

Dear Shareholder

NOTICE OF GENERAL MEETING AND PROXY FORM

The Board of Green Technology Metals Ltd (**Company**) is pleased to invite you to attend the General Meeting of shareholders of the Company to be held at Level 1, 50 Kings Park Road, Western Australia on Tuesday, 21 June 2022 at 9:00 am (AWST) (**Meeting**).

In accordance with recent modifications to the Corporations Act, we advise that the Company will not be sending printed copies of the Notice of General Meeting and accompanying Explanatory Memorandum (**Notice of Meeting**) to shareholders.

Instead, shareholders can access a copy of the Notice of Meeting, which sets out the agenda and resolutions being put to the Meeting, as well as important voting information and an explanatory memorandum, at www.greentm.com.au or from the ASX web-site at www.asx.com.au.

Enclosed for your convenience is a copy of your personalised Proxy Form for the Meeting.

If shareholders do not intend to attend the Meeting in person, they will be able to participate by voting prior to the Meeting by lodging the Proxy Form by no later than 9:00 am (AWST) on 19 June 2022, as per the instructions on the Proxy Form.

Whilst the Company intends to proceed with a physical meeting as proposed, depending on the status of the COVID-19 circumstances and any Government restrictions on public gatherings in place at the time of the Meeting, the directors may instead be required to make a decision prior to the Meeting that shareholders will not be able to attend the meeting in person. If it becomes necessary or appropriate to make alternative arrangements to those set out in the Notice of Meeting, the Company will notify shareholders accordingly via the Company's web-site and the ASX Market Announcements Platform.

To assist the Company in ensuring that the Meeting is held in compliance with the COVID-19 restrictions at the time of the Meeting, it will be helpful for shareholders who wish to attend the Meeting in person to register their attendance with the Company Secretary via email (info@greentm.com.au) by no later than 9:00 am (AWST) on 19 June 2022 (**Attendance Closing Date**). This will greatly assist the Company to manage any amendments required to the meeting format as a result of any changes to government restrictions which may apply at the time of the Meeting. The Company will endeavour to adopt a format that will best ensure that all Shareholders who wish to attend are able to participate.

Accordingly, the directors strongly encourage all shareholders to lodge their directed proxy votes prior to the Meeting and appoint the Chair as their proxy. All voting at the Meeting will be conducted by poll.

Your sincerely

On behalf of the Board of Green Technology Metals Ltd

Luke Cox

Chief Executive Officer



Green Technology Metals

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ABN 99 648 657 649

**Green Technology Metals Limited
ACN 648 657 649**

Notice of General Meeting

A general meeting of the Company will be held as follows:

Time and date: 9:00 am (AWST) on Tuesday, 21 June 2022

Location: at Level 1, 50 Kings Park Road, West Perth WA 6005

The Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their suitably qualified advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on (08) 6557 6825.

Shareholders are urged to vote by lodging the Proxy Form

Green Technology Metals Limited
ACN 648 657 649
(Company)

Notice of General Meeting

Notice is hereby given that a general meeting of Shareholders of Green Technology Metals Limited will be held at Level 1, 50 Kings Park Road, West Perth WA 6005 on Tuesday, 21 June 2022 at 9:00 am (AWST) **(Meeting)**.

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

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 as Shareholders on Sunday, 19 June 2022 at 9:00 am (AWST).

Terms and abbreviations used in the Notice are defined in Schedule 1.

Agenda

1 Resolutions

Resolution 1 – Ratification of issue of Tranche 1 Placement Shares

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

'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 30,232,000 Placement Shares issued under Listing Rule 7.1, pursuant to Tranche 1 of the Placement on the terms and conditions in the Explanatory Memorandum.'

Resolution 2 – Approval to issue Tranche 2 Placement Shares

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

'That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 15,158,726 Placement Shares, pursuant to Tranche 2 of the Placement on terms and conditions in the Explanatory Memorandum.'

Resolution 3 – Approval to issue Placement Shares to substantial holder with Board representation - AMCI Australia

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

'That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 3,809,524 Placement Shares to AMCI Australia Pty Ltd (or its nominee/s) on the terms and conditions in the Explanatory Memorandum.'

Resolution 4 – Approval to issue Placement Shares to an associate of a related party - Primero Group

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

'That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 2,990,226 Placement Shares to Primero Group Limited (or its nominee/s) on the terms and conditions in the Explanatory Memorandum.'

Resolution 5 – Approval to issue Placement Shares to an associate of a substantial holder with Board representation – Hans Mende

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

'That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 190,477 Placement Shares to Mr Hans Mende (or his nominee/s) on the terms and conditions in the Explanatory Memorandum.'

