

29 January 2024

Dear Shareholder

Extraordinary General Meeting – Notice and Proxy Form

Notice is hereby given that an Extraordinary General Meeting (**Meeting**) of Shareholders of Evolution Energy Minerals Limited (ACN 648 703 548) (**Company**) will be held at the President's Room, The Celtic Club, 48 Ord Street, West Perth on Thursday, 29 February 2024 at 10:00 am (WST).

Shareholders are encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to Stuart McKenzie, Company Secretary at info@ev1minerals.com.au at least 48 hours before the Meeting.

The Company will not be dispatching physical copies of the Notice of Meeting (**NOM**) to shareholders. Instead, a copy of the NOM is available at <https://evolutionenergyminerals.com.au/asx-announcements/>.

As you have **not** elected to receive notices by email, a copy of your personalised proxy form is enclosed for your convenience. Shareholders are encouraged to complete and lodge their proxies online or otherwise in accordance with the instructions set out in the proxy form and the NOM.

Proxies should be returned as follows:

Online	At https://investor.automic.com.au/#/loginsah
By mail	Share Registry – Automic, GPO Box 5193, Sydney NSW 2001
By fax	+ 61 2 8583 3040
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

To be valid, your proxy voting instruction must be received by 10:00 am (WST) on Tuesday, 28 February 2024, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

The NOM is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the NOM, please contact the Company Secretary by email at info@ev1minerals.com.au.

Stuart McKenzie
Company Secretary

EVOLUTION ENERGY MINERALS LIMITED

**EVOLUTION ENERGY MINERALS LIMITED
ACN 648 703 548**

NOTICE OF EXTRAORDINARY GENERAL MEETING

The Extraordinary General Meeting of Evolution Energy Minerals Limited will be held at the President's Room, The Celtic Club, 48 Ord Street, West Perth on Thursday, 29 February 2024 at 10:00 am (WST).

The Notice of Extraordinary General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by email at smckenzie@ev1minerals.com.au.

Shareholders are urged to attend or vote by lodging the proxy form attached to the Notice.

EVOLUTION ENERGY MINERALS LIMITED

ACN 648 703 548

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of Shareholders of Evolution Energy Minerals Limited (**Evolution** or **Company**) will be held at the President's Room, The Celtic Club, 48 Ord Street, West Perth on President's Room, The Celtic Club, 48 Ord Street, West Perth on Thursday, 29 February 2024 at 10:00 am (WST) (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders at 10:00 am (WST) on Tuesday, 27 February 2024.

Terms and abbreviations used in this Notice and the Explanatory Memorandum are defined in Schedule 1.

AGENDA

1. Resolution 1 - Approval to issue the BTR Shares

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

"That for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 25,860,000 Shares to BTR (or its nominee) at an issue price of \$0.14 per Share, in accordance with the terms of the BTR Investment Agreement, and on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) BTR (or its nominee); or
- (b) an associate of that persons or those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

- (b) the Chair 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

BY ORDER OF THE BOARD

Stuart McKenzie
Company Secretary

Dated: 29 January 2024

EVOLUTION ENERGY MINERALS LIMITED

ACN 648 703 548

EXPLANATORY MEMORANDUM

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the President's Room, The Celtic Club, 48 Ord Street, West Perth on Thursday, 29 February 2024 at 10:00 am (WST).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolution will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolution:

Section 1:	Introduction
Section 2:	Action to be taken by Shareholders
Section 3:	Background to Resolution
Section 4:	Resolution 1 - Approval to issue the BTR Shares
Section 5:	Enquiries
Schedule 1:	Definitions
Schedule 2:	Summary of the BTR Investment Agreement

1.1 Time and place of Meeting

Notice is given that the Meeting will be held at the President's Room, The Celtic Club, 48 Ord Street, West Perth on Thursday, 29 February 2024 at 10:00 am (WST).

1.2 Your vote is important

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

1.3 Voting eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 10:00 am (WST) on Tuesday, 27 February 2024.

1.4 Defined terms

Capitalised terms in this Notice of Meeting and Explanatory Memorandum are defined either in Schedule 1 or where the relevant term is first used.

