

15 May 2023

Dear Shareholder

General Meeting of Shareholders

The Company is scheduled to hold a General Meeting on Tuesday, 20 June 2023 at 11.00am (AEST) (**Meeting**) for the ratification of the Tranche 1 Placement Shares and the approval of the Tranche 2 Placement Shares as announced on 1 May 2023. The meeting will be held as a virtual meeting through an online meeting platform powered by our share registry, Automic.

By virtue of the Corporations Amendment (Meetings and Documents) Act 2021, the Company will not be sending hard copies of the Notice of Meeting to shareholders.

The Notice of Meeting can be viewed and downloaded from <https://www.firebrickpharma.com/investors/> within the "ASX Announcements" tab.

Shareholders who have a nominated email address and have elected to receive electronic communications from the Company, will receive an email to the nominated email address with a link to an electronic copy of the important Meeting documents.

If you are unable to access any of the important Meeting documents online and would like to receive a hard copy, please contact the Company Secretary, Stephen Buckley, on +61 8 6189 1155 or via email at cosec@firebrickpharma.com.

Please refer to the Proxy Form enclosed for instructions on how to lodge your proxy votes and refer to the Notice of Meeting for details on how to access the online meeting platform and how to participate in the virtual Meeting. The Company encourages shareholders to lodge their proxy form by the closing date of 11.00am (AEST) on Sunday, 18 June 2023 .

In order to receive electronic communications from the Company in the future, please update your Shareholder details online at <https://investor.automic.com.au/#/home> and log in with your unique shareholder identification number and postcode (or country for overseas residents). Once logged in you can also lodge your proxy vote online by clicking on the "Meetings" tab.

Yours sincerely,

Stephen Buckley

Company Secretary

Firebrick Pharma Limited

FIREBRICK PHARMA LIMITED

ACN 157 765 896

NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 11.00am (AEST)

DATE: Tuesday, 20 June 2023

PLACE: by Virtual Meeting Facility

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

Details on how to access the virtual Meeting are set out in this Notice.

For the purpose of Section 249RA of the Corporations Act, the place at which the Meeting of the Company is held is taken to be:

Level 10, 440 Collins Street, Melbourne, Victoria.

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

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 11.00am (AEST) on Sunday, 18 June 2023.

NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of the Shareholders of Firebrick Pharma Limited (the **Company**) will be held through the Virtual Meeting Facility on Tuesday, 20 June 2023 commencing at 11.00am AEST (the **Meeting**).

Through the Virtual Meeting Facility, Shareholders will be able to participate in the meeting by listening, asking questions and voting on the resolutions. Shareholders are strongly encouraged to cast their vote by proxy prior to the Meeting in accordance with the instructions set out on page 3 of this Notice to ensure their votes are counted. Further information on how to participate and vote during the Meeting via the Virtual Meeting Facility is set out on pages 3-5 of this Notice.

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

Should circumstances change between the date of this Notice of Meeting and the proposed time of the Meeting, the Directors will further update Shareholders with the proposed next steps.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF TRANCHE 1 PLACEMENT SHARES

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 ratify the issue of 5,610,000 Shares on the terms set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

2. RESOLUTION 2 – ISSUE OF TRANCHE 2 PLACEMENT SHARES TO RELATED PARTY – STEPHEN GOODALL

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 530,000 Shares to Stephen Goodall (and/or his nominees) on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

3. RESOLUTION 3 – ISSUE OF TRANCHE 2 PLACEMENT SHARES TO RELATED PARTY – PETER MOLLOY

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 530,000 Shares to Peter Molloy (and/or his nominees) on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

Dated: 15 May 2023

By order of the Board

Stephen Buckley, Company Secretary

VOTING EXCLUSION STATEMENTS

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolutions set out below by or on behalf of the following persons:

Resolution 1 – Ratification of Tranche 1 Placement Shares	Any person who participated in the issue or is a counterparty to the agreement being approved (namely, the Tranche 1 Placement Participants)
Resolution 2 – Issue of Shares to Related Party – Stephen Goodall	Stephen Goodall and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 6 – Issue of Shares to Related Party – Peter Molloy	Peter Molloy and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with the directions given to the proxy or attorney to vote on the Resolutions in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with a direction given to the Chair to vote on the Resolutions 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 Resolutions; and
 - (ii) the holder votes on the Resolutions in accordance with the directions given by the beneficiary to the holder to vote in that way.