Resolution 6 – Approval to issue Performance Rights to Mr Cameron Henry

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

'That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 2,000,000 Performance Rights to Mr Cameron Henry (or his nominee/s) on the terms and conditions in the Explanatory Memorandum.'

Voting exclusions

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

- (a) Resolution 1 by or on behalf of a person who participated in the issue of the Tranche 1 Placement Shares, or any of their respective associates;
- (b) Resolution 2 by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Tranche 2 Placement Shares (except a benefit solely by reason of being a Shareholder) or any of their respective associates;
- (c) Resolution 3 by or on behalf of AMCI Australia (and its nominee/s), and any other person who will obtain a material benefit as a result of the issue of these AMCI Placement Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates;
- (d) Resolution 4 by or on behalf of Primero Group (and its nominee/s), and any other person who will obtain a material benefit as a result of the issue of these Primero Placement Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates;

- (e) Resolution 5 by or on behalf of Mr Hans Mende (and his nominee/s), and any other person who will obtain a material benefit as a result of the issue of these Mende Placement Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates; and
- (f) Resolution 6 by or on behalf of Mr Cameron Henry (or his nominee/s) and any other person who will obtain a material benefit as a result of the issue of the Performance Rights (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting prohibitions

Resolution 6: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either a member of the Key Management Personnel or a Closely Related Party of such member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (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.

BY ORDER OF THE BOARD

Joel Ives
Company Secretary
Green Technology Metals Limited
Dated: 19 May 2022

Green Technology Metals Limited
ACN 648 657 649
(Company)

Explanatory Memorandum

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Level 1, 50 Kings Park Road, West Perth WA 6005 on Tuesday, 21 June 2022 at 9:00 am (AWST).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Action to be taken by Shareholders
Section 3	Background
Section 4	Resolution 1 – Ratification of issue of Tranche 1 Placement Shares
Section 5	Resolution 2 – Approval to issue Tranche 2 Placement Shares
Section 6	Resolution 3 – Approval to issue Placement Shares to substantial holder with Board representation - AMCI Australia
Section 7	Resolution 4 – Approval to issue Placement Shares to an associate of a related party - Primero Group
Section 8	Resolution 5 – Approval to issue Placement Shares to an associate of a substantial holder with Board representation – Hans Mende
Section 9	Resolution 6 – Approval to issue Performance Rights to Mr Cameron Henry
Schedule 1	Definitions
Schedule 2	Terms and conditions of Performance Rights

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolution.

2.1 Voting in person

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

2.2 Voting by proxy

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

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

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

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

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- (b) the appointed proxy is not the chair of the meeting;

- (c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA on the resolution; and
- (d) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

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

2.3 **Chair's voting intentions**

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

2.4 **Submitting questions**

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at info@greentm.com.au by 9:00 am (WST) on 19 June 2022.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will attempt to respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

3. Background

On 28 April 2022, the Company announced that it is proposing to conduct a two-tranche placement for the issue of 52,380,953 Shares at an issue price of \$1.05 per Share (**Placement Shares**) to raise approximately \$55,000,000 (before costs) (**Placement**), comprising:

- (a) **Tranche 1:** 30,232,000 Placement Shares to unrelated parties using the Company's existing Listing Rule 7.1 placement capacity (**Tranche 1 Placement Shares**), the subject of Resolution 1;
- (b) **Tranche 2:** 15,158,726 Placement Shares to unrelated parties subject to Shareholders approving Resolution 2 (**Tranche 2 Placement Shares**);
- (c) **AMCI Australia:** 3,809,524 Placement Shares to AMCI Australia Pty Ltd (**AMCI Australia**) (or its nominee/s) subject to Shareholders approving Resolution 3 (**AMCI Placement Shares**);
- (d) **Primero Group:** 2,990,226 Placement Shares to Primero Group Limited (**Primero Group**) (or its nominee/s) subject to Shareholders approving Resolution 4 (**Primero Placement Shares**); and
- (e) **Mr Hans Mende:** 190,477 Placement Shares to Mr Hans Mende (or his nominee/s) subject to Shareholders approving Resolution 5 (**Mende Placement Shares**).

The Tranche 1 Placement Shares were issued on 4 May 2022.

The investors who have participated, or will be participating, in the Placement comprise institutional, sophisticated and professional investors identified by the Company and the joint lead managers, Bell Potter and Canaccord (**Joint Lead Managers**). The Lead Managers will be paid a fee of 5% of the gross proceeds raised through the issue of the Placement Shares.

