, the Company issued, utilising its existing capacity under ASX Listing Rule 7.1 to make the following securities:

- (a) 100,000 Shares and 20,000 Listed Options on 5 January 2021;
- (b) 100,000 Shares and 20,000 Listed Options on 29 January 2021;
- (c) 100,000 Shares and 20,000 Listed Options on 11 March 2021;
- (d) 50,000 Shares and 20,000 Listed Options on 14 April 2021;
- (e) 50,000 Shares and 20,000 Listed Options on 7 May 2021;
- (f) 100,000 Shares and 20,000 Listed Options on 16 June 2021; and
- (g) 200,000 Shares on 5 October 2021.

to Global Discovery Group, for services rendered.

6.2 General

Resolution 5 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares and Listed Options to Global Discovery Group.

ASX Listing Rules 7.1 and 7.4 are summarised at Section 5.1 above.

The issues of the Shares and Listed Options to Global Discovery Group did not fit within any of the exceptions set out in Listing Rule 7.2 and, as they have not yet been approved by Shareholders, the issues effectively use 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 each issue of the Shares and Listed Options to Global Discovery Group.

By ratifying the issues, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issues of the Shares and Listed Options to Global Discovery Group.

6.3 Technical information required by Listing Rule 14.1A

If Resolution 5 is passed, the Shares and Listed Options issued to Global Discovery Group 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 respective dates on which the Shares and Listed Options were issued to Global Discovery Group.

If Resolution 5 is not passed, the Shares and Listed Options issued to Global Discovery Group 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 respective dates on which the Shares and Listed Options were issued to Global Discovery Group.

6.4 Technical Information required by Listing Rule 7.5

For the purposes of ASX Listing Rule 7.5, the following information is provided in relation to Resolution 5:

- (a) the Shares and Listed Options were issued to Global Discovery Group, who was not a related party of the Company at the time that the Shares and Listed Options were issued;
- (b) the Company issued a total of 700,000 Shares and 120,000 Listed Options on the following dates:
 - (i) 100,000 Shares and 20,000 Listed Options on 5 January 2021;
 - (ii) 100,000 Shares and 20,000 Listed Options on 29 January 2021;
 - (iii) 100,000 Shares and 20,000 Listed Options on 11 March 2021;
 - (iv) 50,000 Shares and 20,000 Listed Options on 14 April 2021;
 - (v) 50,000 Shares and 20,000 Listed Options on 7 May 2021;
 - (vi) 100,000 Shares and 20,000 Listed Options on 16 June 2021; and
 - (vii) 200,000 Shares on 5 October 2021.
- (c) the Shares issued are fully paid ordinary shares in the Company and rank equally in all respects with the Company's existing ordinary shares;
- (d) the Listed Options were issued on the terms and conditions set out in Schedule 1;
- (e) the Shares and Listed Options were issued for nil cash consideration. The Company has not and will not receive any other consideration for the issue of the Shares and Listed Options (other than in respect of funds received on exercise of the Listed Options);
- (f) no funds were raised from this issue as the Shares and Listed Options were issued to Global Discovery Group as partial consideration for services rendered;
- (g) the Shares and Listed Options were not issued pursuant to the agreement between the Company and Global Discovery Group, instead the Shares and Listed Options were issued upon receipt of invoices from Global Discovery Group upon the completion of ad-hoc engagements. The material terms of the agreement between the Company and Global Discovery Group are set out in section 6.1; and
- (h) a voting exclusion statement is included in Resolution 5 of the Notice.

6.5 Directors' recommendation

The Directors recommend that the Shareholders vote in favour of Resolution 5.

7. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF PERFORMANCE RIGHTS

7.1 Background

On 14 April 2021 and 21 September 2021, the Company issued 120,000 and 60,000 Performance Rights respectively. The Performance Rights were issued under the Company's ASX Listing Rule 7.1 placement capacity to employees of the Company to remunerate, incentivise and align their interests with the Company's shareholders (**Employee Performance Rights**).

7.2 General

Resolution 6 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Employee Performance Rights.

Listing Rules 7.1 and 7.4 are summarised at Section 5.1 above.

The issues of the Employee Performance Rights 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, they effectively use 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 Employee Performance Rights.

By ratifying the issues, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issues of the Employee Performance Rights.

7.3 Technical information required by Listing Rule 14.1A

If Resolution 6 is passed, the Employee Performance Rights 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 Performance Rights.

If Resolution 6 is not passed, the Employee Performance Rights 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 Performance Rights

7.4 Technical Information required by Listing Rule 7.5

For the purposes of ASX Listing Rule 7.5, the following information is provided in relation to Resolution 6:

- (a) the Employee Performance Rights were issued to employees, who were not related parties of the Company at the time that the Employee Performance Rights were issued;
- (b) 180,000 Employee Performance Rights were issued and the Employee Performance Rights were issued on the terms and conditions set out in Schedule 2;
- (c) the Employee Performance Rights were issued on 14 April 2021 and 21 September 2021;

- (d) the Employee Performance Rights were issued for nil cash consideration. The Company has not and will not receive any other consideration for the issue of the Employee Performance Rights;
- (e) no funds were raised from this issue as the Employee Performance Rights were issued as a non-cash incentive to employees of the Company whilst reserving the Company's cash balance;
- (f) the Employee Performance Rights were not issued under a formal agreement but as per the direction of the Board;
- (g) a voting exclusion statement is included in Resolution 6 of the Notice.

