



ASX ANNOUNCEMENT

29 April 2022

Dear Shareholder

Annual General Meeting

The Company's Annual General Meeting is scheduled to be held on Tuesday, 31 May 2022 at 2.00pm (WST) (**Meeting**).

By virtue of the Corporations Amendment (Meetings and Documents) Act 2021, the Company will not be sending hard copies of the Notice of Meeting to shareholders. The Notice of Meeting can be viewed and downloaded from the Company's website at <https://www.dlti.com.au/resource/asx-announcements/>.

Please refer to the Proxy Form enclosed for instructions on how to lodge your proxy votes and refer to the Notice of Meeting for details on how to access the online meeting platform and how to participate in the virtual Meeting.

Alternatively, a complete copy of the important Meeting documents has been posted on the Company's ASX market announcements page.

Shareholders who have a nominated email address and have elected to receive electronic communications from the Company, will receive an email to the nominated email address with a link to an electronic copy of the important Meeting documents.

If you are unable to access any of the important Meeting documents online and would like to receive a hard copy, please contact the Company Secretary, Stephen Buckley, on +61 8 6189 1155 or via email at stephen.buckley@dlti.com.

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

Sincerely

Stephen Buckley

Company Secretary

-ENDS-

This announcement has been authorised for release by the Board of Delta Drone International Limited.

About Delta Drone International

Delta Drone International is a multi-national drone-based data service and technology solutions provider for the mining, agricultural and engineering industries. It provides aerial surveying and mapping, security and surveillance, and blast monitoring and fragment analysis through a fully-outsourced service with AI and fast data turnaround that allows enterprise customers to focus on operations on the ground while Delta Drone International takes care of everything in the air.

www.dlfi.com.au

DELTA DRONE INTERNATIONAL LIMITED

ACN 618 678 701

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 2.00pm (WST)

DATE: 31 May 2022

PLACE: By Virtual Meeting Facility

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

Details on how to access the virtual Meeting are set out in this Notice.

For the purpose of Section 249RA of the Corporations Act, the place at which the Meeting of the Company is held is taken to be:

75 Thomas Street, Subiaco WA 6008.

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 2.00pm WST on Sunday, 29 May 2022.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of the Shareholders of Delta Drone International Limited (the **Company**) will be held through the Virtual Meeting Facility on Tuesday, 31 May 2022 commencing at 2.00pm WST (the **Meeting**).

Through the Virtual Meeting Facility, Shareholders will be able to participate in the meeting by listening, asking questions and voting on the resolutions. Shareholders are strongly encouraged to cast their vote by proxy prior to the Meeting in accordance with the instructions set out on page 6 of this Notice to ensure their votes are counted. Further information on how to participate and vote during the Meeting via the Virtual Meeting Facility is set out on page 7 of this Notice.

The Explanatory Memorandum that accompanies this Notice provides additional information on the matters to be considered at the Meeting. The Explanatory Memorandum and Proxy Form are part of this Notice.

Should circumstances further change between the date of this Notice of Meeting and the proposed time of the Meeting, the Directors will further update Shareholders with the proposed next steps.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 31 December 2021 together with the declaration of the directors, 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 ordinary resolution**:

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 31 December 2021."

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

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

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – NICOLAS CLERC

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

"That Nicolas Clerc, being a Director of the Company, who retires by rotation in accordance with clause 14.2 of the Company's Constitution, and being eligible, offers himself for re-election, be re-elected as a Director of the Company."

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – CLIVE DONNER

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

"That, Clive Donner, being a Director of the Company, who retires in accordance with clause 14.4 of the Company's Constitution, and being eligible,

offers himself for re-election, be re-elected as a Director of the Company in accordance with ASX Listing Rule 14.4 and clauses 14.3 and 14.4 of the Company's Constitution."

5. RESOLUTION 4 – APPROVAL OF 7.1A MANDATE

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

"That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement."

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

6. RESOLUTION 5 – APPROVAL OF SOUTH AFRICAN EMPLOYEE INCENTIVE PLAN

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

"That, for the purposes of ASX Listing Rule 7.2, Exception 13(b) and for all other purposes, approval is given for the Company to issue up to a maximum of 15,000,000 securities under the Delta Drone South African Employee Incentive Plan as an exception to ASX Listing Rule 7.1, as set out in the Explanatory Statement."

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

7. RESOLUTION 6 – ISSUE OF PERFORMANCE RIGHTS TO CHRISTOPHER CLARK AS A DIRECTOR

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, approval is given for the Company to issue 8,000,000 Performance Rights to Christopher Clark, on the terms and conditions set out in the Explanatory Statement."

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

8. RESOLUTION 7 – ISSUE OF PERFORMANCE RIGHTS TO EDEN ATTIAS AS A DIRECTOR

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, approval is given for the Company to issue 2,500,000 Performance Rights to Eden Attias, on the terms and conditions set out in the Explanatory Statement."

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

9. RESOLUTION 8 – ISSUE OF PERFORMANCE RIGHTS TO CLIVE DONNER AS A DIRECTOR

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, approval is given for the Company to issue 1,500,000 Performance Rights to Clive Donner, on the terms and conditions set out in the Explanatory Statement."

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

10. RESOLUTION 9 – ISSUE OF PERFORMANCE RIGHTS TO STEPHEN GORENSTEIN AS A DIRECTOR

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, approval is given for the Company to issue 500,000 Performance Rights to Stephen Gorenstein, on the terms and conditions set out in the Explanatory Statement.”

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

11. RESOLUTION 10 – ISSUE OF OPTIONS TO CHRISTOPHER CLARK AS A DIRECTOR

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, approval is given for the Company to issue 2,000,000 Options to Christopher Clark, on the terms and conditions set out in the Explanatory Statement.”

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

12. RESOLUTION 11 – ISSUE OF OPTIONS TO CLIVE DONNER AS A DIRECTOR

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, approval is given for the Company to issue 500,000 Options to Clive Donner, on the terms and conditions set out in the Explanatory Statement.”

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

13. RESOLUTION 12 – ISSUE OF OPTIONS TO STEPHEN GORENSTEIN AS A DIRECTOR

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, approval is given for the Company to issue 500,000 Options to Stephen Gorenstein, on the terms and conditions set out in the Explanatory Statement.”

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

14. RESOLUTION 13 – ISSUE OF OPTIONS TO EDEN ATTIAS AS A DIRECTOR

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, approval is given for the Company to issue 1,000,000 Options to Eden Attias, on the terms and conditions set out in the Explanatory Statement.”

