

1 June 2022

Dear Shareholder

**ACCELERATE RESOURCES LIMITED – IMPORTANT SHAREHOLDER MEETING**

Notice is hereby given that the General Meeting of Accelerate Resources Limited (ASX: AX8) (**Accelerate or the Company**) will be held at Ground Floor, 16 Ord Street, West Perth, WA 6005 on Friday, 1 July 2022 at 11.00am (WST) (**Meeting**).

In accordance with the Treasury Laws Amendment (2021 Measures No. 1) 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 <https://www.ax8.com.au>. Alternatively, a complete copy of the meeting documents has been posted to the Company's ASX market announcements page. If you have elected to receive notices by email, a copy of the proxy form will be emailed to you. If you have not elected to receive notices by email, a copy of your proxy form will be posted to you, together with this Letter.

The Company will hold a physical meeting with the appropriate social gathering and physical distancing measures in place to comply with the Federal Government's and State Government's current restrictions on physical gatherings. However, in order to minimise the risk to shareholders and to the Company and its ongoing operations, **Shareholders are encouraged to vote by proxy instead of attending the meeting.**

**How to submit your vote in advance of the Meeting**

Shareholders are encouraged to vote online at [www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login) or by returning the attached proxy form:

By fax: +61 8 6370 4203  
By post: Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009; or PO Box 1156, Nedlands WA 6909  
By email: [admin@advancedshare.com.au](mailto:admin@advancedshare.com.au)

Your proxy voting instruction must be received by 11.00am (WST) on 29 June 2022, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

The situation regarding COVID-19 is evolving rapidly and the Company is following the guidance of the Australian Government. Shareholders are encouraged to monitor the Company's ASX announcements for any further updates in relation to the Meeting.

The Meeting materials are important and should be read in their entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser.

For more information please contact:

Deborah Ho  
Company Secretary

**CONTACTS**

Yaxi Zhan  
Managing Director  
Suite 4/16 Ord Street  
West Perth, 6005, WA

T: 08 6248 9663  
E: [Yaxiz@Ax8.com.au](mailto:Yaxiz@Ax8.com.au)  
P: PO Box 938,  
West Perth, WA 6005

**BOARD**

Richard Hill  
Yaxi Zhan  
Grant Mooney  
Steve Bodon  
Deborah Ho

Non-Executive Chairman  
Managing Director  
Non-Executive Director  
Non-Executive Director  
Company Secretary

Market Data

ASX Code: AX8

Shares on Issue: 263.5M

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# **ACCELERATE RESOURCES LIMITED**

**ACN 617 821 771**

## **NOTICE OF GENERAL MEETING**

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Notice is given that the Meeting will be held at:

**TIME:** 11.00am (WST)  
**DATE:** Friday, 1 July 2022  
**PLACE:** Ground Floor  
16 Ord Street  
West Perth WA 6005

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

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

***The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5.00pm (WST) on 29 June 2022.***

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## BUSINESS OF THE MEETING

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### AGENDA

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#### 1. RESOLUTION 1 – ELECTION OF DIRECTOR – DR STEVE BODON

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

*“That, for the purpose of clause 10.2 of the Constitution, Listing Rule 14.4 and for all other purposes, Dr Steve Bodon, a Director who was appointed as an additional Director on 1 February 2022, retires, and being eligible, is elected as a Director.”*

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#### 2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF OPTIONS – DR STEVE BODON

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

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 1,000,000 Options to Dr Steve Bodon on the terms and conditions set out in the Explanatory Statement.”*

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

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#### 3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF SHARES – ATTSTAR PTY LTD

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

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 10,000,000 Shares to Attstar Pty Ltd on the terms and conditions set out in the Explanatory Statement.”*

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

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#### 4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF OPTIONS – ATTSTAR PTY LTD

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

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 10,000,000 Options to Attstar Pty Ltd on the terms and conditions set out in the Explanatory Statement.”*

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

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#### 5. RESOLUTIONS 5(A) AND 5(B) – RATIFICATION OF PRIOR ISSUE OF SHARES– FINDERS' FEES

To consider and, if thought fit, to pass, with or without amendment, the following resolutions as a separate **ordinary resolutions**:

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of:*

- (a) 1,500,000 Shares to Pollock Prospecting (and/or their nominees); and

(b) 500,000 Shares to Arnel Mendoza (and/or his nominees);  
on the terms and conditions set out in the Explanatory Statement.”

