

25 October 2022
ASX Announcements

## Elmore Ltd (ASX:ELE)

## General Meeting - Notice and Proxy Form

This letter is to notify you that Elmore Ltd (ASX:ELE) (**Elmore** or **Company**) is convening a General Meeting ("**Meeting**") to be held at Armada Accountants & Advisors, 18 Sangiorgio Court, Osborne Park WA on Wednesday 30 November 2022 at 10:00 am (WST).

In accordance with section 110D of the Corporations Act 2001 (Cth), the Company will not be dispatching physical copies of the Notice of General Meeting ("Notice"). Instead, a copy of the Notice will be available under the "ASX announcements" section of the Company's website at <a href="https://www.elmoreltd.com.au">www.elmoreltd.com.au</a> and on the Company's ASX Market Announcements page.

As you have not elected to receive notices by email, a copy of your personalised proxy form is enclosed for your convenience. As a valued shareholder in the Company, we look forward to your participation in the Meeting. Shareholders are encouraged to complete and lodge their proxies online or otherwise in accordance with the instructions set out in the proxy form and the Notice.

Your proxy voting instruction must be received by 10am (WST) on Monday 28 November 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 Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser or other professional adviser. If you have any difficulties obtaining a copy of the Notice please contact the Company's share registry, Automic, on 1300 288 664 (within Australia) or +61 (2) 9698 5414 (overseas) or www.automicgroup.com.au.

The Australian government and the respective State governments are implementing a wide range of measures to contain or delay the spread of COVID-19. If changing circumstances impact the planning or arrangements for the Meeting, the Company will notify shareholders accordingly by way of announcement on the ASX and via the Company's website at www.elmoreltd.com.au.

#### **Online Communication Preferences**

We encourage all Shareholders to update their details via our share registry, Automic Registry Services. Shareholders can login to the Automic website (https://investor.automic.com.au/# home) and:

- check their holding balance;
- view, print or save transaction summaries and dividend statements;
- · update or amend their bank account details; or
- elect to receive communications electronically.

We encourage Shareholders to elect to receive online communication as the most secure and environmentally friendly way to keep up to date with information about the Company.

David Mendelawitz Chairman For and on behalf of the Board

## ELMORE LIMITED ACN 057 140 922

## NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

**TIME**: 10:00am (WST)

**DATE**: 30 November 2022

**PLACE**: Armada Accountants & Advisors

18 Sangiorgio Court Osborne Park WA 6017

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 5:00 pm WST on 28 November 2022.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary, Sean Henbury, on 08 6165 4000.

#### IMPORTANT INFORMATION

#### TIME AND PLACE OF MEETING

Notice is given that the General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10:00am (WST) on 30 November 2022. The General Meeting will be held at Armada Accountants & Advisors, 18 Sangiorgio Court, Osborne Park WA 6017.

Instructions on how to attend the Meeting and vote are in the Explanatory Memorandum which forms part of this Notice of Shareholders' Meeting.

#### YOUR VOTE IS IMPORTANT

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

#### **VOTING ELIGIBILITY**

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 5:00 pm on, 28 November 2022.

#### **VOTING**

#### Voting in person

To vote in person, attend the General Meeting at 10:00am (WST) on 30 November 2022 at Armada Accountants & Advisors, 18 Sangiorgio Court, Osborne Park WA 6017.

#### Voting by proxy

To vote by proxy:

- 1. please lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsh">https://investor.automic.com.au/#/loginsh</a> by following the below instructions:
  - Login to the Automic website using the holding details as shown as the Proxy Form. Click on 'Meetings'- 'Vote. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form; or
- 2. 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, members are advised that:

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

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 have the effect that:

If proxy holders vote, they must cast all directed proxies as they are directed to; and

Any directed proxies which are not voted will automatically default to the Chair, who must vote
the proxies as directed.

Further details on these changes are set out below.

