

26 April 2023

Dear Shareholder

# **ANNUAL GENERAL MEETING, FRIDAY 26 MAY 2023**

Turaco Gold Limited (ASX: TCG "Company") advises that its Annual General Meeting ("Meeting") will be held on Friday, 26 May 2023 commencing at 10am on Level 1, 50 Ord Street, West Perth, Western Australia 6005.

In accordance with Section 110D of the Corporations Act, the Company will not be sending hard copies of the Notice of Meeting to shareholders unless a shareholder has previously requested a hard copy. The Notice of Meeting can be viewed and downloaded on the Company's website at <a href="https://www2.asx.com.au/markets/company/tcq">www.turacogold.com.au</a> or from the ASX website at <a href="https://www2.asx.com.au/markets/company/tcq">https://www2.asx.com.au/markets/company/tcq</a>.

If you have nominated an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the notice of Meeting. If you have not elected to receive electronic communications from the Company, a copy of your personalised proxy form together with this letter will be posted to you.

The Company strongly encourages Shareholders to lodge a directed proxy form online or otherwise in accordance with the instructions set out in the proxy form prior to the Meeting and register their attendance prior to the Meeting if they intend to attend.

The outcome of the resolutions, including details of votes received by poll, will be released to the Company's ASX announcements platform following conclusion of the Meeting.

In order to receive electronic communications from the Company in the future, please update your Shareholder details online at www.automic.com.au and log in with your unique shareholder identification number and postcode (or country for overseas residents), where you can find your personalised proxy form. Once logged in you can also lodge your proxy vote online by clicking on the "Vote" tab.

Authorised for release by the Board of Turaco Gold Limited

Lionel Liew Company Secretary





# **Turaco Gold Limited**

ACN 128 042 606

# NOTICE OF ANNUAL GENERAL MEETING

- and -

# **PROXY FORM**

DATE AND TIME OF MEETING: Friday, 26 May 2023 at 10am (WST)

**VENUE:** 

Level 1, 50 Ord Street West Perth Western Australia 6005

These documents should be read in their entirety. If shareholders are in any doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor.



#### ACN 128 042 606

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting ("Meeting") of Turaco Gold Limited ("Turaco" or the "Company") will be held on Friday, 26 May 2023 commencing at 10am (WST) on Level 1, 50 Ord Street, West Perth, Western Australia 6005.

The enclosed Explanatory Statement accompanies and forms part of this Notice of Meeting.

#### **AGENDA**

#### ORDINARY BUSINESS

# 1. Financial Report for the Year ended 31 December 2022

To receive and consider the financial report of the Company for the year ended 31 December 2022, together with the reports by the directors and auditors thereon.

# To consider and, if thought fit, pass the following resolutions as ordinary resolutions

# 2. Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass the following resolution as an ordinary resolution in accordance with section 250R(2) of the *Corporations Act 2001 (Cth)* ("the Corporations Act"):

"To adopt the Remuneration Report as set out in the Directors' Report section of the Annual Report for the financial year ended 31 December 2022."

Please note that the vote on this resolution is advisory only and does not bind the Directors or the Company.

# Voting restrictions apply to Resolution 1 under the Corporations Act.

A vote on Resolutions 1 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;
- (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 the resolution; or
- (b) the Voter is the chair of the Meeting and the appointment of the chair as proxy:
  - (i) does not specify the way the proxy is to vote on the resolution; and
  - (ii) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company or, if the Company is part of a consolidated entity, for the entity.

If you wish to appoint a member of the key management personnel (which includes each of the Directors and the Chair) as your proxy, please read the voting exclusion above and in the proxy form carefully. **Shareholders are encouraged to direct their proxies how to vote (as opposed to issuing an open proxy).** 

# 3. Resolution 2 – Re-Election of Mr John Fitzgerald as a Director

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

"That Mr John Fitzgerald, who retires in accordance with Article 7.3(c) of the Constitution of the Company and, being eligible, offers himself for re-election, be and is hereby re-elected as a director of the Company."