7.5 Directors' recommendation

The Directors recommend that the Shareholders vote in favour of the Resolution.

8. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF SHARES TO SPECIALTY MATERIALS INVESTMENTS, LLC

8.1 Background

As announced by the Company on 27 May 2021, the Company entered into a share placement agreement with Specialty Materials Investments, LLC (**Investor**), an institutional investor, pursuant to which the Company secured \$8 million in funding (**Share Placement Agreement**).

Under the Share Placement Agreement, the placement will be made by way of the Investor prepaying a lump sum of \$5,000,000 (**Placement Amount**) for \$5,300,000 worth of the Company's Shares. The Company will issue the Shares in relation to all or part of the Placement Amount at the Investor's request during the period ending 24 months after the date of the investment.

On 27 May 2021, the Company made an initial issuance of 2,800,000 Shares at an issue price of \$0.30 per Share to the Investor in relation to part of the Placement Amount. In addition, the Company issued 1,021,276 Shares in satisfaction of the fees payable to the Investor under the Share Placement Agreement.

Accordingly, on 27 May 2021, the Company issued in aggregate, 3,821,276 Shares to the Investor utilising its capacity under ASX Listing Rule 7.1.

8.2 General

Resolution 7 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares.

Listing Rules 7.1 and 7.4 are summarised at Section 5.1 above.

The issue of 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 Shares.

By ratifying the issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval. Accordingly,

the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Shares.

8.3 Technical information required by Listing Rule 14.1A

If Resolution 7 is passed, the 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 Shares.

If Resolution 7 is not passed, the 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 Shares.

8.4 Technical Information required by Listing Rule 7.5

For the purposes of ASX Listing Rule 7.5, the following information is provided in relation to Resolution 7:

- (a) the Shares were issued to Specialty Materials Investments, LLC, who was not a related party of the Company at the time that the Shares were issued;
- (b) 3,821,276 Shares were issued and the Shares issued are fully paid ordinary shares in the Company and rank equally in all respects with the Company's existing ordinary shares;
- (c) the Shares were issued on 27 May 2021;
- (d) the Shares were issued as follows:
 - (i) 2,800,000 Shares were issued at \$0.30 per Share in relation to part of the Placement Amount; and
 - (ii) 1,021,276 Shares were issued for nil consideration in satisfaction of the fees payable to the Investor under the Share Placement Agreement.
- (e) funds raised from the issue of the 2,800,000 Shares will be used by the Company to underwrite the Company's growth strategy and for general working capital;
- (f) the Shares were issued pursuant to the Share Placement Agreement. The material terms of the Share Placement Agreement are set out in the Company's announcement dated 27 May 2021 which can also be seen under Schedule 5 of this Notice.
- (g) a voting exclusion statement is included in Resolution 7 of the Notice.

8.5 Directors' recommendation

The Directors recommend that the Shareholders vote in favour of the Resolution.

9. RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE OF SHARES TO KAINOS INNOVATION LIMITED

9.1 Background

As announced by the Company on 5 October 2021, the Company acquired two green hydrogen cavitation patents from UK-based research and development partner, Kainos Innovation Limited (**Kainos**).

The purchase price for the acquisition of the patents comprises of:

- (a) an upfront consideration component of £25,000 in cash and 200,000 in Shares; and
- (b) a milestone cash payment of £25,000, subject to the completion of the patent grants.

Accordingly, as part of the upfront consideration, on 5 October 2021, the Company issued 200,000 Shares to Kainos at a deemed issue price of \$0.18 by utilising its capacity under ASX Listing Rule 7.1.

The Shares issued to Kainos are subject to voluntary escrow restrictions for a period of 12 months.

9.2 General

Resolution 8 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 200,000 Shares to Kainos.

Listing Rules 7.1 and 7.4 are summarised at Section 5.1 above.

The issue of 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 Shares.

By ratifying the issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Shares.

9.3 Technical information required by Listing Rule 14.1A

If Resolution 8 is passed, the 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 Shares.

If Resolution 8 is not passed, the 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 Shares.

9.4 Technical Information required by Listing Rule 7.5

For the purposes of ASX Listing Rule 7.5, the following information is provided in relation to Resolution 8:

- (a) the Shares were issued to Kainos Innovation Limited, who was not a related party of the Company at the time that the Shares were issued;
- (b) 200,000 Shares were issued and the Shares issued are fully paid ordinary shares in the Company and rank equally in all respects with the Company's existing ordinary shares;
- (c) the Shares were issued on 5 October 2021;
- (d) the Shares were issued for nil consideration;
- (e) funds were not raised from the issue of the Shares as the Shares were issued as part consideration for the acquisition of the patents from Kainos;
- (f) the Shares were issued under an agreement between the Company and Kainos, the material terms of which are disclosed in the Company's announcement dated 5 October 2021 which can also be seen under Schedule 6 of this Notice; and
- (g) a voting exclusion statement is included in Resolution 8 of the Notice.