### Proxy vote if appointment specifies way to vote

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

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

## Transfer of non-chair proxy to Chair in certain circumstance

Section 250BC of the Corporations Act provides that, if

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

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

## BUSINESS OF THE MEETING

#### **AGENDA**

#### 1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2022 together with the declaration of the directors, the director's report, the remuneration report and the auditor's report.

#### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2022."

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

#### **Voting Prohibition Statement:**

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

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
  - (i) does not specify the way the proxy is to vote on this Resolution; and
  - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

## 3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – NIC SENAPATI

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 13.2 of the Constitution, and for all other purposes, Nic Senapati, a Director, retires by rotation, and being eligible, is re-elected as a Director."

## 4. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE – PLACEMENT

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

"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 145,000,000 Shares on the terms and conditions set out in the Explanatory Statement.

**Voting Exclusion**: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons.

However, this does not apply to a vote cost in favour of a resolution by:

- A person as proxy or attorney for a person who is entitled to vote on the resolution in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- The chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - o 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
  - o The holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

#### 5. RESOLUTION 4 – ISSUE OF PLACEMENT FEE OPTIONS FOR BROKERAGE

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 29,000,000 Options to Shaw and Partners Limited and Euroz Hartleys Limited (or their nominee/s) on the terms and conditions set out in the Explanatory Statement."

#### **Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of this resolution by or on behalf of Shaw and Partners Limited and Euroz Hartleys Limited, (or their nominees) and any person who is expected to participate in the Placement Fee Options or who will obtain a material benefit, the subject of this Resolution.

However, the Company will not disregard a vote in favour of this resolution if it is cast by:

- (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form;
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

#### 6. RESOLUTION 5 – APPROVAL OF 10% PLACEMENT CAPACITY

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

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

**Voting Exclusion**: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

However, this does not apply to a vote cost in favour of a resolution by:

- A person as proxy or attorney for a person who is entitled to vote on the resolution in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- The chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - o The holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## 7. RESOLUTION 6 – ISSUE OF SHARES TO RELATED PARTY – MR ANDY HASLAM

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

"That, for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 833,333 Placement Shares to Andy Haslam (or his nominee) on the terms and conditions set out in the Explanatory Statement."

#### **Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of this resolution by or on behalf of Tim Webster, (or and any of its associates) and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed.

However, the Company will not disregard a vote in favour of this resolution if it is cast by:

- (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form;
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

#### 8. RESOLUTION 7 – APPROVAL OF THE APPOINTMENT OF A NEW AUDITOR

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

"That, for the purposes of section 327B of the Corporations Act, and for all other purposes, Nexia Perth Audit Services Pty Ltd having been nominated to act as the Company's auditor and having consented to act, be hereby appointed as the auditor of the Company."

Dated: 25 October 2022

By order of the Board

Sean Henbury Company Secretary

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#### **EXPLANATORY STATEMENT**

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

## INSTRUCTIONS ON ATTENDING THE VIRTUAL MEETING

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

To access the virtual meeting:

- 1. Open your internet browser and go to investor.automic.com.au
- 2. Login with your username and password or click "register" if you haven't already created an account. Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting
- 3. After logging in, a banner will be displayed at the top once the meeting is open for registration, click on "View" when this appears
- 4. Click on "Register" and follow the steps
- 5. Click on the URL to join the webcast where you can view and listen to the virtual meeting
- 6. Once the Chair of the Meeting has declared the poll open for voting click on "Refresh" to be taken to the voting screen
- 7. Select your voting direction and click "confirm" to submit your vote. Note that you cannot amend your vote after it has been submitted

## 1 - FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2022 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

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

## **RESOLUTION 1 - ADOPTION OF REMUNERATION REPORT**

## 3.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report

is part of the directors' report contained in the annual financial report of the company for a financial year.

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

## 3.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

#### 3.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

## RESOLUTION 2 - RE-ELECTION OF DIRECTOR - NIC SENAPATI

#### 3.4 General

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Nic Senapati, who has served as a director since 20 September 2018 and was last re-elected on 29 January 2021, retires by rotation and seeks re-election.