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

Dated: 27 April 2022

By order of the Board



Stephen Buckley, Company Secretary

Voting Prohibition Statements

<p>Resolution 1 – Adoption of Remuneration Report</p>	<p>A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:</p> <ul style="list-style-type: none"> a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or b) a Closely Related Party of such a member. <p>However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:</p> <ul style="list-style-type: none"> a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or b) the voter is the Chair and the appointment of the Chair as proxy: <ul style="list-style-type: none"> i. does not specify the way the proxy is to vote on this Resolution; and ii. expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
<p>Resolution 5 – Approval of South African Employee Incentive Plan</p> <p>Resolution 6 – Issue of Performance Rights to Christopher Clark as a Director</p> <p>Resolution 7 – Issue of Performance Rights to Eden Attias as a Director</p> <p>Resolution 8 – Issue of Performance Rights to Clive Donner as a Director</p> <p>Resolution 9 – Issue of Performance Rights to Stephen Gorenstein as a Director</p> <p>Resolution 10 – Issue of Options to Christopher Clark as a Director</p> <p>Resolution 11 – Issue of Options to Clive Donner as a Director</p> <p>Resolution 12 – Issue of Options to Stephen Gorenstein as a Director</p> <p>Resolution 13 – Issue of Options to Eden Attias as a Director</p>	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Voting Exclusion Statements

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

Resolution 4 – Approval of 7.1A Mandate	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 5 – Approval of South African Employee Incentive Plan	A person who is eligible to participate in the South African Employee Incentive Plan or an Associate of those persons.
Resolution 6 – Issue of Performance Rights to Christopher Clark as a Director	Christopher Clark and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of Christopher Clark or those persons.
Resolution 7 – Issue of Performance Rights to Eden Attias as a Director	Eden Attias and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of Eden Attias or those persons.
Resolution 8 – Issue of Performance Rights to Clive Donner as a Director	Clive Donner and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of Clive Donner or those persons.
Resolution 9 – Issue of Performance Rights to Stephen Gorenstein as a Director	Stephen Gorenstein and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of Stephen Gorenstein or those persons.
Resolution 10 – Issue of Options to Christopher Clark as a Director	Christopher Clark and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of Christopher Clark or those persons.
Resolution 11 – Issue of Options to Clive Donner as a Director	Clive Donner and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of Clive Donner or those persons.
Resolution 12 – Issue of Options to Stephen Gorenstein as a Director	Stephen Gorenstein and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of Stephen Gorenstein or those persons.
Resolution 13 – Issue of Options to Eden Attias as a Director	Eden Attias and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of Eden Attias or 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 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 the directions given by the beneficiary to the holder to vote in that way.

How to vote

The Company has decided to hold the Meeting as a virtual meeting. You may vote by proxy or via the Virtual Meeting Facility.

Voting by proxy

The Company intends to conduct the Meeting virtually via Automic's platform. Shareholders are strongly encouraged to vote by lodging a directed proxy appointing the Chair as early as possible and in any event prior to the cut-off for proxy voting as set out in the Notice. Proxy forms can be lodged as below:

- In person at Automic, Level 5, 126 Phillip Street, Sydney NSW 2000;
- By post to Automic, GPO Box 5193, Sydney NSW 2001;
- By facsimile to +61 (0)2 8583 3040;
- By scan and email to meetings@automicgroup.com.au; or
- By following the directions on the Proxy Form.

All proxy forms must be received by the Company not later than **2.00pm WST on Sunday, 29 May 2022**.

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.

In addition:

- if a proxy is given by a body corporate, a Proxy Form must be executed in writing under the common seal of the corporation or otherwise in accordance with section 127 of the Corporations Act or signed by an attorney;
- if a proxy is given by a natural person, a Proxy Form must be executed under the hand of that person or that person's attorney;

- to be effective, the Proxy Form and the power of attorney or other authority (if any) under which it is signed or a certified copy, must be received by the Company at least 48 hours before the time for holding the Meeting or any adjourned Meeting;
- if a Shareholder appoints the Chair as the Shareholder's proxy and does not specify how the Chair is to vote, the Chair will vote, as proxy for that Shareholder, in favour of or against each resolution as set out in the Explanatory Statement;
- a Shareholder that is a body corporate may appoint an individual as its representative to exercise all or any of the powers the body corporate may exercise at the Meeting (the appointment may be a standing one); and
- any Proxy Form received after this deadline will be treated as invalid.

Personal Representative

To vote by personal representative, please forward the authority under which the personal representative has been appointed (or a certified copy of the authority) to the address set out above for the return of Proxy Forms so that it is received no later than **2.00pm WST on Sunday, 29 May 2022**.

Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or Share Registry in advance of the Meeting. An appointment of corporate representative form can be obtained by via the Company's share registry website – www.automicgroup.com.au.

Voting Virtually and Webcast

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

Shareholders will be able to vote and ask questions at the virtual Meeting. Shareholders are also encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to the Company Secretary at stephen.buckley@dlti.com at least 48 hours before the Meeting.

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

To attend the Meeting virtually please follow the instructions below on your computer, tablet or smartphone. Online registration will open 30 minutes before the meeting. To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready.

Proxyholders will need to contact Automic prior to the meeting to obtain their login details.

Attending the Meeting virtually

To access the virtual Meeting:

1. Open your internet browser and go to investor.automic.com.au
2. Login with your username and password or click "**register**" if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**

3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on “**Register**” when this appears. Alternatively, click on “**Meetings**” on the left hand menu bar to access registration.
4. Click on “**Register**” and follow the steps
5. Click on the URL to join the webcast where you can view and listen to the virtual meeting
6. Once the Chair of the Meeting has declared the poll open for voting click on “**Refresh**” to be taken to the voting screen
7. Select your voting direction and click “**confirm**” to submit your vote. **Note that you cannot amend your vote after it has been submitted**

You can view the meeting live, ask questions verbally or via a live text facility and cast votes at the appropriate times while the meeting is in progress.

How do I create an account with Automic?

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

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

The Company strongly recommends Shareholders to lodge a directed proxy as soon as possible in advance of the Meeting even if they are planning to attend the Meeting online.

In addition, the Company is happy to accept and answer questions submitted at least 2 business days prior to the meeting by email directed to david@4dsmemory.com.

Please note that if you have previously submitted a Proxy Form, your online attendance at the Meeting will revoke your proxy's authority to vote, unless you inform the Company otherwise prior to commencement of the Meeting, in which case, your authority to vote at the Meeting is suspended while your proxy is present.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6189 1155.

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.

Shareholders should read this statement and the Notice in full before deciding how to vote on the Resolutions set out in the Notice. All resolutions to be considered at the Meeting will be decided by poll based on both proxy votes received prior to the commencement of the Meeting and votes cast via the online voting facility during the Meeting. Shareholders are encouraged to cast their vote by proxy prior to the Meeting in accordance with the instructions set out on page 6 of this Notice.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 31 December 2021 together with the declaration of the directors, the Directors' Report, the Remuneration Report and the auditor's report.

There is no requirement for shareholders to vote on these statements and reports. Shareholders will be given a reasonable opportunity to raise questions and make comments on these reports and on the management of the Company at the Meeting.

Representatives of the Company's auditor will be present for discussion purposes on matters of relevance to the audit.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.dlti.com.au/resource/financials/

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the company's 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 a company's remuneration arrangements for its directors and senior management. The remuneration report is part of the directors' report contained in the annual financial report of a company for a financial year.

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

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.

The Remuneration Report for the financial year ended 31 December 2020 did not receive a vote of more than 25% against its adoption at the Company's 2021 annual general meeting held on 24 June 2021. Accordingly, if at least 25% of the votes cast on Resolution 1 are against adoption of the Remuneration Report it will not result in the Company putting a Spill Resolution to Shareholders.

2.1 Directors' Recommendation

The Board recommends that Shareholders vote in favour of Resolution 1. The Board encourages Shareholders to apply the same level of diligence to voting on this Resolution as for the binding Resolutions. The Chair of the Meeting intends to vote all available proxies in favour of this Resolution 1.

3. RESOLUTION 2 – RE-ELECTION OF NICOLAS CLERC

3.1 General

Pursuant to the clause 14.2 of the Company's Constitution, at the Company's annual general meeting in every year, one-third of the Directors for the time being shall retire from office. A retiring director may stand for re-election.

For this reason, Nicolas Clerc retires by way of rotation and, being eligible, offers himself for re-election as a Director.

3.2 Election of Nicolas Clerc

Mr Clerc, who has served as a Director since 8 April 2021, retires by rotation and seeks re-election.

