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**EDEN INNOVATIONS LTD  
ACN 109 200 900**

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**NOTICE OF ANNUAL GENERAL MEETING  
OF SHAREHOLDERS**

**EXPLANATORY STATEMENT**

**AND**

**PROXY FORM**

**TO BE HELD ON**

**30 NOVEMBER 2023  
COMMENCING AT 11.00AM**

**AT**

**LEVEL 15,  
197 ST GEORGES TERRACE, PERTH  
WESTERN AUSTRALIA**

**EDEN INNOVATIONS LTD**  
(ACN 109 200 900)

**NOTICE OF MEETING**

Notice is hereby given that an Annual General Meeting of shareholders of Eden Innovations Ltd (the **Company**) will be held at Level 15, 197 St Georges Terrace, Perth on Thursday the 30th of November 2023 at 11.00am.

**AGENDA**

**1. Annual Reports**

To table the Annual Financial Report for the financial year ended 30 June 2023 and the Director's Report and Auditor's Report for that financial year.

**2. Resolution 1 – Adoption of Remuneration Report**

To consider, and if thought fit pass, with or without amendment, the following Resolution as a **non-binding resolution**:

*"That for the purposes of section 250R(2) of the Act and for all other purposes, the Company be authorised to adopt the Remuneration Report contained in the Annual Financial Report."*

**Short Explanation:** In accordance with section 249L(2) of the Act, a resolution that the Remuneration Report be adopted must be put to the vote. The effect of section 250R(3) of the Act is that the vote on this Resolution is advisory only and does not bind the Directors or the Company.

**3. Resolution 2 – Election of Director**

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

*"That Mr Douglas Howard Solomon being a Director of the Company who retires by rotation pursuant to the Company's Constitution, and being eligible offers himself for re-election is hereby re-elected as a Director of the Company."*

**4. Resolution 3 – Election of Director**

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

*"That Dr Allan Godsk Larsen being a Director of the Company who was appointed by the Board on 7 February 2023 retires pursuant to the Company's Constitution, and being eligible offers himself for re-election is hereby re-elected as a Director of the Company."*

**5. Resolution 4 – Ratification and Approval of Issue of Shares and Options – September 2023 Placement**

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

*"That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify and approve the issue, on 7 September 2023, to 54 sophisticated, professional and retail investors (being persons to whom a disclosure document was not required to be provided by virtue of s.708(1) to s.708(11) of the Act) of, in the aggregate, 366,666,665 Shares at a price of \$0.003 per Share, which Shares rank pari passu with all other Shares currently on issue by the Company, together with 183,333,333 free attaching Options, each to acquire one Share at an exercise price of \$0.009 cents and with an expiry date of 11 September 2026, raising \$1,100,000 (before the expenses of the issue)."*

The Company will disregard any votes cast in favour of this resolution by or on behalf of any of the investors who participated in the Share and Option issue the subject of this resolution, or any associates of those persons. However, this does not apply to a vote cast in favour of this resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- 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 the directions given by the beneficiary to the holder to vote in that way.

**6. Resolution 5 – Ratification and Approval of Issue of Broker Options – September 2023 Placement**

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

*“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify and approve the issue, on 7 September 2023, to 10 Bolivianos Pty Ltd of 60,000,000 Options, each to acquire one Share at an exercise price of \$0.009 cents and with an expiry date of 11 September 2026, in part satisfaction of placement fees payable by the Company to Copeak Corporate Pty Ltd as trustee for the Peak Asset Management Unit Trust in connection with the Placement.”*

The Company will disregard any votes cast in favour of this resolution by or on behalf of 10 Bolivianos Pty Ltd, or any of its associates. However, this does not apply to a vote cast in favour of this resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- 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 the directions given by the beneficiary to the holder to vote in that way.

#### **7. Resolution 6 – Ratification of Agreement to Issue Shares to the Company’s CFO and Company Secretary**

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

*“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify and approve the Company’s agreement (made on 9 January 2023) to issue 2,400,000 Shares, of which 1,200,000 Shares were issued on 1 January 2023 and a further 1,200,000 Shares will be issued on 1 January 2024, free of charge and which will rank pari passu with all other Shares currently on issue by the Company, to Jamie Scoringe, the Company’s chief financial officer and company secretary, as and by way of incentive and as part of his remuneration package.”*

The Company will disregard any votes cast in favour of this resolution by or on behalf of Jamie Scoringe, or any of his associates. However, this does not apply to a vote cast in favour of this resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- 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 the directions given by the beneficiary to the holder to vote in that way.

#### **8. Resolution 7 – Approval of Issue of Shares and Options to Noble in partial satisfaction of debt**

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

*“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, shareholders approve the issue to Noble Energy Pty Ltd of 293,333,333 Shares, which will each rank pari passu with all other Shares currently on issue by the Company, together with 146,666,667 free attaching Options, each to acquire one Share at an exercise price of \$0.009 cents and with an expiry date of 11 September 2026, in conversion (and satisfaction) of \$880,000 of the debt owing by the Company to Noble, as soon as practicable after the date of this meeting.”*

The Company will disregard any votes cast in favour of this resolution by or on behalf of Noble or any of its associates. However, this does not apply to a vote cast in favour of this resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- 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 the directions given by the beneficiary to the holder to vote in that way.

**9. Resolution 8 – Approval of Issue of Shares to Dr Allan Godsk Larsen (a Non-Executive Director) in part-satisfaction of director’s fees**

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

*“That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, shareholders approve the issue to Dr Allan Godsk Larsen, a non-executive director of the Company, of \$54,000 worth of new Shares in the Company each financial year, in part-satisfaction of the fees payable to him for acting in his capacity as a non –executive director of the Company with respect to the financial years ended 30 June 2023 and 30 June 2024, on the terms and conditions set out in the Explanatory Statement.”*

The Company will disregard any votes cast in favour of this resolution by or on behalf of Dr Allan Godsk Larsen or any of his associates. However, this does not apply to a vote cast in favour of this resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- 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 the directions given by the beneficiary to the holder to vote in that way.

**11. Resolution 9 – Approval of additional 10% placement capacity**

To consider, and if thought fit pass, with or without amendment, the following Resolution as a **special resolution**:

*“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given to the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement”*

**11. General**

To transact any business which may be brought before the meeting in accordance with the Constitution of the Company, the Act, or otherwise.

**PROXIES**

In accordance with section 249L of the Act, shareholders are advised 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 two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

In accordance with section 250BA of the Act the Company specifies the following for the purposes of receipt of proxy appointments:

Online: [www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login)  
 By hand delivery to: Advanced Share Registry Limited, 110 Stirling Hwy, Nedlands WA 6009  
 By Post to: PO Box 1156, Nedlands WA 6909  
 By facsimile to: (08) 6370 4203  
 By email to: [admin@advancedshare.com.au](mailto:admin@advancedshare.com.au)

Each shareholder entitled to vote at the Annual General Meeting has the right to appoint a proxy to vote on each particular Resolution. A shareholder may specify the way in which the appointed proxy is to vote on a particular resolution or may allow the appointed proxy to vote at its discretion. Where a shareholder appoints the Chairman as their proxy and does not expressly direct the Chairman to vote 'For' or 'Against' a resolution or to abstain from voting on a resolution, the Chairman intends to vote in favour of such resolution. Notwithstanding the Chairman's voting intention, a shareholder can (where they have appointed the Chairman as their proxy) expressly direct the Chairman to vote for or against such resolution, or to abstain from voting on such resolution, by marking the appropriate box on their proxy form. That is, a shareholder can direct the Chairman to vote as their proxy in a manner which is contrary to the Chairman's stated voting intentions. If a shareholder does not mark any of the 'For', 'Against' or 'Abstain' boxes on the proxy form for Resolution 1 (Adoption of Remuneration Report), that shareholder will thereby be taken to have expressly authorised and directed the Chairman to exercise the proxy in respect of Resolution 1 in accordance with the Chairman's stated voting intention (that is, to vote in favour of such resolution) even though that resolution is connected to the remuneration of members of the Company's key management personnel

The instrument appointing the proxy must be received by the Company as provided in its Constitution no later than 48 hours prior to the time of the commencement of the Annual General Meeting.