## 3.5 Qualifications and other material directorships

Dr Senapati is the Honorary advisor to Federation of Indian Chambers of Commerce and Industry (FICCI) in Australia and is an advisor to Dua Associates and Consulting in New Delhi. Nik is also the President of the Australia India Business Council in Queensland. Until 2015 Nik was country head of Rio Tinto in India, a role that he held for almost 10 years.

Nik is a geologist and has spent over 35 years in the mining industry with roles in exploration, operations, strategy and external relations. He chaired the mining

committee of Confederation of Indian Industry, was instrumental in establishing the Sustainable Mining Initiative for the Indian mining industry and initiated the Skills Council in the Mining Sector. Nik was educated in India, Australia and as a Rhodes Scholar in the UK.

## 3.6 Independence

If elected the board considers Mr Nic Senapati will be an independent director.

#### 3.7 Board recommendation

The Board supports the re-election of Mr Nic Senapati and recommends that Shareholders vote in favour of Resolution 2.

#### RESOLUTION 3 - RATIFICATION OF PRIOR ISSUE - PLACEMENT

#### General

On 22 August 2022, the Company announced the receipt of commitments for a placement of 145,000,000 Shares at an issue price of \$0.03 per Share to raise \$4,350,000 (Placement).

On 31 August 2022, the Company issued the 145,000,000 shares.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

ASX Listing Rule 7.1A provides that in addition to issues permitted without prior shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under ASX Listing Rule 7.1A may issue or agree to issue during the period for which the approval is valid a number of quoted equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in ASX Listing Rule 7.1.

Where an eligible entity obtains shareholder approval to increase its placement capacity under ASX Listing Rule 7.1A then any ordinary securities issued under that additional placement capacity:

- (a) will not be counted in variable "A" in the formula in ASX Listing Rule 7.1A; and
- (b) are counted in variable "E",

until their issue has been ratified under ASX Listing Rule 7.4 (and provided that the previous issue did not breach ASX Listing Rule 7.1A) or 12 months has passed since their issue.

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

The issue of the Placement Shares was made in accordance with the Company's 15% placement capacity under ASX Listing Rule 7.1 and its 10% placement capacity under ASX listing rule 7.1A.

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

## Technical information required by ASX Listing Rule 14.1A

If Resolution 3 is not passed, the Placement Shares will be included in calculating the Company's 15% placement capacity under Listing Rule 7.1 and its 10% placement capacity under ASX listing rule 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 Placement Shares.

If Resolution 3 is passed, the base figure (i.e. variable "A") in which the Company's 15% placement capacity is calculated/and 10% annual placement capacities are calculated will be a higher number which in turn will allow a proportionately higher number of securities to be issued without prior Shareholder approval.

## Technical information required by ASX Listing Rule 7.5

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

- (a) 145,000,000 Shares were issued pursuant to ASX Listing Rule 7.1;
- (b) the issue price was \$0.03 per Share;
- (c) 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;
- (d) the Shares were issued on 31 August 2022;
- (e) the Shares were issued to existing major Shareholders and sophisticated and professional investors of the Company, including to clients of Shaw and Partners Limited. Sophisticated investors were identified via a book build. None of these subscribers were related parties of the Company; and
- (f) the funds raised from the Placement Shares were used as working capital and to purchase and move plant and equipment that the company has secured to recover copper and cobalt from Peko.

## **Voting Exclusion:**

The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons.

However, this does not apply to a vote cost in favour of a resolution by:

- A person as proxy or attorney for a person who is entitled to vote on the resolution in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- The chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
- 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

The holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## RESOLUTION 4 - ISSUE OF PLACEMENT FEE OPTIONS FOR BROKERAGE

#### General

Resolution 4 is seeking Shareholder approval for the issue of the Placement Fee Options to Shaw and Partners Limited and Euroz Hartleys Limited. In addition to paying brokerage of up to 6% in either cash or shares as a placement fee, the Company will agree to 29 million Placement Fee Options per million dollars raised by the broker. The number of Placement Fee Options to be issued to Shaw and Partners Limited and Euroz Hartleys Limited is dependent upon the funds each raised, with the maximum number being 29 million.

