

Ten Sixty Four Limited
ACN 099 377 849

Notice of Meeting and Explanatory Memorandum

VOTE IN FAVOUR

The Convening Shareholders unanimously recommend that you vote FOR all resolutions proposed at the Meeting and set out in this Notice.

The Meeting will be held on Wednesday, 28 September 2022 at 10.00am (Sydney time) and as a hybrid meeting at DLA Piper, Level 22, No. 1 Martin Place, Sydney, and as a virtual meeting, accessible at <http://web.lumiagm.com/328376305>.

The Meeting will be accessible to all Shareholders via a live webinar, which will allow all Shareholders to participate in the Meeting. If you wish to participate at the Meeting, please use 328376305 and Voting Access Code (VAC on the Proxy Form to login to the Meeting at <http://web.lumiagm.com/328376305>.

This is an important document. Please read it carefully and in its entirety. If you do not understand it please consult with your financial and/or other professional adviser immediately.

If you are unable to attend the Meeting, please complete the Proxy Form enclosed and return it to Boardroom as soon as possible and no later than 5.00pm (Sydney time) on 22 September 2022 or to Computershare or the Company by no later than 10.00 am (Sydney time) on 26 September 2022.

Important Dates

Date of this document	26 August 2022
Deadline by which the Proxy Form should be returned to Boardroom	5.00pm (Sydney time) on Thursday, 22 September 2022
Deadline by which the Proxy Form should be returned to Computershare or the Company	10.00am (Sydney time) on Monday, 26 September 2022
Determination of eligibility to vote at the Meeting	7.00pm (Sydney time) on Monday, 26 September 2022
Meeting DLA Piper, Level 22, No. 1 Martin Place, Sydney	10.00am (Sydney time) on Wednesday, 28 September 2022

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Directory

<p>Ten Sixty Four Limited</p> <p>Suite A, Level 1 1 Preston Street Como WA 6152</p>	<p>Convening Shareholders</p> <p>Vitrinite Holdings Pty Ltd Attention: Ryan Welker Level 6 Suite 2, "Blue Tower" 12 Creek Street, Brisbane Q 4000 +61 7 3174 4816 x64@vitrinite.com.au</p> <p>Arbiter Partners Capital Management LLC Attention: Michael Appleby 530 Fifth Ave, 20th Floor New York, NY 10036 Office: 646-273-4111 mappleby@arbiterpartners.net</p>
<p>Company's share registry</p> <p>Computershare Investor Services Level 11, 172 St Georges Terrace Perth WA 6000</p>	<p>Share registry appointed by the Convening Shareholders</p> <p>Boardroom Level 12, 225 George Street Sydney NSW 2000</p> <p>GPO Box 3993 Sydney NSW 2001</p>
<p>Location of the Meeting</p> <p>DLA Piper Level 22, No. 1 Martin Place Sydney NSW 2000</p>	<p>Legal advisers to the Convening Shareholders</p> <p>DLA Piper</p>

Notice of Meeting

Notice is given that a general meeting of Ten Sixty Four Limited will be held on Wednesday, 28 September 2022 at 10.00am (Sydney time) at DLA Piper, Level 22, No. 1 Martin Place, Sydney NSW 2000 and as a virtual meeting.

The Meeting is being convened pursuant to section 249F of the Corporations Act by Vitrinite Holdings Pty Ltd (ACN 614 033 180) and Arbiter Partners Capital Management LLC, who together hold at least 5% of the votes that may be cast at a general meeting of the Company.

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

Terms and abbreviations used in this Notice are defined in Schedule 1 to this Notice.

Agenda

Resolution 1 – Appointment of Ms Debra Anne Bakker as a Director

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

“That subject to the passing of Resolutions 2, 3 and 4 and, to the extent that any person has been appointed as a Director between 20 July 2022 and the end of the Meeting, the passing of Resolution 5, Ms Debra Anne Bakker, having consented to act, be appointed as a Director with immediate effect.”

Resolution 2 – Appointment of Mr Edward (Ned) Arnold Collery as a Director

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

“That subject to the passing of Resolutions 1, 3 and 4 and, to the extent that any person has been appointed as a Director between 20 July 2022 and the end of the Meeting, the passing of Resolution 5, Mr Edward (Ned) Arnold Collery, having consented to act, be appointed as a Director with immediate effect.”

Resolution 3 – Appointment of Mr Lazaros Nikeas as a Director

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

“That subject to the passing of Resolutions 1, 2 and 4 and, to the extent that any person has been appointed as a Director between 20 July 2022 and the end of the Meeting, the passing of Resolution 5, Mr Lazaros Nikeas, having consented to act, be appointed as a Director with immediate effect.”

Resolution 4 – Removal of Mr Jeffery William McGlinn as a Director

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

“That subject to the passing of Resolutions 1, 2 and 3 and, to the extent that any person has been appointed as a Director between 20 July 2022 and the end of the Meeting, the passing of Resolution 5, and pursuant to, and in accordance with, section 203D of the Corporations Act and the Constitution, Mr Jeffery William McGlinn be removed as a Director with immediate effect.”