9.5 Directors' recommendation

The Directors recommend that the Shareholders vote in favour of the Resolution.

10. RESOLUTION 9 – ADOPTION OF INCENTIVE AWARDS PLAN

10.1 Background

Shareholder approval is being sought to adopt an employee incentive scheme entitled "Incentive Awards Plan" (**Incentive Plan**) under this Resolution.

Under the Incentive Plan, the Company make may grants of options, performance rights or shares to eligible participants, which includes directors and employees of the Company. The purpose of the Incentive Plan is to assist in the reward, retention and motivation of eligible participants, and to align their interests more closely with the interests of shareholders.

A summary of the material terms of the Incentive Plan is set out in Schedule 3.

10.2 General

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 period.

If this Resolution is approved by Shareholders for all purposes under the Corporations Act and the ASX Listing Rules, including ASX Listing Rule 7.2 (exception 13(b)), it will have the effect of enabling the securities issued by the Company under the Incentive Plan to be automatically excluded from the formula to calculate the number of securities which the Company may issue in

any 12 month period using Listing Rule 7.1 (15% capacity) during the next three year period.

If Resolution 9 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 Incentive 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).

The Company advises that Shareholder approval for the Incentive Plan has not been previously sought from Shareholders under ASX Listing Rule 7.2 (exception 13(b)). Accordingly, this would be the first time that the Company has sought Shareholder approval for the Incentive Plan for the purposes of ASX Listing Rule 7.2 (exception 13(b)). If this Resolution is approved by Shareholders, the Company will issue up to a maximum of 12,050,000 Equity Securities under the Incentive Plan during the three year period following approval (for the purposes of exception 13) inclusive of the Performance Rights proposed to be granted under Resolution 10).

Employee share scheme buy-back

Section 257B(1) of the Corporations Act sets out the procedure for various forms of share buy-back, including an "employee share scheme buy-back". In order for the Company to undertake a buy-back of Shares under the Incentive Plan using the employee share scheme buy-back procedure under the Corporations Act, the Incentive Plan must be approved by Shareholders of the Company.

Accordingly, Shareholder approval is being sought under this Resolution to approve the Incentive Plan in order for the Company to undertake a buy-back of Shares under the Incentive Plan using the employee share scheme buy-back procedure under the Corporations Act.

10.3 Director Recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

11. RESOLUTION 10 – APPROVAL OF ISSUE OF PERFORMANCE RIGHTS TO MR MICHAEL BELL, DIRECTOR OF THE COMPANY

11.1 Background

Shareholder approval is being sought to adopt an employee incentive scheme entitled "Incentive Awards Plan" (**Incentive Plan**) under Resolution 9 of this Notice of Meeting.

The Company seeks to invite the Michael Bell or his nominee, subject to Shareholder approval that is sought under Resolution 10, to participate in the Incentive Plan by subscribing for 5,000,000 Performance Rights under the Incentive Plan (**Incentive Securities**).

A summary of the material terms of the Incentive Securities are as follows:

Type of Incentive Security	Material terms																											
Performance Rights	<ul style="list-style-type: none"> Each vested Performance Right will be convertible at the holder's election into 1 Ordinary Share in First Graphene prior to the expiry date of the Performance Right. The Performance Rights will be granted in tranches as noted below that vest over a 3-year vesting period, with the percentage of a tranche that vests based on achievement against the applicable vesting conditions for that tranche as detailed below and assessed by the Board each year after the release of audited accounts. <table border="1"> <thead> <tr> <th colspan="5">Number of Performance Rights</th> </tr> <tr> <th>Name</th> <th>Tranche 1</th> <th>Tranche 2</th> <th>Tranche 3</th> <th>Total</th> </tr> </thead> <tbody> <tr> <td>Michael Bell</td> <td>1,000,000</td> <td>1,750,000</td> <td>2,250,000</td> <td>5,000,000</td> </tr> </tbody> </table> <table border="1"> <thead> <tr> <th>Vesting Conditions</th> <th>Tranche 1</th> <th>Tranche 2</th> <th>Tranche 3</th> </tr> </thead> <tbody> <tr> <td>Share Price¹</td> <td>\$0.30</td> <td>\$0.35</td> <td>\$0.45</td> </tr> <tr> <td>Sales (AUD)²</td> <td>\$1 million</td> <td>\$2 million</td> <td>\$5 million</td> </tr> </tbody> </table> <p>Notes:</p> <ol style="list-style-type: none"> 20 day VWAP Share price at 30 June of applicable financial year (Tranche 1: FY22; Tranche 2: FY23; Tranche 3: FY24) is the price shown. Sales revenue received during the applicable financial year (Tranche 1: FY22; Tranche 2: FY23; Tranche 3: FY24) is the amount shown, based on audited accounts. <p>In addition, vesting of each Tranche is subject to:</p> <ul style="list-style-type: none"> achievement by Michael Bell of their personal KPI for an applicable financial year as determined by the Board; and Michael Bell remaining a director of the Company. <p>The Performance Rights have expiry dates as follows: Tranche 1: 3 years from grant; Tranche 2: 4 years from grant; Tranche 3: 5 years from grant.</p> <p>Additional material terms are set out in Schedule 4.</p>	Number of Performance Rights					Name	Tranche 1	Tranche 2	Tranche 3	Total	Michael Bell	1,000,000	1,750,000	2,250,000	5,000,000	Vesting Conditions	Tranche 1	Tranche 2	Tranche 3	Share Price ¹	\$0.30	\$0.35	\$0.45	Sales (AUD) ²	\$1 million	\$2 million	\$5 million
Number of Performance Rights																												
Name	Tranche 1	Tranche 2	Tranche 3	Total																								
Michael Bell	1,000,000	1,750,000	2,250,000	5,000,000																								
Vesting Conditions	Tranche 1	Tranche 2	Tranche 3																									
Share Price ¹	\$0.30	\$0.35	\$0.45																									
Sales (AUD) ²	\$1 million	\$2 million	\$5 million																									