The Company has entered into a mandate with Shaw and Partners Limited and Euroz Hartleys Limited to advise and assist the Company in the following areas:

- (a) Introducing the Company to appropriate equity investors;
- (b) Advice in relation to marketing materials for potential investors;
- (c) Maintaining contact with the prospective investors, and assisting with ongoing negotiations on behalf of the Company as required;
- (d) Assisting the Company with appointment of third parties, including legal counsel as required;
- (e) Investor relations and aftermarket support; and
- (f) Other advisory assistance as required from time to time in relation to the Transaction.

Shaw and Partners Limited and Euroz Hartleys Limited will receive the following aggregate fee (plus GST) based on the total capital raised through Shaw and Partners Limited and Euroz Hartleys Limited or parties they introduced:

- 6% of funds raised by the relevant broker; and
- 1 option for every 5 shares raised by the broker exercisable at 6c per share, 3 year term.

The effect of Resolution 4 will be to allow the Company to issue the Placement Fee Options during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

#### **Summary of ASX Listing Rule 7.1**

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The issue does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Elmore's shareholders under Listing Rule 7.1,

Resolution 4 seeks the required shareholder approval to issue under and for the purposes of Listing Rule 7.1.

If Resolution 4 is passed, Elmore will be able to proceed with the issue and the Company will seek reinstatement of the Company's securities to official quotation upon the ASX. In addition, the issue will be excluded from the calculation of the number of equity securities that Elmore can issue without shareholder approval under Listing Rule 7.1.

If Resolution 4 is not passed, Elmore will not be able to proceed with the issue and the Company will be required to pay brokerage using cash reserves.

### Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Placement Fee Options:

- (a) the maximum number of Options to be issued is 29,000,000;
- (g) the Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Options will occur on the same day;
- (h) the Options will be issued for nil cash consideration in satisfaction of capital raising services provided by Shaw and Partners Limited and Euroz Hartleys Limited (or their nominee/s);
- (i) the Options will be issued to the Shaw and Partners Limited and Euroz Hartleys Limited (or their nominee/s) who are not related parties of the Company.
- (j) the Options will be issued on the terms and conditions as set out in Schedule 1; and
- (k) no funds will be raised from the issue of the Placement Fee Options as they will be issued for nil cash consideration.

## **RESOLUTION 5 - APPROVAL OF 10% PLACEMENT CAPACITY**

#### General

ASX Listing Rule 7.1A provides that an Eligible Entity (as defined below) may seek shareholder approval by special resolution passed at an annual general meeting to have the capacity to issue up to that number of Equity Securities (as defined

below) equal to 10% of its issued capital (10% Placement Capacity) without using that company's existing 15% annual placement capacity granted under ASX Listing Rule 7.1.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

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

As at the date of this Notice, the Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$26,610,900 (based on the number of Shares on issue and the closing share price on 20 October 2022 of \$0.024).

An Equity Security is a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security, or, any security that ASX decides to classify as an equity security.

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing class of quoted Equity Securities.

As at the date of this Notice, the Company currently has one class of quoted Equity Securities on issue, being the Shares (ASX Code: ELE).

If Shareholders approve Resolution 5, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

If shareholders do not approve Resolution 5 then the Company will not be able to issue Equity Securities under the 10% Placement Facility for which approval is sought at the Meeting

Resolution 5 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 5 for it to be passed.

#### Description of Listing Rule 7.1A

Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an Annual General Meeting. This means it requires approval of 75% of the votes cast by shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

## (a) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has one class of quoted securities on issue, being Fully Paid Ordinary Shares.