Resolution 5 – Removal of Directors appointed after the notice to convene the Meeting

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

“That subject to the passing of Resolutions 1, 2, 3 and 4 any person appointed as a Director between 20 July 2022 and the end of the Meeting (other than Ms Debra Anne Bakker, Mr Edward (Ned) Arnold Collery and Mr Lazaros Nikeas), be removed as a Director with immediate effect.”

Entitlement to vote

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) the persons eligible to vote at the Meeting are those who are registered Shareholders at 7.00pm (Sydney time) on Monday, 26 September 2022.

Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

How to vote

Shareholders may vote:

- by attending the Meeting in person, virtually or by attorney; or
- by proxy; or
- by corporate representative in the case of corporate shareholders.

Voting virtually at the general meeting

Shareholders are provided with the opportunity to attend and participate in the Meeting virtually, where they will be able to vote and ask questions. If you wish to participate at the Meeting, please use 328376305 and Voting Access Code (VAC) on the Proxy Form to login to the Meeting at <http://web.lumiagm.com/328376305>.

To vote at the Meeting, you are encouraged to appoint a proxy, preferably Ryan Welker, to vote on your behalf at the Meeting as this will simplify the voting procedures for the Meeting. Alternatively, you will be able to record your vote during the Meeting through an online poll.

Voting by proxy

A Proxy Form accompanies this document.

Each Shareholder entitled to vote at the Meeting may appoint a proxy to attend and vote at the Meeting.

A proxy need not be a Shareholder and can be an individual or a body corporate.

A body corporate appointed as a Shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Meeting. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

A Shareholder 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. If the Shareholder does not specify any such proportion or number of votes, then those persons may exercise half of the votes of the Shareholder. If the total number of votes to which a proxy or attorney is entitled to exercise does not constitute a whole number, the Company must disregard the fractional part of that total.

If you wish to support the Convening Shareholders and you would like to appoint a representative of the Convening Shareholders as your proxy, please appoint Ryan Welker as your proxy.

If you do not give a direction to your proxy, the proxy may vote as he or she chooses. If you appoint Ryan Welker as your proxy and do not give him a direction as to how to vote, he intends to vote all proxies in favour of each Resolution.

Sections 250BB and 250BC of the Corporations Act apply to voting by proxy. Shareholders and their proxies should be aware of these provisions, as they will apply to the Meeting. Broadly, the effect of the provisions is that:

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

More detail on these provisions is provided below in the Explanatory Memorandum.

Appointment of Boardroom as proxy collector

To ensure the integrity of the proxy voting process, the Convening Shareholders have engaged a professional and independent third party, Boardroom, to properly collect and collate the Proxy Forms returned to it.

Boardroom is under strict obligations pursuant to its appointment to at all times handle the Proxy Forms with due care and skill and to safeguard the Proxy Forms against tampering, filtering or other inappropriate handling.

For an appointment of a proxy for the Meeting to be effective:

- the proxy's appointment; and
- if the appointment is signed by the appointer's attorney – the authority under which the appointment was signed (e.g. a power of attorney) or a certified copy of it,

must be received by the Company at least 48 hours before the Meeting (that is, not later than 10.00am (Sydney time) on Monday, 26 September 2022).

Lodgement of Proxy Form

The Convening Shareholders recommend you return your Proxy Form to Boardroom.

If you would like to return your Proxy Form to Boardroom, you will need to ensure that it is received by Boardroom as soon as possible and, in any event, no later than 5.00pm (Sydney time) on Thursday, 22 September 2022. Returning your Proxy Form via fax, email or in person is the recommended lodgement method, given the potential for postal delays. This will allow Boardroom sufficient time to deliver all Proxy Forms received to the Company by no later than 10.00am (Sydney time) on Monday, 26 September 2022.

By mail: Boardroom Pty Ltd
GPO Box 3993, Sydney, NSW 2001
By fax: 1300 737 760 (within Australia)
+61 2 9290 9600 (outside Australia)

In Person Boardroom Pty Ltd
Level 12, 225 George Street, Sydney, NSW 2001
Email: proxy@boardroomlimited.com.au

Alternatively, you may return your Proxy Form directly to the Company or the Company's share registry, Computershare Investor Services by no later than 10.00am (Sydney time) on Monday, 26 September 2022:

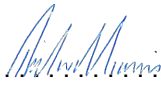
By mail: Computershare Investor Services Pty Ltd
GPO Box 242, Melbourne, Victoria 3001

By fax: 1800 783 447 (within Australia)
+61 3 9473 2555 (outside Australia)

Convened by the Convening Shareholders in accordance with section 249F of the Corporations Act. Each of the Convening Shareholders hereby also confirms that they have consented to the form of this Notice of meeting.