A corporation may elect to appoint a representative in accordance with the Act in which case the Company will require written proof of the representative's appointment which must be lodged with, or presented to the Company before the meeting.

The Chairman will call a poll for all resolutions.

For the purposes of Regulation 7.11.37 of the *Corporations Regulations 2001* the Company determines that shareholders holding Shares at 5.00pm WST on 28<sup>th</sup> of November 2023 will be entitled to attend and vote at the Annual General Meeting.

Except where the contrary intention appears, all defined terms used in this Notice of Meeting have the meanings set out in the glossary of the Explanatory Statement accompanying this Notice.

**By Order of the Board of Directors**

J Scoringe

Company Secretary

Dated this 27<sup>th</sup> day of October 2023

**EDEN INNOVATIONS LTD**  
(ACN 109 200 900)

**EXPLANATORY STATEMENT FOR SHAREHOLDERS**

This Explanatory Statement is intended to provide shareholders of the Company with sufficient information to assess the merits of each Resolution contained in the accompanying Notice of Annual General Meeting of the Company.

The Directors recommend that shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions. The following information should be noted in respect of the various matters contained in the accompanying Notice of Meeting.

**RECEIVE AND CONSIDER THE ANNUAL REPORTS**

The first agenda item is to receive and consider the Annual Financial Report, Director's Report and Auditor's Report for the Company for the financial year ended 30 June 2023. No Resolution is required in respect of this agenda item. However, it provides shareholders with the opportunity to ask questions of the Company's Directors and auditors in relation to the Company's results and operations for the financial year.

**RESOLUTION 1 – REMUNERATION REPORT**

The Annual Financial Report for the financial year ended 30 June 2023 contains a Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with section 249L(2) of the Act, a resolution that a Remuneration Report be adopted must be put to the vote. However, pursuant to section 250R(3) of the Act, the vote on the Resolution is advisory only and will not require the Directors or the Company to alter any arrangements detailed in the Remuneration Report, should the Resolution not be passed.

**RESOLUTION 2 – RE-ELECTION OF DIRECTOR**

In accordance with the Company's Constitution, Mr Douglas Howard Solomon retires by rotation and, being eligible, offers himself for re-election as a Director of the Company.

Mr Solomon has been a Board member since June 2006. He is a Barrister and Solicitor with more than 45 years' experience in the areas of mining, corporate, commercial and property law. He is a partner in the legal firm, Solomon Brothers, and is also a non-executive director of Tasman Resources Ltd and Conico Ltd.

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

**RESOLUTION 3 – RE-ELECTION OF DIRECTOR**

Dr Allan Godsk Larsen was appointed as a director of the Company by the Board on 7 February 2023.

In accordance with the Company's Constitution, which provides that a director appointed by the Board is only entitled to hold office until the next annual general meeting after his appointment but is eligible for re-election, Dr Allan Godsk Larsen retires and, being eligible, offers himself for re-election as a Director of the Company.

Dr Larsen holds a PhD in electro-chemistry from Aarhus in Denmark. After completing his doctorate and a year consulting to the Danish Technological Institute, he undertook a three-year post-doctoral fellowship at Sydney University. Since then, Dr Larsen has held the following positions:

- (a) 2.5 years as Senior Scientist R&D at Cap-XX Ltd in Sydney, developing super capacitors including working with carbon nanotubes;
- (b) Almost 5.5 years as Catalyst Specialist and Sales Manager at Haldor Topsøe, a leading Danish catalyst company that sells its products around the world, after which
- (c) Dr Larsen joined the company in November 2016 as a consultant where he has held the following positions:
  - a. November 2016 to April 2018 – Product Development Manager (including having designed and developed the EdenCrete PZ® range of products); and
  - b. April 2018 to present – Chief Scientist and Manager of International Business.

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

**RESOLUTION 4 – RATIFICATION AND APPROVAL OF ISSUE OF SHARES AND OPTIONS – SEPTEMBER 2023 PLACEMENT**

Resolution 4 seeks shareholder approval and ratification, for the purposes of ASX Listing Rule 7.4 and for all other purposes, of the issue to 54 sophisticated, professional and retail investors (being clients of Peak, the broker to this issue, and persons to whom a disclosure document was not required to be provided by virtue of s.708(1) to s.708(11) of the Act) ("Investors") of 366,666,665 Shares, at a price of \$0.003 per Share, together with 183,333,333 free attaching Options,

each to acquire one Share at an exercise price of \$0.009 cents and with an expiry date of 11 September 2026, raising \$1,100,000 (before the expenses of the issue) ("Placement").

All of the 366,666,665 Shares rank pari passu with all other Shares currently on issue in the Company.

The Options were issued on the terms and conditions set out in Schedule 1.

This issue was made without disclosure to the Investors in accordance with section 708 of the Act.

A placement fee of 6% of the value of the funds raised under the Placement was paid to Peak, the broker to the Placement, and 60,000,000 Options were issued to 10 Bolivianos Pty Ltd, a nominee of Peak.

The issue of the 366,666,665 Shares and 183,333,333 Options took place on 7 September 2023 ("Placement Date").

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

The Placement does not fit within any of these exceptions and, as it has not yet been approved by the Company's shareholders, it (and the Broker Option Issue the subject of Resolution 5) used up all of the Company's remaining 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without shareholder approval under Listing Rule 7.1 for the 12 month period following the Placement Date to nil.

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 that rule. The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1. To this end, resolution 4 seeks shareholder approval to the Placement under and for the purposes of Listing Rule 7.4.

If Resolution 4 is passed, the Placement 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 Placement Date.

If Resolution 4 is not passed, the Placement will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without shareholder approval over the 12 month period following the Placement Date (by 549,999,998).

The Company's total issued capital immediately prior to Placement and the Broker Option Issue on the Placement Date was as follows\*:

<b>Class</b>	<b>Number</b>
Shares	2,996,970,180
EDEO Options	111,854,354
EDEOC Options	313,614,981
Other unlisted Options	6,850,762

\*This does not include the Options issued under the Broker Option Issue (see Resolution 5), which were also only issued on the Placement Date.

The issue of the 366,666,665 Shares and 183,333,333 Options the subject of this Resolution 4 (being 549,999,998 Equity Securities in total) represented 18.35% of the Company's then issued share capital (of 2,996,970,180 Shares), and represents 16.35% of the Company's issued share capital as at the date of this Notice (of 3,363,636,845 Shares). 183,333,333 Options and 259,945,528 Shares were issued utilising the Company's 15% issuing capacity (the remainder of the Company's 15% issuing capacity was utilised in connection with the Broker Option Issue – see resolution 5). The remaining 106,721,137 Shares were issued utilising the Company's additional 10% issuing capacity under Listing Rule 7.1A.