(b) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an Annual General Meeting may issue or agree to issue, during the 12 month period after the date of the Annual General Meeting, a number of Equity Securities calculated in accordance with the following formula:

## $(A \times D)-E$

- A is the number of shares on issue at the commencement of the "relevant period" (which, for the Company, is the 12-month period immediately preceding the date of the issue or agreement):
  - (A) plus the number of fully paid shares issued in the relevant period under an exception in Listing Rule 7.2, other than exception 9, 16 or 17;
  - (B) plus the number of fully paid shares issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9 where:
    - (i) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
    - (ii) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under rule 7.1 or rule 7.4;
  - (C) plus the number of fully paid shares issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:
    - (i) the agreement was entered into before the commencement of the relevant period; or
    - (ii) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under rule 7.1 or rule 7.4;
  - (D) plus the number of fully paid shares issued in the relevant period with approval of holders of shares under Listing Rules 7.1 or 7.4;
  - (E) plus the number of partly paid shares that became fully paid in the relevant period;
  - (F) less the number of fully paid shares cancelled in the relevant period.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

- **D** is 10%
- is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under rule 7.4.
- (c) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2

## (d) Nature and Consideration for issue and Minimum Issue Price

The Equity Securities issued under Listing Rule 7.1A must be issued for a cash consideration per security which must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 trading days on which trades in that class were recorded immediately before:

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

#### (e) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the Annual General Meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained;
- (ii) the time and date of the Company's next annual general meeting after the Annual General meeting at which the approval is obtained;
- (iii) the time and date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

(10% Placement Period).

#### Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The period for which the Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A commences on the date of the Annual General Meeting at which the approval is obtained, being 30 November 2022, and expires on the first to occur of the following:
  - the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained, being 30 November 2023 if shareholders approve Resolution 5;
  - (ii) the time and date of the Company's next annual general meeting after the Annual General meeting at which the approval is obtained;

- (iii) the time and date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).
- (b) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities in the same class calculated over the 15 trading days on which trades in that class were recorded immediately before:
  - the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the relevant Equity Securities; or
  - (ii) if the Equity Securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (c) The purposes for which the funds raised by an issue of Equity Securities under rule 7.1A.2 (for cash consideration only) may be used by the Company include:
  - (i) consideration for the acquisition(s) of the new assets and investments, including the expenses associated with such acquisition(s) (provided the Equity Securities are issued for cash); and
  - (ii) continued expenditure on the Company's current projects and/or general working capital.
- (d) If this resolution is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. Shareholders may also be exposed to economic risk and voting dilution, including the following:
  - (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and
  - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date.

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The below table shows the dilution of existing Shareholders on the basis of the market price of Shares as at 20 October 2022 (Current Share Price) and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

## The table also shows:

two examples where variable "A" has increased, by 50% and 100%.
 Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under

- a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Number of Shares on Issue (Variable 'A' in ASX Listing Rule 7.1A2)	Dilution			
	Issue Price (per Share)	\$0.012	\$0.024	\$0.036
		50% decrease in Issue Price	Issue Price	50% increase in Issue Price
1,108,787,506 (Current Variable A)	Shares issued - 10% voting dilution	110,878,751 Shares	110,878,751 Shares	110,878,751 Shares
	Funds raised	\$1,330,545	\$2,661,090	\$3,991,635
1,663,181,259 (50% increase in Variable A)	Shares issued - 10% voting dilution	166,318,126 Shares	166,318,126 Shares	166,318,126 Shares
	Funds raised	\$1,995,818	\$3,991,635	\$5,987,453
2,217,575,012 (100% increase in Variable A)	Shares issued - 10% voting dilution	221,757,501 Shares	221,757,501 Shares	221,757,501 Shares
	Funds raised	\$2,661,090	\$5,322,180	\$7,983,270

<sup>\*</sup>The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a prorata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

#### The table above uses the following assumptions:

- 1. There are currently 1,108,787,506 Shares on issue, being existing Shares as at the date of this Notice of Meeting.
- 2. The issue price set out above is the closing market price at 20 October 2022.
- 3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
- 4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
- 5. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
- 6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- 7. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
- 8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

- 9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.
- (e) The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) upon issue of any Equity Securities.