# 4. Resolution 3 – Approval of 10% placement facility

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

"That pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement."

# **GENERAL BUSINESS**

**5.** To transact any other business which may lawfully be brought forward.

#### How the Chair will vote available proxies

The Chair of the Meeting intends to vote all available proxies in favour of all of the resolutions set out in the Notice. The proxy form expressly authorises the Chair to exercise undirected proxies in favour of remuneration related resolutions.

# **Default to the Chair**

Any directed proxies that are not voted on a poll at the Meeting will automatically default to the Chair of the Meeting, who is required to vote those proxies as directed.

# **Registered Shareholders**

A registered shareholder may attend the Meeting in person<sup>1</sup> or may be represented thereat by proxy. In accordance with section 249L of the Corporations Act, shareholders are advised that:

- the proxy need not be a shareholder of the Company;
- each shareholder may specify the way in which the proxy is to vote on each resolution or may allow the proxy to vote at his discretion; and
- a shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise half of the votes.

Accordingly, if you are a registered shareholder of the Company and are unable to attend the Meeting in person, please date and execute the accompanying form of proxy in accordance with the instructions contained in the form and return it in accordance with the following:

Forms to appoint proxies, and the Power of Attorney (if any) under which they are signed, must be sent or delivered to the Company's share registry, Automic Registry Services, not less than 48 hours before the time of the Meeting (or resumption of the adjourned Meeting) at which the person named in the instrument proposes to vote. Shareholders are able to submit their Proxies online or they can be sent or delivered to Automic Registry Services and lodgement details are provided in the Proxy Form that accompanies this Notice.

The instrument appointing the proxy must be received by the Company at the address specified in the proxy form at least 48 hours before the time notified for the Meeting.

In accordance with regulation 7.11.37 of the Corporations Regulations 2001, the Company determines that ordinary shares held as at 5.00pm WST on 24 May 2023 will be taken, for the purposes of the Meeting, to be held by the persons who held them at that time.

BY ORDER OF THE BOARD

L Liew Company Secretary 26 April 2023

Perth, Western Australia

<sup>1</sup>Members are encouraged to complete and return a proxy form. As physical access to the Meeting may be restricted in accordance with legislative requirements and directives from the Federal and WA State Governments, it is particularly important that Members make every effort to submit their proxy forms before the due date (refer to the Proxy Form for details).

All Resolutions will be determined by poll.

# TURACO GOLD LIMITED (ACN 128 042 606)

# EXPLANATORY STATEMENT

#### 1. INTRODUCTION

This Explanatory Statement has been prepared for the information of shareholders of Turaco Gold Limited ("Turaco" or the "Company") in connection with the business to be conducted at the Annual General Meeting to be held on Friday, 26 May 2023 commencing at 10am on Level 1, 50 Ord Street, West Perth, Western Australia 6005.

This Explanatory Statement should be read in conjunction with the accompanying Notice.

#### 2. ANNUAL REPORT

In accordance with the requirements of the Company's Constitution and the Corporations Act, the Company's audited financial statements for the financial year ended 31 December 2022, together with the report of the auditor thereon will be tabled at the Meeting, and shareholders will have the opportunity of discussing the Annual Report and making comments and raising queries in relation to the Report.

Representatives from the Company's auditors, HLB Mann Judd, will be available to take shareholders' questions and comments about the conduct of the audit and the preparation and content of the audit report.

The Annual Report is available on the Company's website at <a href="www.turacogold.com.au">www.turacogold.com.au</a> for you to download or read online. Alternatively, you can obtain a hard copy by contacting the Company.

# 3. RESOLUTION 1 – Adoption of Remuneration Report

Pursuant to section 250R(2) of the Corporations Act, the Company submits to Shareholders for consideration and adoption, by way of a non-binding resolution, its remuneration report for the year ended 31 December 2022 (the "**Remuneration Report**"). The Remuneration Report is a distinct section of the Annual Report which deals with the remuneration of directors and executives of the Company.

