

ASX ANNOUNCEMENT

4 April 2024

NOTICE OF GENERAL MEETING

Dear Shareholder,

RemSense Technologies Limited ("**RemSense**" or "**the Company**") has today released a Notice of Meeting (**NOM**) for a General Meeting of Shareholders to be held on Friday 10 May 2024 at 10.30am (WST) at Level 9, St Martin's Centre, 40 St George's Terrace, Perth, Western Australia.

In accordance with section 110D of the *Corporations Act 2001 (Cth)*, the Company will not be sending physical copies of the NOM to shareholders unless a shareholder has elected to receive notices of meeting in hard copy, pursuant to section 110E, or who otherwise request a hard copy. Instead, a copy of the NOM can be viewed and downloaded online at the following link:

<https://remsense.com.au/investors/asx-announcements/>

Should you wish to receive a physical copy of the NOM, please contact the Company Secretary via email at davidm@broadwaymgmt.com.au or via phone on 0412902477.

A copy of the proxy form is enclosed in the NOM located at the above link. Proxy votes may be lodged by either of the following methods:

- By mail to PO Box 584, Fremantle, WA, 6959; or
- By scan and email to the Company Secretary.

Your proxy voting instruction must be received by 10.30am on 8 May 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, accountant, or other professional adviser.



David McArthur
Company Secretary

REMSSENSE TECHNOLOGIES LIMITED
ACN 648 834 771
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10.30 am

DATE: Friday 10 May 2024

PLACE: Level 9, St Martins Building, 40 St Georges Terrace, Perth, WA 6000

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5.00 pm on 9 May 2024.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – APPROVAL TO ISSUE LEAD MANAGER OPTIONS

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 5,000,000 Lead Manager Options to Liquidity Technology Pty Ltd on the terms and conditions set out in the Explanatory Statement."

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

2. RESOLUTION 2: APPROVAL OF ISSUE OF SECURITIES – MR RICHARD PACE

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

"That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 12,500,000 Shares and 6,250,000 attaching Options to Mr Richard Pace (or nominee) on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting."

A voting exclusion statement and a voting prohibition statement apply to this Resolution. Please see below.

3. RESOLUTION 3: APPROVAL OF ISSUE OF SECURITIES – MR JOHN CLEGG

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

"That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 2,500,000 Shares and 1,250,000 attaching Options to Mr John Clegg (or nominee) on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting."

A voting exclusion statement and a voting prohibition statement apply to this Resolution. Please see below.

4. RESOLUTION 4: ISSUE OF OPTIONS TO DIRECTOR – MR ROSS TAYLOR

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

"That, for the purpose of Listing Rule 10.11, sections 195(4) and 208 of the Corporations Act and for all other purposes, approval is given for the Directors to allot and issue 6,000,000 Director Options to Mr Ross Taylor, or his nominee, on the terms and conditions set out in the Explanatory Statement."

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

5. RESOLUTION 5: ISSUE OF OPTIONS TO DIRECTOR – MR RICHARD PACE

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

"That, for the purpose of Listing Rule 10.11, sections 195(4) and 208 of the Corporations Act and for all other purposes, approval is given for the Directors to allot and issue 3,000,000 Director Options to Mr Richard Pace, or his nominee, on the terms and conditions set out in the Explanatory Statement."

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

6. RESOLUTION 6: ISSUE OF OPTIONS TO DIRECTOR – MR JOHN CLEGG

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

"That, for the purpose of Listing Rule 10.11, sections 195(4) and 208 of the Corporations Act and for all other purposes, approval is given for the Directors to allot and issue 3,000,000 Director Options to Mr John Clegg or his nominee, on the terms and conditions set out in the Explanatory Statement."

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

7. RESOLUTION 7 – APPROVAL OF ISSUE OF EMPLOYEE AND CONSULTANT OPTIONS

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 13,200,000 Employee and Consultant Options on the terms and conditions set out in the Explanatory Statement."