(a) Qualifications and other material directorships

Nicholas has an Advanced Degree in Accounting and Management and 20 years' experience in accounting and audit firms including PriceWaterhouseCoopers and TEOREM. He joined the Delta Drone group in September 2017 as Group Administrative and Finance Director.

(b) Independence

If elected, the Board considers that Mr Clerc will not be an independent director.

3.3 Directors' Recommendation

The Directors support the re-election of Mr Clerc and recommend that Shareholders vote in favour of this Resolution 2.

4. RESOLUTION 3 – RE-ELECTION OF CLIVE DONNER

4.1 General

Pursuant clauses 14.3 and 14.4 of the Company's Constitution, Clive Donner, being eligible, offers himself for re-election as a Director.

4.2 Election of Clive Donner

Mr Donner, having been appointed by the Board as a Director on 14 July 2021, seeks re-election.

(a) Qualifications and other material directorships

Clive is the founding Managing Director of the LinQ Group, a boutique investment bank he founded in 2004 with specialist skills in mining and resources, technology and the property development sectors. Mr Donner has substantial private equity and debt skills having served as a former director of NM Rothschild and Sons (Australia) Limited, one of the world's preeminent project finance and advisory banking institutions and a senior

executive of Citibank Group for the nine years prior to that. He founded and managed several mining private equity funds and property funds.

Mr Donner has over 40 years' commercial experience in both Australia and internationally in both debt and equity including: private equity, funds management, corporate and project financing, capital raising, investment advising and evaluation of companies across several sectors.

Mr Donner has a Bachelor of Commerce degree from the University of Natal in South Africa and presently participates on a number of private philanthropic organisations in Australia and overseas.

(b) **Independence**

If elected the Board considers that Mr Donner is an independent director.

4.3 Directors' Recommendation

The Directors support the re-election of Mr Donner and recommend that Shareholders vote in favour of this Resolution 3.

5. RESOLUTION 4 – APPROVAL OF 7.1A MANDATE

5.1 General

ASX Listing Rule 7.1A provides that an Eligible Entity may seek shareholder approval by special resolution passed at an annual general meeting to have the capacity to issue up to that number of Equity Securities equal to 10% of its issued capital (**10% Placement Capacity**) without using that company's existing 15% annual placement capacity granted under ASX Listing Rule 7.1.

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without 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.

Under ASX Listing Rule 7.1A, however, an Eligible Entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10%.

An 'Eligible Entity' means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less. The Company is not included in the S&P/ASX 300 index and has a market capitalisation of \$300 million or less and is therefore an Eligible Entity for these purposes.

This Resolution 4 seeks shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in ASX Listing Rule 7.1A to issue Equity Securities up to the combined 25% limit in ASX Listing Rules 7.1 and 7.1A without any further shareholder approval.

If this Resolution 4 is passed, the Company will be able to issue equity securities up to the combined 25% limit in ASX Listing Rules 7.1 and 7.1A without any further shareholder approval.

If Resolution 4 is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without shareholder approval provided for in ASX Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without shareholder approval set out in ASX Listing Rule 7.1.

This Resolution 4 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 4 for it to be passed.

5.2 Technical information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 4:

(a) **Date of Issue**

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting;
- (ii) the time and date of the Company's next Annual General Meeting; and
- (iii) (the time and date of approval by Shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking), or such longer period if allowed by ASX,

(10% Placement Capacity Period).

(b) **Minimum Price**

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 trading days of the date in the section 7.2 (b)(i) of this Notice, the date on which the Equity Securities are issued.

(c) **Purpose of Issue under 10% Placement Capacity**

The Company may issue Equity Securities under the 10% Placement Capacity for cash consideration in which case the Company intends to use funds raised to accelerate its drones as a services strategy.

(d) **Risk of voting dilution**

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 4 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the market price of Shares and the number of Equity Securities on issue as at 5 April 2022.

There is a risk that the market price for the Shares may be significantly lower on the issue date than on the date of approval under rule 7.1A; and the Shares may be issued at a price that is a discount to the market price for the Shares on the issue date.

The table below also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic

dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on issue (Variable 'A' in ASX Listing Rule 7.1A2)	Potential Dilution and Funds Raised			
	Issue Price (per Share)	\$0.01 (50% decrease in Issue Price)	\$0.02 (Issue Price)	\$0.03 (50% increase in Issue Price)
Variable A 511,604,932	Shares issued – 10% voting dilution	51,160,493	51,160,493	51,160,493
	Funds raised	\$511,604.93	\$1,023,209.86	\$1,534,814.79
(50% increase in Variable A) 767,407,398	Shares issued – 10% voting dilution	76,740,739	76,740,739	76,740,739
	Funds raised	\$767,407.39	\$1,534,814.78	\$2,302,222.17
(100% increase in Variable A) 1,023,209,864	Shares issued – 10% voting dilution	102,320,986	102,320,986	102,320,986
	Funds raised	\$1,023,209.86	\$2,046,419.72	\$3,069,629.58

(e) **Allocation policy under the 10% Placement Capacity**

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and

- (vi) advice from corporate, financial and broking advisers (if applicable).

Furthermore, if the Company is successful in acquiring new resources, assets or investments, it is likely that the recipients under the 10% Placement Capacity will be vendors of the new resources, assets or investments.

(f) **Equity Securities under ASX Listing Rule 7.1A.2**

The Company previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its annual general meeting held on 24 June 2021.

The Company has not issued or agreed to issue Equity Securities under ASX Listing Rule 7.1A.2 in the 12 months preceding the Meeting.

(g) **Compliance with ASX Listing Rules 7.1A.4 and 3.10.3**

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it must:

- (i) state in its announcement of the proposed issue under ASX Listing Rule 3.10.3 or in its application for quotation of the securities under ASX Listing Rule 2.7 that the securities are being issued under ASX Listing Rule 7.1A; and
- (ii) give to ASX immediately after the issue a list of names of the persons to whom the entity issued the equity securities and the number of equity securities issued to each. This list is not for release to the market.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.3 upon issue of any Equity Securities.

5.3 Voting Exclusion

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 4.

5.4 Directors Recommendation

The Directors consider the approval of the 10% Placement Capacity to be in the best interests of the Company and recommend that Shareholders vote in favour of Resolution 4 to give effect to the approval.

6. RESOLUTION 5 – APPROVAL OF THE SOUTH AFRICAN EMPLOYEE INCENTIVE PLAN

6.1 General

This Resolution 5 seeks shareholder approval for the proposed approval of the Employee Incentive Plan for the purposes of ASX Listing Rule 7.2, Exception 13(b).

6.2 ASX Listing Rule 7.1

Subject to certain exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without 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.

Under ASX Listing Rule 7.2, Exception 13(b), an issue of securities under an employee incentive scheme is excluded from the 15% capacity limit imposed by ASX Listing Rule 7.1 if the issue is made under an employee incentive scheme that was approved by the entity's Shareholders within 3 years before the date of issue.

If this Resolution 5 is passed, securities issued under the Employee Incentive Plan over the next 3 years from the date of the Meeting will be treated as having been made

with the approval of Shareholders for the purposes of ASX Listing Rule 7.1 and will be excluded from the 15% capacity limit. If Resolution 5 is not passed, any securities issued under the Employee Incentive Plan that exceed the 15% limit in ASX Listing Rule 7.1 will require the approval of Shareholders, unless the issue falls within one of the exceptions in ASX Listing Rule 7.2.

