



ASX ANNOUNCEMENT

12 OCTOBER 2023

ASX Market Announcements Office
ASX Limited ("ASX")
20 Bridge Street
SYDNEY NSW 2000

Notice of Annual General Meeting

Entyr Limited (ASX: ETR) provides the attached Notice of Annual General Meeting, accompanying proxy form and notice and access letter dispatched to shareholders today.

The Annual General Meeting will be held at Thomson Geer, Level 28/1 Eagle Street, Brisbane, Queensland, 4000 at 10:00am (AEST) on Monday, 13 November 2023.

Authorised for release by
Phillip MacLeod
Company Secretary



Entyr Limited
ABN 90 118 710 508

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact

ETRRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030

Entyr Limited Annual General Meeting

The Entyr Limited Annual General Meeting will be held on Monday, 13 November 2023 at 10:00am (Brisbane time). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 10:00am (Brisbane time) on Saturday, 11 November 2023.



ATTENDING THE MEETING IN PERSON

The meeting will be held at:
Thomson Geer, Level 28, 1 Eagle Street, Brisbane QLD 4000

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.



Notice of Annual General Meeting & Explanatory Statement

Entyr Limited **ACN 118 710 508**

To be held at: In person at Thomson Geer, Level 28, 1 Eagle Street, Brisbane QLD 4000

To be held on: 13 November 2023

Commencing: 10:00am (Brisbane time)

Important Information

This Notice of Annual General 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.

Important dates

Deadline for lodgement of proxy forms for the Annual General Meeting	10:00am (Brisbane time) 11 November 2023
Annual General Meeting	10:00am (Brisbane time) 13 November 2023

*Dates are indicative only and subject to change. The occurrence of milestones after the Annual General Meeting are conditional on the passing of the Resolutions at the Annual General Meeting.

Letter from the Chairman

Dear Shareholders,

Annual General Meeting

We are pleased to invite you to the Annual General Meeting of Entyr Limited ACN 118 710 508 (**Company**) to be held at 10:00am (Brisbane time) on 13 November 2023 at Thomson Geer, Level 28, 1 Eagle Street, Brisbane Queensland 4000 (**Annual General Meeting**). The Directors have decided to proceed with a physical meeting and the Shareholders will be able to attend the 2023 Annual General Meeting in person.

Votes may be submitted during the Annual General Meeting only by those Shareholders physically in attendance at the Annual General Meeting either in person or through a validly appointed corporate representative. Votes via validly submitted proxy forms will also be accepted.

The Company will also live stream the Annual General Meeting for those Shareholders who choose not to, or are unable to, attend the Annual General Meeting in person. This will allow Shareholders to view the proceedings but not participate in the Annual General Meeting or vote on any resolutions during the Annual General Meeting. If you would like to view the live stream, please register your interest via email to meetings@entyr.com.au.

Questions from Shareholders who plan not to attend the Annual General Meeting in person must be submitted in advance of the Annual General Meeting. It may not be possible to respond to all questions. It is encouraged that Shareholders lodge questions prior to the meeting by submitting your question to the Company Secretary by email at meetings@entyr.com.au.

Purpose of General Meeting

In addition to customary resolutions, this Annual General Meeting seeks the approval of Shareholders for:

- the re-election of the Directors Ms Teresa Dyson, Ms Leeanne Bond and Mr Michael Barry;
- the additional 10% placement facility under ASX Listing Rule 7.1A; and
- the approval for an increase in the aggregate non-executive director fee pool,

(together, the **Resolutions**).

Voting

A Shareholder can vote either in person or by proxy (including online by proxy).

Shareholders are encouraged to vote via proxy online at www.investorvote.com.au.

Alternatively, the attached proxy form can be returned by:

Post to: Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001

Or fax to: 1800 783 447 within Australia or
+61 3 9473 2555 outside Australia

If you are unsure as to how to vote, we recommend that you speak with your professional adviser.

Booklet

With respect to the Annual General Meeting, this booklet contains the following:

- the Notice of Meeting for the Annual General Meeting which contains information about the business to be conducted at the Annual General Meeting, including the Resolutions to be put to the Annual General Meeting (see Section B);
- information explaining the business to be conducted at the Annual General Meeting (see the Explanatory Statement at Section D); and
- information on how to vote, how to attend the Annual General Meeting and appoint a proxy to vote on the Resolutions to be passed at the Annual General Meeting (see Section C).

Questions

Should you wish to discuss the matters in this Notice of Annual General Meeting please do not hesitate to contact the Company Secretary, Phil Macleod on 0416 220 565 or by email at meetings@entyr.com.au. Alternatively, you should consult your licensed financial adviser, stockbroker or other professional adviser.

If you have any questions in regards to your holding in Shares or other Share registry matters, please consult Computershare on 1300 850 505 (from within Australia) and +61 3 9415 4000 (from outside Australia). We look forward to the participation of all Shareholders at the Annual General Meeting on 10:00am (Brisbane time) on 13 November 2023.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Michael Barry', written in a cursive style.