The Company seeks shareholder approval and ratification to the issue of the Shares and Options to the Investors under the Placement pursuant to Listing Rule 7.4.

The following information is provided in accordance with Listing Rule 7.5:

1. The Shares were issued by the Company to 54 Investors (being clients of Peak, the broker to this issue, and persons to whom a disclosure document was not required to be provided by virtue of s.708(1) to s.708(11) of the Act). None of the Investors were a related party of the Company, a member of the Company's key management personnel, a substantial holder of the Company or an associate of any of those persons. The largest percentage interest in the Company's issued share capital which any of the Investors held immediately prior to the placement was 1.31% (based on 2,996,970,180 total shares on issue at the time) and 1.49% immediately following the placement (based on the Company's issued share capital as at the date of this notice, of 3,363,636,845 Shares).
2. The Company issued a total of 366,666,665 Shares and 183,333,333 Options to the Investors.
3. The Shares were issued on the same terms as, and rank pari passu with, the existing issued Shares of the Company and are quoted on the ASX. The Options were issued on the terms and conditions set out in Schedule 1, and are quoted on the ASX. Any Shares which are issued consequent upon the exercise of any of these Options will rank pari passu with the existing issued Shares of the Company and will be quoted on the ASX.
4. The Shares and Options were issued on 7 September 2023.

5. All of the Shares were issued at a price of \$0.003 raising \$1,100,000, less the expenses of the Placement. All of the Options were issued free of charge, with each Option being exercisable at an exercise price of \$0.009 expiring 11 September 2026.
6. \$1,100,000 (less the expenses of the issue) was raised from the issue of the Shares and will be used for general working capital purposes.

Voting exclusion statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any of the Investors who participated in the Placement the subject of this Resolution, or any associates of those persons. However, this does not apply to a vote cast in favour of this Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the 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 the directions given by the beneficiary to the holder to vote in that way.

**RESOLUTION 5 – RATIFICATION AND APPROVAL OF ISSUE OF BROKER OPTIONS – SEPTEMBER 2023 PLACEMENT**

Resolution 5 seeks shareholder approval and ratification, for the purposes of ASX Listing Rule 7.4 and for all other purposes, of the issue to 10 Bolivianos Pty Ltd, a nominee of Peak who was engaged by the Company as corporate advisor and lead manager for the Placement, of 60,000,000 Options, each to acquire one Share at an exercise price of \$0.009 cents and with an expiry date of 11 September 2026, as part consideration of the placement fees payable to Peak in connection with the Placement.

Pursuant to a capital raising mandate letter from Peak dated 24 August 2023 and accepted by the Company on the same date, the Company issued 60,000,000 Options to 10 Bolivianos Pty Ltd (“Broker Option Issue”) on the Placement Date. These Options represent 1.78 % of its current issued capital (of 3,363,636,845 Shares).

The terms and conditions of the Options are summarised in Schedule 1.

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

The Broker Option Issue did not fit within any of these exceptions and, as it has not yet been approved by the Company’s shareholders, it (and the Placement the subject of resolution 4) used up all of the Company’s remaining 15% limit in Listing Rule 7.1, reducing the Company’s capacity to issue further Equity Securities without shareholder approval under Listing Rule 7.1 for the 12-month period following the Placement Date to nil.

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 that rule. The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1. To this end, resolution 5 seeks shareholder approval of the Broker Option Issue under and for the purposes of Listing Rule 7.4.

If Resolution 5 is passed, the Broker Option Issue will be excluded in calculating the Company’s 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without shareholder approval over the 12-month period following the Placement Date.

If Resolution 5 is not passed, the Broker Option Issue 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 Placement Date (by 60,000,000).

The Company’s total issued capital immediately prior to Placement and Broker Option Issue on Placement Date was as follows\*:

<b>Class</b>	<b>Number</b>
Shares	2,996,970,180
EDEO Options	111,854,354
EDEOC Options	313,614,981
Other unlisted Options	6,850,762



\*This does not include the Shares and Options issued under the Placement (see Resolution 4), which were also issued on the Placement Date.

The issue of 60,000,000 Options to 10 Bolivianos Pty Ltd represented 2% of the Company's then issued share capital (of 2,996,970,180 Shares), and represents 1.78% of the Company's issued share capital as at the date of this notice (of 3,363,636,845 Shares).

The Company seeks shareholder ratification and approval to the issue of the 60,000,000 Options the subject of this Resolution 5 pursuant to Listing Rule 7.4.

The following information is provided in accordance with Listing Rule 7.5:

1. The Options were issued by the Company to 10 Bolivianos Pty Ltd. 10 Bolivianos Pty Ltd is not a related party of the Company, a member of the Company's key management personnel, a substantial holder of the Company or an associate of any of those persons. 10 Bolivianos Pty Ltd holds 13,833,333 Shares in the Company as at 18 October 2023.
2. A total of 60,000,000 Options the subject of this Resolution 5 were issued by the Company under the Broker Option Issue.
3. The Options were issued on the terms and conditions set out in Schedule 1, and are quoted on the ASX. Any Shares which are issued consequent upon the exercise of any of these Options will rank pari passu with the existing issued Shares of the Company and will be quoted on the ASX.
4. The Options were issued on 7 September 2023.
5. The Options were issued free of charge and in part consideration of placement fees payable by the Company to Peak in connection with the Placement.
6. No funds were raised from the issue of these Options.
7. Pursuant to the capital raising mandate letter with Peak dated 24 August 2023:
  - 7.1. the Company agreed to pay to Peak a 1% management fee (excluding GST) and a 5% capital raising fee (excluding GST) on all funds raised by Peak under the Placement;
  - 7.2. subject to a minimum amount of \$1,000,000 being raised under the Placement, the Company agreed to issue to Peak 60,000,000 Options;
  - 7.3. at the request of Peak and in consideration of, and conditional upon, Peak raising at least \$1,000,000 under the Placement, Noble (a wholly owned subsidiary of Tasman Resources Ltd) committed to converting \$1,200,000 of Noble's existing loan to the Company to equity in the Company (with Shares to be issued at A\$0.003 per Share with a free attaching 1:2 Option exercisable at the same price and otherwise on the same terms as apply to the Placement), subject to shareholder approval; and
  - 7.4. conditional upon Peak raising at least \$1,000,000 under the Placement, if the Company decides to undertake a capital raising within six months of the date of execution of the mandate, Peak has a first right of refusal to lead the capital raising and place the entire amount, failing which the Company is required to pay to Peak a \$50,000 break fee.

The Company has also appointed Peak to act as its corporate advisor for a 6-month period commencing 25 August 2023 at a monthly fee of \$3,000 plus GST.

#### Voting exclusion statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of 10 Bolivianos Pty Ltd, or any associates of 10 Bolivianos Pty Ltd. However, this does not apply to a vote cast in favour of this Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the 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 the directions given by the beneficiary to the holder to vote in that way.