1.5 Responsibility

This Notice of Meeting and Explanatory Memorandum have been prepared by the Company under the direction and oversight of its Directors.

1.6 ASX

A final copy of this Notice of Meeting and Explanatory Memorandum has been lodged with ASX. Neither ASX nor any of its officers take any responsibility for the contents of this document.

1.7 No internet site is part of this document

No internet site is part of this Notice of Meeting and Explanatory Memorandum. The Company maintains an internet site (www.evolutionenergyminerals.com.au). Any reference in this document to this internet site is a textual reference only and does not form part of this document.

2. Action to be taken by Shareholders

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolution.

2.1 Voting in person

A shareholder that is an individual may attend and vote in person at the meeting. If you wish to attend the meeting, please bring the enclosed proxy form to the meeting to assist in registering your attendance and number of votes. Please arrive 20 minutes prior to the start of the meeting to facilitate this registration process.

2.2 Voting by corporate representative

A shareholder that is a corporation may appoint an individual to act as its representative to vote at the meeting in accordance with section 250D of the *Corporations Act 2001* (Cth). The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed. The appropriate "Appointment of Corporate Representative" form should be completed and produced prior to admission to the meeting. This form may be obtained from the Company's share registry.

2.3 Appointment of proxies

Each Shareholder entitled to vote at the Meeting may appoint a proxy to attend and vote at the Meeting. To vote by proxy, please complete, sign and return the enclosed Proxy Form in accordance with its instructions. A proxy need not be a Shareholder of the Company and can be an individual or a body corporate.

A body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers the body may exercise as a proxy at the Meeting. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Share Registry.

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

(a) Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (i) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (ii) if the proxy has 2 or more appointments that specify different ways to vote on the resolution - the proxy must not vote on a show of hands;
- (iii) if the proxy is the chair of the meeting at which the resolution is voted on - the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (iv) if the proxy is not the chair - the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

(b) Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- (i) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- (ii) the appointed proxy is not the chair of the meeting;
- (iii) at the meeting, a poll is duly demanded on the resolution; and
- (iv) either of the following applies:
 - (A) the proxy is not recorded as attending the meeting;
 - (B) the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

The Chair intends to exercise all available proxies in favour of the Resolution.

2.4 Lodgement of proxy documents

To be valid, your proxy form (and any power of attorney under which it is signed) must be received at an address given below by 10:00 am (WST) on Tuesday, 27 February 2024. Any proxy form received after that time will not be valid for the scheduled meeting. Proxies should be returned as follows:

Online At <https://investor.automic.com.au/#/loginsah>

By mail Share Registry - Automic, GPO Box 5193, Sydney NSW 2001

By fax + 61 2 8583 3040

By hand Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

2.5 Voting exclusions

Pursuant to requirements of the Corporations Act and Listing Rules, voting exclusions apply to Resolution q. Please refer to discussion of the Resolution in the Notice for details of the applicable voting exclusions.

3. Background to Resolution 1

On 16 August 2023, the Company announced that it had reached agreement with BTR New Materials Co. Ltd (**BTR**) on a series of transactions (**BTR Transactions**) that, on completion, will position the Company (via a downstream entity to be agreed with BTR) as a vertically integrated producer of lithium-ion battery (**LiB**) anode materials using flake graphite from its Chilalo Graphite Project located in south-east Tanzania.

BTR is the global leader in the manufacturing of LiB anode materials and has substantial capability in research and development which ensures it remains at the forefront of LiB technology advancements.