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

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**6. RESOLUTION 6 – APPROVAL TO ISSUE SHARES TO HALCYON VENDORS**

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

*That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 7,000,000 Shares to Halcyon Vendors (and/or their nominees) on the terms and conditions in the Explanatory Memorandum.'*

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

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**Dated: 1 June 2022**

**By order of the Board**



**Yaxi Zhan**  
**Managing Director**

## 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:

<b>Resolution 2 – Ratification of prior issue of Options</b>	A person who participated in the issue or is a counterparty to the agreement being approved (namely Dr Steve Bodon) or an associate of that person or those persons.
<b>Resolution 3 – Ratification of prior issue of Shares</b>	A person who participated in the issue or is a counterparty to the agreement being approved (namely Attstar Pty Ltd) or an associate of that person or those persons.
<b>Resolution 4 – Ratification of prior issue of Options</b>	A person who participated in the issue or is a counterparty to the agreement being approved (namely Attstar Pty Ltd) or an associate of that person or those persons.
<b>Resolution 5(A) – Ratification of prior issue of Shares</b>	A person who participated in the issue or is a counterparty to the agreements being approved (namely Pollock Prospecting Pty Ltd) or an associate of that person or those persons.
<b>Resolution 5(B) – Ratification of prior issue of Shares</b>	A person who participated in the issue or is a counterparty to the agreements being approved (namely Arnel Mendoza) or an associate of that person or those persons.
<b>Resolution 6 – Approval to issue shares to Halcyon Vendors</b>	Halcyon Vendors (and/or their nominees), or any other person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a Shareholder), or an associate of those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

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

## Voting by proxy

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To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (2) proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

### **Voting in person**

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

***Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6248 9663.***

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## **EXPLANATORY STATEMENT**

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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.

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### **1. RESOLUTION 1 – ELECTION OF DIRECTOR – DR STEVE BODON**

#### **1.1 General**

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

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

Dr Steve Bodon, having been appointed by other Directors on 1 February 2022 in accordance with the Constitution, will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seeks election from Shareholders.

#### **1.2 Qualifications and other material directorships**

Dr Steve Bodon has previously held senior leadership roles for a number of large international organisations including Anglo American and Sasol. He has strong technical, business leadership skills and extensive experience in exploration, production and business development.

Dr Bodon has a PhD in Geology from the Centre for Ore Deposit Research (CODES), University of Tasmania. He has also undertaken further training in engineering, business administration and sustainability leadership.

#### **1.3 Independence**

Dr Steve Bodon has no interests, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interest of the Company as a whole rather than in the interests of an individual security holder or other party.

If elected the Board considers Dr Steve Bodon will be an independent Director.

#### **1.4 Other material information**

The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. These include checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. The Company undertook such checks prior to the appointment of Dr Steve Bodon.

Dr Steve Bodon has confirmed that he considers he will have sufficient time to fulfil his responsibilities as a Non-Executive Director of the Company and does not consider that any other commitment will interfere with his availability to perform his duties as a Non-Executive Director of the Company.

## 1.5 Board recommendation

The Board has reviewed Dr Steve Bodon's performance since his appointment to the Board and considers that Dr Bodon's skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the election of Dr Steve Bodon and recommends that Shareholders vote in favour of Resolution 1.

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## 2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF OPTIONS – DR STEVE BODON

### 2.1 General

As announced on 1 February 2022, the Company appointed Dr Steve Bodon as a Non-Executive Director of the Company. The Company agreed to issue Dr Bodon 1,000,000 Options (**Director Options**) pursuant to his appointment agreement (**Letter of Appointment**) on the terms and conditions set out below.

Pursuant to the Letter of Appointment, Dr Bodon's remuneration is \$45,000 per annum (plus superannuation). The Letter of Appointment is otherwise on terms considered standard for an agreement of this nature.

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

Under Listing Rule 7.1A, 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% to 25%.

The Company obtained approval to increase its limit to 25% at the annual general meeting held on 8 November 2021.

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

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

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

The Director Options were issued using the Company's existing 15% placement capacity under Listing Rule 7.1, and in reliance on Listing Rule 10.12 Exception 12 without the need for prior Shareholder approval.

The Director Options were issued in reliance on Listing Rule 10.12 Exception 12 on the basis that the issue was under a transaction between the Company and Mr

Bodon who would not otherwise be a related party but for the fact that he believed, or had reasonable grounds to believe, that he was likely to become a related party in the future because of the transaction. Accordingly, prior Shareholder approval was not obtained in respect of the Director Options under Listing Rule 10.11.