Dated 22 August 2022

Executed by **Vitrinite Holdings Pty Ltd ACN 614 033 180** acting by the following persons or, if the seal is affixed, witnessed by the following persons in accordance with s127 of the *Corporations Act 2001* (Cth):


.....
Signature of director

Nicholas Williams

.....
Name of director (print)


.....
Signature of director/company secretary

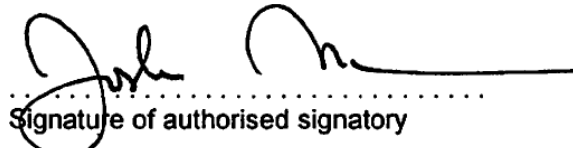
Paul Ryan Welker

.....
Name of director/company secretary (print)

Signed, sealed and delivered by Arbiter Partners Capital Management LLC by its duly authorised signatory in the presence of:


.....
Signature of witness


.....
Name of witness (print)


.....
Signature of authorised signatory

JOSHUA MUSER
.....
Name of authorised signatory (print)

Explanatory Memorandum

The Explanatory Memorandum has been prepared to provide Shareholders with information about the items of business to be considered at the Meeting. The Explanatory Memorandum is important and should be read carefully, in its entirety, by all Shareholders. The Explanatory Memorandum is part of the Notice.

1 Why has the Meeting been called?

Vitrinite and Arbiter are registered shareholders who together hold at least 5% of the votes that may be cast at a general meeting of the Company.

Section 249F of the Corporations Act provides that members with at least 5% of the votes that may be cast at a general meeting may call, and arrange to hold, a general meeting at their expense. The members calling the meeting must pay the expenses of calling and holding the meeting. On 20 July 2022, the Convening Shareholders gave notice to the Company of its intention to move the Resolutions as required for the purposes of section 203D(2) of the Corporations Act to enable Resolutions 4 and 5 to be put to Shareholders at the Meeting.

The Convening Shareholders have convened the Meeting under section 249F of the Corporations Act to seek the removal of Mr Jeffery William McGlinn as a Director and the appointment of Ms Debra Anne Bakker and Messrs. Edward (Ned) Arnold Coltery and Lazaros Nikeas as Directors of the Company.

It is no longer proposed to remove Mr Andrew Charles Hunt as was notified in the section 203D and 249F Notice dated 20 July 2022 for the purposes of ensuring the Company is complying with section 201A of the Corporations Act. A further notice for the purposes of section 249F reflecting the removal of this resolution has been issued to the Company.

Each of Resolutions 1 to 5 are ordinary resolutions and the Convening Shareholders recommend that Shareholders vote in favour of each Resolution.

2 Competency of the proposed Directors

The proposed Directors have extensive experience in financial economics and resources.

Debra Anne Bakker	<p>Mrs Debra Anne Bakker is an experienced financier and participant in the resources industry with 10 years' experience working in London, Chicago and New York in senior roles with Barclays Capital and Standard Bank. Subsequently, Ms Bakker established the natural resources team for Commonwealth Bank of Australia and held a number of senior roles over a 10 year period culminating as Head of Mining and Metals Origination. Ms Bakker is also the Australian representative of Auramet Trading LLC.</p> <p>Qualifications: MAppFin, BBus(Fin & Acc), GradDip, GFinSIA, GAICD</p> <p>Current directorships:</p> <p>IGO Limited (ASX:IGO), NED and Chair of People, Performance and Culture Committee</p> <p>Carnarvon Energy Limited (ASX:CVN), NED and Chair of Audit Committee</p> <p>Transshipment Services Australia Pty Ltd</p> <p>Lishman Health Research Foundation Inc</p> <p>Former directorships:</p> <p>Capricorn Metals Ltd (ASX: CMM)</p> <p>Azumah Resources Limited (AZM)</p>
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<p>Edward (Ned) Arnold Collery</p>	<p>Mr Edward (Ned) Arnold Collery is a graduate of Vanderbilt University (2013) with a major in economics and minors in financial economics and Islamic studies. He has been employed in the investment business since graduation working first for Arbiter Partners and then for the SC Fundamental Value Fund. In May of 2021, Mr. Collery founded Pelham Investment Partners of which he is currently the President.</p> <p>During his investment career, Mr. Collery has focused on natural resource companies including a number of gold mining companies and has supervised an investment in Ten Sixty Four (and its predecessor, Medusa Mining) for one firm or another continuously since 2015. As a director and long time shareholder, Mr. Collery believes he could assist Ten Sixty Four in, among other things, the areas of capital allocation and expense control.</p> <p>Qualifications: 9 Years of Public Markets Investment Experience; Expertise in Mining Companies; Extensive Familiarity with Ten Sixty Four</p> <p>Current directorships: None</p> <p>Former directorships: None</p>
<p>Lazaros Nikeas</p>	<p>Mr Lazaros Nikeas has more than 20 years of M&A and capital markets advisory for resource, chemical and industrial companies, with over US\$25B of M&A transactions completed. He is currently a Principal Investment Manager of Weston Energy LLC, a Yorktown Partners LLC portfolio company with investments in energy minerals assets. Prior to that, he was a partner of Traxys Capital Partners, a private equity firm backed by The Carlyle Group.</p> <p>Previously he was the Head of North American Advisory for materials and mining for BNP Paribas, Partner with Hill Street Capital and M&A analyst for Morgan Stanley. He graduated from Amherst College.</p> <p>Qualifications: Bachelor of Arts, BA</p> <p>Current directorships:</p> <p>Eden Innovations Limited (ASX:EDE)</p> <p>Battery Mineral Resources Corp. (ASX:BMR) (executive chairman)</p> <p>Minto Metals Corp. (ASX:MNT0)</p> <p>Vitrinite Holdings LLC</p> <p>Vitrinite Pty Ltd</p> <p>Former directorships: Rhino Resources Ltd</p>

3 Strategic vision

Current concerns

The Convening Shareholders have significant concerns in relation to the performance, management and governance of the Company in recent years, which concerns are set out in further detail below.