Binding commitments have been received for the Placement which is being managed by the Joint Lead Managers.

3.2 Use of Funds

Funds raised under the Placement will be utilised for the following purposes:

- (a) exploration – resource definition, expansion, and preliminary studies at the Company's Seymour and Root projects;
- (b) exploration – regional and greenfield exploration at projects such as Allison and Wisa;
- (c) Seymour Project - Integrated Feasibility Study;
- (d) new business opportunities; and
- (e) working capital

(together, the **Proposed Expenditure**).

3.3 **Material Investors**

The Company received substantive investments from existing substantial Shareholders of the Company (or their associates), as set out in Sections 6, 7 and 8, which are the subjects of Resolution 3 to Resolution 5 respectively.

Further to these subscriptions, the Company has also entered into a placement subscription agreement with Lithium Americas Corporation (**LAC**), under which LAC has agreed to subscribe for Placement Shares with a value of US\$10,000,00 (approximately A\$14,000,000) (**LAC Subscription**).

LAC is listed on both the TSX and NYSE and has a current market capitalisation of approximately US\$3.4 billion. It is currently constructing the Cauchari-Olaroz lithium brine project in Argentina with development approximately 85% complete and commissioning expected in the second half of 2022. LAC is also targeting the development of a North American lithium supply chain via development of its Thacker Pass deposit in Nevada. Thacker Pass is the largest known lithium resource in the United States and commencement of early-works construction is targeted for 2022.

Subject to Shareholders approving Resolution 2 and the issue of both tranches of Placement Shares, LAC is set to have a Relevant Interest in the Company of approximately 5.2%.

Pursuant to the LAC Subscription, LAC has also entered a standstill restriction with the Company preventing it from acquiring a total shareholding exceeding 9.99% for a period of 12 months, without the prior approval of the Company.

4. **Resolution 1 – Ratification of issue of Tranche 1 Placement Shares**

4.1 **General**

On 4 May 2022, the Company announced that it had issued 30,232,000 Tranche 1 Placement Shares at an issue price of \$1.05 per Share under the Placement. Further details of the Placement are set out in Section 3 above.

The Company issued the Tranche 1 Placement Shares using the Company's placement capacity under Listing Rule 7.1.

Resolution 1 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Tranche 1 Placement Shares.

4.2 **Listing Rules 7.1 and 7.4**

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The issue of the Tranche 1 Placement Shares does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's 15% placement capacity under Listing Rule 7.1. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under those Listing Rules for the 12 month period following the issue of the Tranche 1 Placement Shares.

Listing Rule 7.4 provides an exception to Listing Rule 7.1. It provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1), those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

The effect of Shareholders passing Resolution 1 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% additional placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 1 is passed, 30,232,000 Tranche 1 Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 1 is not passed, 30,232,000 Tranche 1 Placement Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 30,232,000 Equity Securities for the 12 month period following the issue of those Tranche 1 Placement Shares.

4.3 **Specific information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Placement Shares:

- (a) The Tranche 1 Placement Shares were issued to institutional, sophisticated and professional investors, none of whom is a related party or a Material Investor, other than LAC, which is subscribing for Placement Shares under the LAC Subscription and will become a substantial Shareholder of the Company subject to being issued the Tranche 1 and Tranche 2 Placement Shares. Canaccord Genuity (Australia) Limited and Bell Potter Securities Limited acted as Joint Lead Managers to the Placement. The participants in the Placement were identified through a bookbuild process, which involved the Joint Lead Managers seeking expressions of interest to participate in the Placement from existing contacts of the Company and clients of the Joint Lead Managers.
- (b) A total of 30,232,000 Tranche 1 Placement Shares were issued using the Company's placement capacity under Listing Rule 7.1.
- (c) The Tranche 1 Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Tranche 1 Placement Shares were issued on 4 May 2022.
- (e) The Tranche 1 Placement Shares were issued at \$1.05 per Share.
- (f) The proceeds from the issue of the Tranche 1 Placement Shares are intended to be applied towards the Proposed Expenditure.
- (g) Other than the LAC Subscription set out in Section 3.3, there are no other material terms to the agreement for the subscription of the Tranche 1 Placement Shares.
- (h) A voting exclusion statement is included in the Notice.

4.4 **Additional information**

Resolution 1 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 1.

5. **Resolution 2 – Approval to issue Tranche 2 Placement Shares**

5.1 **General**

Resolution 2 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of up to 15,158,726 Tranche 2 Placement Shares pursuant to the Placement to institutional, sophisticated and professional investors identified by the Company and the Joint Lead Managers.

