



**VENUS METALS**  
**CORPORATION LIMITED**

ABN: 99 123 250 582

**SUPPLEMENTARY NOTICE OF  
ANNUAL GENERAL MEETING AND  
EXPLANATORY MEMORANDUM TO  
SHAREHOLDERS**

**Date of Meeting**

25 November 2022

**Time of Meeting**

10.00am (AWST)

**Place of Meeting**

Vibe Hotel Subiaco, 9 Alvan Street, Subiaco, Perth Western Australia 6008

**A Proxy Form is enclosed or has otherwise been provided to you**

Please read this Supplementary Notice of Annual General Meeting and Explanatory Memorandum carefully.

If you are unable to attend the Annual General Meeting, please complete and return the Proxy Form in accordance with the specified directions.

# VENUS METALS CORPORATION LIMITED

## ABN 99 123 250 582

### SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING

Notice was given dated 17 October 2022 that the Annual General Meeting of Shareholders of Venus Metals Corporation Limited will be held at Vibe Hotel Subiaco, 9 Alvan Street, Subiaco, Perth WA 6000 on 25 November 2022 at 10:00am (AWST).

This notice and explanatory memorandum (**Supplementary Notice**) is supplemental to, and should be read with, the Notice of Meeting and Explanatory Memorandum dated 17 October 2022 (**Original Notice**). This Supplementary Notice sets out additional resolutions which will be proposed at the Meeting. Other than as set out below, all details in relation to the Original Notice remain unchanged.

Important: The resolutions set out in this Supplementary Notice should be read together with the Original Notice.

Unless otherwise indicated, the terms defined and used in the Original Notice have the same meaning in this Supplementary Notice.

### AGENDA

#### 1 Resolution 11 – Ratification of the agreement to issue Shares under Institutional Placement to places under Listing Rule 7.1

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

*“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the agreement to issue up to 2,892,132 Shares (at an issue price of \$0.12 each) on or around 3 November 2022 to unrelated places under the Institutional Placement on the terms and conditions set out in the Explanatory Memorandum.”*

*Voting exclusion statement: The Company will disregard any votes cast in favour of the Resolution by or on behalf of:*

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or*
- (b) an Associate of those persons.*

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or*
- (b) the Chair 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:*
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and*
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

#### 2 Resolution 12 – Ratification of agreement to issue Shares under Institutional Placement to places under Listing Rule 7.1A

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

*“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the agreement to issue up to 15,107,868 Shares (at an issue price of \$0.12 each) on or around 3 November 2022 to unrelated places under the Institutional Placement on the terms and conditions set out in the Explanatory Memorandum.”*

Voting exclusion statement: The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair 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:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### **3 Resolution 13 – Ratification of agreement to issue Placement Options to placees under the Institutional Placement**

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

*“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the agreement to issue up to 9,000,000 Placement Options for no cash consideration, each with an exercise price of \$0.20 and an expiry date of 30 November 2025, on or around 3 November 2022 to unrelated placees under the Institutional Placement on the terms and conditions set out in the Explanatory Memorandum (including Annexure C to the Explanatory Memorandum).”*

Voting exclusion statement: The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair 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:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### **4 Resolution 14 – Proposed issue of Placement Options to RM Corporate Finance Pty Ltd (or its nominee(s))**

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

*“That, for the purpose of Listing Rule 7.1 and all other purposes, Shareholders approve the issue of 5,000,000 Placement Options for no cash consideration, each with an exercise price of \$0.20 and an expiry date of 30 November 2025, to RM Corporate Finance Pty Ltd on the terms and conditions set out in the Explanatory Memorandum (including Annexure C to the Explanatory Memorandum).”*

**Voting exclusion statement:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) 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
- (d) an Associate of those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or*
- (b) the Chair 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:*
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and*
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

## **Notes**

A replacement proxy form accompanies this Supplementary Notice. If you use this proxy form, it will replace and supersede any earlier proxy form that has already been provided to the Company. If you wish to direct your proxy how to vote, you should include a direction in relation to each resolution that you would like to direct your proxy on (including the resolutions that you directed your proxy how to vote on in any proxy form previously delivered to the Company). If you have already delivered a valid proxy form to the Company, and do not deliver a replacement proxy form to the Company, your earlier proxy form will remain valid (but it will not include any direction to your proxy as to how to vote on Resolutions 11, 12, 13 or 14).

Proxies must be received by the Company no later than 10.00am (AWST time) on 23 November 2022.