<p>Performance concerns</p>	<ul style="list-style-type: none"> Over the last 10 years, the Company's share price has performed poorly - the Annualized Total Return of the Company has been -21% for a cumulative loss of over 90%. Comparatively, the Van Eck Junior Gold Miners ETF, on the other hand, has declined by just -6.9% annually over the last 10 years. Notwithstanding the Company's longer term poor performance, from 16 February 2021, being the date on which Mr McGlenn was appointed to the Board, to 12 August 2022, the Company has generated an Annualized Total Return of -19% for a cumulative loss of -26.9% and the Company's Enterprise Value has declined by approximately 64%; on a per share basis, the Company's Enterprise Value has declined by nearly 67%. Over that same period, the Van Eck Junior Gold Miners ETF– whose constituents typically run with net leverage rather than net cash as in the
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	<p>Company's case – has seen a -28.6% return as against the nearly 67% decline in the Company's Enterprise Value per share.</p> <ul style="list-style-type: none"> The Convening Shareholders are concerned that the current management and governance of the Company, including in respect of the issues set out below, have resulted in the Company's recent poor performance and the failure to address the longer term performance issues.
Management and governance concerns	<ul style="list-style-type: none"> There has been a significant breakdown of defined executive responsibilities and roles. There remain significant questions as to how, and whether, the Company has pursued its strategic objectives, due to the lack of disclosure to the Shareholders. The Convening Shareholders consider the Company's recent expenditure to have been made in an uncommercial and unnecessary manner, including by doubling the corporate overheads of the Company (corporate overheads include executive remuneration packages) (approximately \$2.6 million) in the most recent quarterly period ending 30 June 2022, in comparison to the quarterly period ending March 2022 (approximately \$1.3 million); which equates to an 86% increase since 30 June 2021 (\$1.4 million). There is a clear lack of any ESG strategy and ESG implementation reporting by the Company, which is a significant shortcoming of a company aiming to gain acceptance among the broader investment community. The Company has failed to adhere to the requisite standards of disclosure to the Shareholders, including in respect of its performance against its strategic objectives as well as the Company's investment plan for the cash on hand (if any investment plan even exists, which in itself is another shortcoming of the current Board).

What is the vision of the Convening Shareholders?

The Convening Shareholders no longer have confidence in Mr McGlenn and are confident that the Proposed Directors, together with Messrs. Mottram Treyvaud and Hunt (current Directors), will be better placed to oversee the future governance and management of the Company, allowing the Company to increase shareholder value, by:

- reducing identified uncommercial and unnecessary corporate overheads and implementing other identified cost saving measures that will be value accretive for the Company and its Shareholders, including market appropriate remuneration packages for Directors and senior executives (and all staff);
- ensuring regular informative and transparent communications are made to Shareholders, in particular in respect of the Company's strategic objectives and the capital allocation strategy intended for the Company to adopt and pursue (and the Company's ongoing performance against those objectives and strategy);
- ensuring that there are clearly defined executive responsibilities that align with the Board's charter, and which are strictly adhered to; and
- adopting a clear commitment to senior leadership accountability, operational safety across the Company and its operations, ESG and workplace culture, and by immediately taking positive steps to embed these policies within Company and its operations.

4 Response to certain statements of the current Directors of the Company

The Convening Shareholders are also concerned with several actions taken by the Company, which include:

- terminating the former managing Director, Mr Welker's, executive services agreement (**Executive Services Agreement**) without providing any written notice of termination, nor the reasons for termination, personally to the managing Director (**Termination**); and
- inaccurate reporting of the Termination in public forums.

<p>Alleged termination of Mr Welker</p>	<p>On 5 July 2022, the Company announced to the ASX that it has terminated former managing Director, Mr Welker's, Executive Services Agreement, effective immediately (Public Announcement).</p> <p>Prior to the Public Announcement, Mr Welker was not made aware of the termination, nor was Mr Welker provided with:</p> <ul style="list-style-type: none"> • the termination notice required under the Executive Services Agreement; nor • the opportunity to defend any reason for the termination. <p>The Convening Shareholders do not consider this to be an appropriate way of terminating any member of the Company and they are concerned that the Company has no grounds justifying the termination and may have breached the law in doing so.</p> <p>The Convening Shareholders are also concerned that the termination of Mr Welker's Executive Services Agreement five days after Mr Welker's resignation as a Director was an unnecessary action by the Board and is evidence of the current management and governance issues of the Board.</p>
<p>Defamatory conduct</p>	<p>The Public Announcement included accusations that in summary Mr Welker failed to disclose his material personal interests (that allegedly arose due to a commercial contract with another entity within the Company's group) (Alleged Conduct). The Company claimed that as a result of the Alleged Conduct, Mr Welker:</p> <ul style="list-style-type: none"> • was in breach of his duties as a Director; • was acting contrary to the best interests of the Company; and • was not a fit and proper person to hold the position of a Director. <p>The Public Announcement was repeated in two further public news articles.</p> <p>On 11 July 2022, Vitrinite Holdings brought concerns to the attention of the Directors via written correspondence that the Public Announcement may be defamatory (Concerns Notice). The Company has yet to rectify, or acknowledge the actions set out in the Concerns Notice.</p> <p>The Convening Shareholders believe that the Shareholders must be correctly informed of the circumstances surrounding this matter, including because the Convening Shareholders are concerned that the Company may seek to conflate the Termination with the current actions of the Convening Shareholders (described in this Notice).</p> <p>Accordingly, Vitrinite Holdings notes that:</p> <ul style="list-style-type: none"> • Mr Welker is a shareholder of Vitrinite Holdings, which provides him with an indirect interest of approx. 9% in Ranger Equipment Pty Ltd (Ranger Equipment); • the contract the subject of the Alleged Conduct is a drilling services contract between Ranger Equipment and Ten Sixty Four Queensland Limited (1064 Qld) (Drilling Contract); • the Company acquired 1064 Qld, in consideration for which Vitrinite Holdings received Shares in the Company (Sale Agreement); • the existence of the Drilling Contract, and Mr Welker's interest in Ranger Equipment, was disclosed under the terms and conditions of the Sale Agreement; and • Mr Welker denies that he has any direct financial interest (held prior to, or obtained subsequent to, him entering into the Executive Services Agreement) in another company which has entered into an important commercial contract with an entity in the Company's group: In this respect: <ul style="list-style-type: none"> - his interest in Ranger Equipment is not direct;