By way of summary, the Remuneration Report:

- (a) explains the Company's remuneration policy and the process for determining the remuneration of its directors and executive officers;
- (b) addresses the relationship between the Company's remuneration policy and the Company's performance; and
- (c) sets out the remuneration details for each director and executive officer named in the Remuneration Report for the financial year ended 31 December 2022.

The directors recommend that Shareholders vote in favour of the adoption of the Remuneration Report. As previously stated, this resolution is advisory only and does not bind the Company. However, the Board will take the outcome of the vote on this resolution into consideration when reviewing the remuneration practices and policies of the Company in the future.

The Chairman of the Meeting will provide Shareholders with reasonable opportunity at the Meeting to ask questions about, or to make comments on, the Remuneration Report.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where Shareholders have appointed the Chair of the Meeting as their proxy, the Chair will vote in favour of Resolution 1 "Adoption of Remuneration Report" unless the Shareholder has expressly indicated a different voting intention. This is so notwithstanding that the resolution is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

#### 4. **RESOLUTIONS 2 – Re-election of Director**

In accordance with the requirements of the Company's Constitution, ASX Listing Rules and the Corporations Act, one-third of the directors of the Company (other than the Managing Director) and those who were last re-elected more than three years ago retire from office at this Meeting and, being eligible, offer themselves for re-election. On that basis, Mr John Fitzgerald will retire at the Meeting and offers himself for re-election. Details of Mr Fitzgerald's qualifications and experience are available in the Annual Report, on the Company's website and are summarised briefly below:

#### John Fitzgearld

Mr Fitzgerald was appointed as a director with effect from 23 July 2021. He is an experienced Company Director and resource financier. He has worked with the resources sector for 30 years providing corporate advisory, project financing and commodity risk management services to a large number of companies in that sector. He has previously held senior positions at NM Rothschild & Sons, Investec Bank Australia, Commonwealth Bank, HSBC Precious Metals and Optimum Capital.

Mr Fitzgerald is a Chartered Accountant, a Fellow of the Financial Services Institute of Australasia and a graduate member of the Australian Institute of Company Directors. He is also a Director of Northern Star Resources Limited and Medallion Metals Limited. He is considered an independent Director. The Board supports his re-election as a director.

# 5. RESOLUTION 3 – Approval of 10% placement capacity

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.

However, under Listing Rule 7.1A, an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**). An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. The Company is an eligible entity for these purposes.

Resolution 3 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

If Resolution 3 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 3 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A, and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

#### 5.1 Conditions of Approval

Approval under Listing Rule 7.1A is subject to the following:

- (a) Shareholder approval by way of Special Resolution at an AGM; and
- (b) the Company qualifying as an Eligible Entity. The Company is an Eligible Entity if the Company is outside the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less.

The Company qualifies as an Eligible Entity.

# **5.2** 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 on issue one (1) class of quoted Equity Securities, being fully paid ordinary shares (ASX: TCG).

### 5.3 Minimum Issue Price

The minimum price at which the Equity Securities may be issued for the purposes of Listing Rule 7.1A.3 is 75% of the volume weighted average price for Equity Securities in that particular class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (a) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (b) if the Equity Securities are not issued within ten (10) Trading Days of the date in paragraph (a), the date on which the Equity Securities are issued.

#### 5.4 Risk of Economic and Voting Dilution

The possible risks associated with an issue of Equity Securities under Listing Rule 7.1A.2 may include:

- the market price for Equity Securities in that class may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and
- the Equity Securities may be issued at a price that is at a discount to the market price for those Equity Securities on the issue date.

Listing Rule 7.3A.4 requires the Company to provide a table demonstrating the potential dilution effect based on three different assumed prices of the Company's Shares and three different numbers of Shares on issue in the Company (Variable 'A' in Listing Rule 7.1 and 7.1A). For convenience, we will refer to the latter as Variable 'A'.