Michael Barry – Chairman
Entyr Limited

Section A – Glossary

\$	Australian dollars.
Annual General Meeting	The meeting of Shareholders convened by the Notice of Annual General Meeting.
ASIC	The Australian Securities & Investments Commission.
Associate	Has the meaning given to that term in section 12 of the Corporations Act.
ASX	The Australian Securities Exchange operated by ASX Limited.
ASX Listing Rules	The Listing Rules of the ASX.
Board	The board of directors of the Company.
Business Day	Monday to Friday inclusive, except any day that the ASX declares is not a business day.
Chairman, Chair or Chairperson	The chair of the Annual General Meeting.
Company or Entyr	Entyr Limited ACN 118 710 508.
Closely Related Party	<ul style="list-style-type: none"> • a spouse or child of the Shareholder; or • has the meaning given in section 9 of the Corporations Act.
Corporations Act	The <i>Corporations Act 2001</i> (Cth) for the time being in force together with the <i>Corporations Regulations 2001</i> (Cth).
Directors	The directors of the Company.
Equity Securities	Any type of security in the Company, including a Share, option, unit, convertible security, and as otherwise defined in the ASX Listing Rules.
Explanatory Statement	The information set out in Section C of this Notice of Annual General Meeting.
Glossary	The glossary contained in this Section A to this Notice of Annual General Meeting.
Key Management Personnel	Has the meaning given in the accounting standards as 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.
Listing Rules or ASX Listing Rules	The listing rules of ASX, as amended from time to time.
Notice of Annual General Meeting	This Notice of Annual General Meeting including the Notice of Annual General Meeting, Explanatory Statement and the Schedules, the Appendices and the Proxy Form.
Proxy Form	The proxy form accompanying the Notice of Annual General Meeting.
Related Party	Has the meaning given to that term in the ASX Listing Rules.
Resolutions	The resolutions set out in the Notice of Annual General Meeting and Resolution means any of them.
Section	A section of this Notice of Annual General Meeting.
Shares	All of the shares on issue in the share capital of the Company and Share means any one of them.
Shareholder	A holder of one or more Shares.
Trading Day	Has the meaning given in ASX Listing Rule 19.12.

Section B – Notice of Annual General Meeting

Time and place

Notice is hereby given that the Annual General Meeting will be held as follows:

Held: In person at Thomson Geer, Level 28, 1 Eagle Street, Brisbane, Queensland 4000

Commencing at: 10:00am (Brisbane time) on 13 November 2023

The Company intends to hold a physical only Annual General Meeting.

The Company will also live stream the Annual General Meeting for those Shareholders who choose not to, or are unable to, attend the Annual General Meeting in person. This will allow Shareholders to view the proceedings but not participate in the Annual General Meeting or vote on any resolutions during the Annual General Meeting. If you would like to view the live stream, please register your interest via email to meetings@entyr.com.au.

Voting

Votes may be submitted during the Annual General Meeting only by those Shareholders physically in attendance at the meeting or through a validly appointed proxy or corporate representative. Votes via validly submitted proxy forms will also be accepted. **Accordingly, the Company strongly encourages Shareholders to lodge a directed proxy form with the Company no later than 48 hours prior to the Meeting.**

Explanatory Statement

The Explanatory Statement which accompanies and forms part of this Notice of Annual General Meeting describes the matters to be considered at the Annual General Meeting.

Defined terms

Terms used in this Notice of Annual General Meeting have the meaning given to them in the Glossary in **Section A** of this Notice of Annual General Meeting in which this Notice of Annual General Meeting is contained.

ORDINARY BUSINESS

1. Financial statements and reports

To receive and consider the Company's 2023 Annual Report, which comprises the Directors' Report, the Auditor's Report and the Financial Report for the financial year ending 30 June 2023.

2. Resolution 1: Adoption of Remuneration Report

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

"That, for the purposes of section 250R(2) of the Corporations Act, and for all other purposes, Shareholders adopt the Remuneration Report for the financial year ended 30 June 2023 as disclosed in the Directors' Report for the year ending 30 June 2023."

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

Short Explanation: This Resolution is required as a result of section 250R(2) of the Corporations Act, which requires that a resolution that the Remuneration Report of the Company be adopted must be put to a vote. The vote on this Resolution is advisory only and does not bind the Company.

Voting exclusion statement: In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- a member of the Key Management Personnel whose remuneration details are included in the remuneration report; or
- a Closely Related Party of such member.

However, the above persons may cast a vote on this Resolution if:

- the person does so as a proxy; and
- the vote is not cast on behalf of a member of the Key Management Personnel whose remuneration details are included in the remuneration report or a Closely Related Party of such a member; and
- either:
 - the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
 - the voter is the Chair of the Annual General Meeting and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution and expressly authorises the Chair to vote as the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company or, if the Company is part of a consolidated entity, for the entity.

3. Resolution 2: Election of Teresa Dyson

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

"That Teresa Dyson, who retires having previously been appointed to fill a casual vacancy in accordance with ASX Listing Rule 14.4 and Rule 7.2(b) of the Company's Constitution, and having consented to act and being eligible, offers herself for election, is hereby elected as a Director of the Company.