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new businesses, assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new businesses, assets or investments (provided that the Equity Securities are issued for cash consideration).

- (f) The Company has not previously issued any equity securities under Listing Rule 7.1A.2.
- (g) The Company is not currently considering an issue utilising the 10% Placement Facility if approved by Shareholders.

At the date of that Notice, the Company has not approached any particular existing shareholder or security holder or an identifiable class of existing security holder to participate in the issue of any Equity Securities. Accordingly, no existing shareholder's votes will therefore be excluded and there is no voting exclusion for Resolution 5 in the Notice.

## RESOLUTION 6 - ISSUE OF SHARES TO RELATED PARTIES

#### General

The Company is seeking Shareholder approval for the issue of up to 833,333 Placement Shares to Mr Andy Haslam; pursuant to the Placement.

Mr Andy Haslam wishes to participate in the Placement.

Resolution 6 seeks Shareholder approval for the in the issue of up to 833,333 Placement Shares to Mr Andy Haslam (or his nominee) arising from the participation by Mr Andy Haslam in the Placement (**Participation**).

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

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

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

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

The Participation will result in the issue of Placement Shares which constitutes giving a financial benefit and Mr Andy Haslam is a related party of the Company by virtue of being a Director.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Participation because the Shares will be issued to Mr Andy Haslam on the same terms as Placement Shares issued to non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

## **ASX Listing Rule 10.11**

ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

As the Placement involves the issue of Shares to a replated party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

Resolution 6 seeks the required shareholder approval to the issue under and for the purposes of Listing Rule 10.11.

If Resolution 6 is passed, Elmore will be able to proceed with the issue and up to 833,333 Placement Shares at an issue price of \$0.03 will be issued to the Mr Andy Haslam (or his nominee).

If Resolution 6 is not passed, Elmore will not be able to proceed with the issue.

## Technical Information required by ASX Listing Rule 10.13

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

- (d) the Placement Shares will be issued to Mr Andy Haslam (or his nominee);
- (e) Mr Andy Haslam is a related party of the Company as he is a Director of the Company;

- (f) the maximum number of Placement Shares to be issued is 833,333;
- (g) the Placement Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (h) the issue price will be \$0.03 per Placement Share, being the same as all other Shares issued under the Capital Raising;
- (i) the Placement Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- the funds raised from this issue will position the Company to seek achieve the objectives of performing the mineral processing services pursuant to the processing agreements it is currently undertaking and to seek additional agreements for processing services to be performed on or before the expiry of the processing agreements. This will be achieved via the payment of existing liabilities and the purchase of plant to be used process minerals.
- (k) the funds raised from the Placement Shares were used as working capital and to purchase and move plant and equipment that the company has secured to recover copper and cobalt from Peko
- (I) The Company will disregard any votes cast in favour of this resolution by or on behalf of Andy Haslam, (or and any of his associates) and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed.

However, the Company will not disregard a vote in favour of this resolution if it is cast by:

- (i) a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form;
- (ii) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (A) 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
  - (B) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Approval pursuant to ASX Listing Rule 7.1 is not required for the Participation as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Placement Shares to Mr Andy Haslam will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

# RESOLUTION 7 - APPROVAL OF THE APPOINTMENT OF A NEW AUDITOR

#### 8.2 General

As announced on 28 October 2022, the Board resolved to change auditor of the Company from BDO Audit (WA) Pty Ltd to Nexia Perth Audit Services Pty Ltd.

BDO Audit has applied for and is expecting to receive ASIC consent to resign as auditor of the Company.

Pursuant to section 327C(1) of the Corporations Act, the Company appointed Nexia Perth Audit Services Pty Ltd as auditor of the Company. In compliance with section 327C(2) of the Corporations Act, an auditor appointed under section 327C(1) of the Corporations Act holds office until the Company's next Annual General Meeting.

For the purpose of section 327B of the Corporations Act, Resolution 7 seeks shareholder approval for the appointment of Nexia Perth Audit Services Pty Ltd as auditor of the Company.