The BTR Transactions¹ comprise three agreements:

- (a) an investment agreement (**BTR Investment Agreement**) under which, subject to the satisfaction of certain conditions, BTR will subscribe for Shares (**BTR Shares**) representing 9.90% of Evolution's issued Shares on a post-issue basis (taking into account the issuance of the BTR Shares). Pursuant to an amendment to the BTR Investment Agreement, as announced to ASX on 22 January 2024, the price at which the BTR Shares will be issued was adjusted from \$0.22 per Share to \$0.14 per Share. Accordingly, the BTR Shares will be issued at a price of \$0.14 per BTR Share. A summary of the material terms of the BTR Investment Agreement, as amended is set out in Schedule 2.
- (b) a memorandum of understanding covering a downstream processing collaboration between BTR and Evolution for (i) the production of battery anode materials, with an initial focus on North America and (ii) BTR's further participation in the financing of the development of Chilalo; and
- (c) an offtake agreement under which, subject to the satisfaction of certain conditions,² BTR will purchase 100% of the fine flake graphite produced at the Chilalo Project for three years (with an option to extend for an additional three years).

The issue of the BTR Shares under the BTR Investment Agreement was originally subject to the following conditions precedent:

¹ For more detailed information on the BTR Transactions, see the Company's ASX announcements dated 16 August 2023, 30 October 2023, 5 January 2024 and 22 January 2024.

² For further information on the conditions to the Offtake Agreement with BTR, see the Company's ASX announcement dated 16 August 2023.

- (a) BTR completing due diligence to its satisfaction;
- (b) BTR receiving the regulatory approvals to enable completion of the issue of the BTR Shares;
- (c) there being no material adverse event in respect of Evolution; and
- (d) approval of Evolution shareholders.

As announced to ASX on 30 October 2023, the date for satisfaction of the conditions precedent under the BTR Investment Agreement was extended to 31 January 2024. Evolution and BTR have subsequently agreed to extend the date for satisfaction of the condition that relates to the approval of Shareholders to 15 March 2024.

Additionally, and as announced to ASX on 22 January 2024:

- BTR notified the Company that it had completed its due diligence to its satisfaction and that the requisite regulatory approvals to enable the issue of the BTR Shares were in place. The only remaining conditions under the BTR Investment Agreement are (i) Evolution obtaining the approval of its Shareholders pursuant to Listing Rule 7.1 and (ii) there being no material adverse event in respect of Evolution; and
- BTR and the Company agreed to adjust the issue price of the BTR Shares under the BTR Investment Agreement from \$0.22 per Share to \$0.14 per BTR Share, the equivalent price of the Company's most recent capital raising.

Proceeds received from the issue of the BTR Shares will be applied to:

- working with BTR to advance initiatives associated with the establishment of the proposed downstream processing facilities in the US, including site selection and anode offtake arrangements;
- carrying out studies on the development of downstream processing facilities in the US;
- completing the resettlement action plan, as a pre-requisite for development of the Company's Chilalo Graphite Project; and
- funding general working capital.

Resolution 1 seeks Shareholder approval for the issue of the BTR Shares to BTR under and for the purposes of Listing Rule 7.1.

Should Shareholders approve Resolution 1, the Company will have 261,217,143 Shares on issue, of which BTR will hold 25,860,000, representing a 9.90% interest in Evolution's Shares.

4. Resolution 1 - Approval to issue the BTR Shares

4.1 Purpose of Resolution 1

Pursuant to the BTR Investment Agreement, BTR (and/or its nominee) has agreed to subscribe for, and the Company has agreed to issue to BTR (and/or its nominee) 25,860,000 Shares, representing 9.90% of Evolution's issued Shares on a post-issue basis, conditional on the receipt of Shareholder approval pursuant to Listing Rule 7.1.

Resolution 1 seeks Shareholder approval under Listing Rule 7.1 for the issue of 25,860,000 Shares to BTR (and/or its nominee).

4.2 Listing Rule 7.1

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 shares it had on issue at the start of that period.

The proposed issue of the BTR Shares does not fit within any of the exceptions set out in Listing Rule 7.2. As it has not yet been approved by Shareholders, the issue of the BTR Shares effectively uses up part of the 15% limit in Listing Rule 7.1, thereby 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 date of issue of the BTR Shares.

4.3 Information required by Listing Rule 14.1A

If Resolution 1 is passed:

- (a) the Company will issue 25,860,000 Shares to BTR and receive proceeds of approximately \$3.62 million; and
- (b) the BTR Shares will be excluded in calculating the Company's 15% limit in ASX 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 date of issue of the BTR Shares.