Table A below shows the dilution of existing Shareholdings on the basis of the current market price of Shares and the current number of Shares 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%. The number of ordinary Shares on issue may increase as a result of issues of ordinary Shares that do not require Shareholder approval 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 Shares has decreased by 50% and increased by 100% as against the current market price.

Table A – Potential dilution effect on utilisation of 'Additional 10% Placement Capacity'(\*)

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Variable 'A' in Listing Rule		Dilution		
7.1A.2		\$0.033	\$0.066	\$0.132
		50% decrease in	Issue price	100% increase in
		issue price	_	issue price
Current Variable 'A'	10%	42,771,667	42,771,667	42,771,667
427,716,669	Voting	shares	shares	shares
	Dilution			
	Funds Raised	\$1,411,465	\$2,822,930	\$5,645,860
50% increase in current	10%	64,157,500	64,157,500	64,157,500
Variable 'A'	Voting	shares	shares	shares
641,575,004	Dilution			
	Funds Raised	\$2,117,198	\$4,234,395	\$8,468,790
100% increase in current	10%	85,543,334	85,543,334	85,543,334
Variable 'A'	Voting	shares	shares	shares
855,433,338	Dilution			
	Funds Raised	\$2,822,930	\$5,645,860	\$11,291,720

(\*) Table A has been prepared on the following assumptions:

- (a) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- (b) No options and Performance Rights are exercised into Shares before the date of the issue of Equity Securities.
- (c) 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%.
- (d) 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 Facility, based on that Shareholder's holding as the date of the Meeting.
- (e) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (f) The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
- (g) The issue price of \$0.066, being the closing price of the Shares on ASX at the time of preparing this Notice.

# 5.5 10% Placement Period

The date up to which the Equity Securities may be issued pursuant to Listing Rule 7.1A.1 is the earlier of:

- (a) the date that is 12 months after the date of the Meeting at which the approval is obtained;
- (b) the time and date of the Company's next annual general meeting; or
- (c) the time and date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 or 11.2.

The approval pursuant to Listing Rule 7.1A will cease to be valid in the event that Shareholders approve 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).

#### 5.6 The Purposes of Issue

The purposes for which the Company may issue Shares pursuant to Listing Rule 7.1A include the following:

- Côte d'Ivoire exploration and pre-development costs, including land acquisition, government and community relations, site works, ongoing exploration and working capital.
- ongoing assessment of other surrounding projects outside the core exploration area.
- ongoing future working capital purposes, including corporate advisory and capital raising services.

The Company will comply with the disclosure obligations and requirements under Listing Rules 7.1A.3, and 7.1A.4 upon issue of any Shares.

#### 5.7 The Company's Allocation Policy

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 recipients of Shares will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (a) the methods of raising funds that are available to the Company including but not limited to, rights issue or other issue in which existing Shareholders can participate;
- (b) the effect of the issue of the Shares on the control of the Company;
- (c) the financial situation and solvency of the Company; and
- (d) advice from corporate, legal, financial and broking advisors (if applicable).

The recipients 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 provided that such persons are Exempt Persons.

#### 5.8 Shareholder Approval

The Company previously obtained Shareholder approval under Listing Rule 7.1A. at the 2022 Annual General Meeting.

# 5.9 Equity Securities issued or expected to be issued in the 12 months prior to the Meeting

The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 26 May 2022 (**Previous Approval**).

During the 12-month period preceding the date of the Meeting, being on and from 26 May 2022, the Company has not issued any Equity Securities. The previous Equity Securities on issue on 26 May 2022 was 427,716,669.

# 5.10 Compliance with ASX Listing Rules 7.1A.4

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it must give to ASX a list of the recipients of the Equity Securities and the number of Equity Securities issued to each recipient (not for release to the market), in accordance with Listing Rule 7.1A.4.