HOW TO VOTE AND ASK QUESTIONS

The Company has decided to hold the Meeting as a virtual meeting. You may vote by proxy, personal representative or via the Virtual Meeting Facility.

Shareholders will be able to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business at the conclusion of the Meeting.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to the Company Secretary at cosec@firebrickpharma.com at least 48 hours before the Meeting.

VOTING BY PROXY

The Company intends to conduct the Meeting virtually via Automic's platform. Shareholders are strongly encouraged to vote by lodging a directed proxy appointing the Chair as early as possible and in any event prior to the cut-off for proxy voting as set out in the Notice. Proxy forms can be lodged as below:

- By following the directions on the Proxy Form;
- By scan and email to meetings@automicgroup.com.au;
- In person at Automic, Level 5, 126 Phillip Street, Sydney NSW 2000;
- By post to Automic, GPO Box 5193, Sydney NSW 2001; or
- By facsimile to +61 (0)2 8583 3040;

All proxy forms must be received by the Company not later than **11.00am (AEST) on Sunday, 18 June 2023**.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

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

In addition:

- if a proxy is given by a body corporate, a Proxy Form must be executed in writing under the common seal of the corporation or otherwise in accordance with section 127 of the Corporations Act or signed by an attorney;
- if a proxy is given by a natural person, a Proxy Form must be executed under the hand of that person or that person's attorney;
- to be effective, the Proxy Form and the power of attorney or other authority (if any) under which it is signed or a certified copy, must be received by the Company at least 48 hours before the time for holding the Meeting or any adjourned Meeting;
- if a Shareholder appoints the Chair as the Shareholder's proxy and does not specify how the Chair is to vote, the Chair will vote, as proxy for that Shareholder, in favour of or against each resolution as set out in the Explanatory Statement;
- a Shareholder that is a body corporate may appoint an individual as its representative to exercise all or any of the powers the body corporate may exercise at the Meeting (the appointment may be a standing one); and
- any Proxy Form received after this deadline will be treated as invalid.

PERSONAL REPRESENTATIVE

To vote by personal representative, please forward the authority under which the personal representative has been appointed (or a certified copy of the authority) to the address set out above for the return of Proxy Forms so that it is received no later than **11.00am (AEST) on Sunday, 18 June 2023**.

CORPORATE REPRESENTATIVE

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or Share Registry in advance of the Meeting. An appointment of corporate representative form can be obtained by via the Company's share registry website – www.automicgroup.com.au.

VOTING VIRTUALLY AND WEBCAST

The Company is pleased to provide Shareholders with the opportunity to attend and participate in the virtual meeting through an online meeting platform powered by Automic (**Virtual Meeting Facility**), where shareholders will be able to watch, listen, ask questions and vote online.

To attend the Meeting virtually please follow the instructions below on your computer, tablet or smartphone. Online registration will open 30 minutes before the meeting. To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready.

Proxyholders will need to contact Automic prior to the meeting to obtain their login details to attend virtually.

ATTENDING THE MEETING VIRTUALLY

To access the virtual Meeting:

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

You can view the meeting live, ask questions verbally or via a live text facility and cast votes at the appropriate times while the meeting is in progress.

Please note that if you have previously submitted a Proxy Form, your online attendance at the Meeting will revoke your proxy's authority to vote, unless you inform the Company otherwise prior to commencement of the Meeting, in which case, your authority to vote at the Meeting is suspended while your proxy is present.

HOW DO I CREATE AN ACCOUNT WITH AUTOMIC?

To create an account with Automic, please go to the Automic website (<https://investor.automic.com.au/#/home>), click on **'register'** and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

Further information and support on how to use the platform is available on the share registry website – www.automic.com.au. It is recommended that you register to use the registry website well in advance of the Meeting to save time on the day of the Meeting. Should you have any difficulties, you can contact the registry by telephone on 1300 288 664 (within Australia) and +61 2 9698 5414 (overseas).

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6189 1155.

EXPLANATORY STATEMENT

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

Shareholders should read this statement and the Notice in full before deciding how to vote on the Resolutions set out in the Notice. All resolutions to be considered at the Meeting will be decided by poll based on both proxy votes received prior to the commencement of the Meeting and votes cast in person at the physical venue or via the online voting facility during the Meeting. Shareholders are encouraged to cast their vote by proxy prior to the Meeting in accordance with the instructions set out on page 3 of this Notice.