If Resolution 1 is not passed, the Company will not issue the BTR Shares and as a result, will not receive the proceeds of the issue of the BTR Shares and will have to consider alternative means of raising capital, which may be on terms, and involve costs, that are less favourable than the issuing of the BTR Shares.

Additionally, if Shareholders do not pass Resolution 1, completion under the Offtake Agreement may not occur as this agreement is conditional on the completion of the BTR Investment Agreement.

4.4 Information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 1:

- (a) the BTR Shares will be issued to BTR (and/or its nominee) in accordance with the terms of the BTR Investment Agreement;
- (b) the number of BTR Shares to be issued to BTR (and/or its nominee) is 25,860,000 for proceeds of approximately \$3,620,400.
- (c) the BTR Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's currently issued and outstanding Shares;
- (d) the BTR Shares will be issued 10 Business Days after the date of satisfaction of the conditions precedent in the BTR Investment Agreement, which is expected to be 14 March 2024 and, in any event, will be issued no later than three months after the date of the Meeting;

- (e) the BTR Shares will be issued at a price of \$0.14 per BTR Share and the Company has not received (and will not receive) any other consideration for the issue of the BTR Shares under the BTR Investment Agreement;
- (f) the purpose of the issue of the BTR Shares is to raise approximately \$3.62 million, which funds are intended to be applied to those workstreams set out in section 3;
- (g) the BTR Shares are being issued pursuant to the BTR Investment Agreement, the material terms of which are set out in Schedule 2; and
- (h) a voting exclusion statement is included in the Notice for Resolution 1.

4.5 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 1. The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 1.

Schedule 1 - Definitions

\$ means Australian dollars.

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

Board means the current board of directors of the Company.

BTR means BTR New Material Co. Ltd.

BTR Investment Agreement has the meaning given in section 3.

BTR Shares has the meaning given in section 3.

BTR Transactions has the meaning given in section 3.

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

Chair means the chair of the Meeting.

Chilalo Project means the Company's flake graphite project located in the Ruangwa District of the Lindi Region in south-eastern Tanzania.

Company or **Evolution** means Evolution Energy Minerals Limited (ACN 648 703 548).

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

Directors means the current directors of the Company.

Eligible Entity has the meaning given in the Listing Rules.

Equity Securities has the meaning given in the Listing Rules.

Explanatory Memorandum means the explanatory statement accompanying the Notice.

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

LiB means lithium-ion battery.

Listing Rules means the rules of the ASX that apply with respect to the Company's Equity Securities and the Company's conduct.

Meeting means the meeting convened by the Notice.

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

Proxy Form means the proxy form accompanying the Notice.

Record Date means the record date set by Directors in accordance with Section 1.3 of the Explanatory Memorandum.

Resolution means the resolution set out in the Notice.

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

Shareholder means a registered holder of a Share.

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

Schedule 2 - Summary of the material terms of the BTR Investment Agreement

Term	Summary
Parties	The Company BTR New Material Group Co., Ltd.
Subscription	Subject to the satisfaction or waiver of the conditions precedent, BTR agrees to subscribe for 25,860,000 Shares at \$0.14 per Share, which represents a 9.90% interest in Evolution on a post-issue basis.
Conditions precedent	With BTR having completed due diligence on the Company to its satisfaction and obtained all necessary PRC governmental approvals, completion is conditional on the following conditions precedent being satisfied or waived on or before 15 March 2024: <ul style="list-style-type: none"> (a) the Company obtaining Shareholder approval for the issue of Shares to BTR pursuant to Listing Rule 7.1; and (b) no material adverse event having occurred in respect of the Company, or the cancellation or loss of mining rights for the Chilalo Project.
Participation right	Following completion, BTR must be given a reasonable opportunity to participate in specified equity offers of the Company on terms no less favourable than other subscribers in the relevant equity offer.
Warranties	The Company provided a limited set of representations and warranties that are customary for a transaction of this nature.

Your proxy voting instruction must be received by **10.00am (AWST) on Tuesday, 27 February 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

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