6.3 Information required by ASX Listing Rule 7.2, Exception 13(b)

Pursuant to and in accordance with ASX Listing Rule 7.2, Exception 13(b), the following information is provided in relation to Resolution 5:

- (a) a summary of the terms of the South African Employee Incentive Plan is set out in Schedule 1 to this Notice of Meeting;
- (b) no securities have previously been issued under the South African Employee Incentive Plan;
- (c) the maximum number of securities proposed to be issued under the South African Employee Incentive Plan is 15,000,000; and
- (d) a voting exclusion statement is included in this Notice.

6.4 Directors' Recommendation

The Board recommends that Shareholders vote in favour of this Resolution 5. The Chair of the meeting intends to vote undirected proxies in favour of this resolution.

7. RESOLUTION 6 – ISSUE OF PERFORMANCE RIGHTS TO CHRISTOPHER CLARK AS A DIRECTOR

7.1 General

This Resolution 6 seeks shareholder approval for the proposed issue of 8,000,000 of Performance Rights to Christopher Clark, a Director of the Company, on the terms and conditions set out below.

7.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of Performance Rights to Christopher Clark constitutes giving a financial benefit and Christopher Clark is a related party of the Company by virtue of being a Director.

The Directors (other than Christopher Clark who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of Performance Rights because the agreement to issue the Performance Rights, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

7.3 ASX Listing Rule 10.11

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

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;

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

unless it obtains the approval of its shareholders.

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

Resolution 6 seeks the required Shareholder approval for the issue of the Performance Rights under and for the purposes of Listing Rule 10.11.

7.4 Technical information required by Listing Rule 14.1A

If Resolution 6 is passed, the Company will be able to proceed with the issue of the Performance Rights to Christopher Clark within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Performance Rights (because approval is being obtained under Listing Rule 10.11), the issue of the Performance Rights will not use up any of the Company's 15% annual placement capacity.

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of the Performance Rights.

7.5 Technical Information required by Listing Rule 10.13

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

- a) the Performance Rights will be issued to Christopher Clark, who falls within the category set out in Listing Rule 10.11.1 as Christopher Clark is a related party of the Company by virtue of being a Director;
- b) the maximum number of Performance Rights to be issued is 8,000,000 with one third allocated to each milestone as detailed in Schedule 4;
- c) the terms and conditions of the Performance Rights are set out in Schedule 2;
- d) the Performance 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);
- e) the issue price of the Performance Rights will be nil. The Company will not receive any other consideration in respect of the issue of the Performance Rights;
- f) the purpose of the issue of the Performance Rights is to provide a performance linked long term incentive component in the remuneration package for Christopher Clark to motivate and reward his performance as a Director and to provide cost effective remuneration to Christopher Clark, enabling the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Christopher Clark;
- g) the current total remuneration package for Christopher Clark is \$195,000 per annum, comprising of directors' fees/salary, together with additional reimbursement benefits. The Performance Rights have an estimated value of

\$160,000¹. and if the Options (which have been valued as per Schedule 5) the subject of Resolution 10 are also approved, the total estimated value of the Performance Rights and Options is \$178,600¹; and

- h) the Performance Rights are being issued to Christopher Clark as part of his remuneration package as a long-term performance incentive – the Board considers that Performance Rights are an appropriate form of incentive as they align remuneration with the long-term success of the Company, shareholder interests and current market practice.

7.6 Directors' Recommendation

The Board (excluding Christopher Clark who declines to give a recommendation due to his material personal interest in the matter) recommends that Shareholders vote in favour of this Resolution 6. The Chair of the meeting intends to vote undirected proxies in favour of this resolution.

8. RESOLUTION 7 – ISSUE OF PERFORMANCE RIGHTS TO EDEN ATTIAS AS A DIRECTOR

8.1 General

This Resolution 7 seeks shareholder approval for the proposed issue of 2,500,000 of Performance Rights to Eden Attias, a Director of the Company, on the terms and conditions set out below.

8.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of Performance Rights to Eden Attias constitutes giving a financial benefit and Eden Attias is a related party of the Company by virtue of being a Director.

The Directors (other than Eden Attias who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of Performance Rights because the agreement to issue the Performance Rights, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

8.3 ASX Listing Rule 10.11

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

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;

¹ The estimated value of the performance rights is based on a price per Share of \$0.02, being the closing price of the Company's Shares on 5 April 2022. The valuation of the options is set out in Schedule 5

- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

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

Resolution 7 seeks the required Shareholder approval for the issue of the Performance Rights under and for the purposes of Listing Rule 10.11.

8.4 Technical information required by Listing Rule 14.1A

If Resolution 7 is passed, the Company will be able to proceed with the issue of the Performance Rights to Eden Attias within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Performance Rights (because approval is being obtained under Listing Rule 10.11), the issue of the Performance Rights will not use up any of the Company's 15% annual placement capacity.

If Resolution 7 is not passed, the Company will not be able to proceed with the issue of the Performance Rights.

8.5 Technical Information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 7:

- a) the Performance Rights will be issued to Eden Attias, who falls within the category set out in Listing Rule 10.11.1 as Eden Attias is a related party of the Company by virtue of being a Director;
- b) the maximum number of Performance Rights to be issued is 2,500,000 with one third allocated to each milestone as detailed in Schedule 4;
- c) the terms and conditions of the Performance Rights are set out in Schedule 2;
- d) the Performance 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);
- e) the issue price of the Performance Rights will be nil. The Company will not receive any other consideration in respect of the issue of the Performance Rights;
- f) the purpose of the issue of the Performance Rights is to provide a performance linked long term incentive component in the remuneration package for Eden Attias to motivate and reward his performance as a Director and to provide cost effective remuneration to Eden Attias, enabling the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Eden Attias;
- g) the current total remuneration package for Eden Attias is \$185,000 per annum, comprising of directors' fees/salary, together with additional reimbursement benefits. The Performance Rights have an estimated value of \$50,000². and if the Options (which have been valued as per Schedule 5) the subject of

² The estimated value of the performance rights is based on a price per Share of \$0.02, being the closing price of the Company's Shares on 5 April 2022. The valuation of the options is set out in Schedule 5

Resolution 13 are also approved, the total estimated value of the Performance Rights and Options is \$59,300²; and

- h) the Performance Rights are being issued to Eden Attias as part of his remuneration package as a long-term performance incentive – the Board considers that Performance Rights are an appropriate form of incentive as they align remuneration with the long-term success of the Company, shareholder interests and current market practice.

8.6 Directors' Recommendation

The Board (excluding Eden Attias who declines to give a recommendation due to his material personal interest in the matter) recommends that Shareholders vote in favour of this Resolution 7. The Chair of the meeting intends to vote undirected proxies in favour of this resolution.

9. RESOLUTION 8 – ISSUE OF PERFORMANCE RIGHTS TO CLIVE DONNER AS A DIRECTOR

9.1 General

This Resolution 8 seeks shareholder approval for the proposed issue of 1,500,000 of Performance Rights to Clive Donner, a Director of the Company, on the terms and conditions set out below.

9.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of Performance Rights to Clive Donner constitutes giving a financial benefit and Clive Donner is a related party of the Company by virtue of being a Director.

The Directors (other than Clive Donner who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of Performance Rights because the agreement to issue the Performance Rights, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

9.3 ASX Listing Rule 10.11

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

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or

- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

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

Resolution 8 seeks the required Shareholder approval for the issue of the Performance Rights under and for the purposes of Listing Rule 10.11.