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

Dated: 21 March 2024

By order of the Board

David McArthur



Company Secretary

Voting Prohibition Statements

Resolutions 2,3, 4, 5 and 6.	<p>In accordance with section 224 of the Corporations Act, a vote on these Resolutions must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the relevant Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolutions 2 – 6 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the relevant Resolution and it is not cast on behalf of a Resolution 2 - 6 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on these Resolutions if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on these Resolutions. <p>Provided the Chair is not a Resolution 2- 6 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though these Resolutions are connected directly or indirectly with remuneration of a member of the Key Management Personnel.
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Voting Exclusion Statements

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

Resolutions 1	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely Liquidity Technology Pty Ltd) or an associate of that person (or those persons).
Resolutions 2, 3 4, 5 and 6	The relevant Director the subject of the Resolution (or their nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 7	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

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

- (a) a person as a 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
- (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.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

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

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

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

You may still attend the Meeting and vote in person even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you actually vote at the Meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that Resolution.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the Meeting. If you do not bring your Proxy Form with you, you can still attend the Meeting but representatives from the Company's Share Registry will need to verify your identity. You can register from 9.30 am on the day of the Meeting.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 0412902477.

EXPLANATORY STATEMENT

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

1. RESOLUTION 1 – APPROVAL TO ISSUE LEAD MANAGER OPTIONS

1.1 General

On 22 November 2023, the Company announced the Entitlement Offer to Shareholders. A prospectus was lodged on the same day which advised that Liquidity Technology Pty Ltd (**Liquidity**) were the Lead Manager to the Entitlement Offer. As part consideration for the lead manager services, the Company agreed to issue Liquidity 5,000,000 Options (**Lead Manager Options**) subject to Shareholder approval. The Lead Manager Options have the same terms as those issued under the Entitlement Offer, being exercisable at \$0.04 on or before 9 November 2026.

Under the terms of the lead manager engagement (**Lead Manager Mandate**), the Company has agreed to:

- (a) pay Liquidity:
 - (i) a 2% lead management fee on the total funds raised under the Entitlement Offer; and
 - (ii) a fee of 4% for the placement of any shortfall securities under the Entitlement Offer;
- (b) issue Liquidity 5,000,000 Lead Manager Options, subject to Shareholder approval; and
- (c) pay Liquidity a monthly retainer of \$2,500 (exclusive of GST) to act as the Company's corporate advisor commencing 1 December 2023 for a period of one year.

Resolution 1 seeks the required Shareholder approval for the issue of the Lead Manager Options to Liquidity under and for the purposes of Listing Rule 7.1.

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 Lead Manager Options falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

1.2 Technical information required by Listing Rule 14.1A

If Resolution 1 is passed, the Company will be able to proceed with the issue of the Lead Manager Options. In addition, the issue of the Lead Manager Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 1 is not passed, the Company will not be able to proceed with the issue of the Lead Manager Options.

1.3 Technical information required by Listing Rule 7.1

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

- (a) the Lead Manager Options will be issued to Liquidity or its nominee/s;
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) the maximum number of Lead Manager Options to be issued is 5,000,000. The terms and conditions of the Lead Manager Options are set out in Schedule 1;
- (d) the Lead Manager Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Lead Manager Options will occur on the same date;
- (e) no cash consideration will be paid for the Lead Manager Options. The Lead Manager Options are being issued in part consideration for lead manager services provided by Liquidity to the Company. The Company will not receive any other consideration for the issue of the Lead Manager Options (other than in respect of funds received on exercise of the Lead Manager Options);
- (f) the purpose of the issue of the Lead Manager Options is to satisfy the Company's obligations under the Lead Manager Mandate;
- (g) the Options are being issued to Liquidity under the Lead Manager Mandate, a summary of which is set out in Section 1.1.; and
- (h) the Lead Manager Options are not being issued under, or to fund, a reverse takeover.

2. RESOLUTIONS 2 AND 3 – APPROVAL TO ISSUE SECURITIES TO DIRECTORS

2.1 General

Non-executive Directors, Richard Pace and John Clegg wish to apply for Securities to be issued on the same terms as the recent Entitlement Offer, being \$0.02 per Share and a free attaching Option issued on a 1:2 basis, such Option exercisable at \$0.04 on or before 9 November 2026.