Short Explanation: This Resolution is required as rule 7.3(f) of the Company's Constitution provides that a Director appointed as a casual vacancy by Directors must retire at the following annual general meeting and is eligible for re-election at that meeting. ASX Listing Rule 14.4 provides that a director appointed to fill a casual vacancy or as an addition to the board must not hold office (without election by Shareholders) past the next annual general meeting of the entity.

4. Resolution 3: Election of Leeanne Bond

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

"That Leeanne Bond, who retires having previously been appointed to fill a casual vacancy in accordance with ASX Listing Rule 14.4 and Rule 7.2(b) of the Company's Constitution, and having consented to act and being eligible, offers herself for election, is hereby elected as a Director of the Company.

Short Explanation: This Resolution is required as rule 7.3(f) of the Company's Constitution provides that a Director appointed as a casual vacancy by Directors must retire at the following annual general meeting and is eligible for re-election at that meeting. ASX Listing Rule 14.4 provides that a director appointed to fill a casual vacancy or as an addition to the board must not hold office (without election by Shareholders) past the next annual general meeting of the entity.

5. Resolution 4: Re-election of Michael Barry

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

"That Michael Barry, who retires by rotation in accordance with rule 7.3 of the Constitution, and having consented to act and being eligible, offers himself for re-election, is hereby re-elected as a Director of the Company."

Short Explanation: This Resolution is required as rule 7.3 of the Company's Constitution provides that if the Company has more than 3 Directors, one third of the Directors (rounded down to the nearest whole number) must retire at each annual general meeting.

SPECIAL BUSINESS

6. Resolution 5: Approval of 10% Placement Facility

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

"That, pursuant to and in accordance with ASX 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 issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions referred to in the Explanatory Statement accompanying this Notice."

Short Explanation: Approval under ASX Listing Rule 7.1A will enable the Company to issue "equity securities" up to a further 10% of its issued Share capital through placements over a 12-month period after the Annual General Meeting (**10% Placement Facility**). This is in addition to its 15% placement capacity under ASX Listing Rule 7.1.

Voting exclusion statement: The Company will disregard any votes cast in favour of this Resolution by a person (and any Associates of such a person) who is expected to participate, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company).

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

7. Resolution 6: Approval for Increase in Aggregate Non-Executive Director Fee Pool

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

“That, pursuant to and in accordance with ASX Listing Rule 10.17, Rule 7.5(a) of the Company’s Constitution and for all other purposes, the maximum total fees payable to non-executive Directors be increased by \$250,000 per annum from \$250,000 per annum to \$500,000 per annum on the terms and conditions in the Explanatory Statement.”

Short explanation: ASX Listing Rule 10.17 and Rule 7.5(a) of the Company’s Constitution require Shareholder approval to increase the total aggregate amount of directors’ fees payable to all of the Company’s non-executive Directors.

Voting exclusion statement: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any Director (and any Associates of a Director) regardless of the capacity in which the vote is cast or as a proxy by a person who is a member of the Company’s Key Management Personnel at the date of the Meeting or their closely related parties.

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- the proxy is either:
 - a member of the Key Management Personnel; or
 - a Closely Related Party of such a member; and
- the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- the proxy is the Chair; and
- the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

OTHER BUSINESS

To transact any other business which may be brought forward in accordance with the Company’s Constitution.

Section C – How to vote

1. How to vote

If you are entitled to vote at the Annual General Meeting, you may vote by attending the Annual General Meeting in person or by attending the meeting by proxy.

Please note that if you intend to attend the meeting, you will need your shareholder number (which can be found on your Proxy Form) for verification purposes.

2. Your vote is important

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

3. Corporations

To vote at the Annual General Meeting, a Shareholder that is a corporation must appoint an individual to act as its representative. The appointment must comply with section 250D of the Corporations Act.

A corporation may appoint a proxy.

4. Voting in person

You may attend the Annual General Meeting and vote in person. To vote in person, attend the Meeting on the date and at the time and place set out above.

5. Voting by proxy

All Shareholders who are entitled to participate in and vote at the Annual General Meeting have the right to appoint a proxy to participate in the Annual General Meeting and vote in their place. A proxy need not be a Shareholder and can be an individual or a body corporate.

A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion, or number, of votes which each proxy is entitled to exercise. If no proportion or number is specified, each proxy may exercise up to half of the Shareholder's votes.

Shareholders and their proxies should be aware that:

- (a) if a proxy votes, they must cast all directed proxies as directed; and
- (b) any directed proxies which are not voted will automatically default to the Chair, which must vote the proxies as directed.

To vote by proxy, you must complete and lodge the Proxy Form using one of the following methods:

Online	Lodge the Proxy Form online at www.investorvote.com.au by following the instructions. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.
By post	Computershare Investor Services Pty Limited GPO Box 242 Melbourne VIC 3001

For details on how to complete and lodge the Proxy Form, please refer to the instructions on the Proxy Form.

For your proxy appointment to be effective, it must be received by the Company not less than 48 hours before the Meeting (i.e. by 10:00am (Brisbane time) on 11 November 2023). Proxy Forms received later than this time will be invalid.