#### **RESOLUTION 6 – RATIFICATION OF AGREEMENT TO ISSUE SHARES TO CFO AND COMPANY SECRETARY**

Resolution 6 seeks shareholder approval and ratification, for the purposes of ASX Listing Rule 7.4 and for all other purposes, of the Company's agreement to issue to Jamie Scoringe, the Company's chief financial officer and company secretary, 2,400,000 Shares, offered to incentivise him to remain in the above positions and as part of his remuneration package. The Company agreed, on 9 January 2023 ("Agreement Date") to issue a total of 3,600,000 Shares ("Incentive Shares") to Jamie Scoringe in 3 equal tranches, each of 1,200,000 Shares, on 1 January 2023, 1 January 2024 and 1 January 2025 respectively (or as soon as practical thereafter). The Company utilised some of its 15% issuing capacity under Listing Rule 7.1 in connection with this agreement.

The Incentive Shares will all be issued on the following terms and conditions:

- A. The Incentive Shares will be issued in three equal annual tranches;
- B. It will be a condition of the issue of each annual tranche of Incentive Shares that Jamie Scoringe continues to occupy the above positions at the time of issue and has not served a notice of termination at that time; and
- C. 100% of each tranche will be subject to a 12-month holding lock (escrow period) after issue (and Jamie Scoringe will not be able to sell or otherwise dispose of the Incentive Shares the subject of this holding lock in this period).

The Incentive Shares will otherwise be issued on the same terms as, and rank pari passu with, all of the existing issued Shares of the Company and will be quoted on the ASX.

The Company issued the first tranche of the Incentive Shares to Jamie Scoringe on 9 January 2023 and will issue the second tranche of the Incentive Shares to Jamie Scoringe on or around 9 January 2024 (being a date within 3 months of the date of this Annual General Meeting). This resolution relates to the first and second tranches of the Incentive Shares. It does not relate to the third tranche of Incentive Shares which will not be issued within 3 months of the date of this Annual General Meeting (the issuing capacity utilised by the Company in respect of the third tranche of Incentive Shares will be automatically reinstated on the date which is 12 months after the Agreement Date, namely on 9 January 2024).

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 or agree to issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The agreement to issue the first and second tranche of the Incentive Shares on 9 January 2023 did not fit within any of these exceptions and, as it has not yet been approved by the Company's shareholders, it used up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without shareholder approval under Listing Rule 7.1 for the 12-month period following the Agreement Date.

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 that rule. The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1. To this end, resolution 6 seeks shareholder approval of the agreement to issue the first and second tranche of the Incentive Shares under and for the purposes of Listing Rule 7.4.

If Resolution 6 is passed, the agreement to issue the first and second tranche of the Incentive Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without shareholder approval over the 12-month period following the Agreement Date.

If Resolution 6 is not passed, the Company's agreement to issue the first and second tranche of the Incentive Shares 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 Agreement Date (by 2,400,000).

The Company's total issued capital immediately prior to Agreement Date was as follows\*:

<b>Class</b>	<b>Number</b>
Shares	2,711,230,131
EDEO Options	111,867,509
EDEOC Options	313,645,989
Other unlisted Options	6,850,762

\*This does not include the Shares and Options issued under the Placement or Broker Option Issue (see Resolutions 4 and 5), which were only issued after the Agreement Date.

The issue of 2,400,000 Shares to Jamie Scoringe represented 0.08% of the Company's then issued share capital (of 2,711,230,131 Shares), and represents 0.07% of the Company's issued share capital as at the date of this notice (of 3,363,636,845 Shares).

The Company seeks shareholder ratification and approval to its agreement to issue the first and second tranche of the Incentive Shares the subject of this Resolution 6 pursuant to Listing Rule 7.4.

The following information is provided in accordance with Listing Rule 7.5:

1. The 2,400,000 Shares were and will be issued by the Company to Jamie Scoringe, the Company's chief financial officer and company secretary (subject, in the case of the second tranche, to Jamie Scoringe satisfying the condition referred to in numbered paragraph B above).
2. The Company agreed to issue a total of 3,600,000 Incentive Shares to Jamie Scoringe, but this resolution only relates to the first and second tranche issues, comprising in the aggregate 2,400,000 Incentive Shares.
3. The Incentive Shares will rank pari passu with the existing issued Shares of the Company and will be quoted on the ASX.
4. The first tranche of the Incentive Shares was issued on 9 January 2023 and the second tranche of the Incentive Shares will be issued on or around 9 January 2024 (but no later than 3 months after the date of this Annual General Meeting).

5. The Shares were and will be issued free of charge and to incentivise Jamie Scoringe to remain in the position of the Company's chief financial officer and company secretary and as part of his remuneration package.
6. No funds were or will be raised from the issue of these Incentive Shares.

#### Voting exclusion statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Jamie Scoringe, or any of his associates. However, this does not apply to a vote cast in favour of this Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the 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 the directions given by the beneficiary to the holder to vote in that way.

#### **RESOLUTION 7 – APPROVAL OF ISSUE OF SHARES AND OPTIONS TO NOBLE ENERGY PTY LTD IN PARTIAL SATISFACTION OF DEBT**

Resolution 7 seeks shareholders' approval, for the purpose of ASX Listing Rule 10.11, and for all other purposes, to authorise the Directors to issue to Noble Energy Pty Ltd ("Noble") 293,333,333 Shares, together with 146,666,667 free attaching Options, each to acquire one Share at an exercise price of \$0.009 cents and with an expiry date of 11 September 2026, in conversion (and satisfaction) of \$880,000 of the debt owing by the Company to Noble ("Tranche 1 Debt Conversion Issue").

As part of the Placement, and consistently with the Company's mandate with Peak, the broker appointed to facilitate the Placement, Noble, a wholly owned subsidiary of Tasman, committed to converting \$1.2 million ("the Conversion Sum") of its existing loan to the Company ("Noble Loan") into Shares with free attaching Options, to be issued at the same price \$0.003 per Share and on the same terms as the Shares and Options were issued under the Placement (one free Option for every two Shares issued), subject to shareholder approval.

Subject to shareholder approval, the conversion of the Conversion Sum owed by the Company to Noble will take place in two tranches:

- (a) the Tranche 1 Debt Conversion Issue; and
- (b) only after the conversion of a further \$320,000 of the Noble Loan into Shares and attaching Options will be exempt under item 9 of the table in s.611 of the Act and subject to and conditional upon the conversion not contravening s.606 of the Act, the balance \$320,000 will be converted not earlier than six months after the Tranche 1 Debt Conversion Issue has been completed ("Tranche 2 Debt Conversion").

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 shares it had on issue at the start of that period. The Tranche 1 Debt Conversion Issue did not fall within any of these exceptions. Eden used all of its remaining issuing capacity under Listing Rule 7.1 and part of its additional issuing capacity under Listing Rule 7.1A, approved by the Company's shareholders at the Company's last annual general meeting on 22 November 2022, to undertake the Placement and the Broker Option Issue. Accordingly, Eden did not have sufficient issuing capacity under Listing Rule 7.1 to issue the Shares and Options to Noble as part of the Tranche 1 Debt Conversion Issue. Shareholder approval is also required to the Tranche 1 Debt Conversion Issue under Listing Rule 10.11. If the Company's shareholders approve the Tranche 1 Debt Conversion Issue the subject of this Resolution 7 under Listing Rule 10.11, the Company will not also need to seek the approval of its shareholders under Listing Rule 7.1. By virtue of exception 14 in Listing Rule 7.2, if the Company's Shareholders approve the Tranche 1 Debt Conversion Issue the subject of this Resolution 7 under Listing Rule 10.11, the Tranche 1 Debt Conversion Issue will not be taken into account in calculating the Company's 15% issue capacity under Listing Rule 7.1.