#### 5.11 Board Recommendation

The Board recommends that Shareholders vote in favour of this Resolution.

#### **5.12** Voting Exclusion Statement

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

#### **GLOSSARY**

Annual General Meeting or Meeting means the meeting convened by the notice.

**ASX** means ASX Limited.

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

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

**Closely Related Party** of a member of the Key Management Personnel means:

- a) a spouse or child of the member;
- b) a child of the member's spouse;
- c) a dependent of the member or the member's spouse;
- d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- e) a company the member controls; or a person prescribed by the *Corporations Regulations 2001 (Cth)*.

Company means Turaco Gold Limited (ACN 128 042 606).

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

Corporations Act means the Corporations Act 2001 (Cth).

**Directors** (or the Board) means the current directors of the Company.

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

**Key Management Personnel** has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

**Notice** or **Notice** of **Meeting** or **Notice** of **Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement and the Proxy Form.

**Performance Right** is a right to be issued a Share upon satisfaction of certain performance conditions and the expiry of a vesting period as determined by the Board.

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

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

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



Turaco Gold Limited | ACN 128 042 606

# **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, 24 May 2023 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:

Automic GPO Box 5193

# Sydney NSW 2001

Automic

IN PERSON:

Level 5, 126 Phillip Street Sydney NSW 2000

# BY EMAIL:

meetings@automicgroup.com.au

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

**WEBSITE:** https://automicgroup.com.au/

**PHONE:** 1300 288 664 (Within Australia) +61 2 9698 5414 (Overseas)

STEP 1 - How to vote				
APPOINT A PROXY: I/We being a Shareholder entitled to attend and vote at the Annual General Meeting on Friday, 26 May 2023 at Level 1, 50 Ord Street, West Perth Western Australia 60	· · · · · · · · · · · · · · · · · · ·			
Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of provided below the name of the person or body corporate you are appointing as you is named, the Chair, or the Chair's nominee, to vote in accordance with the following subject to the relevant laws as the proxy sees fit and at any adjournment thereof.	r proxy or failing the person so named or, if no person			
The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.  Unless indicated otherwise by ticking the "for"," against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.  AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS  Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.				
STEP 2 – Your voting direction				
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Resolutions  Adoption of Penungration Penart	For Against Abstain			
Resolutions  Adoption of Remuneration Report	For Against Abstain			
	For Against Abstain			
Adoption of Remuneration Report	For Against Abstain			
Adoption of Remuneration Report  Re-Election of Mr John Fitzgerald as a Director	For Against Abstain			
Adoption of Remuneration Report  Re-Election of Mr John Fitzgerald as a Director  Approval of 10% Placement Facility	For Against Abstain			
Adoption of Remuneration Report  Re-Election of Mr John Fitzgerald as a Director  Approval of 10% Placement Facility  STEP 3 — Signatures and contact details				
Adoption of Remuneration Report  Re-Election of Mr John Fitzgerald as a Director  Approval of 10% Placement Facility  STEP 3 — Signatures and contact details				
Adoption of Remuneration Report  Re-Election of Mr John Fitzgerald as a Director  Approval of 10% Placement Facility  STEP 3 — Signatures and contact details  Individual or Securityholder 1 Securityholder 2  Sole Director and Sole Company Secretary Director	Securityholder 3			
Adoption of Remuneration Report  Re-Election of Mr John Fitzgerald as a Director  Approval of 10% Placement Facility  STEP 3 — Signatures and contact details  Individual or Securityholder 1 Securityholder 2  Sole Director and Sole Company Secretary Director	Securityholder 3			
Adoption of Remuneration Report  Re-Election of Mr John Fitzgerald as a Director  Approval of 10% Placement Facility  STEP 3 — Signatures and contact details  Individual or Securityholder 1 Securityholder 2  Sole Director and Sole Company Secretary Contact Name:	Securityholder 3			

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).

<u>y</u>