Refer to Section 3 for further information on the Tranche 2 Placement Shares and Placement.

5.2 **Listing Rule 7.1**

A summary of Listing Rule 7.1 is in Section 4.2 above.

The proposed issue of the Tranche 2 Placement Shares does not fit within any of the exceptions to Listing Rule 7.1 and the issue would cause the Company to exceed the 15% limit in Listing Rule 7.1. Accordingly, the Company is asking Shareholders to approve the issue of the Tranche 2 Placement Shares under Listing Rule 7.1.

If Resolution 2 is passed, the Company will be able to proceed with the issue of 15,158,726 Tranche 2 Placement Shares and raise up to \$15,916,662 (before costs). In addition, the issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of 15,158,726 Tranche 2 Placement Shares, will not receive the proceeds thereof and may need to raise additional funds through alternative means in order to undertake its aggressive exploration and development strategy.

5.3 **Specific information required by Listing Rule 7.3**

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the approval of the issue of the Tranche 2 Placement Shares:

- (a) The Tranche 2 Placement Shares will be issued to institutional, sophisticated and professional investors, none of whom is a related party or a Material Investor other than LAC, which is subscribing for Placement Shares under the LAC Subscription and will become a substantial Shareholder of the Company subject to being issued the Tranche 1 and Tranche 2 Placement Shares. A summary of the basis upon which the Placement participants were identified is in Section 4.3(a) above.
- (b) The maximum number of Tranche 2 Placement Shares to be issued under Resolution 2 is 15,158,726.
- (a) The Tranche 2 Placement Shares will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.

- (b) The Tranche 2 Placement Shares will be issued no later than three months after the date of the Meeting.
- (c) The Tranche 2 Placement Shares will be issued at a price of \$1.05 per Share, being the price per share applicable to all Shares pursuant to the Placement.
- (d) The proceeds from the issue of the Tranche 2 Placement Shares are intended to be used towards the Proposed Expenditure.
- (e) Other than the LAC Subscription as set out in Section 3.3, there are no other material terms to the proposed issue of the Tranche 2 Placement Shares.
- (f) A voting exclusion statement is included in the Notice.

5.4 **Additional information**

Resolution 2 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 2.

6. **Resolution 3 – Approval to issue Placement Shares to substantial holder with Board representation - AMCI Australia**

6.1 **General**

The background to the Placement is set out in Section 3 above.

AMCI Australia Pty Ltd (ACN 622 460 066) (**AMCI Australia**) wishes to participate in the Placement, subject to Shareholder approval. AMCI Australia currently has a relevant interest in 9.17% of the voting Shares in the Company, has held a relevant interest in greater than 10% of the voting Shares in the Company during the past 6 months and has nominated Mr Patrick Murphy as a Director of the Company.

Resolution 3 seeks the approval of Shareholders for the proposed issue of AMCI Placement Shares to AMCI Australia (or its nominee/s) arising from its participation in the Placement under and for the purposes of Listing Rule 10.11.

6.2 **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 any of the following persons without the approval of its Shareholders:

- (a) a related party (Listing Rule 10.11.1);
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (30%+) in the company (Listing Rule 10.11.2);
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (10%+) 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 (Listing Rule 10.11.3);
- (d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or

- (e) a person whose relation with the company or a person referred to in Listing Rule 10.11.1 or 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.11.5).

AMCI Australia is a substantial holder in the Company by virtue of having held a relevant interest in more than 10% of Shares at any time in the 6 months before the Placement. AMCI Australia is also represented on the Board by Non-Executive Director Mr Patrick Murphy (currently managing director of AMCI Australia) pursuant to a relevant agreement. Shareholder approval pursuant to Listing Rule 10.11 is therefore required unless an exception applies. It is the view of the Board that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the AMCI Placement Shares as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of the AMCI Placement Shares to AMCI Australia (or its nominee/s) will not be included in the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

The effect of Shareholders passing Resolution 3 will be to allow the Company to issue the AMCI Placement Shares, raising \$4,000,000 (before costs).

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the AMCI Placement Shares, and will not receive the additional \$4,000,000 committed by AMCI Australia.