You can direct your proxy on how to vote (i.e. to vote 'for' or 'against', or to 'abstain' from voting on, each Resolution) by following the instructions either online or on the Voting Form. A proxy may decide whether to vote on an item of business, except where the proxy is required by law or the Constitution to vote or abstain from voting in his or her capacity as proxy. If a proxy is directed on how to vote on an item of business, the proxy may only vote on the item as directed. If a proxy is not directed on how to vote on an item of business, the proxy may vote as he or she thinks fit.

If you are entitled to cast two or more votes, you may appoint two proxies and you may specify the proportion or number of votes that each proxy is appointed to exercise. If your appointment does not specify the proportion or number of your voting rights, each proxy may exercise half your votes (disregarding fractions).

If you appoint the Chair as your proxy but do not direct the Chair on how to vote, then by completing and submitting your voting instructions you are expressly authorising the Chair to vote in favour of each item of business, even where an item of business is directly or indirectly connected to the remuneration of a member of the key management personnel of the Company. The Chair intends to vote all available (including undirected) proxies in favour of all Resolutions, subject to the applicable voting exclusions and prohibitions.

You cannot lodge a direct vote and appoint a proxy for the same voting rights. The appointment of one or more duly appointed proxies will not preclude a Shareholder from attending the Meeting and voting personally. If the Shareholder votes on a Resolution, the proxy must not vote as the Shareholder's proxy on that Resolution.

6. Eligibility to vote

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those that are registered Shareholders at 10:00am (Brisbane time) on 11 November 2023. If you are not the registered holder of a relevant Share at that time you will not be entitled to vote in respect of that Share.

7. Voting procedure – on a poll

Every question arising at this Annual General Meeting will be decided on a poll. Upon a poll, every person entitled to vote who is present at the virtual meeting or by proxy will have one vote for each voting share held by that person.

8. Enquiries

For all enquiries, please contact the Company Secretary on 0416 220 565 or by email at meetings@entyr.com.au.

Section D – Explanatory Statement

This Explanatory Statement forms part of the Notice of Annual General Meeting convening the Annual General Meeting of Shareholders of the Company to be held commencing at 10:00am (Brisbane time) on 13 November 2023 at Thomson Geer, Level 28, 1 Eagle Street, Brisbane QLD 4000. The Company will also live video stream the Annual General Meeting for those Shareholders who choose not to or are unable to attend the Annual General Meeting in person. If you would like to view the live stream, please register your interest via email to meetings@entyr.com.au.

Refer to Section C for details on how to attend and vote at the Annual General Meeting.

This Explanatory Statement is to be read in conjunction with the Notice of Annual General Meeting.

Purpose

The purpose of this Explanatory Statement is to provide information which the Directors believe is material to Shareholders in deciding whether or not to pass the Resolutions to be put forward in the Annual General Meeting.

The Directors recommend Shareholders read the Notice of Annual General Meeting and this Explanatory Statement in full before making any decisions relating to the Resolutions contained in the Notice of Annual General Meeting.

Defined terms

Terms used in this Explanatory Statement have the meaning given to them in the Glossary in **Section A** of this Notice of Annual General Meeting in which this Explanatory Statement is contained.

GENERAL INFORMATION

1 Agenda Item 1 – Financial statements and reports

1.1 Purpose of Resolution

The 2023 Annual Report for the year ending 30 June 2023 includes the Directors' Reports, the Auditor's Report and the Financial Report (which includes the financial statements and directors' declaration).

The Corporations Act requires that the report of the directors, the auditor's report and the financial report be laid before the annual general meeting.

Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Company's Constitution require a vote of Shareholders at the Annual General Meeting on the 2023 Annual Report.

1.2 Questions to the Chairman

Shareholders will be given reasonable opportunity at the meeting to raise questions and make comments on the 2023 Annual Report.

In addition to asking questions at the meeting, shareholders may address written questions to the Chairman about the management of the Company or to the Company's auditor, Cameron Smith of Grant Thornton, if the question is relevant to:

- the content of the Auditor's Report; or

- the conduct of its audit of the Financial Report to be considered at the Annual General Meeting.

Note: Under section 250PA(1) Corporations Act a shareholder must submit the question to the Company no later than the fifth business day before the day on which the AGM is held.

Written questions for the auditor must be delivered by 5:00 p.m. on 6 November 2023 to:

The Company Secretary
PO Box 581, Sanctuary Cove, Qld 4207
Or via email to: meetings@entyr.com.au

2 Resolution 1: Adoption of Remuneration Report

2.1 Purpose of Resolution

The Remuneration Report of the Company for the financial year ending 30 June 2023 is set out in the Directors' Report contained in the 2023 Annual Report.

The Remuneration Report sets out the Company's remuneration arrangements for the executive and non-executive Directors and executive employees of the Company.

The Corporations Act at section 250R(2) requires that a resolution that the Remuneration Report of the Company be adopted must be put to a vote.

A reasonable opportunity will be given for the discussion of the Remuneration Report at the meeting.