Nexia Perth Audit Services Pty Ltd have been duly nominated in accordance with section 328B(1) of the Corporations Act. In accordance with section 328B(3) of the Corporations Act, a copy of the notice of nomination of auditor accompanies this Notice of Meeting.

Nexia Perth Audit Services Pty Ltd have provided their consent to be appointed as auditor.

## 8.3 Board Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 7. The Chairman intends to vote all undirected proxies in favour of Resolution 7.

#### **GLOSSARY**

\$ 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.

**ASX Listing Rules** means the Listing Rules of ASX.

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

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

Chair means the chair of the Meeting.

Company means Elmore Limited (ACN 057 140 922).

**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.

**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.

**Option holder** means a holder of an Option or Related Party Options as the context requires.

Placement Resolutions means Resolution 3.

**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.

**Undertaking** has the meaning given to that term in chapter 19 of the ASX Listing rules:

"includes assets or businesses"

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

#### SCHEDULE 1 - TERMS AND CONDITIONS OF PLACEMENT FEE OPTIONS

The Placement Fee Options entitle the holder (Option Holder) to subscribe for fully paid ordinary shares in the capital of the Company on the following terms:

- (a) Subject to sub-paragraph (c) each Placement Fee Option gives the Option Holder the right to subscribe for one fully paid ordinary share in the capital of the Company (Share);
- (b) The Placement Fee Option will expire at 5.00pm Perth time on the date which is three years from the date of the date of issue (Expiry Date);
- (c) If at any time the issued capital of the Company is reconstructed, all rights of an Option Holder are to be changed in a manner that is consistent with that reconstruction, subject to the Corporations Act and the ASX listing rules;
- (d) The amount payable on the exercise of a Placement Fee Option is \$0.06 (Exercise Price);
- (e) The Placement Fee Options may be exercised in whole or in part, but if in part, must be exercised in multiples of 10,000;
- (f) An Option Holder may exercise their Placement Fee Options by lodging with the Company, before the Expiry Date:
  - (i) a written notice of exercise of Placement Fee Options (Exercise Notice) specifying the number of Placement Fee Options being exercised; and
  - (ii) a cheque or electronic funds transfer for the Exercise Price;
- (g) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds;
- (h) The Placement Fee Options are transferrable but will not be quoted on the ASX;
- (i) All Shares allotted upon the exercise of the Placement Fee Options will upon allotment rank equally in all respects with all other Shares in the Company;
- (j) The Company will apply for quotation of all Shares allotted pursuant to the exercise of Placement Fee Options on the ASX within 2 Business Days after the date of allotment of those Shares;
- (k) The holders of Placement Fee Options will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Placement Fee Options. However, the Company will ensure that for the purposes of determining the entitlements to any such issue, the record date will be at least 6 Business Days after the issue is announced. This will give Option Holders the opportunity to exercise their Placement Fee Options prior to the date for determining entitlements to participate in such issue.



Elmore Limited | ACN 057 140 922

## **Proxy Voting Form**

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

**Holder Number:** 

Your proxy voting instruction must be received by 10.00am (WST) on Monday, 28 November 2022, being not later than 48 hours before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

#### **SUBMIT YOUR PROXY**

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

#### YOUR NAME AND ADDRESS

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

#### STEP 1 - APPOINT A PROXY

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

#### DEFAULT TO THE CHAIR OF THE MEETING

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

#### STEP 2 - VOTES ON ITEMS OF BUSINESS

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

#### APPOINTMENT OF SECOND PROXY

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

#### SIGNING INSTRUCTIONS

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

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

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

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

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

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

#### CORPORATE REPRESENTATIVES

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

#### **Lodging your Proxy Voting Form:**

#### Online:

Use your computer or smartphone to appoint a proxy at

https://investor.automic.com.au/#/log insah

or scan the QR code below using your smartphone

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



## BY MAIL:

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Sydney NSW 2001

#### IN PERSON:

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