Resolution 2 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Director Options.

## **2.2 Technical information required by Listing Rule 14.1A**

If Resolution 2 is passed, the Director Options will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Director Options.

If Resolution 2 is not passed, the Director Options will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Director Options.

## **2.3 Technical information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 2:

- (a) the Director Options were issued to Dr Steve Bodon;
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that Dr Steve Bodon:
  - (i) is a related party of the Company; and
  - (ii) was not issued more than 1% of the issued capital of the Company;
- (c) 1,000,000 Director Options were issued and the Director Options were issued on the terms and conditions set out in Schedule 1;
- (d) the Director Options were issued on 1 February 2022;
- (e) the Director Options were issued at a nil issue price, in consideration for services to be provided by Dr Bodon as a Non-Executive Director. The Company has not and will not receive any other consideration for the issue of the Director Options (other than in respect of funds received on exercise of the Director Options);
- (f) the purpose of the issue of the Director Options was to satisfy the Company's obligations under the Letter of Appointment; and
- (g) the Director Options were issued to Dr Bodon under the Letter of Appointment. A summary of the material terms of the Letter of Appointment is set out in Section 2.1.

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### 3. RESOLUTION 3 AND 4 – RATIFICATION OF PRIOR ISSUE OF SHARES AND OPTIONS - ATTSTAR PTY LTD

#### 3.1 General

On 16 February 2022, the Company announced that it had entered into a binding sale and purchase agreement (**Sale and Purchase Agreement**) to acquire 100% of the issued shares in Attstar Pty Ltd (ACN 651 702 162) (**Attstar**) (the **Attstar Acquisition**).

The consideration payable to Attstar pursuant to the Sale and Purchase Agreement comprises:

- (a) payment of \$50,000 (plus GST) upon execution of the Sale and Purchase Agreement;
- (b) issue of 10,000,000 Shares on Completion;
- (c) issue of 10,000,000 Options on Completion, exercisable at \$0.10 on or before the date that is two and a half years (2.5) from the date of issue; and
- (d) deferred consideration on completion of the following milestones:
  - (i) Tranche 1 Milestone: issue of 20,000,000 Shares upon an announcement to the ASX of an Inferred Mineral Resource (as defined in The JORC Code 2012 Edition (or the current edition at the time)) (**JORC Code**) of not less than 5 million tonnes of Manganese ore at a minimum of 13%Mn (with a 10% cut off); and
  - (ii) Tranche 2 Milestone: payment of \$2,000,000 upon an announcement to the ASX of the commercial shipment of the first 25,000 tonnes of Manganese ore from tenement E45/5978 (**the Tenement**).

The deferred consideration milestone must be satisfied within 5 years of the acquisition. If shareholder approval is not received within 60 days of the date of the Tranche 1 Milestone, then the Company will pay, on expiry of that 60 day period, to the Vendors in their respective proportions a cash payment equal to 20 million shares multiplied by the 15-day volume weighted average price of the Company's Shares trading on ASX over the 15 days in which trades occur prior to the date the cash payment becomes payable.

The conditions precedent which had been satisfied prior to Completion were:

- (a) completion of due diligence by the Company, within 30 days of the date of the Sale and Purchase Agreement; and
- (b) the Tenement being granted.

On 22 April 2022, the Company announced that, in part consideration for the Attstar Acquisition, it issued 10,000,000 Shares and 10,000,000 Options to Attstar (**Attstar Securities**). In addition, the consideration of \$50,000 (plus GST) was paid to Attstar on 8 March 2022.

Resolution 3 seeks the ratification of the issue of 10,000,000 Shares.

Resolution 4 seeks the ratification of the issue of 10,000,000 Options.

As summarised in Section 2.1 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12 month period.

Under Listing Rule 7.1A, 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% to 25%.

The Company obtained approval to increase its limit to 25% at the annual general meeting held on 8 November 2021.

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

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

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

Resolution 3 and 4 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Attstar Securities.

### **3.2 Technical information required by Listing Rule 14.1A**

If Resolution 3 or 4 are passed, the relevant Attstar Securities will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Attstar Securities.

If Resolution 3 or 4 are not passed, the relevant Attstar Securities will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Attstar Securities.