	<ul style="list-style-type: none">- the Drilling Contract is not an important contract based upon its very low spend; and- the Board has been provided with all relevant information related to the above matters prior to the Executive Services Agreement being executed, and at no time prior to the Termination was any concern raised about the existence of the Drilling Contract and Mr Welker's indirect financial interest in Ranger Equipment.
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Glossary

Arbiter	Arbiter Partners Capital Management LLC
Board	The Board of Directors of the Company
Boardroom	Boardroom Pty Limited (ACN 003 209 836)
Chairperson	The Chairperson of the Meeting appointed in accordance with the Constitution
Constitution	The constitution of the Company
Convening Shareholders	Vitrinite and Arbiter, who together hold at least 5% of the votes that may be cast at a general meeting of the Company
Company	Ten Sixty Four Limited (ACN 099 377 849)
Corporations Act	<i>Corporations Act 2001</i> (Cth)
Director	A director of the Company
Explanatory Memorandum	The explanatory memorandum enclosed with and forming part of this Notice
Meeting	The general meeting of the Company notified to Shareholders by this Notice
Proxy Form	The Proxy Form enclosed with and forming part of this Notice
Resolutions	The resolutions referred to in this Notice, and resolution means the applicable resolution referred to in this Notice or any of the resolutions referred to in this Notice (as the context requires)
Share	A fully paid ordinary share in the Company
Shareholder	The holder of a Share
Vitrinite	Vitrinite Holdings Pty Ltd (ACN 614 033 180)

Schedule 1 Meeting Instructions

ONLINE SHAREHOLDERS' MEETING GUIDE 2022

Attending the AGM virtually

If you choose to participate online, you will be able to view a live webcast of the meeting, ask questions and submit your votes in real time.

To access the meeting:

Visit web.lumiagm.com/328376305 on your computer, tablet or smartphone. You will need the latest version of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

Meeting ID: 328-376-305

To login you must have your **Voting Access Code (VAC)** and **Postcode or Country Code**

The website will be open and available for log in from 9:00am AEST, Wednesday 28 September 2022

Using the Lumi AGM platform:

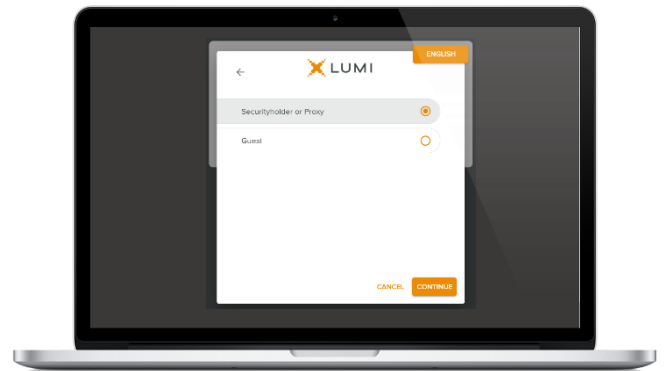
ACCESS

The 1st page of the platform will ask in what capacity you are joining the meeting.

Shareholders or appointed proxies should select

"Shareholder or Proxyholder"

Guests should select **"Guest"**

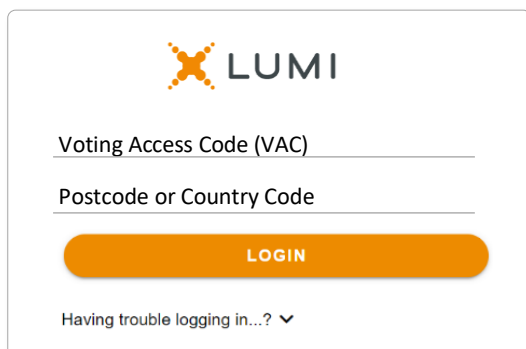


CREDENTIALS

Shareholders/Proxys

Your username is your **Voting Access Code** and your password is your **Postcode or Country Code**, or, for non-Australian residents, your **3-letter country code**.