9.4 Technical information required by Listing Rule 14.1A

If Resolution 8 is passed, the Company will be able to proceed with the issue of the Performance Rights to Clive Donner within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Performance Rights (because approval is being obtained under Listing Rule 10.11), the issue of the Performance Rights will not use up any of the Company's 15% annual placement capacity.

If Resolution 8 is not passed, the Company will not be able to proceed with the issue of the Performance Rights.

9.5 Technical Information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 8:

- a) the Performance Rights will be issued to Clive Donner, who falls within the category set out in Listing Rule 10.11.1 as Clive Donner is a related party of the Company by virtue of being a Director;
- b) the maximum number of Performance Rights to be issued is 1,500,000 with one third allocated to each milestone as detailed in Schedule 4;
- c) the terms and conditions of the Performance Rights are set out in Schedule 2;
- d) the Performance 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);
- e) the issue price of the Performance Rights will be nil. The Company will not receive any other consideration in respect of the issue of the Performance Rights;
- f) the purpose of the issue of the Performance Rights is to provide a performance linked long term incentive component in the remuneration package for Clive Donner to motivate and reward his performance as a Director and to provide cost effective remuneration to Clive Donner, enabling the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Clive Donner;
- g) the current total remuneration package for Clive Donner is \$40,000 per annum, comprising of directors' fees/salary, together with additional reimbursement benefits. The Performance Rights have an estimated value of \$30,000³. and if the Options (which have been valued as per Schedule 5) the subject of Resolution 11 are also approved, the total estimated value of the Performance Rights and Options is \$34,650³; and

³ The estimated value of the performance rights is based on a price per Share of \$0.02, being the closing price of the Company's Shares on 5 April 2022. The valuation of the options is set out in Schedule 5

- h) the Performance Rights are being issued to Clive Donner as part of his remuneration package as a long-term performance incentive – the Board considers that Performance Rights are an appropriate form of incentive as they align remuneration with the long-term success of the Company, shareholder interests and current market practice.

9.6 Directors' Recommendation

The Board (excluding Clive Donner who declines to give a recommendation due to his material personal interest in the matter) recommends that Shareholders vote in favour of this Resolution 8. The Chair of the meeting intends to vote undirected proxies in favour of this resolution.

10. RESOLUTION 9 – ISSUE OF PERFORMANCE RIGHTS TO STEPHEN GORENSTEIN AS A DIRECTOR

10.1 General

This Resolution 9 seeks shareholder approval for the proposed issue of 500,000 of Performance Rights to Stephen Gorenstein, a Director of the Company, on the terms and conditions set out below.

10.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of Performance Rights to Stephen Gorenstein constitutes giving a financial benefit and Stephen Gorenstein is a related party of the Company by virtue of being a Director.

The Directors (other than Stephen Gorenstein who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of Performance Rights because the agreement to issue the Performance Rights, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

10.3 ASX Listing Rule 10.11

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

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

unless it obtains the approval of its shareholders.

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

Resolution 9 seeks the required Shareholder approval for the issue of the Performance Rights under and for the purposes of Listing Rule 10.11.

10.4 Technical information required by Listing Rule 14.1A

If Resolution 9 is passed, the Company will be able to proceed with the issue of the Performance Rights to Stephen Gorenstein within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Performance Rights (because approval is being obtained under Listing Rule 10.11), the issue of the Performance Rights will not use up any of the Company's 15% annual placement capacity.

If Resolution 9 is not passed, the Company will not be able to proceed with the issue of the Performance Rights.

10.5 Technical Information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 9:

- a) the Performance Rights will be issued to Stephen Gorenstein, who falls within the category set out in Listing Rule 10.11.1 as Stephen Gorenstein is a related party of the Company by virtue of being a Director;
- b) the maximum number of Performance Rights to be issued is 500,000 with one third allocated to each milestone as detailed in Schedule 4;
- c) the terms and conditions of the Performance Rights are set out in Schedule 2;
- d) the Performance 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);
- e) the issue price of the Performance Rights will be nil. The Company will not receive any other consideration in respect of the issue of the Performance Rights;
- f) the purpose of the issue of the Performance Rights is to provide a performance linked long term incentive component in the remuneration package for Stephen Gorenstein to motivate and reward his performance as a Director and to provide cost effective remuneration to Stephen Gorenstein, enabling the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Stephen Gorenstein;
- g) the current total remuneration package for Stephen Gorenstein is \$40,000 per annum, comprising of directors' fees/salary, together with additional reimbursement benefits. The Performance Rights have an estimated value of \$10,000⁴, and if the Options (which have been valued as per Schedule 5) the subject of Resolution 12 are also approved, the total estimated value of the Performance Rights and Options is \$14,650⁴; and
- h) the Performance Rights are being issued to Stephen Gorenstein as part of his remuneration package as a long term performance incentive – the Board considers that Performance Rights are an appropriate form of incentive as

⁴ The estimated value of the performance rights is based on a price per Share of \$0.02, being the closing price of the Company's Shares on 5 April 2022. The valuation of the options is set out in Schedule 5

they align remuneration with the long-term success of the Company, shareholder interests and current market practice.

10.6 Directors' Recommendation

The Board (excluding Stephen Gorenstein who declines to give a recommendation due to his material personal interest in the matter) recommends that Shareholders vote in favour of this Resolution 9. The Chair of the meeting intends to vote undirected proxies in favour of this resolution.

11. RESOLUTION 10 – ISSUE OF OPTIONS TO CHRISTOPHER CLARK AS A DIRECTOR

11.1 General

This Resolution 10 seeks shareholder approval for the proposed issue of 2,000,000 of Options to Christopher Clark, a Director of the Company, on the terms and conditions set out below.

11.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of Options to Christopher Clark constitutes giving a financial benefit and Christopher Clark is a related party of the Company by virtue of being a Director.

The Directors (other than Christopher Clark who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of Options because the agreement to issue the Options, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

11.3 ASX Listing Rule 10.11

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

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

unless it obtains the approval of its shareholders.

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

Resolution 10 seeks the required Shareholder approval for the issue of the Options under and for the purposes of Listing Rule 10.11.

11.4 Technical information required by Listing Rule 14.1A

If Resolution 10 is passed, the Company will be able to proceed with the issue of the Options to Christopher Clark within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Options (because approval is being obtained under Listing Rule 10.11), the issue of the Options will not use up any of the Company's 15% annual placement capacity.

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

11.5 Technical Information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 10:

- a) the Options will be issued to Christopher Clark, who falls within the category set out in Listing Rule 10.11.1 as Christopher Clark is a related party of the Company by virtue of being a Director;
- b) the maximum number of Options to be issued is 2,000,000;
- c) the terms and conditions of the Options are set out in Schedule 3;
- d) the Options 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);
- e) the issue price of the Options will be nil. The Company will not receive any other consideration in respect of the issue of the Options (other than in respect of funds received on exercise of the Options);
- f) the purpose of the issue of the Options is to provide a performance linked short-term incentive component in the remuneration package for Christopher Clark to motivate and reward his performance as a Director and to provide cost effective remuneration to Christopher Clark, enabling the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Christopher Clark;
- g) the current total remuneration package for Christopher Clark is \$195,000 per annum, comprising of directors' fees/salary, together with additional reimbursement benefits. The Options (which have been valued as per Schedule 5) have an estimated value of \$18,600⁵. and if the Performance Rights the subject of Resolution 6 are also approved, the total estimated value of the Options and Performance Rights is \$178,600⁵; and
- h) the Options are being issued to Christopher Clark as part of his remuneration package as a short-term incentive.