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 paragraphs (a) to (c) above (being Listing Rules 10.11.1 to 10.11.3); or

- (e) a person whose relationship with the company or a person referred to in paragraphs (a) to (d) above (being 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.

The Tranche 1 Debt Conversion Issue requires shareholder approval under Listing Rule 10.11, as the ASX has exercised its discretion under Listing Rule 10.11.5 to require the Company to obtain shareholder approval under Listing Rule 10.11 and the Tranche 1 Debt Conversion Issue does not fall within any of the exceptions in Listing Rule 10.12.

Resolution 7 seeks the required shareholder approval to the Tranche 1 Debt Conversion Issue under and for the purposes of Listing Rule 10.11.

If resolution 7 is passed, the Company will be able to proceed with the Tranche 1 Debt Conversion Issue, in which case 293,333,333 Shares and 146,666,667 Options will be issued to Noble in conversion (and satisfaction) of \$880,000 of the Noble Loan.

If resolution 7 is not passed, the Company will not be able to proceed with the Tranche 1 Debt Conversion Issue and the sum of \$880,000 will remain due and payable by the Company to Noble on demand.

The Company's total issued capital as at the date of this notice (which includes the Shares and Options issued as part of the Placement and the Broker Option Issue on 7 September 2023) is as follows:

<b>Class</b>	<b>Number</b>
Shares	3,363,636,845
EDEO Options	111,854,354
EDEOC Options	313,614,981
EEEOD Options	243,333,333
Other unlisted Options	6,850,762

The Tranche 1 Debt Conversion Issue (being the issue of 440,000,000 Equity Securities in aggregate) represents 13.08% of the Company's current issued capital (of 3,363,636,845 Shares).

Shareholder approval to the Tranche 2 Debt Conversion is not being sought at this time, as the Tranche 2 Debt Conversion cannot take place earlier than six months after the Tranche 1 Debt Conversion Issue has been completed. Shareholder approval to issue the Shares and Options under the Tranche 2 Debt Conversion Issue will be sought at a later date.

The following information is provided in accordance with Listing Rule 10.13:-

- The Shares and Options are to be issued to Noble Energy Pty Ltd, a wholly owned subsidiary of Tasman.
- Shareholder approval is required under Listing Rule 10.11.5, because ASX has exercised its discretion under that Listing Rule to require the Tranche 1 Debt Conversion Issue to be approved by the Company's shareholders.
- If this Resolution is passed, Noble will be issued with 293,333,333 Shares (ASX Code: EDE) and 146,666,667 Options (ASX Code: EDEOD).
- The Options will be issued on the terms and conditions set out in Schedule 1.
- The Shares and Options will be issued no later than one month after the date of this meeting (it is intended that they will be issued within 5 business days after this Resolution is passed). The Company anticipates allotting all of the Shares and Options in one parcel.
- The Shares and Options will be issued in full and final satisfaction of \$880,000 of the Noble Loan. The conversion is being effected at a price of \$0.003 per Share, with one free attaching Option for every two Shares issued (being the same terms and conditions applicable to the Placement).
- The purpose of the Tranche 1 Debt Conversion Issue is to convert \$880,000 of the Noble Loan into Shares in order to reduce the indebtedness of the Company to Noble. No funds will be raised from the Tranche 1 Debt Conversion Issue.
- The Shares and Options are being issued to satisfy a commitment given to Peak, the broker to the Placement, in the mandate letter which the Company entered into with Peak. Under this commitment, the Shares are to be issued at the same price \$0.003 (0.3 cents) per Share and on the same terms as the Shares and Options were issued under the Placement (one free option for every two Shares issued). The other material terms of this mandate letter are set out in that section of this Explanatory Statement dealing with Resolution 5.

#### Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution by or on behalf of Noble, any other person who will obtain a material benefit as a result of the Tranche 1 Debt Conversion Issue (except a benefit solely by reason of being a holder of Shares in the Company), or any associates of them. However, this does not apply to a vote cast in favour of the resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the 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 the directions given by the beneficiary to the holder to vote in that way.

**RESOLUTION 8 – APPROVAL OF ISSUE OF SHARES TO DR ALLAN GODSK LARSEN ( A NON-EXECUTIVE DIRECTOR) IN PART SATISFACTION OF DIRECTOR’S FEES**

Resolution 8 seeks the approval of Shareholders for the issue to Dr Allan Godsk Larsen, a non-executive director of the Company, of \$54,000 worth of new Shares in the Company each financial year (“Remuneration Shares”), in part payment of his fees for acting as a non-executive director of the Company for the financial years ended 30 June 2023 and 30 June 2024.

The total remuneration package which the Company has agreed to pay its overseas based non-executive director(s) from time to time is \$86,000 (presently proposed to be satisfied partly in cash and partly by the issue of Shares). The Company’s Australian based non-executive director, Douglas Solomon, is currently paid non-executive directors fees of \$54,000 per annum, all paid in cash. At its annual general meeting on 24 November 2017, non-executive directors’ fees not exceeding an aggregate of \$260,000 per annum were approved by Shareholders. The aggregate amount of non-executive directors’ fees currently being paid by the Company to its non-executive directors is \$140,000 per annum (plus superannuation where applicable to Australian based directors).

The Company has agreed to pay Dr Larsen director fees of \$86,000 per annum, presently proposed to be satisfied (subject to shareholder approval) with respect to the financial years ended 30 June 2023 and 30 June 2024 in cash as to \$32,000 and \$54,000 by the Remuneration Shares.

It is intended that:

- (a) a pro-rata proportion of the Remuneration Shares will be issued as soon as practicable after this meeting for services provided during the period since Dr Larsen’s appointment to the board on 6 February 2023 until 30 June 2023, having regard to the length of his service in the financial year ended 30 June 2023; and
- (b) for services provided by Dr Larsen in the financial year ended 30 June 2024, all of the Remuneration Shares will be issued no later than 7 July 2024, provided Dr Larsen remains a non-executive director of the Company at that time.

The Company’s obligation to issue the Remuneration Shares to Dr Larsen will be conditional upon him having acted as a non-executive director of Eden for the entire preceding financial year.

The Remuneration Shares will be issued on terms that for a period of two (2) years commencing on the date of their issue, Dr Larsen will not sell or otherwise dispose of (or agree or offer to sell or dispose of) any of the Remuneration Shares, or do, or omit to do, anything if the act or omission would have the effect of transferring effective ownership or control of any of the Remuneration Shares, provided however that these restrictions shall cease to apply if Dr Larsen ceases for any reason to be a director of the Company (“Disposal Restriction”).

The number of Shares that will be issued to Dr Larsen will be determined by dividing \$54,000 by the volume weighted average market price for the Company’s Shares, calculated over the last 10 days on which sales in the Shares were recorded before the day on which the issue is made.

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a 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 paragraphs (a) to (c) above (Listing Rules 10.11.1 to 10.11.3); or
- (e) a person whose relationship with the company or a person referred to in paragraphs (a) to (d) above (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.

Under the Listing Rules, the term related party (in relation to a body corporate) has the same meaning as that set out in section 228 of the Act. Section 228(2) of the Act provides that the directors of a public company are related parties of that public company. As such, Dr Larsen (being a non-executive Director of the Company) is a related party of the Company.