Proxy holders should obtain their log in credentials from the registrar by calling 1300 737 7860 or 61+ 2 9290 9600

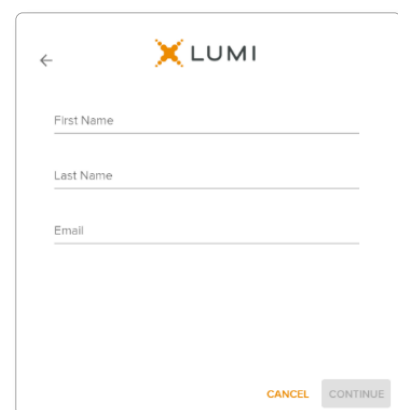


The screenshot shows the Lumi AGM platform login form for Shareholders/Proxys. It features the Lumi logo at the top, followed by two input fields: "Voting Access Code (VAC)" and "Postcode or Country Code". Below these fields is a prominent orange "LOGIN" button. At the bottom, there is a link that says "Having trouble logging in...?" with a dropdown arrow.

Guests

Please enter your name and email address to be admitted into the meeting.

Please note, guests will not be able to ask questions or vote at the meeting.



The screenshot shows the Lumi AGM platform registration form for Guests. It features the Lumi logo at the top, followed by three input fields: "First Name", "Last Name", and "Email". At the bottom right, there are two buttons: "CANCEL" and "CONTINUE".

NAVIGATION

Once successfully authenticated, the home page will appear. You can view meeting instructions, ask questions and open the virtual meeting.

A link to the virtual meeting will be provided on the home page. Click the link to open the meeting. The meeting will open in a separate browser tab on your device.

To Vote and ask Questions during the meeting, navigate back to the browser tab with the LUMI AGM platform open.

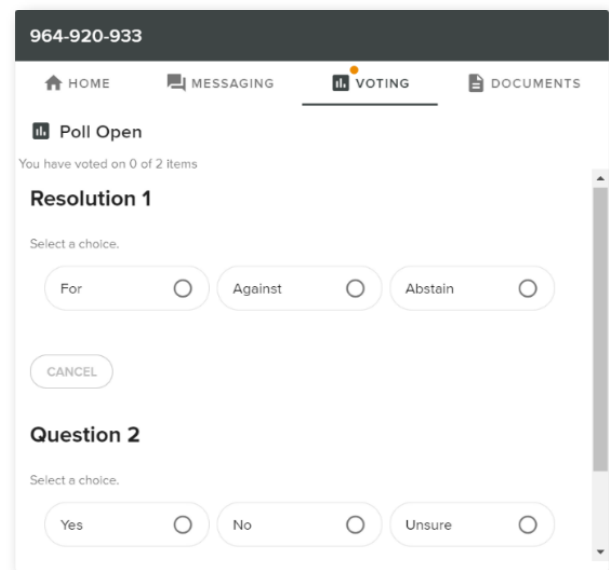
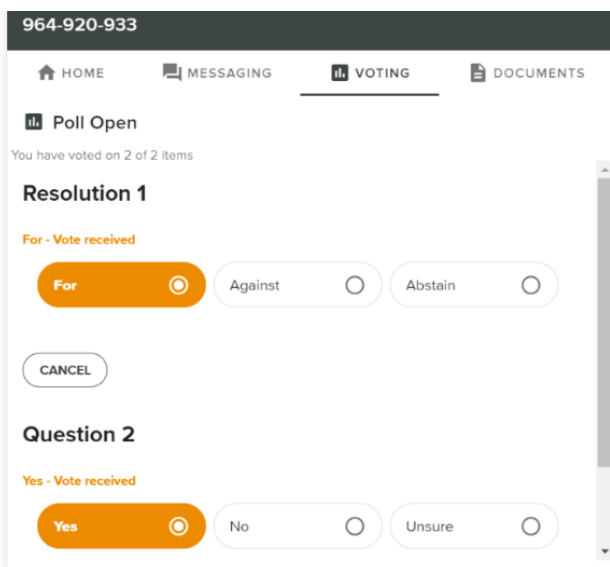


VOTING

The Chair will open voting on all resolutions at the start of the meeting. Once voting has opened, the voting tab will appear on the navigation bar.



Selecting this tab will open a list of all resolutions and their voting options.



To vote, simply select your voting direction from the options displayed on screen. Your selection will change colour and a confirmation message will appear.

To change your vote, simply select another option. If you wish to cancel your vote, please press cancel.

There is no need to press a submit or send button. Your vote is automatically counted.

Voting can be performed at any time during the meeting until the Chair closes the poll.