1. RESOLUTION 1 – RATIFICATION OF TRANCHE 1 PLACEMENT SHARES

1.1 Background

On 1 May 2023, the Company announced that it had resolved to undertake a placement to raise \$1 million (**Placement**). The Placement comprises two tranches consisting of:

- (a) the issue of 5,610,000 Shares at a price of \$0.15 per Share (**Tranche 1 Placement Shares**) to senior management and sophisticated investors (or their nominees) (**Tranche 1 Placement Participants**) via a private placement to raise up to \$841,500 (**Tranche 1 Placement**) (the subject of Resolution 1); and
- (b) the issue of a total of 1,060,000 Shares at a price of \$0.15 per Share (**Tranche 2 Placement Shares**), to related parties (or their nominees) to raise up to a total of \$159,000 (before costs) (**Tranche 2 Placement**), comprised of:
 - (i) 530,000 Tranche 2 Placement Shares to be issued to director Stephen Goodall (the subject of Resolution 2); and
 - (ii) 530,000 Tranche 2 Placement Shares to be issued to director Peter Molloy (the subject of Resolution 3).

The issue of the Tranche 1 Placement Shares occurred on 9 May 2023. The Tranche 1 Placement Shares were issued pursuant to the Company's existing placement capacity under Listing Rule 7.1. The Company anticipates that the issue of the Tranche 2 Placement Shares will take place as soon as reasonably practicable after the Company obtains Shareholder approval for Resolutions 2 and 3, in any event, no later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules).

1.2 Use of Proceeds

The funds raised by the Tranche 1 Placement and the Tranche 2 Placement (if approved) will be used to complete the Nasodine Phase 3 clinical trial, support costs associated with the Administrative Appeals Tribunal procedures and to cover other working capital needs for the next 12 months. Further details of the proposed use of funds are set out in the Company's announcement released to the ASX on Wednesday, 1 May 2023.

Effect on Capital Structure of the Company

In the event Resolutions 2 and 3 are passed, the Company's ordinary shares on issue will be increased by a total of 1,060,000 Shares issued under the Tranche 2 Placement.

1.3 ASX Listing Rule 7.1

On 9 May 2023, the Company issued 5,610,000 Tranche 1 Placement Shares to Tranche 1 Placement Participants (or their nominees) to raise \$841,500.

Resolution 1 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Tranche 1 Placement Shares (**Ratification**).

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 12 month period. 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. 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 those rules.

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. To this end, Resolution 1 seeks Shareholder approval for the ratification of the issue of 5,610,000 Tranche 1 Shares which were issued under Listing Rule 7.1.

1.4 Technical information required by Listing Rule 14.1A

If Resolution 1 is passed, the Tranche 1 Placement Shares issued will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 1 is not passed, the Tranche 1 Placement Shares issued will be included in calculating the Company's 15% limit in 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.

1.5 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 1:

- (a) the Tranche 1 Placement Shares were issued to the Tranche 1 Placement Participants, being senior management and sophisticated investors (or their nominees), none of whom are related parties of the Company, members of the Key Management Personnel, a substantial holder or an advisor to the Company (or an associate of any of these persons) and being issued more than 1% of the Company's current issued capital; and
- (b) a total of 5,610,000 Tranche 1 Placement Shares were issued;
- (c) the Tranche 1 Placement Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Tranche 1 Placement Shares were issued on 9 May 2023;
- (e) the issue price of each Tranche 1 Placement Share was \$0.15 per Share;
- (f) purpose of the issue of the Tranche 1 Placement Shares is to raise funds for the Company's operations as described in section 1.2 above.
- (g) the Tranche 1 Placement Shares were not issued pursuant to an agreement; and
- (h) a voting exclusion statement is set out on page 2 of the Notice.

1.6 Directors Recommendation

The Directors believe that Resolution 1 is in the best interests of the Company and its Shareholders and unanimously recommend that Shareholders vote in favour of Resolution 1.

2. RESOLUTIONS 2 AND 3 APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES TO RELATED PARTIES

2.1 General

Details of the Company's Placement are set out in section 1.1 above. The Company is seeking Shareholder approval for the issue of the Tranche 2 Placement Shares to Stephen Goodall and Peter Molloy who are Directors of the Company.