The issue of the Remuneration Shares falls within paragraph (a) above (Listing Rule 10.11.1) and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of the Company's shareholders under Listing Rule 10.11.

Resolution 8 seeks the required shareholder approval to the issue of the Remuneration Shares under and for the purposes of Listing Rule 10.11.

If resolution 8 is passed, the Company will be able to proceed with the issue of the Remuneration Shares and this will reduce the cash outlay on directors' fees for the financial years ended 30 June 2023 and 30 June 2024 (by \$54,000 per annum).

If resolution 8 is not passed, the Company will not be able to proceed with the issue of the Remuneration Shares and will need to pay the entirety of the directors' fees which are payable to its overseas director for the financial years ended 30 June 2023 and 30 June 2024 in cash (totaling, \$84,000 per annum).

The Company is therefore seeking shareholder approval for the purposes of Listing Rule 10.11 to the issue of the \$54,000 worth of Shares to Dr Allan Godsk Larsen with respect to the financial years ended 30 June 2023 and 30 June 2024, in part payment of his director fees.

The Company has obtained from ASX a waiver from Listing Rule 10.13.5 to the extent necessary to permit this Notice not to state (as otherwise would have been required by those Listing Rules) that the Remuneration Shares for the financial year ended 30 June 2024 will be issued no later than one month after the date of the meeting ("the Waiver").

This Waiver was granted by ASX on the following conditions:

1. the Remuneration Shares for the financial year ended 30 June 2024 will be issued no later than 7 July 2024;
2. a worked example of the dilution that will occur to Shareholders of the Company as a result of the issue of the Remuneration Shares for the financial year ended 30 June 2024 at three different prices is included in this Notice. This worked example is provided below:
3. the Company's annual report for any period during which the Remuneration Shares are issued to Dr Larsen, discloses details of the number of Remuneration Shares that were issued to him, including the percentage of the Company's issued capital represented by those Remuneration Shares; and
4. the terms of the Waiver are stated in this Notice.

The closing market price for the Company's Shares on 18 October 2023, was \$0.003. The following table sets out the number of Remuneration Shares which would have been issued to Dr Larsen if those Remuneration Shares were issued at a price of \$0.001, \$0.003 and \$0.005. However, as the price at which the Company's Shares may trade will change from time to time, the exact number of Shares which will be issued to Dr Larsen (and the dilutionary effect of that issue) cannot be determined at this time.

	\$0.001	\$0.003	\$0.005
Issued share capital as at the date of this Notice*	3,363,636,845	3,363,636,845	3,363,636,845
No of Remuneration Shares to be issued to Dr Larsen	54,000,000	18,000,000	10,800,000
Total issued share capital after issue of Remuneration Shares	3,417,636,845	3,381,636,845	3,374,436,845
Dilution	1.61%	0.54%	0.32%

\*This assumes that no further Shares are issued after the date of this Notice and none of the Options currently on issue by the Company are exercised: if either of these events occur, the Remuneration Shares will represent a smaller percentage of the Company's then issued share capital.

Shareholder approval is not being sought under Part 2E.1 of the Act (which regulates the provision of financial benefits by public companies to a related party of the Company), as s.211 of the Act provides an exception to the need to obtain shareholder approval under Part 2E.1 of the Act where the financial benefit is remuneration given to an officer (including a director) of a public company and giving the remuneration would be reasonable given the respective circumstances of the public company and the related party (including the responsibilities involved in the office or employment). The amount of directors fees being paid to the Company's overseas non-executive directors and the satisfaction of part of these fees by way of the issue of Shares came about as a result of a review by the Company in or around March 2019 of the director fees which were being paid to non-executive directors of comparable sized ASX listed companies. The Company considers the amount which it is currently paying to its overseas directors is in line with market requirements, and required to competitively remunerate, and retain, those non-executive Directors. The Remuneration Shares which are to be issued

as part of Dr Larsen's remuneration package (as a proportion of his total director fees) have been negotiated on an arm's length basis. The Directors therefore consider that the issue of the Remuneration Shares the subject of Resolutions 8 to Dr Larsen is reasonable given the circumstances of the Company and Dr Larsen, particularly given the issue price for the Shares will be the volume weighted average market price for the Company's Shares, calculated over the last 10 days on which sales in the Shares were recorded before the day on which the issue is made (that is, the Shares are not being issued at a discount to market).

If the Company's shareholders approve the issue of the Shares the subject of Resolution 8 under Listing Rule 10.11, the Company will not also need to seek the approval of its Shareholders under Listing Rule 7.1. By virtue of exception 14 in Listing Rule 7.2, if the Company's Shareholders approve the issue of the Shares the subject of Resolution 8 under Listing Rule 10.11, the issue of these Shares will not be taken into account in calculating the Company's 15% issue capacity under Listing Rule 7.1.

The following information is provided to Shareholders of the Company pursuant to Listing Rule 10.13:

1. The Directors propose to issue \$54,000 worth of Shares to Dr Allan Godsk Larsen (a non-executive director of the Company) per financial year, as part of his director fees for the financial years ended 30 June 2023 and 30 June 2024 (in the case of the financial year ending 30 June 2023 with a pro-rata number of the Remuneration Shares being issued for services provided during the period since Dr Larsen's appointment to the Board on 6 February 2023 until 30 June 2023).
2. Shareholder approval is required under Listing Rule 10.11.1 because Dr Larsen is a director of the Company and thus a related party of the Company.
3. (a) The number of Remuneration Shares that will be issued to Dr Larsen in connection with the financial year ended 30 June 2023 will be determined in accordance with the following formula:

$$\text{No. of Shares} = \frac{\$54,000 \times C}{A}$$

where:

A = the volume weighted average market price for the Company's Shares, calculated over the last 10 days on which sales in the Shares were recorded before the day on which the issue is made.

C = 39.45% (being 144 days out of a total of 365 days)

- (b) The number of Remuneration Shares that will be issued to Dr Larsen in connection with the financial year ended 30 June 2024 will be determined in accordance with the following formula:

$$\text{No. of Shares} = \frac{\$54,000}{A}$$

where:

A = the volume weighted average market price for the Company's Shares, calculated over the last 10 days on which sales in the Shares were recorded before the day on which the issue is made.

4. The Remuneration Shares will be issued subject to the Disposal Restriction but otherwise on the same terms as, and rank pari passu with, the existing issued Shares of the Company and will be quoted on the ASX.
5. The Remuneration Shares applicable to the financial year ended 30 June 2023 will be issued not more than one month after the date of this Annual General Meeting. In compliance with the terms of the Waiver, the Company will issue the Remuneration Shares for the financial year ended 30 June 2024 no later than 7 July 2024, provided that Dr Larsen remains a non-executive director of the Company at that time.
6. No funds will be raised by the Company by the issue of these Shares. The Remuneration Shares are being issued in part payment of director fees which the Company has resolved to pay to Dr Larsen.
7. The issue price of each Share will be the volume weighted average market price for the Company's Shares, calculated over the last 10 days on which sales in the Shares were recorded before the day on which the issue is made.
8. Dr Larsen's total remuneration package is \$84,000 per annum which, as stated above, is presently proposed to be paid as to \$32,000 in cash, with the balance to be satisfied by way of the issue of the Remuneration Shares.