This Resolution is an ordinary resolution.

2.2 Voting consequences

In accordance with the Corporations Act, the vote on this Resolution is advisory only and does not bind the Company.

However, Part 2G.2, Division 9 of the Corporations Act provides that if at least 25% of the votes cast on this Resolution are voted against the adoption of the Remuneration Report at the Annual General Meeting (**First Strike**), then:

- if comments are made on the Remuneration Report at the Annual General Meeting, the Company's Remuneration Report for the next financial year will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reason for this; and
- if at the next Annual General Meeting at least 25% of the votes cast on the resolution for adoption of the Remuneration Report are against such adoption (**Second Strike**), the Company will be required to put to Shareholders a resolution proposing that a general meeting be called to consider the election of Directors of the Company (**Spill Resolution**). If a Spill Resolution is passed, all of the Directors, other than the managing director, will cease to hold office at the subsequent general meeting, unless re-elected at that meeting.

The Company's Remuneration Report did not receive a First Strike at the 2022 annual general meeting. Please note if the Remuneration Report receives a First Strike at this 2023 Annual General Meeting and if a Second Strike is received at the 2024 annual general meeting, then all of the Directors, other than the managing director, will cease to hold office at the subsequent general meeting, unless re-elected at that meeting.

2.3 Voting exclusion and Directors' recommendations

As set out in the notes to Resolution 1, a voting exclusion statement applies with respect to the voting on this Resolution by certain persons connected to the Company.

As the resolution relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with section 250R(2) of the Corporations Act, makes no recommendations regarding this Resolution.

The Chairman of the Annual General Meeting intends to vote undirected proxies in favour of Resolution 1, subject to compliance with the Corporations Act.

3 Resolution 2: Election of Teresa Dyson

3.1 Purpose of Resolution

Ms Teresa Dyson was appointed as a Director of the Company by the Board on 15 February 2023.

Ms Dyson retires from office under ASX Listing Rule 14.4 and rule 7.3(f) of the Constitution and stands for election.

This Resolution is an ordinary resolution.

3.2 The law

Rule 7.3(f) of the Company's Constitution requires that a Director appointed by the Board must retire at the next annual general meeting following their appointment and is eligible for election by Shareholders at that meeting. Ms Dyson was appointed by the Board on 15 February 2023 and, as required by the Constitution, offers herself for election at this Annual General Meeting.

ASX Listing Rule 14.4 provides that a director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the entity.

3.3 Director resume and other material directorships

Ms Dyson is an experienced company director, whose career has spanned both the public and private sectors. Ms Dyson has been closely involved in strategic decision making in business and organisational structuring, covering the financial services, transport, energy and resources sectors, as well as infrastructure projects. Ms Dyson is an admitted lawyer and has previously been a partner at a global law firm and professional services firm.

Ms Dyson is a non-executive director of ASX listed companies Seven West Media Limited, Genex Power Limited, Shine Justice Ltd as well as a director of National Housing Finance & Investment Corporation, Energy Qld, Gold Coast Hospital and Health Board, Brighter Super and Fare Limited and is a member of the Takeovers Panel. She is a former Director of UN Women National Committee Australia Ltd and Opera Queensland, a former member of the Foreign Investment Review Board and a former Chairman of each of the Board of Taxation and the Business Law Section of the Law Council of Australia.

Ms Dyson holds a Masters of Applied Finance from Macquarie University. She graduated with a Bachelor of Laws (Honours), a Bachelor of Arts and Masters of Taxation from the University of Queensland and is a fellow of the Australian Institute of Company Directors.

3.4 Independence

Ms Dyson is a non-executive Director of the Company. The Board considers that Ms Dyson is an independent director.

3.5 Directors' recommendations and interests

The Board (with Teresa Dyson abstaining) recommends that Shareholders vote in favour of Resolution 2.

The Chairman of the Annual General Meeting intends to vote undirected proxies in favour of Resolution 2.

4 Resolution 3: Election of Leeanne Bond

4.1 Purpose of Resolution

Ms Leeanne Bond was appointed as a Director of the Company by the Board on 15 February 2023.

Ms Bond retires from office under ASX Listing Rule 14.4 and rule 7.3(f) of the Constitution and stands for election.

This Resolution is an ordinary resolution.

4.2 The law

Rule 7.3(f) of the Company's Constitution requires that a Director appointed by the Board must retire at the next annual general meeting following their appointment and is eligible for election by Shareholders at that meeting. Ms Bond was appointed by the Board on 15 February 2023 and, as required by the Constitution, offers herself for election at this Annual General Meeting.

ASX Listing Rule 14.4 provides that a director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the entity.

4.3 Director resume and other material directorships

Ms Bond is a respected professional engineering executive, board chairperson and independent non-executive company director of private, ASX listed, public sector and professional organisations.

Ms Bond is an independent non-executive director of Aurecon Limited, the Australian government's Snowy Hydro Limited, Synertec Corporation Limited, CRC One Basin, and is Independent Chair of Mining3, an industry directed research and technology organisation, and owner of Breakthrough Energy Pty Ltd. She recently retired from the board of Clean Energy Finance Corporation.