11.2 ASX Listing Rule 10.14

ASX Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire securities under an employee incentive scheme unless it obtains the approval of its shareholders:

- (a) a director of the Company;

- (b) an associate of a director of the Company; or
- (c) a person whose relationship with the Company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders.

As Michael Bell is a Director of the Company, the proposed issue of Incentive Securities constitutes the acquisition of securities under an employee incentive scheme for the purposes of Listing Rule 10.14 and therefore requires the approval of the Company's shareholders under Listing Rule 10.14.

To this end, Resolution 10 seeks the required Shareholder approval to issue the Incentive Securities to Michael Bell or his nominee under and for the purposes of Listing Rule 10.14.

If approval is obtained under Listing Rule 10.14, in accordance with Listing Rule 10.12 (exception 8), separate approval is not required under Listing Rule 10.11.

If Resolution 10 is passed, the Company will be able to proceed with the proposed issue of Incentive Securities.

If Resolution 10 is not passed, the Company will not be able to proceed with the proposed issue of Incentive Securities.

11.3 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Incentive Securities constitutes the giving of a financial benefit.

A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes a person whom there is reasonable grounds to believe will become a "related party" of a public company.

The Directors (other than Michael Bell who abstained due to his material personal interest in Resolution 10) formed the view that the giving of the financial benefit to Michael Bell was reasonable remuneration given the circumstances of the Company, the quantum of the Incentive Securities, the terms of the Incentive Securities, and the responsibilities held by Michael Bell in the Company.

Accordingly, the Directors (other than Michael Bell who abstained due to his material personal interest in Resolution 10) believe that the issue of these Incentive Securities to Michael Bell or his nominee fall within the "reasonable remuneration" exception as set out in section 211 of the Corporations Act, and relies on this exception for the purposes of Resolution 10. Therefore, the proposed issue of Incentive Securities to Michael Bell requires Shareholder approval under and for the purposes of Listing Rule 10.14 only.

11.4 Information required by ASX Listing Rule 10.15

The following information in relation to the issue of Incentive Securities is provided to Shareholders for the purposes of ASX Listing Rule 10.15:

- (a) the allottee is Michael Bell or his nominee;
- (b) Michael Bell is a Director of the Company and therefore falls within the category referred to in Listing Rule 10.14.1. If the Performance Rights are granted to a nominee of Michael Bell the nominee will be an Associate of the Director and fall under Listing Rule 10.14.2;
- (c) the maximum number of Incentive Securities that may be acquired by Michael Bell under Resolution 10 is 5,000,000 Performance Rights;
- (d) the current total remuneration package received by Michael Bell is:

Director	Remuneration Package
Michael Bell	\$385,000

- (e) the Directors have not previously been granted any Equity Securities under the Incentive Plan;
- (f) the material terms of the Incentive Securities are set out in Section 11.1 with additional terms included in Schedule 4 of this Notice;
- (g) the Company has chosen this type of security to incentivise Michael Bell to grow shareholder value without putting any burden on the Company's cash position. As noted in Section 11.1, there are specific sales and share price conditions applied to ensure the vesting conditions are reasonably challenging to deliver;
- (h) the Incentive Securities are valued at \$925,000 internally by the Company based on each Performance Right having a value equal to the current share price being, of \$0.185 per Share as at the close of trade on 12 October 2021;
- (i) the Incentive Securities will be issued within 3 years from the date of this Meeting, if approved by Shareholders of the Company;
- (j) the Incentive Securities are being issued for nil consideration pursuant to the terms of the Incentive Plan;
- (k) the material terms of the Incentive Plan are set out in Schedule 3 of this Notice of Meeting; and
- (l) details of any securities issued under the Incentive Plan will be published in each annual report of the Company relating to a period which securities have been issued, and that approval for the issue of securities was obtained under ASX Listing Rule 10.14. Any additional persons who become entitled to participate in the Incentive Plan after the resolution was approved and who were not named in the notice of meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

12. RESOLUTIONS 11 TO 13 – APPROVAL OF ISSUE OF PERFORMANCE RIGHTS TO DIRECTORS OF THE COMPANY

12.1 Background

The Company has agreed to issue certain Directors Performance Rights (**Incentive Rights**) as follows, subject to Shareholder approval that is sought under Resolutions 11 to 13:

- (a) 800,000 Performance Rights to Andrew Goodwin or his nominee (**Resolution 11**); and
- (b) 200,000 Performance Rights to Michael Quinert or his nominee (**Resolution 12**).
- (c) 400,000 Performance Rights to Warwick Grigor or his nominee (**Resolution 13**).