6.3 **Specific information required by Listing Rule 10.13**

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of the AMCI Placement Shares:

- (a) The AMCI Placement Shares will be issued to AMCI Australia (or its nominee/s).
- (b) AMCI Australia falls into the category stipulated by Listing Rule 10.11.3 by virtue of having been a substantial holder (10%+) at any time in the 6 months before the Placement and having a nominee Director (being Mr Patrick Murphy). In the event the AMCI Placement Shares are issued to any nominee/s of AMCI Australia, that person will fall into the category stipulated by Listing Rule 10.11.4.
- (c) A maximum of 3,809,524 AMCI Placement Shares will be issued to AMCI Australia (or its nominee/s).
- (d) The AMCI Placement Shares will be fully paid ordinary Shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (e) The AMCI Placement Shares will be issued no later than one month after the date of the Meeting.
- (f) The AMCI Placement Shares are proposed to be issued at an issue price of \$1.05 each, being the price per share applicable to all Shares pursuant to the Placement.
- (g) The proceeds from the issue of the AMCI Placement Shares are intended to be used towards the Proposed Expenditure.

- (h) There are no other material terms to the proposed issue of the AMCI Placement Shares.
- (i) A voting exclusion statement is included in the Notice.

6.4 **Additional information**

Resolution 3 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 3.

7. **Resolution 4 – Approval to issue Placement Shares to an associate of a related party - Primero Group**

7.1 **General**

The background to the Placement is set out in Section 3 above.

Primero Group Limited (ACN 149 964 045) (**Primero Group**) wishes to participate in the Placement, subject to Shareholder approval.

Resolution 4 seeks the approval of Shareholders for the proposed issue of Primero Placement Shares to Primero Group (or its nominee/s) arising from its participation in the Placement under and for the purposes of Listing Rule 10.11.

7.2 **Listing Rule 10.11**

A summary of Listing Rule 10.11 is in Section 6.2 above.

Non-Executive Director, Mr Cameron Henry, is a director of Primero Group and both Mr Henry and Meesha Investments Pty Ltd (an entity of which Mr Henry is a controlling shareholder and director) (**Meesha**) are party to a deed under which Mr Henry and Meesha must provide consent to the sale, assignment, transfer, or disposal of the 10,156,250 Shares held by Primero Group.

By virtue of the above, Primero Group is an associate of Mr Henry. Mr Henry is a related party by virtue of being a Director.

As an associate of Mr Henry, Shareholder approval pursuant to Listing Rule 10.11 is therefore required unless an exception applies. It is the view of the Board that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Primero Placement Shares as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of the Primero Placement Shares to Primero Group (or its nominee/s) will not be included in the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

The effect of Shareholders passing Resolution 4 will be to allow the Company to issue the Primero Placement Shares, raising \$3,140,000 (before costs).

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the Primero Placement Shares, and will not receive the additional \$3,140,000 committed by Primero Group.

7.3 **Specific information required by Listing Rule 10.13**

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Primero Placement Shares:

- (a) The Primero Placement Shares will be issued to Primero Group (or its nominee/s).
- (b) Primero Group falls into the category stipulated by Listing Rule 10.11.4 by virtue of being an associate of Non-Executive Director, Mr Cameron Henry, a related party of the Company.
- (c) A maximum of 2,990,476 Primero Placement Shares will be issued to Primero Group (or its nominee/s).
- (d) The Primero Placement Shares will be fully paid ordinary Shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (e) The Primero Placement Shares will be issued no later than one month after the date of the Meeting.
- (f) The Primero Placement Shares are proposed to be issued at an issue price of \$1.05 each, being the price per share applicable to all Shares pursuant to the Placement.
- (g) The proceeds from the issue of the Primero Placement Shares are intended to be used towards the Proposed Expenditure.
- (h) The issue of the Primero Placement Shares to Primero Group is not intended to remunerate or incentivise Mr Cameron Henry.
- (i) There are no other material terms to the proposed issue of the Primero Placement Shares.
- (j) A voting exclusion statement is included in the Notice.

7.4 **Chapter 2E of the Corporations Act**

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

- (a) obtain Shareholder approval in the manner set out in section 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 proposed issue of the Primero Placement Shares constitutes giving a financial benefit to a party associated with a related party of the Company.

The Board considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Primero Placement Shares because the Shares will be issued on the same terms as those Shares issued to non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length

terms.

7.5 **Additional information**

Resolution 4 is an ordinary resolution.

The Board (other than Mr Henry who has a personal interest in the outcome of Resolution 4) recommends that Shareholders vote in favour of Resolution 4.

8. **Resolution 5 – Approval to issue Placement Shares to an associate of a substantial holder with Board representation – Hans Mende**

8.1 **General**

The background to the Placement is set out in Section 3 above.

Mr Hans Mende wishes to participate in the Placement, subject to Shareholder approval.

Resolution 5 seeks the approval of Shareholders for the proposed issue of Mende Placement Shares to Mr Hans Mende (or his nominee/s) arising from his participation in the Placement under and for the purposes of Listing Rule 10.11.

8.2 **Listing Rule 10.11**

A summary of Listing Rule 10.11 is in Section 6.2 above.

As discussed in Section 6.2 above, AMCI Australia has been a substantial (10%+) holder in the Company over the past 6 months and has nominated Mr Patrick Murphy as a Director of the Company. AMCI Australia is controlled by AMCI Group, LLC (Series 22) (**AMCI Group**) and Mr Hans Mende is a controlling shareholder of AMCI Group (by virtue of controlling more than 20% of the voting power in AMCI Group) as trustee of the 2005 Kirmar Trust.

By virtue of having joint control of AMCI Group which controls AMCI Australia, Mr Hans Mende is an associate of AMCI Australia.

As an associate of AMCI Australia, Shareholder approval pursuant to Listing Rule 10.11 is therefore required unless an exception applies. It is the view of the Board that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Mende Placement Shares as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of the Mende Placement Shares to Mr Hans Mende (or his nominee/s) will not be included in the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

The effect of Shareholders passing Resolution 5 will be to allow the Company to issue the Mende Placement Shares, raising \$200,000 (before costs).

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of the Mende Placement Shares, and will not receive the additional \$200,000 committed by Mr Hans Mende.

8.3 **Specific information required by Listing Rule 10.13**

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in

relation to the proposed issue of the Mende Placement Shares:

- (a) The Mende Placement Shares will be issued to Mr Hans Mende (or his nominee/s).
- (b) Mr Hans Mende falls into the category stipulated by Listing Rule 10.11.4 by virtue of being an associate of AMCI Australia, which in turn falls into the category stipulated by Listing Rule 10.11.3 for the reasons set out in Section 6.3(b).
- (c) A maximum of 190,477 Mende Placement Shares will be issued to Mr Hans Mende (or his nominee/s).
- (d) The Mende Placement Shares will be fully paid ordinary Shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (e) The Mende Placement Shares will be issued no later than one month after the date of the Meeting.
- (f) The Mende Placement Shares are proposed to be issued at an issue price of \$1.05 each, being the price per share applicable to all Shares pursuant to the Placement.
- (g) The proceeds from the issue of the Mende Placement Shares are intended to be used towards the Proposed Expenditure.
- (h) There are no other material terms to the proposed issue of the Mende Placement Shares.
- (i) A voting exclusion statement is included in the Notice.

8.4 **Additional information**

Resolution 5 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 5.

9. **Resolution 6 – Approval to issue Performance Rights to Mr Cameron Henry**

9.1 **General**

The Company is proposing, subject to obtaining Shareholder approval, to issue up to 2,000,000 Performance Rights to Mr Cameron Henry (or his nominee/s) as part of his remuneration as Director of the Company.

The Performance Rights provide an incentive component to Mr Henry's remuneration package and align his interests with those of Shareholders. The Board considers that the number of Performance Rights to be granted to Mr Henry is commensurate with his value to the Company and is an appropriate method to provide cost effective remuneration. The Board

believes it is important to offer these Performance Rights to continue to attract and maintain highly experienced and qualified Board members in a competitive market.

The Performance Rights will be issued for nil cash consideration. The full terms and conditions of the Performance Rights are set out in Schedule 2.

Resolution 6 seeks the approval of Shareholders to the issue of the Performance Rights to Mr Cameron Henry (or his nominee/s) under and for the purposes of Listing Rule 10.11.

9.2 **Listing Rule 10.11**

A summary of Listing Rule 10.11 is in Section 6.2 above.

Mr Henry is a related party of the Company by virtue of being a Director. As the issue of the Performance Rights involves the issue of Securities to a related party of the Company, Shareholder approval pursuant to Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors (other than Mr Henry, who has a personal interest in the outcome of Resolution 6) that the exceptions in Listing Rule 10.12 do not apply in the current circumstances. It therefore requires the approval of Shareholders under Listing Rule 10.11.

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

If Resolution 6 is passed, the Company will be able to proceed with the issue of the Performance Rights to Mr Henry (or his nominee/s) and Mr Henry will be remunerated accordingly.

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of the Performance Rights to Mr Henry (or his nominee/s) and the Company may need to consider other forms of incentive remuneration, including by the payment of cash.

As Shareholder approval is sought under Listing Rule 10.11, approval under Listing Rule 7.1 is not required. Accordingly, the issue of the Performance Rights will not be included under the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

9.3 **Specific information required by Listing Rule 10.13**

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of Performance Rights:

- (a) The Performance Rights will be issued to Mr Cameron Henry (or his nominee/s).
- (b) Mr Henry is a related party of the Company by virtue of being a Director and falls into the category stipulated by Listing Rule 10.11.1. In the event the Performance Rights are issued to a nominee of Mr Henry, that person will fall into the category stipulated by Listing Rule 10.11.4.
- (c) A maximum of 2,000,000 Performance Rights will be issued to Mr Henry (or his nominee/s).
- (d) The Performance Rights will be issued on the terms in Schedule 2.
- (e) The Performance Rights will be issued no later than one month after the date of the Meeting.

- (f) The Performance Rights will be issued for nil cash consideration as they will be issued as part of Mr Henry's remuneration package.
- (g) No funds will be raised as a result of the issue.
- (h) The purpose of the issue of the Performance Rights is to provide an incentive component to Mr Henry's remuneration package and align his interests with those of Shareholders. The Board considers that the number of Performance Rights to be granted to Mr Henry is commensurate with his value to the Company and is an appropriate method to provide cost effective remuneration.
- (i) Mr Henry's current total remuneration (inclusive of superannuation) is \$45,000 per annum. Mr Henry also has a relevant interest in 20,312,500 Shares and 1,500,000 Performance Rights.
- (j) The Performance Rights will not be issued under an agreement.
- (k) A voting exclusion statement is included in the Notice.

9.4 **Chapter 2E of the Corporations Act**

A summary of Chapter 2E of the Corporations Act is in Section 7.4 above.

The issue of the Performance Rights will result in the giving of a financial benefit and Mr Henry is a related party of the Company by virtue of being Director.

The Board (other than Mr Henry, who has a personal interest in the outcome of Resolution 6) considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Performance Rights as the agreement to grant the Performance Rights, reached as part of the remuneration package for Mr Henry, is considered reasonable remuneration in the circumstances and was negotiated on arm's length terms.

9.5 **Additional information**

Resolution 6 is an ordinary resolution.

The Board (other than Mr Henry, who has a personal interest in the outcome of Resolution 6) recommends that Shareholders vote in favour of Resolution 6.

Schedule 1 Definitions

In the Notice, words importing the singular include the plural and vice versa.

\$ or A\$	means Australian Dollars.
AMCI Australia	means AMCI Australia Pty Ltd (ACN 622 460 066).
AMCI Placement Shares	has the meaning given in Section 3.
ASX	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
AWST	means Western Standard Time, being the time in Perth, Western Australia.
Board	means the board of Directors.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Company	means Green Technology Metals Limited (ACN 648 657 649).
Corporations Act	means the <i>Corporations Act 2001</i> (Cth), as amended.
Director	means a director of the Company.
Equity Security	has the same meaning as in the Listing Rules.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
Feasibility Study	means a technical and economic study reported in compliance with the JORC Code.
Inferred	means an inferred category Mineral Resource Estimate as set out in the JORC Code.
Joint Lead Managers	means Canaccord Genuity (Australia) Limited (ACN 075 071 466, AFSL 234666) and Bell Potter Securities Limited (ACN 006 390 772, AFSL 243480).
JORC Code	means the 2012 edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves.
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.

LAC	means Lithium Americas Corporation.
LAC Subscription	means the placement subscription agreement between the Company and LAC as set out in Section 3.3.
Listing Rules	means the listing rules of ASX.
Material Investor	means, in relation to the Company: <ul style="list-style-type: none"> (a) a related party; (b) Key Management Personnel; (c) a substantial Shareholder; (d) an advisor; or (e) an associate of the above, who received or will receive Securities in the Company which constitute more than 1% of the Company's capital structure.
Meeting	has the meaning given in the introductory paragraph of the Notice.
Mende Placement Shares	has the meaning given in Section 3.
Mineral Resource Estimate	has the meaning given in the JORC Code.
Notice	means this notice of general meeting.
Performance Rights	means a right to be issued a Share, subject to the satisfaction or waiver of specified vesting conditions.
Placement	has the meaning given in Section 3.
Placement Shares	means the 52,380,953 Shares to be issued under the Placement, the subject of Resolution 1 to Resolution 5 (inclusive).
Primero Group	means Primero Group Limited (ACN 149 964 045).
Primero Placement Shares	has the meaning given in Section 3.
Proposed Expenditure	has the meaning given in Section 3.
Proxy Form	means the proxy form attached to the Notice.
Relevant Interest	has the meaning given in the Corporations Act.
Resolution	means a resolution referred to in the Notice.
Schedule	means a schedule to the Notice.
Section	means a section of the Explanatory Memorandum.