**By order of the Board**

**Patrick Tan**

Company Secretary

Dated: 1 November 2022

## SUPPLEMENTARY EXPLANATORY MEMORANDUM

The Company wishes to add the following to the Explanatory Memorandum attached to its Original Notice, pertaining to original Resolution 3 and additional Resolutions 11 to 14 (inclusive), the subject of this Supplementary Notice:

### 1 Resolution 3 – Approval of Additional 10% Placement Capacity

Resolution 3 (as set out in full detail in the Original Notice) seeks Shareholder approval for the issue of Equity Securities up to 10% of the issued capital of the Company calculated in accordance with Listing Rule 7.1A.2. At section 4.1(f) of the Explanatory Memorandum to the Original Notice, the Company noted it had not previously issued or agreed to issue Equity Securities under Listing Rule 7.1A in the 12 months preceding the date of the Meeting.

Since the date of the Original Notice, the Company has agreed to issue up to 15,107,868 Shares under the Institutional Placement using its Listing Rule 7.1A capacity, and is expecting to issue those Shares on or around 3 November 2022.

Therefore, the Company seeks to update the disclosure at section 4.1(f) of the Explanatory Memorandum to the Original Notice and provides the following information as required by Listing Rule 7.3A.6:

- (a) the Company has agreed to issue up to 15,107,868 Shares;
- (b) the Shares are fully paid ordinary shares in the Company;
- (c) the Shares are proposed to be issued to sophisticated and professional investors and other investors qualifying under section 708 of the *Corporations Act 2001* (Cth), all of whom are unrelated parties of the Company. The placees were selected following a bookbuild process by the Lead Manager;
- (d) the Shares are proposed to be issued for \$0.12 each, representing a discount of 20% to the closing price on 25 October 2022, being the trading day prior to the agreement to issue those Shares;
- (e) the Company is expected to raise up to approximately \$1.8 million from the issue of those Shares;
- (f) as at the date of this Supplementary Notice, the Shares have not yet been issued and therefore, the funds have not yet been received;
- (g) the funds, once received, are intended to be used towards exploration and progression of the Company's (including the subsidiaries') rare earth – critical minerals projects located at Mangaroon abutting Dreadnought Resources Ltd (ASX: DRE) tenure and Marvel Loch East (refer ASX announcements dated 5 September 2022 and 30 September 2022) and general working capital purposes; and
- (h) the Shares represent approximately 10% of the total number of Equity Securities on issue at the commencement of the 12-month period before the Company agreed to issue the Shares.

### 2 Resolutions 11, 12 and 13 – Ratification of agreement to issue Placement Shares and Placement Options to placees under the Institutional Placement

#### 2.1 Placement

On 28 October 2022, the Company announced a placement to raise up to approximately \$2.16 million by the issue of up to 18,000,000 Shares at an issue price of \$0.12 each, and one attaching Placement Option for every two Shares issued, each with an exercise price of \$0.20 and an expiry date of 30 November 2025 (**Institutional Placement**).

Before the date of the Meeting, the Company is expected to have issued the following Equity Securities under the Institutional Placement:

- (a) up to 2,892,132 Shares at an issue price of \$0.12 per Share under its Listing Rule 7.1 capacity on or around 3 November 2022 (which it is seeking to ratify pursuant to Resolution 11);
- (b) up to 15,107,868 Shares at an issue price of \$0.12 per Share under its Listing Rule 7.1A capacity on or around 3 November 2022 (which it is seeking to ratify pursuant to Resolution 12); and
- (c) up to 9,000,000 Placement Options under its Listing Rule 7.1 capacity on or around 3 November 2022 (which it is seeking to ratify pursuant to Resolution 13),

each to institutional and sophisticated investors.

The funds raised under the Institutional Placement are being used towards exploration and progression of the Company's (including the subsidiaries') rare earth – critical minerals projects located at Mangaroon abutting Dreadnought Resources Ltd (ASX: DRE) tenure and Marvel Loch East (refer ASX announcements dated 5 September 2022 and 30 September 2022) and general working capital purposes. The proposed use of funds is indicative only and the Company reserves the right to vary the use of funds raised under the Institutional Placement in its absolute discretion.

## **2.2 Ratification of Shares and Placement Options issued under Listing Rule 7.1**

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

The agreement to issue the Shares the subject of Resolution 11 and the Placement Options the subject of Resolution 13 under the Institutional Placement do not fit within any of these exceptions and, as they have not yet been approved by the Company's Shareholders, they effectively use up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the date the Company agreed to issue those Shares and Placement Options pursuant to the Institutional Placement.

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

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1 and therefore seeks Shareholder approval to ratify the agreement to issue the Shares the subject of Resolution 11 and the Placement Options the subject of Resolution 13 pursuant to the Institutional Placement under and for the purposes of Listing Rule 7.4.