A summary of the material terms of the Incentive Rights are as follows:

Type of Incentive Security	Material terms																																			
Performance Rights	<ul style="list-style-type: none"> Each vested Performance Right will be convertible at the holder's election into 1 Ordinary Share in First Graphene prior to the expiry date of the Performance Right. The Performance Rights will be granted in tranches as noted below that vest over a 3-year vesting period, with the percentage of a tranche that vests based on achievement against the applicable vesting conditions for that tranche as detailed below and assessed by the Board each year after the release of audited accounts. 																																			
	<table border="1" style="width: 100%; background-color: #333; color: white;"> <thead> <tr> <th colspan="5">Number of Performance Rights</th> </tr> <tr> <th></th> <th>Tranche 1</th> <th>Tranche 2</th> <th>Tranche 3</th> <th>Total</th> </tr> </thead> <tbody> <tr> <td style="background-color: #333; color: white;">Name</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>Andrew Goodwin</td> <td style="text-align: center;">300,000</td> <td style="text-align: center;">500,000</td> <td style="text-align: center;">-</td> <td style="text-align: center;">800,000</td> </tr> <tr> <td>Michael Quinert</td> <td style="text-align: center;">50,000</td> <td style="text-align: center;">50,000</td> <td style="text-align: center;">100,000</td> <td style="text-align: center;">200,000</td> </tr> <tr> <td>Warwick Grigor</td> <td style="text-align: center;">100,000</td> <td style="text-align: center;">100,000</td> <td style="text-align: center;">200,000</td> <td style="text-align: center;">400,000</td> </tr> <tr> <td>Total</td> <td style="text-align: center;">450,000</td> <td style="text-align: center;">650,000</td> <td style="text-align: center;">300,000</td> <td style="text-align: center;">1,400,000</td> </tr> </tbody> </table>	Number of Performance Rights						Tranche 1	Tranche 2	Tranche 3	Total	Name					Andrew Goodwin	300,000	500,000	-	800,000	Michael Quinert	50,000	50,000	100,000	200,000	Warwick Grigor	100,000	100,000	200,000	400,000	Total	450,000	650,000	300,000	1,400,000
	Number of Performance Rights																																			
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Notes:																																				
	3. 20 day VWAP Share price at 30 June of applicable financial year (Tranche 1: FY22; Tranche 2: FY23; Tranche 3: FY24) is at least the price shown.																																			

	<p>4. Sales revenue received during the applicable financial year (Tranche 1: FY22; Tranche 2: FY23; Tranche 3: FY24) is at least the amount shown, based on audited accounts.</p> <p>In addition, vesting of each Tranche is subject to:</p> <ul style="list-style-type: none"> • achievement by a Director of their personal KPI for an applicable financial year as determined by the Board; and • the Director remaining a director of the Company. <p>The Performance Rights have expiry dates as follows: Tranche 1: 3 years from grant; Tranche 2: 4 years from grant; Tranche 3: 5 years from grant.</p> <p>Additional material terms are set out in Schedule 4.</p>
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12.2 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, shareholder approval to be obtained where an entity issues, or agrees to issue, equity securities to any of the following:

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 sit on 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 any of the above.

10.11.5 A person whose relationship with the Company or a person referred to above is such that, in ASX's opinion, the issue or agreement should be approved by Shareholders.

Messrs Goodwin, Quinert and Grigor meets the category under Listing Rule 10.11.1 because they are each a Director. The Company considers that none of the exceptions in Listing Rule 10.12 apply.

If Resolutions 11 to 13 are passed, the Company will be able to proceed with the proposed issue of Incentive Rights.

If any of Resolutions 11 to 13 are not passed, the Company will not be able to proceed with the proposed issue of Incentive Rights proposed to be issued in that Resolution which is not passed.

12.3 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or

- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Incentive Rights constitutes the giving of a financial benefit.

A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes a person whom there is reasonable grounds to believe will become a "related party" of a public company.

For each Director for whom the issue of Incentive Rights were considered, the other non-conflicted Directors considered the proposed issue, and formed the view that the giving of the financial benefit to that Director was reasonable remuneration given the circumstances of the Company, the quantum of the Incentive Rights, the terms of the Incentive Rights, and the responsibilities held by that Director in the Company.

Accordingly, the non-conflicted Directors of the Company believe that the issue of these Incentive Rights to each of the Directors fall within the "reasonable remuneration" exception as set out in section 211 of the Corporations Act, and relies on this exception for the purposes of Resolutions 11 to 13 respectively. Therefore, the proposed issue of Incentive Rights to the Directors requires Shareholder approval under and for the purposes of Listing Rule 10.11 only.