### **3.3 Technical information required by Listing Rule 7.4**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolutions 3 and 4:

- (a) the Attstar Securities were issued to Attstar;

- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients were:
  - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
  - (ii) issued more than 1% of the issued capital of the Company;
- (c) 10,000,000 Shares (being the subject of Resolution 3) and 10,000,000 Options (being the subject of Resolution 4) were issued;
- (d) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Options were issued on the terms and conditions set out in Schedule 2;
- (f) the Attstar Securities were issued on 22 April 2022;
- (g) the Attstar Securities were issued at a nil issue price, in consideration for the Attstar Acquisition. The Company has not and will not receive any other consideration for the issue of the Attstar Securities (other than in respect of funds received on exercise of the Options);
- (h) the purpose of the issue of the Attstar Securities was satisfy the Company's obligations under the Sale and Purchase Agreement; and
- (i) the Attstar Securities were issued to Attstar under the Sale and Purchase Agreement. A summary of the material terms of the Sale and Purchase Agreement is set out in Section 3.1.

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#### **4. RESOLUTIONS 5(A) AND 5(B) – RATIFICATION OF PRIOR ISSUE OF SHARES – FINDERS' FEE**

##### **4.1 General**

On 18 November 2021, the Company entered into a Finders' Fee Agreement with Pollock Prospecting Pty Ltd (ACN 645 046 108) for the identification, introduction and assistance in the Company acquiring an interest in and understanding the geology of exploration licences in the West Murchison region of Western Australia comprising the Exploration Licences E59/2628, E59/2629, E59/2630 and E59/2632 (together referred to as the Wooleen Project). As part of the consideration for the finders' fees, the Company agreed to issue 1,500,000 fully paid ordinary shares to Pollock Prospecting (and/or their nominees) voluntarily escrowed for 12 months from the date of issue.

On 18 November 2021, the Company entered into a Finders' Fee Agreement with Arnel Mendoza for the identification, introduction and assistance in the Company acquiring an interest in and understanding the geology of exploration licences in the region of Western Australia comprising the Exploration Licence E45/6056. As part of the consideration for the Finders' Fees, the Company agreed to issue 500,000 fully paid ordinary shares to Arnel Mendoza (and/or his nominees).

**(collectively, the Finders' Fee Shares)**

The Finders' Fee Agreements are otherwise on terms considered standard for an agreement of this nature.

As summarised in Section 2.1 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12 month period.

Under Listing Rule 7.1A, 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% to 25%.

The Company obtained approval to increase its limit to 25% at the annual general meeting held on 8 November 2021.

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

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

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

Resolution 5(a) seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the 1,500,000 Finders' Fee Shares to Pollock Prospecting (and/or their nominees).

Resolution 5(b) seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the 500,000 Finders' Fee Shares to Arnel Mendoza (and/or their nominees).

#### **4.2 Technical information required by Listing Rule 14.1A**

If Resolution 5(a) or 5(b) are passed, the relevant Finders' Fee Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Finders' Fee Shares.

If Resolution 5(a) or 5(b) are not passed, the relevant Finders' Fee Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Finders' Fee Shares.

### 4.3 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolutions 5(a) and 5(b):

- (a) the Finders' Fee Shares were issued to Pollock Prospecting Pty Ltd (and/or their nominees) and Arnel Mendoza (and/or his nominees);
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that the recipients of the Finders' Fee Shares were not:
  - (i) related parties of the Company, members of the Company's Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
  - (ii) issued more than 1% of the issued capital of the Company;
- (c) 1,500,000 Finders' Fee Share were issued to Pollock Prospecting Pty Ltd (and/or their nominees) voluntarily escrowed for 12 months from the date of issue (being the subject of Resolution 5(a)) and 500,000 Finders' Fee Share were issued to Arnel Mendoza (and/or his nominees) (being the subject of Resolution 5(b));
- (d) Finders' Fee Shares were issued on 16 November 2021;
- (e) the Finders' Fee Shares were issued at a nil issue price, in consideration for services provided under the Finders' Fee Agreements. The Company has not and will not receive any other consideration for the issue of the Finders' Fee Shares;
- (f) the purpose of the issue of the Finders' Fee Shares was to satisfy the Company's obligations under the Finders' Fee Agreements; and
- (g) the Finders' Fee Shares were issued to Pollock Prospecting Pty Ltd (and/or their nominees) and Arnel Mendoza (and/or his nominees) under the Finders' Fee Agreements. A summary of the material terms of the Agreements are set out in Section 4.1.

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## 5. RESOLUTION 6 – APPROVAL TO ISSUE SHARES TO HALCYON VENDORS

### 5.1 General

On 18 November 2019, the Company announced that it had entered into a binding agreement (**Halcyon Terms Sheet**) with the shareholders of Halcyon Resources Pty Ltd ACN 615 968 155 (**Halcyon**), being the individuals listed in Schedule 3 (**Halcyon Vendors**) to acquire 100% of the issued share capital of Halcyon, which at the time owned the Tambellup Project and intellectual property for the innovative production method to process Tambellup Kaolin to High Purity Alumina (**Halcyon Transaction**).

The consideration payable by the Company to the Halcyon Vendors for the Halcyon Transaction is as follows:

- (i) 7,000,000 Shares with a deemed issue price of \$0.04 per Share payable on completion of the Halcyon Transaction (**Initial Consideration**);

- (ii) Tranche 1 Consideration (as defined below) post completion of the Halcyon Transaction, subject to the satisfaction of the Tranche 1 Milestone; and
- (iii) Tranche 2 Consideration (as defined below) post completion of the Halcyon Transaction, subject to the satisfaction of the Tranche 2 Milestone.

The Initial Consideration was paid by the Company on 18 November 2019.

The Tranche 1 Consideration will be satisfied by:

- (a) subject to Shareholder approval, the issue of 7,000,000 Shares to Halcyon Vendors (or their nominees); or
- (b) if Shareholder approval is not obtained, cash payable to the Halcyon Vendors based on the deemed cash value of the 7,000,000 Shares based on the VWAP of Shares traded on the ASX during the 30 days on which sales in Shares were recorded on the ASX ending on the date that the Tranche 1 Milestone is satisfied (**30 Day Milestone 1 VWAP**),

within 60 days of satisfaction of the Tranche 1 Milestone (**Tranche 1 Consideration**).

The Tranche 1 Consideration is payable by the Company to the Halcyon Vendors upon an announcement by the Company on the ASX of an inferred (or greater) Mineral Resource (as defined and in accordance with the JORC Code) on the Tambellup Project of either:

- (a) not less than 5,000,000 tonnes of Kaolin Clay containing 45% minus micron clay with an 82% ISO brightness; or
- (b) not less than 5,000,000 tonnes of Kaolin Clay containing not less than an average of 29% Al<sub>2</sub>O<sub>3</sub> at an optimal fraction size,

**(Tranche 1 Milestone)**.

The Tranche 2 Consideration will be satisfied by:

- (a) subject to Shareholder approval, the issue of 8,000,000 Shares to Halcyon Vendors (or their nominees); or
- (b) cash payable to the Halcyon Vendors based on the deemed cash value of the 8,000,000 Shares based on the VWAP of Shares traded on the ASX during the 30 days on which sales in Shares were recorded on the ASX ending on the date that the Tranche 2 Milestone is satisfied

within 60 days of satisfaction of the Tranche 2 Milestone (**Tranche 2 Consideration**).

The Tranche 2 Consideration is payable by the Company to the Halcyon Vendors upon an announcement by the Company on the ASX of shipment(s) of a minimum of 50,000 tons of Kaolin Clay or derived product from the Tambellup Project (**Tranche 2 Milestone**).

The Company satisfied the Tranche 1 Milestone on 9 May 2022 and thus is required to issue the Tranche 1 Consideration pursuant to the terms of the Halcyon Terms Sheet.

Resolution 6 seeks Shareholder Approval to issue the Tranche 1 Consideration to the Halcyon Vendors.

Resolution 6 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 6.

## **5.2 Halcyon Transaction Summary**

The Company has entered into the Halcyon Terms Sheet on the following terms:

(a) Sale

The Company agreed to acquire 100% of the issued capital of Halcyon from the Halcyon Vendors.

(b) Consideration

As consideration for the Halcyon Transaction, the Company agreed to issue the Halcyon Vendors:

(i) the Initial Consideration, which was paid on 18 November 2019; and

(ii) subject to the satisfaction of the Tranche 1 Milestone and Tranche 2 Milestone, the payment of the Tranche 1 Consideration and the Tranche 2 Consideration.

The Initial Consideration was subject to a voluntary escrow period of 9 months from the date of issue.

If Shares are issued on satisfaction of the Tranche 1 Milestone, 3,500,000 of the Tranche 1 Consideration will be subject to voluntary escrow for a period of 6 months.