11.6 Directors' Recommendation

The Board (excluding Christopher Clark who declines to give a recommendation due to his material personal interest in the matter) recommends that Shareholders vote in favour of this Resolution 10. The Chair of the meeting intends to vote undirected proxies in favour of this resolution.

⁵ The estimated value of the performance rights is based on a price per Share of \$0.02, being the closing price of the Company's Shares on 5 April 2022. The valuation of the options is set out in Schedule 5

12. RESOLUTION 11 – ISSUE OF OPTIONS TO CLIVE DONNER AS A DIRECTOR

12.1 General

This Resolution 11 seeks shareholder approval for the proposed issue of 500,000 of Options to Clive Donner, a Director of the Company, on the terms and conditions set out below.

12.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of Options to Clive Donner constitutes giving a financial benefit and Clive Donner is a related party of the Company by virtue of being a Director.

The Directors (other than Clive Donner who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of Options because the agreement to issue the Options, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

12.3 ASX Listing Rule 10.11

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

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

unless it obtains the approval of its shareholders.

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

Resolution 11 seeks the required Shareholder approval for the issue of the Options under and for the purposes of Listing Rule 10.11.

12.4 Technical information required by Listing Rule 14.1A

If Resolution 11 is passed, the Company will be able to proceed with the issue of the Options to Clive Donner within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval

pursuant to Listing Rule 7.1 is not required for the issue of the Options (because approval is being obtained under Listing Rule 10.11), the issue of the Options will not use up any of the Company's 15% annual placement capacity.

If Resolution 11 is not passed, the Company will not be able to proceed with the issue of the Options.

12.5 Technical Information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 11:

- a) the Options will be issued to Clive Donner, who falls within the category set out in Listing Rule 10.11.1 as Clive Donner is a related party of the Company by virtue of being a Director;
- b) the maximum number of Options to be issued is 500,000;
- c) the terms and conditions of the Options are set out in Schedule 3;
- d) the Options 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);
- e) the issue price of the Options will be nil. The Company will not receive any other consideration in respect of the issue of the Options (other than in respect of funds received on exercise of the Options);
- f) the purpose of the issue of the Options is to provide a performance linked short-term incentive component in the remuneration package for Clive Donner to motivate and reward his performance as a Director and to provide cost effective remuneration to Clive Donner, enabling the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Clive Donner;
- g) the current total remuneration package for Clive Donner is \$40,000 per annum, comprising of directors' fees/salary, together with additional reimbursement benefits. The Options (which have been valued as per Schedule 5) have an estimated value of \$4,650⁶. and if the Performance Rights the subject of Resolution 8 are also approved, the total estimated value of the Options and Performance Rights is \$34,650⁶; and
- h) the Options are being issued to Clive Donner as part of his remuneration package as a short-term incentive.

12.6 Directors' Recommendation

The Board (excluding Clive Donner who declines to give a recommendation due to his material personal interest in the matter) recommends that Shareholders vote in favour of this Resolution 11. The Chair of the meeting intends to vote undirected proxies in favour of this resolution.

13. RESOLUTION 12 – ISSUE OF OPTIONS TO STEPHEN GORENSTEIN AS A DIRECTOR

13.1 General

This Resolution 12 seeks shareholder approval for the proposed issue of 500,000 of Options to Stephen Gorenstein, a Director of the Company, on the terms and conditions set out below.

⁶ The estimated value of the performance rights is based on a price per Share of \$0.02, being the closing price of the Company's Shares on 5 April 2022. The valuation of the options is set out in Schedule 5

13.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of Options to Stephen Gorenstein constitutes giving a financial benefit and Stephen Gorenstein is a related party of the Company by virtue of being a Director.

The Directors (other than Stephen Gorenstein who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of Options because the agreement to issue the Options, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

13.3 ASX Listing Rule 10.11

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

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

unless it obtains the approval of its shareholders.

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

Resolution 12 seeks the required Shareholder approval for the issue of the Options under and for the purposes of Listing Rule 10.11.

13.4 Technical information required by Listing Rule 14.1A

If Resolution 12 is passed, the Company will be able to proceed with the issue of the Options to Stephen Gorenstein within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Options (because approval is being obtained under Listing Rule 10.11), the issue of the Options will not use up any of the Company's 15% annual placement capacity.

If Resolution 12 is not passed, the Company will not be able to proceed with the issue of the Options.

13.5 Technical Information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 12:

- a) the Options will be issued to Stephen Gorenstein, who falls within the category set out in Listing Rule 10.11.1 as Stephen Gorenstein is a related party of the Company by virtue of being a Director;
- b) the maximum number of Options to be issued is 500,000;
- c) the terms and conditions of the Options are set out in Schedule 3;
- d) the Options 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);
- e) the issue price of the Options will be nil. The Company will not receive any other consideration in respect of the issue of the Options (other than in respect of funds received on exercise of the Options);
- f) the purpose of the issue of the Options is to provide a performance linked short-term incentive component in the remuneration package for Stephen Gorenstein to motivate and reward his performance as a Director and to provide cost effective remuneration to Stephen Gorenstein, enabling the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Stephen Gorenstein;
- g) the current total remuneration package for Stephen Gorenstein is \$40,000 per annum, comprising of directors' fees/salary, together with additional reimbursement benefits. The Options (which have been valued as per Schedule 5) have an estimated value of \$4,650⁷. and if the Performance Rights the subject of Resolution 9 are also approved, the total estimated value of the Options and Performance Rights is \$14,650⁷; and
- h) the Options are being issued to Stephen Gorenstein as part of his remuneration package as a short-term incentive.

13.6 Directors' Recommendation

The Board (excluding Stephen Gorenstein who declines to give a recommendation due to his material personal interest in the matter) recommends that Shareholders vote in favour of this Resolution 12. The Chair of the meeting intends to vote undirected proxies in favour of this resolution.

14. RESOLUTION 13 – ISSUE OF OPTIONS TO EDEN ATTIAS AS A DIRECTOR

14.1 General

This Resolution 13 seeks shareholder approval for the proposed issue of 1,000,000 of Options to Eden Attias, a Director of the Company, on the terms and conditions set out below.

14.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- b) give the benefit within 15 months following such approval,

⁷ The estimated value of the performance rights is based on a price per Share of \$0.02, being the closing price of the Company's Shares on 5 April 2022. The valuation of the options is set out in Schedule 5

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of Options to Eden Attias constitutes giving a financial benefit and Eden Attias is a related party of the Company by virtue of being a Director.

The Directors (other than Eden Attias who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of Options because the agreement to issue the Options, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

14.3 ASX Listing Rule 10.11

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

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

unless it obtains the approval of its shareholders.

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

Resolution 13 seeks the required Shareholder approval for the issue of the Options under and for the purposes of Listing Rule 10.11.

14.4 Technical information required by Listing Rule 14.1A

If Resolution 13 is passed, the Company will be able to proceed with the issue of the Options to Eden Attias within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Options (because approval is being obtained under Listing Rule 10.11), the issue of the Options will not use up any of the Company's 15% annual placement capacity.

If Resolution 13 is not passed, the Company will not be able to proceed with the issue of the Options.