12.4 Technical Information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed grant of Performance Rights under Resolutions 11 to 13:

- (a) the allottees are:
 - (i) Andrew Goodwin or his nominee (**Resolution 11**);
 - (ii) Michael Quinert or his nominee (**Resolution 12**); and
 - (iii) Warwick Grigor or his nominee (**Resolution 13**).
- (b) Andrew Goodwin, Michael Quinert and Warwick Grigor are Directors of the Company and therefore fall within the category referred to in Listing Rule 10.11.1. If the Performance Rights are granted to a nominee of a Director the nominee will be an Associate of the Director and fall under Listing Rule 10.11.3;
- (c) the maximum number of Incentive Rights that may be acquired is as follows:
 - (i) *800,000 Performance Rights* – Andrew Goodwin (**Resolution 11**);
 - (ii) *200,000 Performance Rights* – Michael Quinert (**Resolution 12**); and
 - (iii) *400,000 Performance Rights* – Warwick Grigor (**Resolution 13**).
- (d) The material terms of the Incentive Rights are set out in Section 12.1 with additional terms included in Schedule 4 of this Notice.
- (e) the Incentive Rights will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver

or modification of the Listing Rules) and it is intended that the grant of all Incentive Rights will occur on one date;

- (f) the issue price will be nil per Incentive Security;
- (g) the purpose of the issue is to incentivise Messrs Goodwin, Quinert and Grigor to grow shareholder value without putting any burden on the Company's cash position;
- (h) The current total remuneration package received by each Director is:

Director	Remuneration Package
Andrew Goodwin (Resolution 11)	\$147,142
Michael Quinert (Resolution 12)	\$35,000
Warwick Grigor (Resolution 13)	\$120,000

- (i) the Incentive Rights will not be issued under an agreement.

GLOSSARY

\$ means Australian dollars.

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

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

Annual Report means the annual financial of the Company which includes the Director's declaration, the Directors' report, the Remuneration Report, the financial report and Auditor's report in respect to the financial year ended 30 June 2021.

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

ASX Listing Rules means the Listing Rules of ASX.

Auditor's Report means the auditor's report on the Financial Report.

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; or
- (b) has the meaning given in section 9 of the Corporations Act.

Company means First Graphene Limited (ACN 007 870 760).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Directors' Report means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company.

Employee Performance Right means a Performance Right which was issued to employees of the Company and for which ratification is being sought in Resolution 6.

Explanatory Statement means the explanatory statement accompanying the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company.

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.

Listed Option means a quoted Option in the Company's existing quoted Option class, ASX:FGROC, with the terms and conditions set out in Schedule 1;

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 which, subject to its terms, could convert to a Share.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the Remuneration Report of the Company in respect of the financial year ended 30 June 2021 contained in the Directors' Report.

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.

Spill Meeting has the meaning given in Section 2.

Spill Resolution has the meaning given in Section 2.

SCHEDULE 1 – TERMS AND CONDITIONS OF LISTED OPTIONS

The material terms of the Listed Options are set out below:

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (i), the exercise price per Listed Option (**Exercise Price**) will be:

- (i) \$0.20 if exercised after 8 August 2019 but on or before 8 August 2020; and
- (ii) \$0.25 if exercised after 8 August 2020 but on or before 8 August 2021.

(c) **Expiry Date**

Each Listed Option will expire at 5:00 pm (WST) on the date which is 8 August 2021 (**Expiry Date**). A Listed Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

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

(e) **Notice of Exercise**

The Listed Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Listed Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Listed 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 Listed Option being exercised in cleared funds (**Exercise Date**).

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

Within 15 Business Days after the later of the following:

- (i) the Exercise Date; and
- (ii) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,

but in any case no later than 20 Business Days after the Exercise Date, the Company will:

- (iii) issue the number of Shares required under these terms and conditions in respect of the number of Listed Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (iv) 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
- (v) 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 Listed Options.

If a notice delivered under (g)(iv) 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 Listed 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 a Listed Option holder 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 Listed Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Listed Options without exercising the Listed Options.

(k) **Change in exercise price**

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

(l) **Transferability**

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

(m) **ASX Compliance**

The terms of the Listed Options may be amended in order to comply with the ASX Listing Rules.

SCHEDULE 2 – TERMS AND CONDITIONS OF EMPLOYEE PERFORMANCE RIGHTS

The material terms of the Performance Rights are as follows:

- (a) 60,000 Performance Rights vest on 23 March 2022, 60,000 Performance Rights vest on 19 April 2022 and 60,000 Performance Rights vest on 13 September 2022, subject to the holders continuing employment with the Company or any entity associated with the Company (**Vesting Conditions**);
- (b) each of the Performance Rights are exercisable into Shares for nil consideration, subject to satisfaction of the Vesting Conditions. Shares issued upon exercise will rank equally with all existing fully paid ordinary shares issued by the Company;
- (c) 60,000 Performance Rights expire on 23 March 2026, 60,000 Performance Rights expire on 19 April 2026 and 60,000 Performance Rights expire on 30 September 2026;
- (d) the Performance Rights do not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise;
- (e) the Performance Rights do not entitle the holder to participate in the surplus profits or assets of the Company upon winding up;
- (f) if a change of control occurs, the number of Performance Rights that is equal to not more than 10% of the Shares on issue immediately following conversion under this paragraph will convert into an equivalent number of Shares;
- (g) the Performance Rights do not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends; and
- (h) a Performance Right does not entitle a holder (in their capacity as a holder of a Performance Right) to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.