If Resolutions 11 and 13 are passed, the agreement to issue (and the issue itself) of those Shares and Placement Options respectively will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the date the Company issues those Shares or Placement Options. In addition, those Shares and Placement Options will not be included in calculating the Company's 10% capacity in Listing Rule 7.1A, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval under that rule.

If Resolutions 11 and 13 are not passed, those Shares and Placement Options respectively will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the date the Company agreed to issue those Shares and Placement Options.

### **2.3 Ratification of Shares issued under Listing Rule 7.1A**

As noted above, subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period. Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. Shareholders approved this additional capacity at the Company's last annual general meeting. The Company obtained such approval at its 2021 annual general meeting.

The agreement to issue Shares under the Institutional Placement the subject of Resolution 12 does not fit within any of these exceptions and, as it has not yet been approved by the Company's Shareholders, it effectively uses up the 10% limit in Listing Rule 7.1A, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1A for the 12 months from the date of issue of those Shares under the Institutional Placement.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1A and therefore seeks Shareholder approval to ratify the agreement to issue up to 15,107,868 Shares the subject of Resolution 12 pursuant to the Institutional Placement under and for the purposes of Listing Rule 7.4.

If Resolution 12 is passed, those Shares will be excluded in calculating the Company's 10% limit in Listing Rule 7.1A, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval under Listing Rule 7.1A for the 12-month period following the date the Company agreed to issue the Placement Securities pursuant to the Institutional Placement (subject to Resolution 3 being passed and the Listing Rule 7.1A Mandate not otherwise expiring).

If Resolution 12 is not passed, those Shares will be included in calculating the Company's 10% limit in Listing Rule 7.1A, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval under Listing Rule 7.1A for the period noted above.

### **2.4 Information required under Listing Rule 7.5**

The following information in relation to the Shares and Placement Options issued under the Institutional Placement is provided to Shareholders for the purposes of Listing Rule 7.5:

- (a) the Shares and Placement Options are proposed to be issued to sophisticated and professional investors and other investors qualifying under section 708 of the *Corporations Act 2001* (Cth), all of whom are unrelated parties of the Company. The placees were selected following a bookbuild process by the Lead Manager;
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company notes that Moranbah Nominees Pty Ltd <Chris Wallin Super Fund A/C> (being a substantial holder of the Company) is proposed to be issued 3,000,000 Shares and 1,500,000 Placement Options under the Institutional Placement, which will represent over 1% of the issued capital of the Company following the issue of Shares under the Institutional Placement. The Company confirms that no other related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties are proposed to be issued more than 1% of the issued capital of the Company through the Institutional Placement;

- (c) the Company is expected to issue up to 18,000,000 Shares under the Placement on or around 3 November 2022;
- (d) the Company is expected to issue up to 9,000,000 Placement Options on or around 3 November 2022;
- (e) the Shares are fully paid ordinary Shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary Shares on issue;
- (f) the Shares will be issued at an issue price of \$0.12 each;
- (g) the Placement Options are being issued for nil cash consideration, given they are attaching to the Shares issued under the Institutional Placement, on the basis of one Placement Option for every two Shares issued;
- (h) the Placement Options have an exercise price of \$0.20 and an expiry date of 30 November 2025 and are on the terms set out in Annexure C to this Explanatory Memorandum; and
- (i) a voting exclusion applies in respect of this Resolution as set out in the Notice of Meeting.

### **3 Resolution 14 – Proposed Issue of Placement Options to the Lead Manager (or its nominee(s))**

#### **3.1 Lead Manager**

The Company has entered into a mandate with the Lead Manager pursuant to which the Lead Manager agreed to act as the lead manager and bookrunner to the Placement. Under the terms of the mandate, the Company has agreed to pay the Lead Manager:

- (a) a cash management and placement fee totalling 6% of the gross proceeds raised under the Institutional Placement (excluding those persons on the Chairman's list);
- (b) a cash management and placement fee totalling 2% of the gross proceeds raised under the Institutional Placement from persons identified in the Chairman's list; and
- (c) 5,000,000 Placement Options (subject to Shareholder approval being obtained under this Resolution) (**Lead Manager Options**).

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that the Company can issue without the approval of its Shareholders over any 12-month period to 15% of the Shares it had on issue at the start of that period.

The proposed issue of Lead Manager Options does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of the Shareholders under Listing Rule 7.1.

Resolution 14 seeks the required Shareholder approval for the proposed issue of Lead Manager Options under and for the purposes of Listing Rule 7.1.

If Resolution 14 is passed the Company will be able to proceed with the issue of the Lead Manager Options to the Lead Manager (or its nominee(s)). In addition, the Lead Manager Options will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 14 is not passed, the Company will not be able to proceed with the issue of Lead Manager Options to the Lead Manager (or its nominee(s)).