14.5 Technical Information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 13:

- a) the Options will be issued to Eden Attias, who falls within the category set out in Listing Rule 10.11.1 as Eden Attias is a related party of the Company by virtue of being a Director;
- b) the maximum number of Options to be issued is 1,000,000;
- c) the terms and conditions of the Options are set out in Schedule 3;

- d) the Options 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);
- e) the issue price of the Options will be nil. The Company will not receive any other consideration in respect of the issue of the Options (other than in respect of funds received on exercise of the Options);
- f) the purpose of the issue of the Options is to provide a performance linked short-term incentive component in the remuneration package for Eden Attias to motivate and reward his performance as a Director and to provide cost effective remuneration to Eden Attias, enabling the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Eden Attias;
- g) the current total remuneration package for Eden Attias is \$185,000 per annum, comprising of directors' fees/salary, together with additional reimbursement benefits. The Options (which have been valued as per Schedule 5) have an estimated value of \$9,300⁸. and if the Performance Rights the subject of Resolution 7 are also approved, the total estimated value of the Options and Performance Rights is \$59,300⁸; and
- h) the Options are being issued to Eden Attias as part of his remuneration package as a short-term incentive.

14.6 Directors' Recommendation

The Board (excluding Eden Attias who declines to give a recommendation due to his material personal interest in the matter) recommends that Shareholders vote in favour of this Resolution 13. The Chair of the meeting intends to vote undirected proxies in favour of this resolution.

⁸ The estimated value of the performance rights is based on a price per Share of \$0.02, being the closing price of the Company's Shares on 5 April 2022. The valuation of the options is set out in Schedule 5

15. GLOSSARY

\$ means Australian dollars.

10% Placement Capacity has the meaning given in section 5.1.

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

ASIC means the Australian Securities & Investments Commission.

Associate has the meaning given in the ASX Listing Rules.

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.

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 has the meaning given in section 9 of the Corporations Act.

Company means Delta Drone International Limited (ACN 618 678 701).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Eligible Entity means an entity that, at the date of the relevant general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

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

Explanatory Statement means the explanatory statement accompanying the Notice.

Group means the Company and its Related Bodies Corporate from time to time.

Group Company means a member of the Group.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the Listing Rules of ASX.

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

Option means an option to acquire a Share with the terms and conditions set out in Schedule 3.

Optionholder means a holder of an Option.

Performance Milestone means the performance milestones attaching to each Performance Right as set out in Schedule 4 (as applicable).

Performance Right means a performance right which entitles its holder, upon vesting and exercise of that performance right, to a fully paid ordinary share in the Company, subject to the holder satisfying specific Performance Milestones, a summary of the terms of which is set out in Schedule 2.

Proxy Form means the proxy form accompanying the Notice.

Related Body Corporate has the meaning given in section 9 of the Corporations Act.

Remuneration Report means the remuneration report set out in the Directors' Report section of the Company's annual financial report for the year ended 31 December 2021.

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

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

Share Registry means Automic Registry Services.

South African Employee Incentive Plan or the **Plan** means the employee incentive scheme, a summary of the terms of which is set out in Schedule 1.

Variable A means "A" as set out in the formula in ASX Listing Rule 7.1A(2).

Virtual Meeting Facility means the online meeting platform powered by Automic Group.

Volume Weighted Average Market Price in relation to the ordinary fully paid shares of Delta Drone International Limited for a particular period, means the volume weighted average price of trading in the ordinary fully paid shares on the ASX market and the Chi-X market over that period, excluding block trades, large portfolio trades, permitted trades during the pre-trading hours period, permitted trades during the post-trading hours period, out of hours trades and exchange traded option exercises.

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

SCHEDULE 1: SOUTH AFRICAN EMPLOYEE INCENTIVE PLAN SUMMARY

A summary of the key terms of the South African Employee Incentive Plan is set out below:

- (a) **(Form of awards)** The South African Employee Incentive Plan provides for the issue of awards in the form of either options or performance rights to eligible participants.
- (b) **(Eligibility)** Participation in the South African Employee Incentive Plan will be offered to full time or permanent part-time employees and/or directors of a Group Company.
- (c) **(Terms and conditions)** The Board has the discretion to determine the terms on which options or performance rights under the Plan are issued, including:
 - (i) the number and type of awards to be received by an eligible participant;
 - (ii) whether the awards are satisfied by the delivery of cash on vesting;
 - (iii) in the case of awards that are options, the exercise price, exercise period and expiry date;
 - (iv) whether the awards must be or are able to be satisfied by the payment of cash on exercise or vesting (i.e. the Company paying the participant the market price for the Shares, rather than issuing or transferring the Shares to the participant); and
 - (v) any vesting conditions and/or performance criteria.
- (d) **(Lapse/early vesting)** Other than in special circumstances, awards granted under the Plan will lapse if the participant cease to be employed by a member of the Group before the vesting date. The special circumstances include death, permanent disablement, retirement or redundancy, and in those circumstances some or all of the awards may vest immediately or remain on issue as if the participant remained an employee.
- (e) **(Voting)** Awards granted under the South African Employee Incentive Plan do not carry any voting rights prior to vesting.
- (f) **(Change of control)** In the event of a change of control, the Board, in its absolute discretion, may determine that some or all of the awards granted under the South African Employee Incentive Plan vest or lapse.
- (g) **(Trustee)** The Company may appoint a trustee to acquire and hold Shares on behalf of participants, for transfers to future participants or otherwise for the purpose of the South African Employee Incentive Plan. At this stage, no trustee has been appointed.
- (h) **(Bonus issues and reorganisations of capital)** The South African Employee Incentive Plan provides for adjustments to be made to:
 - (i) the number of Shares which a participant would be entitled to receive on the exercise of options or vesting of performance rights; or
 - (ii) the exercise price (if any) of options,

in the event of a bonus issue (other than an issue of Shares in lieu of dividends or by way of a dividend reinvestment) or a reorganisation of capital.

- (i) **(Other terms)** The South African Employee Incentive Plan also contains customary and usual terms for dealing with administration, variation, acceleration and termination of the Plan and awards issued under the Plan.

SCHEDULE 2: PERFORMANCE RIGHTS MATERIAL TERMS

A summary of the key terms is set out below:

- (a) **(Entitlement)** Each Performance Right entitles its holder, upon vesting and exercise of that Performance Right, to a fully paid ordinary Share in the Company on a one-for-one basis.
- (b) **(Performance Milestones)** Each Performance Right is subject to specific Performance Milestones (as set out in Schedule 4; as allocated), which must be satisfied in order for the Performance Right to vest.
- (c) **(No consideration)** The Performance Rights will be issued to each participant for no consideration and, subject to vesting, no consideration will be payable by a participant to exercise a Performance Right.
- (d) **(Lapse)** Unless the Board determines otherwise, a Performance Right will lapse:
 - (i) if the Performance Milestones have not been satisfied within four years of the date of issue of the Performance Right;
 - (ii) if the participant ceases to be an employee and/or a director (as applicable) of a Group Company, unless cessation of employment is due to a Good Leaver Event (as determined by the Board in its sole discretion, including death, Permanent Disablement, Retirement and Redundancy); or
 - (iii) if the participant commits an act of fraud or gross misconduct in relation to the affairs of the Group or is in breach of their material duties or obligations to any Group Company.
- (e) **(Not transferrable)** The Performance Rights will not be transferrable and, consequently, will not be quoted on the ASX.
- (f) **(No additional rights)** The Performance Rights will not confer any:
 - (i) right to vote, except as otherwise required by law;
 - (ii) entitlement to dividends;
 - (iii) right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise;
 - (iv) right to participate in the surplus profits or assets of the Company upon winding up; and
 - (v) right to participate in new issues of securities (e.g. bonus issues or entitlement issues).
- (g) **(Change of control)** Performance Rights may vest on a change of control of the Company, notwithstanding that the relevant Performance Milestone has not been achieved.
- (h) **(Anti-dilution)** The terms of the Performance Rights will be adjusted for any reorganisation of the issued capital of the Company to ensure that there is no advantage or disadvantage to the participant.
- (i) **(Exercise Notice)** To exercise a Performance Right, the Participant must deliver a signed Notice of Exercise to the Board.