SCHEDULE 3 – TERMS OF INCENTIVE AWARD PLAN

(a) **Eligibility**

The Board may invite full or part time employees and directors (excluding non-executive 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.

SCHEDULE 4 – TERMS AND CONDITIONS OF DIRECTOR PERFORMANCE RIGHTS

The material terms of the Director Performance Rights are as follows:

- (a) the Performance Rights do not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise;
- (b) the Performance Rights are non-transferable (and consequently will not be quoted on ASX or any other exchange);
- (c) the Performance Rights do not entitle the holder to participate in the surplus profits or assets of the Company upon winding up;
- (d) if a change of control occurs, the number of Performance Rights that is equal to not more than 10% of the Shares on issue immediately following conversion under this paragraph will convert into an equivalent number of Shares;
- (e) the Performance Rights do not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends;
- (f) Subdivision 83A-C of the Income Tax Assessment Act 1997 (Cth), which enables tax deferral on Performance Rights, will apply to these Performance Rights; and
- (g) a Performance Right does not entitle a holder (in their capacity as a holder of a Performance Right) to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.

INSTITUTIONAL PLACEMENT TO UNDERWRITE GROWTH STRATEGY

First Graphene Ltd (ASX:FGR) (First Graphene or the Company) is pleased to announce that it has entered into a Share Placement Agreement (the Agreement) with the institutional investor Specialty Materials Investments, LLC (the Investor). The Agreement secures a funding of \$8,000,000 for the Company, as set out below.

The placement will be made by way of the Investor prepaying a lump sum of \$5,000,000 for \$5,300,000 worth of the Company's ordinary shares (Placement Shares). Additionally, the Company will have the option (but no obligation) to require the Investor to subscribe for an additional \$3,180,000 worth of Placement Shares on payment of \$3,000,000 in subscription proceeds. The Company may exercise this option at any time prior to 1 September 2021, and if the Company exercises this option, the Investor will be required to pay the subscription proceeds no later than 30 November 2021. The Company will issue the Placement Shares in relation to all or part of each of the above investments on the Investor's request, during the period ending 24 months after the date of the investment. The number of shares so issued by the Company will be determined by applying the Purchase Price (as set out below) to the subscription amount. The Purchase Price will initially be equal to \$0.30 per share and will reset after 10 August 2021 to the average of the five daily volume-weighted average prices selected by the Investor during the 20 consecutive trading days immediately prior to the date of the Investor's notice to issue shares, rounded down to the next half a cent if the share price is at below 50 cents and whole cent if the share price is at above 50 cents, with no discount applicable to this formula. To the extent that Placement Shares are issued after six months, or 12 months, the Investor will receive a discount of, respectively, 3% or 6% to the foregoing Purchase Price formula.

The Purchase Price will be the subject of a Floor Price of \$0.16. If the Purchase Price formula were to result in a purchase price that is less than the Floor Price, the Company may refuse to issue shares and instead opt to repay the relevant subscription amount in cash (with a 5% premium), subject to the Investor's right to receive Placement Shares at the Floor Price in lieu of such cash repayment. The Purchase Price will not be the subject of a cap.

The Company has retained the right (but has no obligation) to repay the subscription amount in cash in lieu of issuing shares by way of a repayment of the subscription amount together with the difference between the market price of the shares and the Purchase Price (if any) in relation to the shares that would otherwise have been issued.

The Company will make an initial issuance of 2.8 million Placement Shares to the Investor at the time of the funding of the placement, towards the ultimate number of Placement Shares to be issued. Alternatively, in lieu of applying these shares towards the aggregate number of the Placement Shares to be issued by the Company, the Investor may make a further payment to the Company equal to the value of these shares determined using the Purchase Price at the time of the payment.

The Company has agreed to issue 1,021,276 shares in satisfaction of a fee payable in relation to the investment.

The Company's Chairman commented, *"We are pleased to secure the \$5m institutional placement, with an option to secure another \$3m towards the end of 2021 This placement underwrites the growth strategy being pursued under the direction of the recently*

appointed CEO, Michael Bell, and the expected demand for PureGRAPH®. The funds are being provided by Specialty Materials Investments LLC, a US-based investor that has a clear understanding of the strong upside potential that is offered by graphene generally, and specifically, the placement is an acknowledgement of First Graphene's commanding position in the sector."

Investors

Michael Bell

Managing Director and CEO

First Graphene Limited

michael.bell@firstgraphene.net

+ 61 1300 660 448

Media

Simon Shepherdson

General Manager Media

Spoke Corporate

simon@spokecorporate.com

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ACQUISITION OF GREEN HYDROGEN CAVITATION PATENTS

HIGHLIGHTS

- **First Graphene acquires patents to hydrocarbon conversion technology from Kainos Innovation**
- **One-step hydrodynamic cavitation process converts petroleum feedstock to battery grade graphite, graphene and green hydrogen**
- **Sets pathway to provide oil and gas sector with diversified green energy options to help meet demand of growing EV market**
- **Patents recently granted by the US Patent Office**

First Graphene Limited (ASX:FGR; “First Graphene” or “the Company”) is pleased to announce its successful acquisition of patents from UK-based research and development partner Kainos Innovation Limited (Kainos).