#### Voting Exclusion Statement

The Company will disregard any votes on this Resolution by or on behalf of Dr Larsen, or any of his associates. However, this does not apply to a vote cast in favour of this resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- 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 the directions given by the beneficiary to the holder to vote in that way.

## **RESOLUTION 9 – APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY**

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

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its shareholders, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less. The Company is an eligible entity for these purposes.

Resolution 9 seeks shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue Equity Securities without shareholder approval.

If resolution 9 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further shareholder approval.

If resolution 9 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 Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without shareholder approval set out in Listing Rule 7.1

The following information is provided in accordance with Listing Rule 7.3A:-

1. This 7.1A mandate will be valid from the date of this Annual General Meeting (assuming this Resolution 9 is passed) and will expire on the first to occur of:
  - 1.1. the date that is 12 months after the date of this Annual General Meeting;
  - 1.2. the time and date of the Company's next annual general meeting;
  - 1.3. the time and date of the approval by the shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking);
2. Any Equity Securities issued under this 7.1A mandate must be in an existing quoted class of Equity Securities and must be issued at a minimum price of 75% of the volume weighted average market price for Equity Securities in the relevant class, calculated over the 15 trading days on which trades in that class were recorded immediately before:
  - 2.1. the date on which the price at which the Equity Securities to be issued is agreed by the Company and the recipient of the Equity Securities; or
  - 2.2. if the Equity Securities are not issued within 10 trading days of the date in paragraph 2.1, the date on which the Equity Securities are issued.
3. The Company intends to use the funds raised by an issue of Equity Securities under this 7.1A mandate for general working capital, potential debt reduction and potential capital expenditure to fund increased production capacity.
4. If this mandate is approved, any issue of Equity Securities under this 7.1A mandate will dilute the economic and voting interest of shareholders who do not receive any Equity Securities under the issue. Existing shareholders should also note the risk that:
  - 4.1. the market price for Equity Securities may be significantly lower on the issue date than on the date the 7.1A mandate is approved; and
  - 4.2. the Equity Securities may be issued at a price that is at a discount to the market price for those Equity Securities on the issue date.

The following table shows the dilution of the economic and voting interest of existing shareholders of the Company, calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the number of Shares on issue as at the date of this Notice and the closing market price of the Shares on the ASX on 18 October 2023. It also shows the voting dilution impact if the number of Shares on issue increases and the economic dilution where there are changes in the issue price of the Shares issued under the 7.1A mandate.



Number of Shares on Issue (Variable A in Listing Rule 7.1.A.2)		Dilution Shares Issued under Listing Rule 7.1A mandate (10% of the then issued shares on issue)	Issue Price		
			\$0.0015	\$0.003	\$0.0045
			50% Decrease	(see (1) below)	50% increase
			Funds Raised		
Current (as at date of this Notice)	3,363,636,845	336,363,685	\$504,546	\$1,009,091	\$1,513,637
50% increase	5,045,455,267	504,545,527	\$756,818	\$1,513,637	\$2,270,455
100% increase	6,727,273,690	672,727,369	\$1,009,091	\$2,018,182	\$3,027,273

The above table has been prepared on the following assumptions and basis:

- (1) the number of Shares on issue as at the date of this Notice could increase as a result of the issue of Shares that are made under the Company's 15% issuing capacity under Listing Rule 7.1, that are issued without shareholder approval under an exemption in Listing Rule 7.2 (such as under a pro rata rights issue), that are issued with shareholder approval under Listing Rule 7.1 or that are issued consequent upon the exercise of options currently on issue by the Company (including the Options);
  - (2) the issue price of \$0.003 was the closing market price of the Shares on ASX on 18 October 2023;
  - (3) that the Company issues the maximum possible number of Equity Securities under the 7.1A mandate and that the issue of Equity Securities under the 7.1A mandate consists only of Shares;
  - (4) the table set out above does not govern any dilution pursuant to any issues referred to in paragraph (1) above;
  - (5) the table assumes the Company has not issued any Equity Securities in the 12 months prior to this meeting under a Listing Rule 7.1A approval where that issue has not been subsequently approved by the Company's shareholders under Listing Rule 7.4;
  - (6) 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%;
  - (7) the above table does not show the dilution that any one particular shareholder will be subject to. All shareholders should consider the dilution caused to their own shareholding having regard to their own specific circumstances.
5. The Company's allocation policy for issues under this 7.1A mandate has not yet been determined. The recipients could consist of current shareholders or new investors (or both). The Company will determine the recipients at the time of the issue under this 7.1A mandate, having regard to the following factors:
    - 5.1. the purpose of the issue;
    - 5.2. the effect of the issue of the new Equity Securities on the control of the Company;
    - 5.3. the circumstances of the Company, including but not limited to the financial position and solvency of the Company;
    - 5.4. prevailing market conditions; and
    - 5.5. advice from corporate, financial and broking advisers (if applicable).
  6. The Company issued 106,721,138 Shares under Listing Rule 7.1A in the 12 months preceding the date of this Notice, which represented 3.9% of the total number of Shares on issue at the commencement of the 12-month period preceding the date of this Annual General Meeting (namely, on 30 November 2023, of 2,711,227,995 Shares) and represented 2.6% of the total number of Equity Securities on issue as at that date (being 4,039,290,275). All of these Shares were issued to the Investors who participated in the Placement, being 54 sophisticated, professional and retail investors (and all being clients of Peak, the broker to the Placement, and persons to whom a disclosure document was not required to be provided by virtue of s.708(1) to s.708(11) of the Act). These Shares were all issued at a price of \$0.003 cents, which represented a 25% discount to the closing market price of the Shares on the date of the issue of these Shares. These Shares were issued as part of the Placement (the Company also used some of its 15% issuing capacity under Listing Rule 7.1 to effect the Placement). The total cash consideration received for the issue of the Shares under the Placement (including the Shares issued using the Company's Listing Rule 7.1A approval) was \$1,100,000. Of that amount, as at 30 September 2023, approximately \$273,673 has been spent for general working capital and expenses of the issue. The remaining amount of cash, being approximately \$826,327, is also intended to be used for general working capital.

Resolution 4 seeks shareholder ratification of the issue of the Shares under the Placement (if Resolution 4 is passed the above Shares will then be excluded in calculating the Company's additional 10% limit in Listing Rule 7.1A, effectively increasing the number of Equity Securities the Company can issue without shareholder approval under the approval being sought under this Resolution 9.
  7. At the time of dispatching this Notice the Company is not proposing to make an issue of Equity Securities under this 7.1A mandate (and accordingly a voting exclusion statement is not included in this Notice).