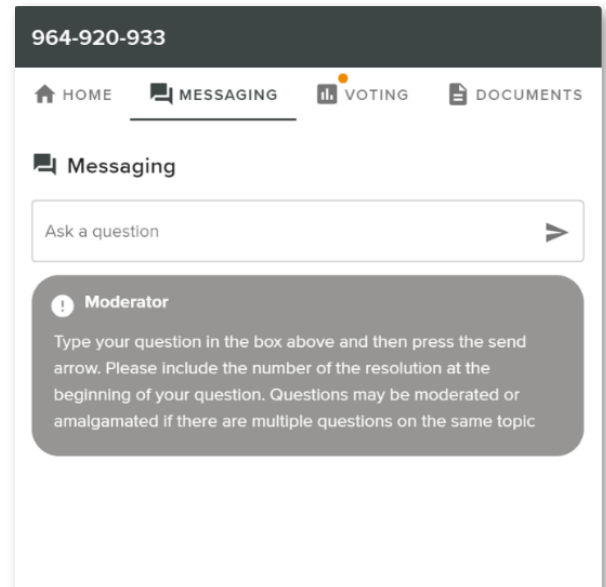
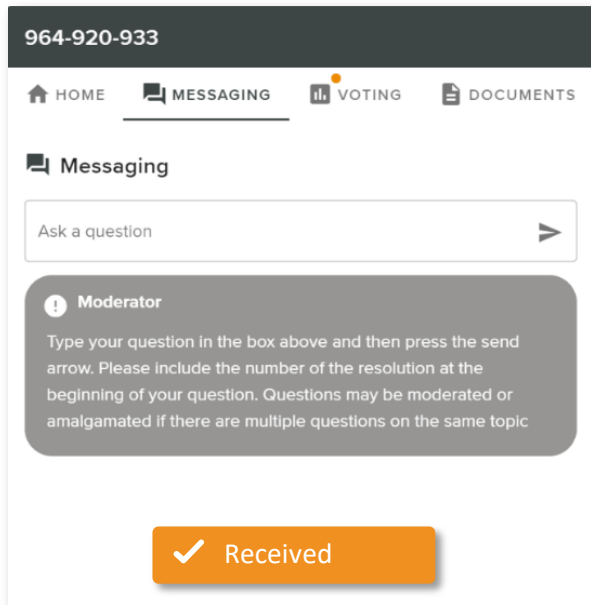
QUESTIONS

Any shareholder or appointed proxy is eligible to ask questions.

If you would like to ask a question. Select the messaging tab.



Messages can be submitted at any time from the start of the meeting, up until the Chair closes the Q&A session.



Select the “Ask a Question” box and type in your message.

Once you are happy with your message, select the send icon.



Questions sent via the Lumi platform may be moderated before being sent to the Chair. This is to avoid repetition and remove any inappropriate language.

Meeting ID: 328- 376-305

To login you must have your [Voting Access Code \(VAC\)](#) and [Postcode or Country Code](#)

The website will be open and available for log in from 9:00am AEST, Wednesday 28 September 2022

web.lumiagm.com

Country Codes

For overseas shareholders, select your country code from the list below and enter it into the password field.