Ms Bond has a Bachelor of Chemical Engineering and an MBA from The University of Queensland. She is a Fellow of the Australian Institute of Company Directors and a member of Chief Executive Women. Ms Bond is a Chartered Professional Engineer, an Honorary Fellow of Engineers Australia and a Fellow of the Australian Academy of Technology and Engineering.

4.4 Independence

Ms Bond is a non-executive Director of the Company. The Board considers that Ms Bond is an independent director.

4.5 Directors' recommendations and interests

The Board (with Leeanne Bond abstaining) recommends that Shareholders vote in favour of Resolution 2.

The Chair of the Annual General Meeting intends to vote undirected proxies in favour of Resolution 3.

5 Resolution 4: Re-election of Michael Barry

5.1 Purpose of Resolution

Mr Michael Barry retires from office under ASX Listing Rule 14.4 and rule 7.3 of the Constitution and stands for re-election.

This Resolution is an ordinary resolution.

5.2 The law

Rule 7.3 of the Constitution requires that at each annual general meeting, one third of directors for the time being (rounded down to the nearest whole number) shall retire from office and that a Director that so retires is eligible for re-election. Additionally, ASX Listing Rule 14.4 provides that a director must retire from office no later than the longer of the third annual general meeting of the Company or 3 years following that Director's last election or appointment. The retirement rules do not apply to the managing director.

Pursuant to rule 7.3 of the Company's Constitution, Mr Michael Barry, being a Director of the Company, retires by way of rotation and, being eligible, offers himself for re-election as a Director of the Company.

Mr Barry was appointed as a director of the Company on 17 August 2021 and was last re-elected at the annual general meeting held on 24 November 2021.

5.3 Director resume and other material directorships

Mr. Barry's executive career included 10 years in senior executive roles at Boral Limited, including Regional General Manager for the Western Australian and South Australian Construction Materials operations. Most recently, Mr Barry was CEO of MSF Sugar Limited for 13 years up until 2020 and is currently a director of The National Suppliers Group, Sands Innovations and MSF Sugar as well as non-executive chairman of ASX listed Terragen Holdings Limited.

5.4 Independence

Mr Barry is Non-Executive Chairman of the Company. The Board considers that Mr Barry is an independent director.

5.5 Directors' recommendations and interests

The Board (with Mr Barry abstaining) recommends that shareholders vote in favour of Resolution 4.

The Chairman of the Annual General Meeting intends to vote undirected proxies in favour of Resolution 4.

6 Resolution 5: Approval of 10% Placement Facility

6.1 Purpose of Resolution

Broadly speaking, and subject to a number of exceptions, ASX 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.

ASX Listing Rule 7.1A, states however, that an eligible entity can seek approval from its members, by way of special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25% (**10% Placement Facility**).

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity as it is not included in the A&P/ASX 300 Index and has a current market capitalisation of approximately \$15.8 million.

This Resolution seeks Shareholder approval by way of special resolution for the Company to have the additional 10% Placement Facility provided for in ASX Listing Rule 7.1A to issue equity securities without shareholder approval.

If this Resolution is passed, the Company will be able to issue equity securities up to the combined 25% limit in the ASX Listing Rules 7.1 and 7.1A without further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without Shareholder approval provided for in ASX Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in ASX Listing Rule 7.1.

6.2 The law — Description of ASX Listing Rule 7.1A

(a) Shareholder Approval

The ability to issue equity securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an Annual General Meeting.

(b) 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 Shares.

(c) Formula for Calculating the 10% Placement Facility

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

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

A is the number of Shares on issue 12 months before the date of issue or agreement:

- (i) plus the number of fully paid ordinary securities issued in the 12 months under an exception to ASX Listing Rule 7.2 other than exception 9, 16 or 17;
- (ii) plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within ASX Listing Rule 7.2 exception 9 where:
 - (A) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - (B) the issue of, or agreement to issue the convertible securities was approve or taken under these rules to have been approved under ASX Listing Rules 7.1 or 7.4;
- (iii) plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within ASX Listing Rule 7.2 exception 16 where:
 - (A) the agreement was entered into before the commencement of the relevant period; or

- (B) the agreement or issue was approved, or taken under these rules to have been approved under ASX Listing Rule 7.1 or rule 7.4;
- (iv) plus the number of any other fully paid ordinary securities that became fully paid in the relevant period; and
- (v) less the number of fully paid ordinary securities cancelled in the last 12 months.

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

D is 10%.

E is the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the last 12 months immediately preceding the date of issue of the shares where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under ASX Listing Rule 7.4.

(d) **ASX Listing Rule 7.1 and ASX Listing Rule 7.1A**

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

In accordance with ASX Listing Rule 7.1, the Company has on issue 1,976,853,893 Shares and the capacity to issue 296,528,083 equity securities.

Under ASX Listing Rule 7.1A, the Company requests an additional 10% capacity which will increase the total number of equity securities that can be placed without Shareholder approval to 494,213,473 for the next 12 months.

The actual number of equity securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the equity securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer to paragraph (c) above).