- (j) **(Taxation)** Subdivision 83A-C of the *Income Tax Assessment Act 1997* (Cth) applies to any grants of Performance Rights under this Offer.

SCHEDULE 3: TERMS AND CONDITIONS OF OPTIONS

(a) **Entitlement**

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

(b) **Exercise Price**

The Options have an exercise price being a 43% premium to the five day volume weighted average market price of the Company's shares (ASX:DLT) at the date of grant being when approval is given by shareholders at the Annual General Meeting at which the option approvals are being sought (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00pm (WST) on the date which is four (4) years after the Options are issued (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Vesting Dates**

One third of the Options will vest on 1 July 2022 and the remaining two thirds of the Options will vest over the next eight quarters in equal tranches starting on 1 October 2022 and ending on 1 July 2024 (**Vesting Dates**) unless the Board (acting reasonably) waives the applicable Vesting Dates and determines that the Options vest immediately.

(e) **Acceleration**

If:

- (i) the Company enters into a scheme of arrangement with its members or any class thereof pursuant to section 411 of the Corporations Act;
- (ii) a Takeover Period (given the meaning set out below) commences;
- (iii) a person or a group of associated persons having a relevant interest in, subsequent to the grant of the Options, sufficient Shares to give it or them the ability in general meeting to replace all or a majority of the Board in circumstances where such ability was not already held by a person associated with such person or group of associated persons;
- (iv) any person or corporation having a relevant interest in not less than 90% of the Shares of the Company issues a notice of meeting convening a meeting of shareholders in order to enter into a scheme of arrangement (pursuant to the provisions of the Corporations Act) which, if implemented would result in a person or corporation having a relevant interest in not less than 90% of the Shares; or
- (v) the Board forms the view (acting reasonably) that one of the events set out in (i) – (iv) is likely to occur,;

then the Board may declare an Option to be free of any conditions of vesting and exercise.

Options which are so declared free of any restrictions on vesting and exercise may be exercised at any time before the Expiry Date.

For the purposes of this item (e), a **Takeover Period** means in relation to a takeover bid in respect of Shares, the period referred to in section 624 of the Corporations Act, provided that where a takeover bid is publicly announced prior to the service of a

bidder's statement on the Company in relation to that takeover bid, the takeover period shall be deemed to have commenced at the time of that announcement.

(f) **Exercise Period**

- (i) All unvested Options will expire on termination of employment for any reason whatsoever, unless the Board makes a determination (in its absolute discretion) that:
 - (A) the employee's performance during the term; and
 - (B) the circumstances of the termination of the employment,
- (ii) are such that all unvested Options on the date of termination will continue to vest according the Vesting Dates above and only expire on the Expiry Date.
- (iii) An Option may only be exercised at any time after any applicable VestingDate and prior to the Expiry Date.

(g) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company (**Notice of Exercise**) and payment of the ExercisePrice for each Option being exercised in Australian currency by electric funds transfer or other means of payment acceptable to the Company. Any Notice of Exercise of an Option received by the Company will be deemed to be effective notice of the exercise of that Option on and from the date of receipt of the Notice of Exercise and the receipt of the full amount of the Exercise Price for each Option exercised in cleared funds.

The Options may only be exercised in multiples of 10,000 on each occasion.

(h) **Shares issued on exercise**

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

(i) **Quotation of Shares on exercise**

Application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

(j) **Timing of issue of Shares**

After the Exercise Date, the Company must, within, five business days:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
- (iii) if admitted to the official list of ASX at the time, do all such acts, matters and things to obtain the grant of official quotation of the Share on ASX no later than 5 Business Days after issuing the Shares.

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

(k) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will giveholders of the Options notice of the proposed issue prior to the date for determining entitlements to participate in any such issue.

(l) **Adjustment for bonus issues of Shares**

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

- (i) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Optionholder wouldhave received if the Optionholder had exercised the Option before the record date for the bonus issue; and
- (ii) no change will be made to the Exercise Price.

(m) **Adjustment for entitlement issue**

If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment), the Exercise Price of an Option will be adjusted according to the following formula:

$$\text{New exercise price} = O - \frac{E[P-(S+D)]}{N+1}$$

Where:

O = the old Exercise Price of the Option.

E = the number of underlying Shares into which one Option is exercisable.

P = average market price per Share weighted by reference to volume of the Company's Shares during the 5 trading days ending on the day before the ex rights date or ex entitlements date of the relevant pro rata issue.

S = the subscription price of a Share under the pro rata issue.

D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue).

N = the number of Shares with rights or entitlements that must be held to receive a right to one Share.

(n) **Adjustments for reorganisation**

If there is any reorganisation of the issued share capital of the Company, the rights of the Optionholder will be varied to comply with the Listing Rules which apply to the reorganisation at the time of the reorganisation.

(o) **Options not quoted**

The Company will not apply to ASX for quotation of the Options.

(p) **Options not quoted**

The Options will not be transferrable.

(q) **Lodgement Instructions**

Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for shares on exercise of the Options with the appropriate remittance should be lodged at the Company's registered office.

SCHEDULE 4: PERFORMANCE MILESTONES

A summary of the key terms is set out below:

Milestone	Description
<i>Milestone 1</i>	The Group achieving total consolidated EBIT of not less than A\$nil (i.e. break-even) in a single financial year (being 1 Jan to 31 Dec) based on audited accounts having been prepared by an external auditor or other suitable expert.
<i>Milestone 2</i>	The Group achieving consolidated revenue of not less than A\$15,000,000 in a single financial year (being 1 Jan to 31 Dec) based on audited accounts having been prepared by an external auditor or other suitable expert.
<i>Milestone 3</i>	The Group achieving total consolidated EBIT of more than A\$2,000,000 in a single financial year (being 1 Jan to 31 Dec) based on audited accounts having been prepared by an external auditor or other suitable expert.

SCHEDULE 5: VALUATION OF OPTIONS

A summary of the key terms is set out below:

The Options to be issued to the Related Party pursuant to Resolutions 11 - 14 have been independently valued.

Using the Hoadley Employee Share Options 2 model, and based on the assumptions set out below, the Options were ascribed the following value:

Assumption	
Valuation date	4 April 2022
Market price of Shares	2.00 cents
Exercise price	2.86 cents
Expiry date	5.00pm (WST) on 31 May 2026
Risk free interest rate	2.63%
Expected future volatility	80%
Vesting date (simplified for modelling)	31 May 2023
Early exercise multiple	2.5x
Indicative value per Related Party Option	0.93 cents
Total Value of Options Resolution 10 – Christopher Clark	\$37,200
Total Value of Options Resolution 11 – Clive Donner	\$23,250
Total Value of Options Resolution 12 – Stephen Gorenstein	\$23,250
Total Value of Options Resolution 13 – Eden Attias	\$23,250

Note: The valuation noted above is not necessarily the market price that the Options could be traded at and is not automatically the market price for taxation purposes. The option exercise price may not be 2.86 cents as the exercise price of the Options being proposed for approval will have an exercise price being a 43% premium to the five day volume weighted average market price of the Company's shares (ASX:DLT) at the date of grant being when approval is given by shareholders at the Annual General Meeting at which the option approvals are being sought.



Delta Drone International Limited | ACN 618 678 701

Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **2.00pm (WST) on Sunday, 29 May 2022**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

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