## GLOSSARY OF TERMS

In this Explanatory Statement and accompanying Notice of Meeting the following words and expressions have the following meanings:

"**Act**" means *Corporations Act 2001* (Cth);

"**ASIC**" means Australian Securities and Investments Commission;

"**ASX**" means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange, as the context requires;

"**Board**" means the board of Directors of the Company;

"**Broker Option Issue**" means the issue to 10 Bolivianos Pty Ltd of 60,000,000 Options, in part satisfaction of placement fees payable by the Company to Peak in connection with the Placement;

"**Company**" or "**Eden**" means Eden Innovations Ltd (ACN 109 200 900);

"**Director**" means a director of the Company;

"**Equity Securities**" means, in accordance with the Listing Rules:

- (a) a share;
- (b) a unit;
- (c) an option over an issued or unissued share or unit;
- (d) a right to an issued or unissued share or unit;
- (e) an option over, or a right to, a security referred to in (c) or (d) above;
- (f) a convertible security;
- (g) any security that ASX decides to classify as an equity security;
- (h) but not a security ASX decides to classify as a debt security;

"**Explanatory Statement**" means the information attached to the Notice of Meeting which provides information to shareholders about the Resolutions contained in the Notice of Meeting;

"**Investors**" means the 54 sophisticated, professional and retail investors (being persons to whom a disclosure document was not required to be provided by virtue of s.708(1) to s.708(11) of the Act) who participated in the Placement;

"**Listing Rules**" means the ASX Listing Rules and "**Listing Rule**" has a corresponding meaning;

"**Notice**" or "**Notice of Meeting**" means the notice of meeting which accompanies this Explanatory Statement;

"**Option**" means an option to acquire a Share, exercisable at \$0.009 cents at any time on or before 11 September 2026 and on the terms set out in Schedule 1 (ASX Code: EDEOD);

"**Placement**" means the placement, on 7 September 2023, of, in the aggregate, 366,666,665 Shares and 183,333,333, Options to the Investors;

"**Placement Date**" means 7 September 2023;

"**Peak**" means Copeak Corporate Pty Ltd as the trustee for Peak Asset Management Unit Trust, the broker to the Placement.

"**Shares**" means fully paid ordinary shares in the capital of the Company;

and unless the contrary intention appears, terms defined in the Notice of Meeting have the same meaning in this Explanatory Statement.

**Schedule 1**  
**Terms and conditions of Options**

The New Options will be issued on the following terms and conditions.

- (1) The Options are exercisable at any time prior to 5:00pm WST on 11 September 2026 ("the Time of Expiry"). Options not exercised on or before the Time of Expiry will automatically lapse.
- (2) The Options entitle the holder to subscribe (in respect of each Option held) for one Share at an exercise price per Option of \$0.009 ("Price").
- (3) The Options may be exercised wholly or in part by both completing and serving a notice of exercise of options ("Notice of Exercise") substantially in the form attached to the option certificate ("Certificate") on the Company, and by causing payment to be received by the Company (in cleared funds and in Australian currency) of the Price for all Options being exercised, in the manner specified in the Notice of Exercise, prior to the Time of Expiry. A Notice of Exercise cannot be withdrawn by the holder after service of it on the Company.
- (4) Upon the exercise of the Options and receipt of all relevant documents and payment, Shares will be issued ranking equally with the then issued Shares. If at the date of exercise of the Options the Shares of the Company are quoted on the ASX, the Company will apply to ASX to have the Shares so issued granted Quotation.
- (5) A summary of the terms and conditions of the Options including the Notice of Exercise will be sent to all holders of Options when they are issued.
- (6) Any Notice of Exercise received by the Company prior to the Time of Expiry will, unless otherwise determined by the Company, be deemed effective as at the earlier of the last Business Day of the month in which such notice is received by the Company and the Time of Expiry.
- (7) There are no participating entitlements inherent in the Options to participate in new issues of capital, which may be offered to Shareholders during the currency of the Options. Prior to any new pro rata issue of securities to Shareholders, holders of Options will be notified by the Company and will be afforded 10 business days before the Record Date (as defined in the Listing Rules) (to determine entitlements to the issue), to exercise Options.
- (8) In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company prior to the Time of Expiry, the number of Options or the exercise price of the Options or both shall be reconstructed (as appropriate) in a manner which will not result in any benefits being conferred on holders of Options which are not being conferred on Shareholders and (subject to the provisions with respect to rounding of entitlements as sanctioned by the meeting of Shareholders approving the reconstruction of capital), in all respects, the terms for the exercise of Options shall remain unchanged. For these purposes the rights of the Option holder may be changed from time to time to comply with the Listing Rules applying to a reorganisation of capital at the time of reorganisation.
- (9) The Options may be transferred at any time prior to the Time of Expiry.
- (10) Shares issued pursuant to the exercise of an Option will be issued not more than 5 Business Days after the Notice of Exercise.
- (11) A Notice of Exercise may be served by the holder on the Company by delivery or post to the Company's registered office or in such other manner as specified in the form of Notice of Exercise attached to the Certificate.
- (12) Any notice which is required to be given by the Company to the holder under these conditions or otherwise concerning the Options may be served on the holder by email (if the holder has provided the Company, or its share registry, with the holder's email address) or by post. If a notice is sent by email it will be deemed to have been served on the date of transmission of the email and if sent by post it will be deemed to have been served on the third business day after the date of its posting.
- (13) These terms and conditions are governed by the laws of the State of Western Australia.

## LODGE YOUR PROXY APPOINTMENT ONLINE



### ONLINE PROXY APPOINTMENT

[www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login)



### MOBILE DEVICE PROXY APPOINTMENT

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

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

## ANNUAL GENERAL MEETING PROXY FORM

I/We being shareholder(s) of Eden Innovations Ltd and entitled to attend and vote hereby:

### APPOINT A PROXY

The Chairman of the Meeting

OR



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

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the Annual General Meeting of the Company to be held at **Level 15, 197 St Georges Terrace, Perth on Thursday, 30 November 2023 at 11:00 am WST** and at any adjournment or postponement of that Meeting.

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

**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 Resolution 1 (except where I/we have indicated a different voting intention below) even though this resolution is connected directly or indirectly with the remuneration of a member(s) of key management personnel, which includes the Chairman.

### VOTING DIRECTIONS

#### Resolutions

		For	Against	Abstain*
1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Election of Director - Mr Douglas Howard Solomon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Election of Director - Dr Allan Godsk Larsen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Ratification and approval of issue of Shares and Options – September 2023 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Ratification and approval of issue of Broker Options – September 2023 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Ratification of Agreement to Issue Shares to the Company's CFO and Company Secretary	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	Approval of Issue of Shares and Options to Noble in partial satisfaction of debt	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	Approval of Issue of Shares to Dr Allan Godsk Larsen (a Non-Executive Director) in part-satisfaction of director's fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9	Approval of additional 10% placement capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



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

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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

Email Address



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

## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

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

### CHANGE OF ADDRESS

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

### APPOINTMENT OF A PROXY

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

### DEFAULT TO THE CHAIRMAN OF THE MEETING

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

### VOTING DIRECTIONS – PROXY APPOINTMENT

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

### PROXY VOTING BY KEY MANAGEMENT PERSONNEL

If you wish to appoint a Director (other than the Chairman) or other member of the Company's key management personnel, or their closely related parties, as your proxy, you must specify how they should vote on Resolution 1, by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for Resolution 1.

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

### APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

### COMPLIANCE WITH LISTING RULE 14.11

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

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

### CORPORATE REPRESENTATIVES

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

### SIGNING INSTRUCTIONS ON THE PROXY FORM

#### Individual:

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

#### Joint Holding:

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

#### Power of Attorney:

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

#### Companies:

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

### LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 11:00 am WST on 28 November 2023, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled Meeting.



#### ONLINE PROXY APPOINTMENT

[www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login)



#### BY MAIL

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



#### BY FAX

+61 8 6370 4203



#### BY EMAIL

[admin@advancedshare.com.au](mailto:admin@advancedshare.com.au)



#### IN PERSON

Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009



#### ALL ENQUIRIES TO

Telephone: +61 8 9389 8033