If Shares are issued on satisfaction of the Tranche 2 Milestone, 4,000,000 of the Tranche 2 Consideration will be subject to voluntary escrow for a period of 6 months.

(c) Warranties and representations

The Halcyon Vendors provided a number of warranties and representations in relation to Halcyon's assets, business and operations, as well as indemnities which are considered customary for an agreement of this nature.

(d) Conditions precedent

All of the conditions precedents were satisfied and completion of the Halcyon Transaction occurred on or around 18 November 2019.

## **5.3 Listing Rule 7.1**

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

The issue of the Tranche 1 Consideration does not fall within any of the exceptions in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of the Company's Shareholders under Listing Rule 7.1.

If Resolution 6 is passed, the Company will be able to proceed with the issue of the Tranche 1 Consideration to the Halcyon Vendors. In addition, the issue of the Tranche 1 Consideration will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of the Tranche 1 Consideration and in accordance with the Halcyon Terms Sheet will be required to pay the Halcyon Vendors an amount equal to the cash value of the Tranche 1 Consideration based on the 30 Day Milestone 1 VWAP.

#### **5.4 Specific information required by Listing Rule 7.3**

In accordance with Listing Rule 7.3, the following information is provided in relation to the Tranche 1 Consideration:

- (a) The Tranche 1 Consideration will be issued to the Halcyon Vendors (and/or their nominees) in accordance with their respective percentage entitlements as per the Halcyon Terms Sheet.
- (b) The maximum number of Shares to be issued under the Tranche 1 Consideration is 7,000,000 Shares;
- (c) The Tranche 1 Consideration will be fully paid ordinary shares and will rank equally in all respects with the Company's existing Shares;
- (d) The Tranche 1 Consideration will be issued no later than three months after the date of the Meeting;
- (e) The Tranche 1 Consideration is being issued as deferred consideration for the Halcyon Transaction deemed at \$0.0552 per share (being the 30 Day Milestone 1 VWAP) and as such no funds will be raised from the issue of the Tranche 1 Consideration to the Vendors;
- (f) The Tranche 1 Consideration is being issued under the Halcyon Terms Sheet, a summary of which has been provided in Section 5.2; and
- (g) A voting exclusion statement is included in the Notice for Resolution 6.

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## GLOSSARY

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**\$** means Australian dollars.

**ASIC** means the Australian Securities & Investments Commission.

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

**Board** means the current board of directors of the Company.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Chair** means the chair of the Meeting.

**Company** means Accelerate Resources Limited (ACN 617 821 771).

**Constitution** means the Company's constitution.

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

**Directors** means the current directors of the Company.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

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

**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.

**Optionholder** means a holder of an Option.

**Proxy Form** means the proxy form accompanying the Notice.

**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.

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

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## SCHEDULE 1 – TERMS AND CONDITIONS OF DIRECTOR OPTIONS

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- (a) **Entitlement**  
Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
- (b) **Exercise Price**  
Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.059 (**Exercise Price**).
- (c) **Expiry Date**  
Each Option will expire at 5:00 pm (WST) on 1 February 2025 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (d) **Exercise Period**  
The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).
- (e) **Notice of Exercise**  
The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
- (f) **Exercise Date**  
A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).
- (g) **Timing of issue of Shares on exercise**  
Within five Business Days after the Exercise Date, the Company will:
- (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, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
  - (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(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.

(h) **Shares issued on exercise**

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

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) **Change in exercise price**

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

(l) **Transferability**

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

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## SCHEDULE 2 – TERMS AND CONDITIONS OF ATTSTAR OPTIONS

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- (a) **Entitlement**  
Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
- (b) **Exercise Price**  
Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.10 (**Exercise Price**).
- (c) **Expiry Date**  
Each Option will expire at 5:00 pm (WST) on the date that is two and a half (2.5) years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (d) **Exercise Period**  
The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).
- (e) **Notice of Exercise**  
The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
- (f) **Exercise Date**  
A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).
- (g) **Timing of issue of Shares on exercise**  
Within five Business Days after the Exercise Date, the Company will:
- (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, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
  - (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(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.