The following information in relation to the Lead Manager Options to be issued is provided for the purposes of Listing Rule 7.3:

- (a) the Placement Options will be issued to the Lead Manager (or its nominee(s));
- (b) the Company will issue 5,000,000 Lead Manager Options;
- (c) the Lead Manager Options have an exercise price of \$0.20 and an expiry date of 30 November 2025 and are on the same terms as the Placement Options, as set out in Annexure C to this Explanatory Memorandum;
- (d) the Lead Manager Options will be issued no later than 3 months after the date of the Meeting;
- (e) the Lead Manager Options are being issued as consideration for services provided by the Lead Manager in connection with the Institutional Placement, and are therefore issued for nil cash consideration;
- (f) the material terms of the Lead Manager mandate are set out above; and
- (g) a voting exclusion applies in respect of this Resolution as set out in the Notice.

## GLOSSARY

**Institutional Placement** means the placement of up to 18,000,000 Shares at \$0.12 each, with attaching Placement Options on a one for two basis announced by the Company on 28 October 2022.

**Lead Manager** means RM Corporate Finance Pty Ltd.

**Lead Manager Options** means the Options issued to the Lead Manager with an exercise price of \$0.20 and expiry date of 30 November 2025, on the terms set out in Annexure C to this Explanatory Memorandum.

**Placement Options** means the Options issued under the Institutional Placement with an exercise price of \$0.20 and expiry date of 30 November 2025, on the terms set out in Annexure C to this Explanatory Memorandum.

## Annexure C – Terms of Placement Options

The terms and conditions of the Placement Options are:

- (a) Each Option entitles the holder to subscribe for one Share upon the payment of the exercise price of \$0.20 per Option (**Exercise Price**).
- (b) The Options will expire at 5.00 pm, AWST on 30 November 2025 (**Expiry Date**).
- (c) The Options are not transferable without the prior written consent of the Company.
- (d) The Options will not be quoted.
- (e) There are no participating rights or entitlements inherent in these Options and holders of the Options will not be entitled to participate in new issues of capital that may be offered to shareholders during the currency of the Option.
- (f) Subject to all applicable laws and clause (h), Optionholders have the right to exercise their Options prior to the date of determining entitlements to any capital issues to the then existing shareholders of the Company made during the currency of the Options.
- (g) In the event of any re-organisation (including reconstruction, consolidation, subdivision, reduction or return of capital) of the issued capital of the Company, the Options will be re-organised as required by the Listing Rules, but in all other respects the terms of exercise will remain unchanged.
- (h) The Options shall be exercisable by paying the Exercise Price and following the process set out in clause (i).
- (i) The Options may be exercised during the Exercise Periods by the delivery to the registered office of the Company of a notice in writing (**Exercise Notice**) stating the intention of the Optionholder to exercise all or a specified number of Options held by them accompanied by an Option Certificate and a cheque made payable to the Company or an electronic payment, of the aggregate Exercise Price of the Options being exercised. The Exercise Notice and cleared funds must be received by the Company during the Exercise Period. An exercise of only some Options shall not affect the rights of the Optionholder to the balance of the Options held by the Optionholder.
- (j) The Company shall allot the resultant Shares and deliver or arrange delivery of a statement of shareholdings with a holders' identification number within 5 business days of exercise of the Options.
- (k) The Shares allotted shall rank, from the date of allotment, equally with the then existing ordinary Shares of the Company in all respects.
- (l) If there is a bonus share issue (**Bonus Issue**) to the holders of Shares, the number of Shares over which an Option is exercisable will be increased by the number of Shares which the Optionholder would have received if the Option had been exercised before the record date for the Bonus Issue (**Bonus Shares**). The Bonus Shares must be paid up by the Company out of the profits or reserves (as the case may be) in the same manner as was applied in the Bonus Issue and upon issue rank pari passu in all respects with the other shares of that class on issue at the date of issue of the Bonus Shares.
- (m) If there is a pro rata issue (other than a bonus issue) to the holders of Shares during the currency of, and prior to the exercise of any Options, the Exercise Price of an Option will be reduced according to the formula provided for in the Listing Rules (whether or not the Company is listed on the ASX at the time).
- (n) The Options will not give any right to participate in dividends until Shares are allotted pursuant to the exercise of the relevant Options.



Venus Metals Corporation Limited | ABN 99 123 250 582

# 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 Wednesday, 23 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

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

### SIGNING INSTRUCTIONS

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

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

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

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

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

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

### CORPORATE REPRESENTATIVES

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

## Lodging your Proxy Voting Form:

### Online:

Use your computer or smartphone to appoint a proxy at

<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

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



### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

### BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

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