(e) **Minimum Issue Price**

The issue price of equity securities issued under ASX Listing Rule 7.1A must not be less than 75% of the VWAP of equity securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the equity securities are to be issued is agreed; or
- (ii) if the equity securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the equity securities are issued.

(f) **10% Placement Period**

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

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

or such longer period if allowed by the ASX (**10% Placement Period**).

6.3 Effect of ASX Listing Rule 7.1A

The effect of Resolution 5 will be to allow the Directors to issue the equity securities under ASX Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under ASX Listing Rule 7.1.

6.4 Specific information required by ASX Listing Rule 7.3A

In accordance with ASX Listing Rule 7.3A, information is provided as follows:

- (a) **Minimum price** - The equity securities will be issued at an issue price of not less than 75% of the VWAP for the Company's equity securities over the 15 Trading Days on which trades in that class were recorded immediately before:
 - (i) the date on which the price at which the equity securities are to be issued is agreed; or
 - (ii) if the equity securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the equity securities are issued.
- (b) **Risk** - If Resolution 5 is approved by Shareholders and the Company issues equity securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:
 - (i) the market price for the Company's equity securities may be significantly lower on the date of the issue of the equity securities than on the date of the Meeting; and
 - (ii) the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the equity securities.
- (c) **Dilution** - The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at the date of the Notice.

The table also shows:

- (i) two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro-rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

Number of Shares on issue (Variable "A" in ASX Listing Rule 7.1A.2)	Dilution			
	No. of Shares issued under 10% placement capacity (10% voting dilution)	Issue price		
		\$0.004	\$0.008	\$0.16
		Issue price at 50% decrease to current price	Issue price at current price	Issue price at 50% increase in current price
		Funds raised		
1,976,853,893 Shares	197,685,389	\$790,742	\$1,581,483	\$3,162,966
50% increase to the 1,976,853,893 Shares 2,965,280,839 Shares	296,528,083	\$1,186,112	\$2,372,225	\$4,744,449
100% increase to the 1,976,853,893 Shares 3,953,707,786 Shares	395,370,778	\$1,581,483	\$3,162,966	\$6,325,932

* The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under ASX Listing Rule 7.1.

The table has been prepared on the following assumptions:

- (i) The above table reflects the number of Shares on issue as at the date of this Notice of Annual General Meeting.
- (ii) The Company issues the maximum number of equity securities available under the 10% Placement Facility.
- (iii) No convertible securities (including any convertible securities issued under the 10% Placement Facility) are converted into Shares before the date of the issue of the equity securities.
- (iv) 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%.
- (v) 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 at the date of the Meeting.
- (vi) The table shows only the effect of issues of equity securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1.
- (vii) The issue of equity securities under the 10% Placement Facility consists only of Shares.
- (viii) The issue price is \$0.008 being the closing price of Shares on the ASX on 2 October 2023.
- (d) **Period of approval** - The Company will only issue the equity securities during the 10% Placement Period. The approval of Resolution 5 for the issue of the equity securities will cease to be valid in the event that Shareholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change of the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of main undertaking).
- (e) **Purpose of issue** - The Company may seek to issue the equity securities in consideration for cash only. In such circumstances, the Company intends to use the funds raised towards funding the continued development of the Company's current assets, the acquisition of new assets or other investments (including expenses associated with such acquisition), and for general working capital.

- (f) **Disclosure obligations** - The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4. Namely, upon issue of any equity securities:
- (i) it will state in its announcement of the proposed issue under ASX Listing Rule 3.10.3 or in its application for quotation of the securities under ASX Listing Rule 2.7 that the securities are being issued under ASX Listing Rule 7.1A; and
 - (ii) it will give to the ASX immediately after the issue a list of names of the persons to whom the entity issued the equity securities and the number of the equity securities issued to each.
- (g) **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 the allottees of equity securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
 - (ii) the effect of the issue of the equity securities on the control of the Company;
 - (iii) the financial situation and solvency of the Company; and
 - (iv) advice from corporate, financial and broking advisers (if applicable).
- The allottees under the 10% Placement Facility have not been determined as at the date of this Notice of Annual General Meeting but may include existing substantial Shareholders and/or new Shareholders who are not a related party or an Associate of a related party of the Company.
- (h) **Issues in prior 12 months** – The Company obtained Shareholder approval under ASX Listing Rule 7.1A at the 2022 Annual General Meeting. In the past 12 months no equity securities have been issued or agreed to be issued under ASX Listing Rule 7.1A.
- (i) **Voting Exclusion statement** - A voting exclusion statement is included in the Notice of Annual General Meeting. At the date of the Notice of Annual General Meeting, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the equity securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice of Annual General Meeting.

6.5 Directors' recommendations

The Board recommends that shareholders vote in favour of Resolution 5.

The Chairman of the Annual General Meeting intends to vote undirected proxies in favour of Resolution 5.

7 Resolution 6: Increase in Aggregate Non-Executive Director Fee Pool

7.1 Purpose of Resolution

The maximum aggregate fees that may be provided by the Company to the non-executive Directors for their services as Directors is currently \$250,000 (**Fee Pool**) per annum.