(h) **Shares issued on exercise**

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

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) **Change in exercise price**

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

(l) **Transferability**

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

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**SCHEDULE 3 – HALCYON VENDORS**

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<b>Halcyon Vendor</b>	<b>Entitlement to Consideration</b>
Stuart Rechner	20%
James Peter Allchurch	20%
Nova Minerals Limited	19.08%
Jonathan Adam Davies	13.84%
Omen Pty Ltd	13.84%
Eric William Emmott	7.91%
SJ Capital Pty Ltd	3.95%
David Detata	1.39%
<b>TOTAL</b>	<b>100%</b>

**LODGE YOUR PROXY APPOINTMENT ONLINE**

 **ONLINE PROXY APPOINTMENT**  
www.advancedshare.com.au/investor-login

 **MOBILE DEVICE PROXY APPOINTMENT**  
Lodge your proxy by scanning the QR code below, and enter your registered postcode.  
It is a fast, convenient and a secure way to lodge your vote.

**GENERAL MEETING PROXY FORM**

I/We being shareholder(s) of Accelerate Resources Limited and entitled to attend and vote hereby:

**APPOINT A PROXY**

The Chair of the Meeting **OR**   **PLEASE NOTE:** If you leave the section blank, the Chair of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) named, the Chair of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the General Meeting of the Company to be held at the **Ground Floor, 16 Ord Street, West Perth WA 6005 on 1 July 2022 at 11.00am (WST)** and at any adjournment or postponement of that Meeting.

**Chair's voting intentions in relation to undirected proxies:** The Chair intends to vote all undirected proxies in favour of all Resolutions. In exceptional circumstances, the Chair may change his/her voting intentions on any Resolution. In the event this occurs, an ASX announcement will be made immediately disclosing the reasons for the change.

**VOTING DIRECTIONS**

Resolutions	For	Against	Abstain*
1 Election of Director – Dr Steve Bodon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ratification of prior issue of Options – Dr Steve Bodon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Ratification of prior issue of Shares – Attstar Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification of prior issue of Options – Attstar Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5(a) Ratification of prior issue of Shares– Finders Fees - Pollock Prospecting Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5(b) Ratification of prior issue of Shares– Finders Fees - Arnel Mendoza	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval to issue Shares to Halcyon Vendors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

 \* If you mark the Abstain box for a particular Resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

**SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED**

Shareholder 1 (Individual)  Joint Shareholder 2 (Individual)  Joint Shareholder 3 (Individual)   
Sole Director and Sole Company Secretary Director/Company Secretary (Delete one) Director

This form should be signed by the shareholder. If a joint holding, all the shareholders should sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

Email Address

Please tick here to agree to receive communications sent by the Company via email. This may include meeting notifications, dividend remittance, and selected announcements.

## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

### CHANGE OF ADDRESS

This form shows your address as it appears on Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

### APPOINTMENT OF A PROXY

If you wish to appoint the Chair as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair, please write that person's name in the box in Step 1. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

### DEFAULT TO THE CHAIR OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chair of the Meeting.

### VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each resolution 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 resolution 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 a given resolution, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on a resolution, your vote on that resolution will be invalid.

**PLEASE NOTE:** If you appoint the Chair as your proxy (or if they are appointed by default) but do not direct them how to vote on a resolution (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that resolution), the Chair may vote as they see fit on that resolution.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

### COMPLIANCE WITH LISTING RULE 14.11

In accordance with Listing Rule 14.11, if you hold shares on behalf of another person(s) or entity/entities or you are a trustee, nominee, custodian or other fiduciary holder of the shares, you are required to ensure that the person(s) or entity/entities for which you hold the shares are not excluded from voting on resolutions where there is a voting exclusion. Listing Rule 14.11 requires you to receive written confirmation from the person or entity providing the voting instruction to you and you must vote in accordance with the instruction provided.

By lodging your proxy votes, you confirm to the company that you are in compliance with Listing Rule 14.11.

### CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

### SIGNING INSTRUCTIONS ON THE PROXY FORM

#### Individual:

Where the holding is in one name, the security holder must sign.

#### Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

#### Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or a certified photocopy of the Power of Attorney to this form when you return it.

#### Companies:

Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

### LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 11.00am (WST) on 29 June 2022, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled Meeting.



#### ONLINE PROXY APPOINTMENT

[www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login)



#### BY MAIL

Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009; or  
PO Box 1156, Nedlands WA 6909



#### BY FAX

+61 8 6370 4203



#### BY EMAIL

[admin@advancedshare.com.au](mailto:admin@advancedshare.com.au)



#### IN PERSON

Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009



#### ALL ENQUIRIES TO

Telephone: +61 8 9389 8033