ABW Aruba	DZA Algeria	LBR Liberia	ROU Romania
AFG Afghanistan	ECU Ecuador	LBY Libyan Arab Jamahiriya	RUS Russian Federation
AGO Angola	EGY Egypt	LCA St Lucia	RWA Rwanda
AIA Anguilla	ERI Eritrea	LIE Liechtenstein	SAU Saudi Arabia Kingdom Of
ALA Aland Islands	ESH Western Sahara	LKA Sri Lanka	SDN Sudan
ALB Albania	ESP Spain	LSO Lesotho	SEN Senegal
AND Andorra	EST Estonia	LTU Lithuania	SGP Singapore
ANT Netherlands Antilles	ETH Ethiopia	LUX Luxembourg	SGS Sth Georgia & Sth Sandwich Isl
ARE United Arab Emirates	FIN Finland	LVA Latvia	SHN St Helena
ARG Argentina	FJI Fiji	MAC Macao	SJM Svalbard & Jan Mayen
ARM Armenia	FLK Falkland Islands (Malvinas)	MAF St Martin	SLB Solomon Islands
ASM American Samoa	FRA France	MAR Morocco	SCG Serbia & Outlying
ATA Antarctica	FRO Faroe Islands	MCO Monaco	SLE Sierra Leone
ATF French Southern	FSM Micronesia	MDA Republic Of Moldova	SLV El Salvador
ATG Antigua & Barbuda	GAB Gabon	MDG Madagascar	SMR San Marino
AUS Australia	GBR United Kingdom	MDV Maldives	SOM Somalia
AUT Austria	GEO Georgia	MEX Mexico	SPM St Pierre And Miquelon
AZE Azerbaijan	GGY Guernsey	MHL Marshall Islands	SRB Serbia
BDI Burundi	GHA Ghana	MKD Macedonia Former Yugoslav Rep	STP Sao Tome And Principe
BEL Belgium	GIB Gibraltar	MLI Mali	SUR Suriname
BEN Benin	GIN Guinea	MLT Mauritania	SVK Slovakia
BFA Burkina Faso	GLP Guadeloupe	MMR Myanmar	SVN Slovenia
BGD Bangladesh	GMB Gambia	MNE Montenegro	SWE Sweden
BGR Bulgaria	GNB Guinea-Bissau	MNG Mongolia	SWZ Swaziland
BHR Bahrain	GNQ Equatorial Guinea	MNP Northern Mariana Islands	SYC Seychelles
BHS Bahamas	GRC Greece	MOZ Mozambique	SYR Syrian Arab Republic
BIH Bosnia & Herzegovina	GRD Grenada	MRT Mauritania	TCA Turks & Caicos Islands
BLM St Barthelemy	GRL Greenland	MSR Montserrat	TCO Chad
BLR Belarus	GTM Guatemala	MTQ Martinique	TGO Togo
BLZ Belize	GUF French Guiana	MUS Mauritius	THA Thailand
BMU Bermuda	GUM Guam	MWI Malawi	TJK Tajikistan
BOL Bolivia	GUY Guyana	MYS Malaysia	TKL Tokelau
BRA Brazil	HKG Hong Kong	MYT Mayotte	TKM Turkmenistan
BRB Barbados	HMD Heard & Mcdonald Islands	NAM Namibia	TLS Timor-Leste
BRN Brunei Darussalam	HND Honduras	NCL New Caledonia	TMP East Timor
BTN Bhutan	HRV Croatia	NER Niger	TON Tonga
BUR Burma	HTI Haiti	NFK Norfolk Island	TTO Trinidad & Tobago
BVT Bouvet Island	HUN Hungary	NGA Nigeria	TUN Tunisia
BWA Botswana	IDN Indonesia	NIC Nicaragua	TUR Turkey
CAF Central African Republic	IMN Isle Of Man	NIU Niue	TUV Tuvalu
CAN Canada	IND India	NLD Netherlands	TWN Taiwan
CCK Cocos (Keeling) Islands	IoT British Indian Ocean Territory	NOR Norway Montenegro	TZA Tanzania United Republic of
CHE Switzerland	IRL Ireland	NPL Nepal	UGA Uganda
CHL Chile	IRN Iran Islamic Republic of	NRU Nauru	UKR Ukraine
CHN China	IRQ Iraq	NZL New Zealand	UMI United States Minor
CIV Cote D'ivoire	ISM Isle of Man	OMN Oman	URY Uruguay
CMR Cameroon	ISL Iceland	PAK Pakistan	USA United States of America
COD Democratic Republic of Congo	ISR Israel	PAN Panama	UZB Uzbekistan
COK Cook Islands	ITA Italy	PCN Pitcairn Islands	VNM Vietnam
COL Colombia	JAM Jamaica	PER Peru	VUT Vanuatu
COM Comoros	JEY Jersey	PHL Philippines	WLF Wallis & Futuna
CPV Cape Verde	JOR Jordan	PLW Palau	WSM Samoa
CRI Costa Rica	JPN Japan	PNG Papua New Guinea	YEM Yemen
CUB Cuba	KAZ Kazakhstan	POL Poland	YMD Yemen Democratic
CYM Cayman Islands	KEN Kenya	PRI Puerto Rico	YUG Yugoslavia Socialist Fed Rep
CYP Cyprus	KGZ Kyrgyzstan	PRK Korea Dem Peoples Republic of	ZAF South Africa
CXR Christmas Island	KHM Cambodia	PRT Portugal	ZAR Zaire
CZE Czech Republic	KIR Kiribati	PRY Paraguay	ZMB Zambia
DEU Germany	KNA St Kitts And Nevis	PSE Palestinian Territory Occupied	ZWE Zimbabwe
DJI Djibouti	KOR Korea Republic of	PYF French Polynesia	
DMA Dominica	KWT Kuwait	QAT Qatar	
DNK Denmark	LAO Laos	REU Reunion	
DOM Dominican Republic	LBN Lebanon		

Ten Sixty Four Limited
ACN 099 377 849

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 5.00pm (Sydney time) on Thursday 22 September 2022 to Boardroom or 10:00am (Sydney time) on Monday 26 September 2022 to Computershare or the Company.**

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to support the Convening Shareholders, and you wish to appoint a representative of the Convening Shareholder as your proxy, please appoint Ryan Welker.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid. If you appoint Ryan Welker as your proxy and do not give him a direction as to how to vote, he intends to vote all proxies in favour of each item of business.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore **by Boardroom by 5:00pm (Sydney time) Thursday 22 September 2022 or Computershare or the Company by 10:00am (Sydney time) Monday 26 September 2022.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

💻 **Email** proxy@boardroomlimited.com.au

Attending the Meeting in person

If you wish to attend the meeting please bring this form with you to assist registration.

Attending the meeting virtually

Please log onto the meeting <http://web.lumiagm.com/328376305> and enter your Voting Access Code (VAC): XXXXXXXX

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Ten Sixty Four Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting** (mark box)

Ryan Welker as representative of the Convening Shareholders (mark the box).

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Meeting of the Company to be held as a hybrid meeting at **DLA Piper, Level 22, No. 1 Martin Place, Sydney NSW 2000** and virtually <http://web.lumiagm.com/328376305> on **Wednesday, 28 September, 2022 at 10:00am (Sydney time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Ryan Welker intends to vote any undirected proxies FOR of each of the resolutions proposed.

STEP 2 VOTING DIRECTIONS
* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Appointment of Ms Debra Ann Bakker as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Appointment of Mr Edward (Ned) Arnold Collery as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Appointment of Mr Lazaros Nikeas as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Removal of Mr Jeffery William McGlenn as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Removal of Directors appointed after the notice to convene the Meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS
This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2022