Securities	means any Equity Securities of the Company (including Shares, Options and/or Performance Rights).
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.
Tranche 1 Placement Shares	has the meaning given in Section 3.
Tranche 2 Placement Shares	has the meaning given in Section 3.

Schedule 2 Terms and conditions of Performance Rights

1. Entitlement

Subject to the terms and conditions set out below, each Performance Right entitles the Holder on conversion to the issue of one fully paid ordinary share in the capital of the Company.

2. Consideration

The Performance Rights will be granted for nil cash consideration.

3. Conversion price

The conversion price of each Performance Right is nil.

4. Vesting Condition

The Performance Rights will convert into Shares automatically upon the Company satisfying both of the following conditions:

- (a) completion of a positive Feasibility Study in relation to the Company's Seymour Project; and
- (b) an updated Mineral Resource Estimate on the Company's Seymour Project of greater than 10.0 million tonnes with a Li₂O percentage of not less than 1.10%, which is reported in accordance with the JORC Code and is reported in a confidence category of Inferred or greater.

5. Expiry Date

All unvested, or vested but unexercised, Performance Rights will expire automatically at 5.00pm WST on the date which is 5 years from their date of issue.

6. Timing of issue of Shares and quotation of Shares on conversion

As soon as practicable after the valid conversion of a Performance Right by the Holder, the Company will:

- (a) issue, allocate or cause to be transferred to the Holder the number of Shares to which the Holder is entitled;
- (b) if required, issue a substitute Certificate for any remaining unexercised Performance Rights held by the holder;
- (c) if required and subject to paragraph 7, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
- (d) in the event the Company is admitted to the official list of ASX, do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the Listing Rules and subject to the expiry of any restriction period that applies to the Shares under the Corporations Act or the Listing Rules.

7. Restriction on transfer of Shares

If the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on conversion of the Performance Rights may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act.

8. Ranking

All Shares issued upon the conversion of Performance Rights will upon issue rank pari passu in all respects with the then issued Shares.

9. Leaver

Where the Holder (or the person who is entitled to be registered as the holder) of the Performance Rights is no longer employed, or their engagement is discontinued (for whatever reason), with the Company, any unconverted and unvested Performance Rights will automatically lapse and be forfeited by the Holder, unless the Board otherwise determines in its discretion.

10. Participation in new issues

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

11. 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) no changes will be made to the Performance Rights.

12. Adjustments for reorganisation

If there is a reorganisation of the issued Share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each holder of Performance Rights will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

13. Quotation of Performance Rights

No application for quotation of the Performance Rights will be made by the Company.

14. Performance Rights non-transferable

The Performance Rights are non-transferable.

15. Voting rights

A Performance Right does not entitle the Holder to vote on any resolutions proposed at a general meeting of the Company, subject to any voting rights provided under the Corporations Act or the ASX Listing Rules where such rights cannot be excluded by these terms.

16. **Dividend rights**

A Performance Right does not entitle the Holder to any dividends.

17. **Return of capital rights**

The Performance Rights do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

18. **Rights on winding up**

The Performance Rights do not entitle the Holder to participate in the surplus profits or assets of the Company upon a winding up of the Company.

19. **No other rights**

A Performance Right does not give a Holder any rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

20. **Change of Control**

(a) If prior to the earlier of the conversion of the Performance Rights or the Expiry Date a Change in Control Event occurs, then each Performance Right will automatically and immediately convert into a Share.

(b) A “**Change of Control Event**” means:

(i) **takeover bid**: the occurrence of the offeror under a takeover offer in respect of all Shares announcing that it has achieved acceptances in respect of more than 50.1% of the Shares and that takeover bid has become unconditional (except any condition in relation to the cancellation or conversion of the Performance Rights); or

(ii) **scheme of arrangement**: the announcement by the Company that:

(A) the Shareholders have at a Court-convened meeting of Shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement under which all Shares are to be either cancelled or transferred to a third party; and

(B) the Court, by order, has approved the proposed scheme of arrangement.

Proxy Voting Form

If you are attending the meeting
in person, please bring this with you
for Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **9.00am (AWST) on Sunday, 19 June 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 VOTE ONLINE

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

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

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



SUBMIT YOUR PROXY VOTE BY PAPER

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