2.2 Chapter 2E of the Corporations Act

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

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

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

The issue of the Tranche 2 Placement Shares will result in the giving of a financial benefit and Stephen Goodall and Peter Molloy are each a related party of the Company by virtue of being a Director.

The Directors (other than Stephen Goodall who has a material personal interest in Resolution 2) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 2 because the Tranche 2 Placement Shares will be issued to Stephen Goodall on the same terms as the Tranche 1 Placement Shares issued to non-related party Tranche 1 Placement Participants and as such the giving of the financial benefit is on arm's length terms.

The Directors (other than Peter Molloy who has a material personal interest in Resolution 3) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 3 because the Tranche 2 Placement Shares will be issued to Peter Molloy on the same terms as the Tranche 1 Placement Shares issued to non-related party Tranche 1 Placement Participants and as such the giving of the financial benefit is on arm's length terms.

2.3 ASX Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) an associate of a person referred to in ASX Listing Rules 10.11.1 to 10.11.3; or
- (e) a person whose relationship with the company or a person referred to in ASX Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

As Resolutions 2 and 3 involve the issue of Shares to related parties of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Company that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

2.4 Technical Information required by ASX Listing Rule 14.1A

If Resolutions 2 and 3 are passed, the Company will be able to proceed with issuing the Tranche 2 Placement Shares to Stephen Goodall and Peter Molloy. This will occur within one month after the date of the Meeting (or such later date as permitted by an ASX waiver or modification of the ASX Listing Rules).

If Resolutions 2 and 3 are not passed, the Company will not be able to proceed with the issue of the Tranche 2 Placement Shares to Stephen Goodall and Peter Molloy.

2.5 Technical Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolutions 2 and 3:

- (a) a total maximum of 1,060,000 Tranche 2 Placement Shares will be issued, comprised of:
 - (i) 530,000 Tranche 2 Placement Shares to be issued to Stephen Goodall (and/or his nominees); and
 - (ii) 530,000 Tranche 2 Placement Shares to be issued to Peter Molloy (and/or his nominees);
- (b) Stephen Goodall and Peter Molloy fall within the related party category under Listing Rule 10.11.1 as they are Directors of the Company;
- (c) the Tranche 2 Placement Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Related Party Securities will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (e) the issue price of each Tranche 2 Placement Share will be \$0.15 per Share, being the same as all other Shares issued under the Placement and the same issue price of the Tranche 1 Placement Shares being issued to the non-related Tranche 1 Placement Participants;
- (i) purpose of the issue of the Tranche 2 Placement Shares is to raise funds for the Company's operations as described in section 1.2 above;
- (j) the issue of the Tranche 2 Placement Shares is not intended to remunerate or incentivise Stephen Goodall or Peter Molloy;
- (k) the Tranche 2 Placement Shares are not being issued pursuant to an agreement; and
- (l) a voting exclusion statement is set out on page 2 of the Notice

Approval pursuant to ASX Listing Rule 7.1 is not required for the issue of the Tranche 2 Placement Shares as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of the Tranche 2 Placement Shares to Stephen Goodall and Peter Molloy (and/or their nominees) will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

2.6 Directors Recommendation

The Board (other than Stephen Goodall) believes Resolution 2 is in the best interest of the Company and its Shareholders and recommends that the Shareholders vote in favour of Resolution 2. The Board (other than Peter Molloy) believes Resolution 3 is in the best interest of the Company and its Shareholders and recommends that the Shareholders vote in favour of Resolution 3.

3. GLOSSARY

\$ means Australian dollars.

AEST means Australian Eastern Standard Time as observed in Melbourne, Victoria.

General Meeting or **Meeting** means the meeting convened by the Notice.

Associate has the meaning given in the ASX Listing Rules.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

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

Chair means the chair of the Meeting.

Company means Firebrick Pharma Limited (ACN 157 765 896).

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

Placement has the meaning given to it in Section 1.1.

Proxy Form means the proxy form accompanying the Notice.

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

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

Share Registry means Automic Registry Services.

Tranche 1 Placement, **Tranche 1 Placement Shares** and **Tranche 1 Placement Participants** have the meanings given in Section 1.1.

Tranche 2 Placement and **Tranche 2 Placement Shares** have the meanings given in Section 2.1.

Virtual Meeting Facility means the online meeting platform powered by Automic Group.

Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **11.00am (AEST) on Sunday, 18 June 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/#/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

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)