Richard Pace wishes to subscribe for \$250,000, which would comprise 12,500,000 Shares (and 6,250,000 attaching Options) and John Clegg wishes to subscribe for \$50,000, which would comprise 2,500,000 Shares (and 1,250,000 attaching Options).

2.2 Director Recommendation

- (a) Ross Taylor recommends that Shareholders vote in favour of Resolutions 2 and 3 for the reasons set out in Sections 2.6. In forming his recommendation, Ross Taylor considered the terms of the Entitlement Offer, when determining the issue price and terms of the Securities to be issued to be issued to Messrs Pace and Clegg.
- (b) Each Director (other than Ross Taylor) has a material personal interest in the outcome of Resolutions 2 and 3 on the basis that the Directors (other than Ross Taylor) (or their nominees) are to be issued Securities on the same terms and conditions should Resolutions 2 and 3 be passed. For this reason, the Directors (other than Ross Taylor) do not believe that it is appropriate to make a recommendation on Resolutions 2 and 3 of this Notice.

2.3 Chapter 2E of the Corporations Act

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

- (a) obtain the approval of the public company's members in the manner set out in Section 217 to 227 of the *Corporations Act 2001* (Cth); and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the *Corporations Act 2001* (Cth).

Issuing the Securities to Messrs Pace and Clegg would constitute giving a financial benefit and Messrs Pace and Clegg are each related parties of the Company by virtue of being Directors.

As the Securities are proposed to be issued to all but one of the Directors of the Company, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue of the Securities. Accordingly, Shareholder approval for the issue of the Securities to Messrs Pace and Clegg is sought in accordance with Chapter 2E of the Corporations Act.

2.4 Listing Rule 10.11

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

- 10.11.1 a related party;
- 10.11.2 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;
- 10.11.3 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;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3;
or

10.11.5 a person whose relationship with the company or a person referred to in 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 issue of the Securities to Messrs Pace and Clegg falls within 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 Shareholders under Listing Rule 10.11.

Resolutions 2 and 3 seek the required Shareholder approval for the issue of the Securities to Messrs Pace and Clegg under and for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11.

2.5 Technical information required by Listing Rule 14.1A

If Resolutions 2 and 3 are passed, the Company will be able to proceed with the issue of the Securities to Messrs Pace and Clegg within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Securities (because approval is being obtained under Listing Rule 10.11), the issue of the Securities will not use up any of the Company's 15% annual placement capacity.

If Resolution 2 and 3 are not passed, the Company will not be able to proceed with the issue of the Securities to Messrs Pace and Clegg.

2.6 Technical Information required by Listing Rule 10.13 and section 219 of the Corporations Act

Pursuant to and in accordance with Listing Rule 10.13 and section 219 of the Corporations Act, the following information is provided in relation to Resolutions 2 and 3:

- (a) the Securities will be issued to Messrs Pace and Clegg and will be comprised of the following:
 - (i) 12,500,000 Shares and 6,250,000 attaching Options, valued at \$250,000, to Mr Pace (or his nominee) pursuant to Resolution 2; and
 - (ii) 2,500,000 Shares and 1,250,000 Options, valued at \$50,000, to Mr Clegg (or his nominee) pursuant to Resolution 3,

each of whom falls within the category set out in Listing Rule 10.11.1 by virtue of being a Director.

- (b) the maximum number of Shares to be issued is 15,000,000 and the maximum number of Options to be issued is 7,500,000 (being the nature of financial benefit proposed to be given) and will be allocated in the proportions set out above;
- (c) the Shares will be fully paid ordinary shares in the capital of the Company and be issued on the same terms and conditions as the Company's existing fully paid ordinary shares;
- (d) the terms and conditions of the Options are set out in Schedule 1;

- (e) the Securities will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Securities will occur on the same date;
- (f) the purpose of the issue of Securities is to allow Messrs Pace and Clegg to acquire Shares on the same terms as the Entitlement Offer. The funds raised will be used towards meeting the ongoing working capital requirements of the business;
- (g) Messrs Pace and Clegg will invest on the same terms as the those who took part in the Entitlement Offer. Consequently, the number of Securities to be issued to Messrs Pace and Clegg has been determined based upon the number of Securities to be issued to those Shareholders who took part in the Entitlement Offer;
- (h) the Company does not consider that there are any significant opportunity costs to the Company or benefits forgone by the Company in issuing the Securities to Messrs Pace and Clegg upon the terms proposed;
- (i) the total remuneration package for Messrs Pace and Clegg in the previous financial year and the proposed total remuneration package for the current financial year are set out in Section 3.5(i);
- (j) the issue price of the Shares will be \$0.02 per Share, being the issue price of the Shares issued to other participants in the Entitlement Offer. The Options will be attaching on a 1:2 basis. The Company will not receive any other consideration in respect of the issue of the Securities (other than in respect of funds received on exercise of the Options);
- (k) the Securities are not being issued under an agreement;
- (l) the relevant interests of Messrs Pace and Clegg in securities of the Company are set out below:

As at the date of this Notice

Related Party	Shares	Options
Richard Pace	15,999,153	700,000 ¹
John Clegg	7,888,786	110,000 ²

Notes:

1. Comprising 500,000 Options exercisable at \$0.04 on or before 9 November 2026 and 200,000 Options exercisable at \$0.40 on or before 30 June 2025.
2. Comprising 60,000 Options exercisable at \$0.40 on or before 30 June 2025 and 50,000 Options exercisable at \$0.15 on or before 15 December 2025.

Post issue of Securities

Related Party	Shares	Options
Richard Pace	28,499,153	6,950,000
John Clegg	10,388,786	1,360,000

- (m) if an aggregate of 22,500,000 Securities are issued and the Options are exercised, this will increase the number of Shares on issue from 149,859,684 (being the total number of Shares on issue as at the date of this Notice) to 172,359,684 (assuming that no further Shares are issued and no Options are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 15%, comprising 12.5% by Mr Pace, 2.5% by Mr Clegg;
- (n) the market price for Shares during the term of the Options would normally determine whether the Options are exercised. If, at any time any of the Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the Options, there may be a perceived cost to the Company. The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out in Section 3.5(n);
- (o) the Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolutions 2 and 3; and
- (p) a voting exclusion statement is included in Resolutions 2 and 3 to the Notice.

3. RESOLUTIONS 4 TO 6: APPROVAL TO ISSUE OPTIONS TO DIRECTORS

The Company has agreed, subject to Shareholder approval, to issue 12 million Options (**Director Options**) to Ross Taylor (6 million Director Options), Richard Pace (3 million Director Options) and John Clegg (3 million Director Options), all non-executive Directors of the Company (each, a **Related Party**), on the terms and conditions set out in Schedule 2 to this Notice.

3.1 Director recommendation

Each Director has a material personal interest in the outcome of Resolutions 4 to 6 on the basis that all of the Directors (or their nominees) are to be issued Director Options should Resolutions 4 to 6 be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on Resolutions 4 to 6 of this Notice.

3.2 Chapter 2E of the Corporations Act

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

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

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

The grant of the Director Options constitutes giving a financial benefit, and Messrs Taylor, Pace and Clegg are related parties of the Company by virtue of being Directors.

As the Director Options are proposed to be issued to all of the Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue of the

Director Options. Accordingly, Shareholder approval for the issue of Director Options to the Related Parties is sought in accordance with Chapter 2E of the Corporations Act.

3.3 Listing Rule 10.11

A summary of Listing Rule 10.11 is set out in Section 2.3 above.

The issue of the Director Options falls within 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 Shareholders under Listing Rule 10.11.

Resolutions 4 to 6 seek the required Shareholder approval for the issue of the Director Options under and for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11.

3.4 Technical information required by Listing Rule 14.1A

If Resolutions 4 to 6 are passed, the Company will be able to proceed with the issue of the Director Options to the Related Parties within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Options (because approval is being obtained under Listing Rule 10.11), the issue of the Options will not use up any of the Company's 15% annual placement capacity.

If Resolution 4 to 6 are not passed, the Company will not be able to proceed with the issue of the Director Options.

3.5 Technical Information required by Listing Rule 10.13 and section 219 of the Corporations Act

Pursuant to and in accordance with Listing Rule 10.13 and section 219 of the Corporations Act, the following information is provided in relation to Resolutions 4 to 6:

- (a) the Director Options will be issued to the following persons:
 - (i) Ross Taylor (or his nominee) pursuant to Resolution 4;
 - (ii) Richard Pace (or his nominee) pursuant to Resolution 5; and
 - (iii) John Clegg (or his nominee) pursuant to Resolution 6,each of whom falls within the category set out in Listing Rule 10.11.1 by virtue of being a Director;
- (b) the maximum number of Director Options to be issued to the Related Parties (being the nature of the financial benefit proposed to be given) is 12,000,000 comprising:
 - (i) 6,000,000 Director Options to Ross Taylor (or his nominee) pursuant to Resolution 4;
 - (ii) 3,000,000 Director Options to Richard Pace (or his nominee) pursuant to Resolution 5; and

- (iii) 3,000,000 Director Options to John Clegg (or his nominee) pursuant to Resolution 6;
- (c) the terms and conditions of the Director Options are set out in Schedule 2;
- (d) the Director Options will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Director Options will occur on the same date;
- (e) the issue price of the Director Options will be nil. The Company will not receive any other consideration in respect of the issue of the Director Options (other than in respect of funds received on exercise of the Director Options);
- (f) the purpose of the issue of the Director Options is to provide a performance linked incentive component in the remuneration package for the Related Parties to align the interests of the Related Parties with those of Shareholders, to motivate and reward the performance of the Related Parties in their roles as Directors and to provide a cost effective way from the Company to remunerate the Related Parties, which will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Parties;
- (g) the Company has agreed to issue the Director Options to the Related Parties subject to Shareholder for the following reasons:
 - (i) the Director Options are unquoted; therefore, the issue of the Director Options has no immediate dilutionary impact on Shareholders;
 - (ii) the deferred taxation benefit which is available to the Related Parties in respect of an issue of Director Options is also beneficial to the Company as it means the Related Parties are not required to immediately sell the Director Options to fund a tax liability (as would be the case in an issue of Shares where the tax liability arises upon issue of the Shares) and will instead, continue to hold an interest in the Company; and
 - (iii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Director Options on the terms proposed;
- (h) the number of Director Options to be issued to each of the Related Parties has been determined based upon a consideration of:
 - (i) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company;
 - (ii) the remuneration of the Related Parties; and
 - (iii) incentives to attract and ensure continuity of service of the Related Parties who have appropriate knowledge and expertise, while maintaining the Company's cash reserves.

The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Director Options upon the terms proposed;

- (i) the total remuneration package for the Related Parties in the previous financial year and the proposed total remuneration package for the current financial year are set out below:

Director	FY ending 30 June 2024 (\$)	FY ending 30 June 2023 (\$)
Ross Taylor	22,138 ⁽¹⁾	70,548 ¹
Richard Pace	4,906 ⁽²⁾	Nil ²
John Clegg	4,906 ⁽²⁾	Nil ²

Notes:

1. Comprising of \$7,500 cash salary and fees, \$13,813 D&O insurance premiums and \$825 superannuation.
2. Appointed as a Director on 21 February 2024. Remuneration for FY24 comprises D&O insurance premiums only.
3. Non- executive Director fees are \$75,000 pa. The board resolved to suspend the payment of Director fees from 1 December 2023 till 30 June 2024.

- (j) the value of the Director Options and the pricing methodology is set out in Schedule 3;
- (k) the Director Options are not being issued under an agreement;
- (l) the relevant interests of the Related Parties in securities of the Company as at the date of this Notice are set out below:

As at the date of this Notice

Related Party	Shares	Options
Ross Taylor	222,394	3,325,559 ¹
Richard Pace	15,999,153	700,000 ²
John Clegg	7,888,786	110,000 ³

Notes:

1. Comprising 500,000 Options exercisable at \$0.04 on or before 9 November 2026 and 200,000 Options exercisable at \$0.40 on or before 30 June 2025.
2. Comprising 60,000 Options exercisable at \$0.40 on or before 30 June 2025 and 50,000 Options exercisable at \$0.15 on or before 15 December 2025.
3. Comprising 60,000 Options exercisable at \$0.40 on or before 30 June 2025 and 50,000 options exercisable at \$0.15 on or before 15 December 2025.

Post issue of the Director Options to Related Parties

Related Party	Shares	Options
Ross Taylor	222,394	9,325,559
Richard Pace	15,999,153	3,700,000
John Clegg	7,888,786	3,110,000

- (m) if the Director Options granted to the Related Parties are exercised, a total of 12,000,000 Shares would be issued. This will increase the number of Shares on issue from 149,859,684 to 161,859,684 (assuming that no other Options are exercised and no other Shares issued) with the effect that the shareholding of existing Shareholders would be diluted by 8.00%, being 4.0 % for Mr Taylor and 2.0% for each of Messrs Pace and Clegg;
- (n) the market price for Shares during the term of the Director Options would normally determine whether the Director Options are exercised. If, at any time any of the Director Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the Director Options, there may be a perceived cost to the Company.

The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	(\$)	Date
Highest	\$0.135	13 March 2023
Lowest	\$0.017	25 January 2024
Last	\$0.021	15 March 2024

- (o) the Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolutions 4-6; and
- (p) a voting exclusion statement is included in Resolutions 4-6 of the Notice.

4. RESOLUTION 7 – APPROVAL TO ISSUE EMPLOYEE AND CONSULTANT OPTIONS

4.1 General

The Company wishes to issue 13,200,000 unlisted Options to employees and consultants of the Company as a non-cash incentive. The Options will be exercisable at \$0.04 on or before 31 March 2029, and will vest 6 months after the date of issue (**Employee and Consultant Options**).

The Employee and Consultant Options are to be issued for no cash consideration.

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 Employee and Consultant Options does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

4.1 Technical information required by Listing Rule 14.1A

If Resolution 7 is passed, the Company will be able to proceed with the issue of the Employee and Consultant Options. In addition, the issue of the Employee and Consultant Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 7 is not passed, the Company will not issue the Employee and Consultant Options .

4.2 Technical 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 Employee and Consultant Options will be issued to various employees and consultants of the Company, including the following Key Management Personnel:
 - Warren Cook, the Company's CEO who will receive 5,000,000 Employee and Consultant Options.
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that other than the recipients set out in (a) above, none of the recipients will be:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) the maximum number of Employee and Consultant Options to be issued is 13,200,000;
- (d) the terms and conditions of the Employee and Consultant Options are set out in Schedule 2;
- (e) the Employee and Consultant Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Employee and Consultant Options will occur on the same date;
- (f) no cash consideration will be paid for the Employee and Consultant Options. The Company will not receive any other consideration for the issue of the Employee and Consultant Options (other than in respect of funds received on exercise of the Employee and Consultant Options).
- (g) the Employee and Consultant Options are not being issued under an agreement; and
- (h) the Employee and Consultant Options are not being issued under, or to fund, a reverse takeover.

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities & Investments Commission.

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.

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.

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

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

Company means RemSense Technologies Limited (ACN 648 834 771).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the Listing Rules of ASX.

Meeting means the meeting convened by the Notice.

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

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Proxy Form means the proxy form accompanying the Notice.

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

Section means a section of the Explanatory Statement.

Securities includes a Share and an Option.

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 1 – TERMS AND CONDITIONS OF LEAD MANAGER AND DIRECTOR PLACEMENT OPTIONS

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.04 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5.00 pm (WST) on 9 November 2026 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within 5 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company

must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 2 – TERMS AND CONDITIONS OF DIRECTOR, EMPLOYEE AND CONSULTANT OPTIONS

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.04 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5.00 pm (WST) on 31 March 2029 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Vesting Period**

The Options will vest 6 months after the date of issue.

(e) **Exercise Period**

The Options are exercisable at any time after vesting and on or prior to the Expiry Date (**Exercise Period**).

(f) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each New Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(g) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(h) **Timing of issue of Shares on exercise**

Within 5 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(i) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(j) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(k) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(l) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(m) **Transferability**

The Options are transferable after the vesting date subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 3 – VALUATION OF DIRECTOR OPTIONS TO BE ISSUED

The Company has valued the Director Options using the Black-Scholes option model and based on the assumptions as set out in the table below, with the Director Options ascribed a value as follows:

Assumptions:

Value date	1 March 2024
Share price	\$0.021
Exercise price	\$0.04
Term	60 months
Expiry Date	31 March 2029
Volatility	90%
Risk free interest rate	3.78%

Indicative value per Director Option	\$0.01294
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Total value of Director Options per Director:

Ross Taylor	\$77,640
Richard Pace	\$38,820
John Clegg	\$38,820

CERTIFICATE OF APPOINTMENT OF CORPORATE REPRESENTATIVE

Shareholder Details

This is to certify that by a resolution of the Directors of:

.....
(Company),
Insert name of Shareholder Company

the Company has appointed:

.....
Insert name of corporate representative

in accordance with the provisions of section 250D of the Corporations Act 2001, to act as the body corporate representative of that Company at a general meeting of the members of RemSense Technologies Limited to be held at 10.30 am on Friday 10 May 2024 and at any adjournments of that general meeting.

DATED

Please sign here

Executed by the Company)
in accordance with its constituent)
documents)

.....
Signed by authorised representative

.....
Signed by authorised representative

.....
Name of authorised representative (print)

.....
Name of authorised representative (print)

.....
Position of authorised representative
(print)

.....
Position of authorised representative
(print)

Instructions for Completion

- Insert name of appointing Shareholder Company and the name or position of the appointee corporate representative (eg "John Smith" or "each director of the Company").
- Execute the Certificate following the procedure required by your Constitution or other constituent documents.
- Print the name and position (eg director) of each authorised company officer who signs this Certificate on behalf of the Company.

- Insert the date of execution where indicated.
- Prior to the Meeting, send or deliver the Certificate to the registered office of RemSense Technologies Limited at Level 1, 31 Cliff Street, Fremantle WA or email the Certificate to the Company Secretary – davidm@broadwaymgt.com.au

PROXY FORM
REMSense TECHNOLOGIES LIMITED
ACN 648 834 771
GENERAL MEETING

I/We	<div style="border: 1px solid black; height: 25px; width: 100%;"></div>
Address	<div style="border: 1px solid black; height: 25px; width: 100%;"></div>
	being a Member of RemSense Technologies Limited entitled to attend and vote at the General Meeting, hereby
Appoint	<div style="border: 1px solid black; height: 25px; width: 100%;"></div>
	Name of proxy (Please note: Leave blank if you have selected the Chair of the General Meeting as your proxy.)

OR ☐ the Chair of the General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the General Meeting, or the Chair's nominee, to vote in accordance with the following directions or if no directions have been as the proxy sees fit, at the General Meeting to be held at 10.30 am on Friday 10 May 2024 at Level 9, St Martins Building, 40 St Georges Terrace, Perth, WA, 6000 and at any adjournment of that meeting.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 2-6 (except where I/we have indicated a different voting intention below) even though Resolutions 2-6 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote. In exceptional circumstances, the Chair of the Meeting may change their voting intention on any resolution, in which case an ASX announcement will be made immediately disclosing the reasons for the change.

Voting on Business of the General Meeting	For	Against	Abstain
Resolution 1: Approval to issue Options to Lead Manager	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2: Approval to issue Securities to Richard Pace	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3: Approval to issue Securities to John Clegg	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4: Approval to issue Options- Ross Taylor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5: Approval to issue Options – Richard Pace	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6: Approval to issue Options – John Clegg	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7: Approval to issue Employee and Consultant Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is ____%.

Signature of Member(s) _____ **Date:** _____

Individual or Member 1	Member 2	Member 3
<div style="border: 1px solid black; height: 25px; width: 100%;"></div>	<div style="border: 1px solid black; height: 25px; width: 100%;"></div>	<div style="border: 1px solid black; height: 25px; width: 100%;"></div>
Sole Secretary	Director	Director/Company Secretary

Contact Name: _____ **Contact Ph (daytime):** _____ **Date:** _____

Instructions for completing Proxy Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(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 of the Shareholders should sign.
 - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - In person to Level 1, 31 Cliff Street, Fremantle, Perth, WA;
 - By mail to PO Box 584, Fremantle, WA, 6959;
 - By scan and email to davidm@broadwaymgf.com.au,

so that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy Forms received later than this time will be invalid.