The part cash, part stock acquisition includes an initial cash payment of £25,000 and a share allotment of 200,000 shares with a voluntary trading escrow for 12 months, and finally a milestone cash payment of £25,000 linked to the completion of Patent grants.

The development comes after First Graphene successfully partnered with Kainos in late 2020, to secure a UK Government Sustainable Innovation Fund grant to progress a pathway from hydrocarbons to green hydrogen and battery grade materials. The acquired patents consist of two patent families filed in multiple global regions. Patents have already been fully granted by the US Patent Office for both families.

Research conducted by the Company in their laboratories at the Graphene Engineering and Innovation Centre in Manchester (GEIC) successfully demonstrated Hydrodynamic Cavitation Technology can efficiently produce graphite materials and green hydrogen in a single step process. In a recent white paper, the Company detailed how the technology produces hydrogen in an exothermic process which is thermodynamically favourable versus any known competitive route. The technology can be used at oil refineries where feedstocks and petroleum engineering capabilities are readily available, and products can be captured for downstream use.

As well as generating green hydrogen, which can be used as clean energy to feed back into refining, the researchers found high quality graphene and graphite is produced.

Demand for battery grade graphite materials – made from natural and synthetic graphite – are on the rise for their use in battery anodes and coated cathodes.

According to market research published by MarketsandMarkets, lithium-ion battery anode markets will be worth US\$21 billion by 2026 growing at CAGR of 19.9%, driven primarily by rising demand for battery and plug-in hybrid electric vehicles.

The largest market for lithium-ion battery anode is anticipated to be Asia Pacific, where demand is growing strongly due to increased industrial application of lithium-ion batteries along with innovation and technology advances in anode materials.

First Graphene Managing Director and CEO Michael Bell said the Company's acquisition sent a signal to the global oil and gas sector that material technology can help diversify energy sources.

"The technology we have developed and are now ready to commercialise has been proven through applied research to return a number of benefits and opportunities, particularly to the oil and gas sector. We see this technology as a potential win for petroleum companies looking towards energy transition, including alternative forms of energy to power their own operations."

"Additionally, as EV popularity in the automotive segment grows, there will be a spike in the need for graphite materials associated with battery production."

"As a market maker, First Graphene is now in a strong position to pursue joint venture arrangements to produce graphite battery anodes or battery grade materials for downstream use, aligned with our Energy Storage market segment."

Investors

Michael Bell

Managing Director and CEO

First Graphene Limited

michael.bell@firstgraphene.net

+ 61 1300 660 448

Media

Simon Shepherdson

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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 Tuesday, 23 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:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



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>.

Contact	Return your completed form			All enquiries to Automic		
	BY MAIL	IN PERSON	BY EMAIL	WEBCHAT		
	Automic GPO Box 5193 Sydney NSW 2001	Automic Level 5, 126 Phillip Street Sydney NSW 2000	meetings@automicgroup.com.au	https://automic.com.au/		
			BY FACSIMILE +61 2 8583 3040	PHONE 1300 288 664 (Within Australia) +61 2 9698 5414 (Overseas)		

STEP 1: Appoint Your Proxy	Complete and return this form as instructed only if you do not vote online																													
	I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of First Graphene Limited, to be held at 3.00pm (AWST) on Thursday, 25 November 2021 at Melbourne Hotel, 33 Milligan St, Perth WA 6000 hereby:																													
	Appoint the Chairman of the Meeting (Chair) OR if you are not appointing the Chairman of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.																													
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<p>The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.</p> <p>Unless indicated otherwise by ticking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.</p> <p>AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS</p> <p>Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1 and 9 - 13 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 9 - 13 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.</p>																														

STEP 2: Your Voting Direction	Resolutions	For	Against	Abstain	Resolutions	For	Against	Abstain	
	1. Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8. Ratification of Prior Issue of Shares to Kainos Innovation Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
	2. Re-Election of Director – Dr Andrew Goodwin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9. Adoption of Incentive Awards Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
	3. Re-Election of Director – Mr Michael Quinert	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10. Approval of Issue of Performance Rights to Michael Bell, Director of The Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
	4. Ratification of Prior Share Issue to Employees in Consideration for Services	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11. Approval of Issue of Performance Rights to Andrew Goodwin, Director of The Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
	5. Ratification of Prior Issue of Shares and Listed Options to Global Discovery Group, Inc	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. Approval of Issue of Performance Rights to Michael Quinert, Director of The Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
	6. Ratification of Prior Issue of Performance Rights to Employees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. Approval of Issue of Performance Rights to Warwick Grigor, Director of The Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
	7. Ratification of Prior Issue of Shares to Specialty Materials Investments, Llc	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
	<p>Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.</p>								

STEP 3: Sign Here + Contact Details	SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED																										
	Individual or Securityholder 1	Securityholder 2	Securityholder 3																								
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<p>By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).</p>																											