The current Fee Pool was approved sixteen years ago by Shareholders at the Company's 2007 annual general meeting, at which time there were three non-executive Directors. The full details of the fees paid to the non-executive Directors of the Company during the financial year

ended 30 June 2023 (**FY23**) are included in the FY23 Remuneration Report. From 2018 until the appointment of Mr Barry as non-executive Chairman in August 2021, the Company had an executive Chairman whose remuneration was not included in the Fee Pool.

To ensure that the Company remains competitive to attract and retain suitably qualified non-executive directors to oversee the Group's ongoing growth and success, base fees and committee fees for the non-executive Chair and non-executive Directors for FY24 have increased as detailed on page 49 of the FY23 Remuneration Report.

The Board was also pleased to welcome Teresa Dyson and Leeanne Bond as new independent non-executive Directors during FY23. The proposed increase is intended to accommodate the appointment of Teresa Dyson and Leeanne Bond as additional non-executive Directors and to adjust fees to market for the first time since the Company's relisting in 2018. The current fees for non-executive Directors is consistent with guidance from executive and director recruitment professionals.

Accordingly, the directors seek Shareholder approval to increase the total aggregate Fee Pool by \$250,000 per annum to a maximum of \$500,000 per annum.

Although an increase in the Fee Pool is being sought, it does not imply that the full amount will be used. The Fee Pool is a cap on the maximum annual fees which the Company is permitted to pay to its Directors in any one financial year. Relevantly, however, there is no legal requirement or obligation necessitating the Company actually pays fees to its Directors up to that limit in a financial year. Securities issued to a non-executive Director with the consent of Shareholders (if any) will be excluded from the Fee Pool. The Board is focused on appropriate succession planning and the increased Fee Pool will provide flexibility to appoint additional directors to the Board over time.

7.2 Specific information required by ASX Listing Rule 10.17

Under Rule 7.5(a) of the Company's Constitution and ASX Listing Rule 10.17, the maximum fees payable by the Company to its non-executive Directors must be approved by the Shareholders of the Company in a general meeting and may not be increased without Shareholder approval.

If Resolution 6 is approved by Shareholders, the Fee Pool will increase to \$500,000 per annum.

If Resolution 6 is not approved, the Fee Pool will remain at \$250,000 and the Board will not have the flexibility described above and current and any future non-executive director appointments and fees will need to be assessed within the current remuneration limits.

In accordance with the requirements of ASX Listing Rule 10.17, the following information is provided for Shareholders:

- (a) The proposed increase in the Fee Pool is \$250,000;
- (b) The maximum aggregate amount of directors' fees that may be paid to all of the Company's non-executive directors is \$500,000;

- (c) The following securities have been issued to any non-executive Director under ASX Listing Rules 10.11 or 10.14 with the approval of Shareholders within the preceding three years:

Director	Security	Number	Date
Michael Barry	Shares	1,470,600	12/07/2023
	Listed options (participation in placement)	735,300	12/07/2023
	Shares (participation in placement)	6,666,668	17/01/2023
	Shares Listed options (participation in placement)	5,000,000	16/06/2023
	Unlisted options	4,000,000	07/12/2021
Ms Leeanne Bond	Unlisted options	2,000,000	21/07/2023
	Shares Listed options (participation in placement)	1,764,800 882,400	12/07/2023 12/07/2023
Ms Teresa Dyson	Unlisted options	2,000,000	21/07/2023
	Shares Listed options (participation in placement)	2,794,135 1,397,067	12/07/2023 12/07/2023
Lindsay Barber	Unlisted options	2,000,000	21/07/2023
	Shares (participation in placement)	67,000,000	17/01/2023
Michael Barrett	Shares (participation in placement)	207,142	17/01/2023
Brian Mumme	Shares (participation in placement)	300,000	05/10/2023

- (d) A voting exclusion statement in respect of Resolution 6 has been included in the Notice of Annual General Meeting.

7.3 Directors' recommendations

Given the interest of the non-executive Directors in this Resolution, the Board makes no recommendation to Shareholders regarding this Resolution.

The Chairman of the Annual General Meeting intends to vote undirected proxies in favour of Resolution 6.



Entyr Limited
ABN 90 118 710 508

ETRRM

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Need assistance?



Phone:
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+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (Brisbane time) on Saturday, 11 November 2023.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 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 also 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. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



IND

Proxy Form

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Entyr Limited hereby appoint

☐ the Chairman of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and 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 Annual General Meeting of Entyr Limited to be held at Thomson Geer, Level 28, 1 Eagle Street, Brisbane QLD 4000 on Monday, 13 November 2023 at 10:00am (Brisbane time) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 and 6 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 6 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 and 6 by marking the appropriate box in step 2.

Step 2

Items of Business

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

	For	Against	Abstain
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Election of Teresa Dyson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Election of Leeanne Bond	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Re-election of Michael Barry	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Approval of 10% of Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Approval for Increase in Aggregate Non-Executive Director Fee Pool	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3

Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/

/

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically