

24 March 2023

Dear Shareholder,

General Meeting - Notice and Proxy Form

A General Meeting (**Meeting**) of Shareholders of AssetOwl Limited (ACN 107 118 678) (**Company**) will be held at the boardroom of Tribis Pty Ltd, level 14, 225 St Georges Terrace, Perth, WA, 6000 at 1.00pm (WST) on Monday, 24 April 2023.

The notice of meeting and explanatory memorandum was released to ASX today (together, Notice of meeting), and can be accessed online at: <https://www2.asx.com.au/markets/company/ao1>

In reliance on Part 1.2AA of the Corporations Act, the Company will not be posting hard copies of the Notice of Meeting to Shareholders, unless they have previously given the company notice in writing electing to receive notices of meetings in hard copy only.

For shareholders who elected to receive notices by email, a copy of their proxy form has been sent to their nominated email address. Shareholders who have not elected to receive notices by email will receive a copy of this letter and printed personalised proxy form.

In order to receive electronic communications from the Company in the future, please update your Shareholder details online at <https://www.advancedshare.com.au/investor-login> and log in with your unique shareholder identification number and postcode (or country for overseas residents), where you can find on your enclosed personalised proxy form.

Shareholders may register votes prior to the meeting by lodging your proxy instructions by no later than 48 hours prior to the Meeting (by 1:00pm (WST) on 22 April 2023) either by voting online at: <https://www.advancedshare.com.au/investor-login>, or lodging a proxy form by:

- post to: Advanced Share Registry Limited, 110 Stirling Hwy, Nedlands WA 6009; or PO BOX 1156 ; or
- in person to: Advanced Share Registry Limited, 110 Stirling Hwy, Nedlands WA 6009; or
- by fax: +61 8 6370 4203; or
- by email to: admin@advancedshare.com.au

Your proxy voting instruction must be received 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.

If you are unable to access the Notice of Meeting and Explanatory Statement online please contact the Company Secretary, Mr Sean Meakin, via companysecretary@assetowl.com.

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, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the Notice, please contact the Company's share registry, Advanced Share Registry on, 1300 113 258 (within Australia) or +61 8 9389 8033 (overseas).

This announcement has been authorised for release by Simon Trevisan, Chairman of AssetOwl Limited.

Yours sincerely

A handwritten signature in black ink, appearing to be 'Sm', written in a cursive style.

Sean Meakin
Company Secretary



AssetOwl Limited
ACN 122 727 342

Notice of General Meeting, Explanatory Statement and Proxy Form

**General Meeting to be held at
the offices of Tribis Pty Ltd, Level 14, 225 St Georges Terrace,
Perth, Western Australia**

On Monday, 24 April 2023 at 1.00pm WST

IMPORTANT NOTE

The Notice of General Meeting, Explanatory Statement and Proxy Form should be read in their entirety. If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor or other professional adviser prior to voting.

Important Information

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Important dates

An indicative timetable of key proposed dates is set out below. These dates are indicative only and are subject to change.

Event	Date
Last day for receipt of Proxy Forms – Proxy Forms received after this time will be disregarded	1:00pm (WST) on Saturday, 22 April 2023
Snapshot date for eligibility to vote	5:00pm (WST) on Saturday, 22 April 2023
General Meeting	1:00pm (WST) on Monday, 24 April 2023

Defined terms

Capitalised terms used in this Notice of General Meeting will, unless the context otherwise requires, have the same meaning given to them in the Glossary set out in the Explanatory Statement.

Notice of General Meeting

Notice is hereby given that a General Meeting of AssetOwl Limited ACN 122 727 342 (**AssetOwl** or **Company**) will be at **1:00pm (WST) on Monday, 24 April 2023, at the offices of Tribis Pty Ltd, Level 14, 225 St Georges Terrace, Perth, Western Australia**, for the purpose of transacting the business referred to in this Notice of General Meeting.

The Explanatory Statement that accompanies and forms part of this Notice of General Meeting describes the various matters to be considered.

Capitalised terms used in this Notice of General Meeting will, unless the context otherwise requires, have the same meaning given to them in the Glossary of the Explanatory Statement.

Agenda

Resolution 1: Ratification of prior issue of Placement Shares to Trinitas Private Pty Ltd under Listing Rule 7.1

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue of 215,000,000 Placement Shares to Trinitas Private Pty Ltd at an issue price of \$0.001 each, made under the Company's Listing Rule 7.1 placement capacity in the manner and on the terms and conditions set out in the Explanatory Statement."

Resolution 2 - Ratification of prior issue of Placement Shares to Trinitas Private Pty Ltd under Listing Rule 7.1A

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

"That for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue of 25,000,000 Placement Shares to Trinitas Private Pty Ltd at an issue price of \$0.001 each, made under the Company's Listing Rule 7.1A placement capacity in the manner and on the terms and conditions set out in the Explanatory Statement."

By order of the Board



Mr Sean Meakin
Company Secretary

24 March 2023

Voting Prohibitions and Exclusions

Listing Rule voting exclusion statements

For the purposes of Listing Rules 7.5.8 and 14.11, the following voting exclusion statements apply to the Resolutions. The Company will disregard any votes cast in favour of the following Resolutions by or on behalf of the following persons or an Associate of those persons:

Resolution	Excluded Parties
Resolution 1	Trinitas Private Pty Ltd, being the investor who participated in the issue of Placement Shares.
Resolution 2	Trinitas Private Pty Ltd, being the investor who participated in the issue of Placement Shares.

However, the Company need not disregard a vote cast in favour of the above Resolutions by:

- the person as proxy or attorney for a person who is entitled to vote on a Resolution, in accordance with directions given to the proxy or attorney to vote on a Resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on a Resolution, in accordance with a direction given to the chair to vote on a Resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary providing 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 a Resolution; and
 - the holder votes on a Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Proxy Appointment and Voting Instructions

Lodgement of a Proxy Form

The Proxy Form (and any power of attorney or other authority, if any, under which it is signed) must be received at an address given below by **1:00pm (WST) on Saturday, 22 April 2023**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid. Proxy Forms may be lodged as follows:

By hand: Advanced Share Registry Limited – 110 Stirling Highway, Nedlands, WA, 6009

By post: Advanced Share Registry Limited – PO BOX 1156, Nedlands, WA, 6909

By email: admin@advancedshare.com.au

By fax: +61 8 6370 4203

Appointment of a proxy

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy. The proxy may, but need not be, a Shareholder.

If you wish to appoint the Chairman as your proxy, mark the appropriate box on the Proxy Form. If the person you wish to appoint as your proxy is someone other than the Chairman, please write the name of that person in the space provided on the Proxy Form. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairman will be your proxy.

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, you may photocopy the Proxy Form or an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited on 1300 113 258 (from within Australia) or +61 8 9389 8033 (if overseas).

To appoint a second proxy you must, on each Proxy Form, state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify a percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

Corporate Shareholders

Corporate Shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:

- two directors of the company;
- a director and a company secretary of the company; or
- for a proprietary company that has a sole director who is also the sole company secretary, that director.

Corporate representatives

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act, in which case the Company will require a certificate of appointment of the corporate representative executed in accordance with the Corporations Act. The certificate of appointment must be lodged with the Company and/or the Company's share registry, Advanced Share Registry Limited, before the Meeting or at the registration desk on the day of the Meeting.

Certificates of Appointment of Corporate Representatives are available on request by contacting Advanced Share Registry Limited on 1300 113 258 (from within Australia) or +61 8 9389 8033 (if overseas).

Votes on Resolutions

You may direct your proxy how to vote by placing a mark in the 'FOR', 'AGAINST' or 'ABSTAIN' box opposite the Resolution. All your votes will be cast in accordance with such a direction unless you indicate only a portion

of voting rights are to be voted on the Resolutions 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 Resolutions, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on that Resolution will be invalid.

Chairman voting undirected proxies

If the Chairman is your proxy, the Chairman will cast your votes in accordance with your directions on the Proxy Form. If you do not mark any of the boxes on the Resolutions, then you expressly authorise the Chairman to vote your undirected proxies at his discretion.

As at the date of this Notice, the Chairman intends to vote undirected proxies FOR each of the Resolutions. In exceptional cases the Chairman's intentions may subsequently change and in this event, the Company will make an announcement to the market.

Voting eligibility – snapshot date

The Company may specify a time, not more than 48 hours before the Meeting, at which a “snapshot” of Shareholders will be taken for the purposes of determining Shareholder entitlements to vote at the Meeting.

The Directors have determined that all Shares of the Company that are quoted on ASX at **5:00pm (WST) on Saturday, 22 April 2023** shall, for the purpose of determining voting entitlements at the Meeting, be taken to be held by the persons registered as holding the Shares at that time. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Questions from Shareholders

At the Meeting, the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments on the management of the Company.

Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of General Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary or otherwise in the Explanatory Statement.

1. Resolutions 1 and 2 - Ratification of issue of Placement Shares to Trinitas Private Pty Ltd

1.1 Placement

On 9 February 2023, the Company announced that it had raised \$100,000 (before costs) by an agreement to issue a total of 100,000,000 Shares to a professional investor at \$0.001 per Share, this was then followed by subsequent announcements on 6 March 2023 and 13 March 2023 when the Company announced that it had raised a total of a further \$140,000 (before costs) by an agreement to issue a total of 140,000,000 Shares to the same professional investor, being Trinitas Private Pty Ltd (**Trinitas**) at \$0.001 per Share (**Placement**).

The Company completed the Placement and issued 240,000,000 new Shares (**Placement Shares**) to Trinitas as follows:

- (a) 215,000,000 Placement Shares were issued using the Company's issuing capacity under Listing Rule 7.1; and
- (b) 25,000,000 Placement Shares were issued using the Company's issuing capacity under Listing Rule 7.1A.

Resolutions 1 and 2 seek ratification and approval by Shareholders of the prior issue of the Placement Shares under the Company's Listing Rules 7.1 and 7.1A placement capacities as applicable.

1.2 Use of funds raised under the Placement

Funds raised from the issue of the Placement Shares have been applied for the purpose of providing the Company with on-going working capital.

1.3 Requirement for Shareholder approval

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 up to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The issue of the Placement Shares does not fall within any of the exceptions to Listing Rule 7.1 (which are set out in Listing Rule 7.2). Since it has not yet been approved by the Shareholders, the Placement effectively uses the 15% limit provided by Listing Rule 7.1. This has the effect of reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period from the issue date of the Placement Shares.

Listing Rule 7.1A provides that an eligible entity may seek shareholder approval to allow it to issue quoted Equity Securities totalling up to 10% of its issued share capital over a 12-month period after the annual general meeting, in addition to its capacity under Listing Rule 7.1.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made, provided that the issue did not breach Listing Rule 7.1 or Listing Rule 7.1A. If they do, the issue is taken to have been approved under Listing Rule 7.1 and

Listing Rule 7.1A (as applicable) and therefore 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 Listing Rule 7.1A.

Resolution 1

Resolution 1 seeks Shareholder approval to ratify and approve the issue of 215,000,000 Placement Shares to Trinitas using the Company's issuing capacity under Listing Rule 7.1 for the purposes of Listing Rule 7.4.

If Resolution 1 is approved, the issue of the Placement Shares the subject of Resolution 1 will be excluded in calculating the Company's remaining 15% placement capacity pursuant to Listing Rule 7.1. This will allow the Company to issue further Equity Securities of an equivalent number (i.e. up to 215,000,000) in the 12 months following the issue date without Shareholder approval.

If Resolution 1 is not approved, the issue of the Placement Shares the subject of Resolution 1 will be included in calculating the Company's remaining 15% placement capacity pursuant to Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

Resolution 2

Resolution 2 seeks Shareholder approval to ratify and approve the issue of 25,000,000 Placement Shares to Trinitas using the Company's issuing capacity under Listing Rule 7.1A for the purposes of Listing Rule 7.4.

If Resolution 2 is approved, the issue of the Placement Shares the subject of Resolution 2 will be excluded in calculating the Company's remaining 10% placement capacity pursuant to Listing Rule 7.1A. This will allow the Company to issue further Equity Securities of an equivalent number (i.e. up to 25,000,000) in the 12 months following the issue date without Shareholder approval. If Resolution 2 is not approved, the issue of the Placement Shares the subject of Resolution 2 will be included in calculating the Company's remaining 10% placement capacity pursuant to Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

Each of the Resolutions are separate. If a Resolution is not passed by the requisite majority, the Equity Securities pertaining to that Resolution will not be deemed to have been approved under Listing Rule 7.1 and Listing Rule 7.1A (as applicable).

1.4 Listing Rule information requirements

In accordance with the disclosure requirements of Listing Rule 7.5, the following information is provided in relation to Resolutions 1 and 2.

(a) Person to whom the Company issued the securities

Placement Shares were issued to Trinitas Private Pty Ltd, being a professional investor identified by the Company and who was not a Related Party of the Company at the time the Placement Shares were issued.

Trinitas is a professional investor within the meaning of section 708(11) of the Corporations Act, being an investor to whom securities may be issued without a prospectus or other disclosure document.

Trinitas was not a substantial shareholder in the Company at the time the Placement Shares were first issued, but has become a substantial shareholder as a result of the Placement, with a holding of 240,000,000 Shares, which comprise 13.24% of the Company's total Share on issue.

Trinitas is not:

- (i) a Related Party of the Company;
- (ii) a member of the Company's key management personnel;
- (iii) an advisor of the Company; or
- (iv) an associate of any of the above.

(b) The number of securities issued

The Company issued a total of 240,000,000 Placement Shares using its issuing capacities under Listing Rule 7.1 and Listing Rule 7.1A as follows:

- (i) 215,000,000 Placement Shares using its issuing capacity under Listing Rule 7.1 (the subject of Resolution 1); and
- (ii) 25,000,000 Placement Shares using its issuing capacity under Listing Rule 7.1A (the subject of Resolution 2).

All Placement Shares were fully-paid ordinary shares in the Company which rank equally with all other Shares on issue.

(c) The dates on which the securities were issued

- (i) 100,000,000 of the Placement Shares the subject of Resolution 1 were issued by the Company on 10 February 2023;
- (ii) 70,000,000 of the Placement Shares the subject of Resolution 1 were issued by the Company on 13 March 2023; and
- (iii) 70,000,000 of the Placement Shares were issued by the Company on 16 March 2023, comprising:
 - A. the remaining 45,000,000 of the Placement Shares the subject of Resolution 1; and
 - B. 25,000,000 of the Placement Shares the subject of Resolution 2.

(d) The price at which the securities were issued

Placement Shares were issued to Trinitas at an issue price of \$0.001 per Share paid in cash.

(e) The use or intended use of the funds raised

The funds raised from the issue of the Placement Shares have been applied for the purpose of providing the Company with on-going working capital.

1.5 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolutions 1 and 2 so that the Company's 15% issuing capacity under Listing Rule 7.1 and 10% additional issuing capacity under Listing Rule 7.1A are both restored in respect of the Shares issued to Trinitas under the Placement. This will give the Company the flexibility to raise additional working capital through the offer and issue of Equity Securities, if and as required.

Glossary of defined terms

In this Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

A\$ or \$	Australian dollars.
Advanced Share Registry or Share Registry	Advanced Share Registry Ltd (ACN 127 175 946), the Company's share registry.
AssetOwl or Company	AssetOwl Limited (ACN 122 727 342).
Associate	Has the meaning given to that term in the Listing Rules.
ASX	ASX Limited (ACN 008 624 691) or the financial market known as the Australian Securities Exchange operated by ASX Limited, as the context requires.
Board	The board of Directors of the Company.
Business Day	Has the meaning given to that term in Chapter 19 of the Listing Rules.
Chairman	The chair of the General Meeting.
Corporations Act	The <i>Corporations Act 2001</i> (Cth).
Director	A director of the Company.
Equity Security	Has the meaning given to that term in Listing Rule 19.12, being: <ul style="list-style-type: none">(a) a share;(b) a unit;(c) a right to a share or unit or option;(d) an option over an issued or unissued security;(e) a convertible security;(f) any security that ASX decides to classify as an equity security;(g) but not a security that ASX decides to classify as a debt security.
Explanatory Statement	This explanatory statement which accompanies and forms part of the Notice.
General Meeting or Meeting	The general meeting of Shareholders or any adjournment thereof, convened by the Notice.
Listing Rules	The listing rules of ASX as waived or modified from time to time.
Notice or Notice of General Meeting	The notice of general meeting which accompanies this Explanatory Statement.
Placement	Has the meaning given to that term in Section 1 of this Notice.
Placement Shares	Has the meaning given to that term in Section 1 of this Notice.
Proxy Form	The proxy form accompanying the Notice.

Related Party	<p>Has the meaning given to that term in the Listing Rules, being, in relation to a body corporate:</p> <ul style="list-style-type: none"> (i) an entity that controls the body corporate; (ii) if the body corporate is controlled by an entity that is not a body corporate, the persons making up that entity; (iii) directors of the body corporate or of an entity that controls the body corporate; (iv) spouses and de facto spouses of anyone referred to in (ii) and (iii) above; (v) parents and children of anyone referred to in (ii), (iii) and (iv) above; (vi) an entity controlled by anyone referred to in (i) — (v) above unless it is also controlled by the body corporate; (vii) anyone who has fallen within (i) — (vi) above within the past 6 months; (viii) anyone who believes or has reasonable grounds to believe that they are likely to fall within (i) — (vi) at any time in the future; and (ix) anyone acting in concert with someone referred to in (i) — (viii) above.
Resolution	A resolution set out in the Notice.
Section	A section of this Explanatory Statement.
Share	A fully paid ordinary share in the Company.
Shareholder	The holder of a Share.
Trinitas	Trinitas Private Pty Ltd (ACN 664 318 334).
WST	Western Standard Time, being the time in Perth, Western Australia.



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



MOBILE DEVICE PROXY APPOINTMENT

Lodge your proxy by scanning the QR code below, and enter your registered postcode.

It is a fast, convenient and a secure way to lodge your vote.

GENERAL MEETING PROXY FORM

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

APPOINT A PROXY

The Chairman of the Meeting

OR



PLEASE NOTE: If you leave the section blank, the Chairman of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the General Meeting of the Company to be held **at the offices of Tribis Pty Ltd, Level 14, 225 St Georges Terrace, Perth, Western Australia on 24 April 2023 at 1.00pm WST** and at any adjournment or postponement of that Meeting.

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

VOTING DIRECTIONS

Resolutions

		For	Against	Abstain*
1	Ratification of prior issue of Placement Shares to Trinitas Private Pty Ltd under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Ratification of prior issue of Placement Shares to Trinitas Private Pty Ltd under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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

Email Address

☐

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

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

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

CHANGE OF ADDRESS

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

APPOINTMENT OF A PROXY

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

DEFAULT TO THE CHAIRMAN OF THE MEETING

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

VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each resolution of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any resolution by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given resolution, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on a resolution, your vote on that resolution will be invalid.

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

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

COMPLIANCE WITH LISTING RULE 14.11

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

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

CORPORATE REPRESENTATIVES

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

SIGNING INSTRUCTIONS ON THE PROXY FORM

Individual:

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

Joint Holding:

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

Power of Attorney:

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

Companies:

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

LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 1.00pm WST on 22 April 2023, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled Meeting.



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



BY MAIL

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



BY FAX

+61 8 6370 4203



BY EMAIL

admin@advancedshare.com.au



IN PERSON

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009



ALL ENQUIRIES TO

Telephone: +61 8 9389 8033