



Dear Shareholder,

General Meeting – Letter to Shareholders

Minbos Resources Limited (ASX: MNB) (“**Minbos**” or the “**Company**”) advises that a General Meeting will be held at 10:00AM (AWST) on Tuesday, 18 June 2024 at Level 5, 191 St Georges Terrace, Perth WA 6000.

In accordance with Part 1.2AA of the Corporations Act 2001, the Company will only be dispatching physical copies of the Notice of Meeting (“**Notice**”) to Shareholders who have elected to receive the Notice in physical form. The Notice is being made available to Shareholders electronically and can be viewed and downloaded online from the Company’s website at: <https://minbos.com/asx-announcements/>.

Your vote is important

The business of the General Meeting affects your shareholding and your vote is important. To vote in person, attend the General Meeting on the date and at the place set out above. To vote by proxy please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Log into the Automic website using the holding details as shown on the Proxy Form. Click on ‘View Meetings’ – ‘Vote’. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.
By post	Completing the enclosed Proxy Form and posting it to: Automic, GPO Box 5193, Sydney NSW 2001
By hand	Completing the enclosed Proxy Form and delivering it by hand to: Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

The Notice 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 advisor, lawyer, accountant, or other professional adviser.

The Chair intends to vote all open proxies in favour of all resolutions, where permitted.

Yours Faithfully,

Harry Miller
Company Secretary

MINBOS RESOURCES LIMITED
ACN 141 175 493
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:00am (WST)
DATE: Tuesday, 18 June 2024
PLACE: Level 5, 191 St Georges Terrace
Perth WA 6000

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 10:00am (WST) on 16 June 2024.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES – LISTING RULE 7.1

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 73,885,715 Placement Shares 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 – RELATED PARTY PARTICIPATION IN TRANCHE 2 OF THE PLACEMENT – MR GRAEME ROBERTSON

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 10.11 and for all other purposes, approval is given for the Company to issue 7,142,857 Placement Shares and 7,142,857 Placement Options (free-attaching to the Placement Shares) to Mr Graeme Robertson (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

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

3. RESOLUTION 3 – RELATED PARTY PARTICIPATION IN TRANCHE 2 OF THE PLACEMENT – MR PAUL MCKENZIE

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 10.11 and for all other purposes, approval is given for the Company to issue 1,571,429 Placement Shares and 1,571,429 Placement Options (free-attaching to the Placement Shares) to Mr Paul McKenzie (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

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

4. RESOLUTION 4 – RELATED PARTY PARTICIPATION IN TRANCHE 2 OF THE PLACEMENT – MR VALENTINE CHITALU

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 10.11 and for all other purposes, approval is given for the Company to issue 714,286 Placement Shares and 714,286 Placement Options (free-attaching to the Placement Shares) to Mr Valentine Chitalu (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

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

5. RESOLUTION 5 – RELATED PARTY PARTICIPATION IN TRANCHE 2 OF THE PLACEMENT – MR LINDSAY REED

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 10.11 and for all other purposes, approval is given for the Company to issue 1,000,000 Placement Shares and 1,000,000 Placement Options (free-attaching to the Placement Shares) to Mr Lindsay Reed (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

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

6. RESOLUTION 6 – RELATED PARTY PARTICIPATION IN TRANCHE 2 OF THE PLACEMENT – MR PETER WALL

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 10.11 and for all other purposes, approval is given for the Company to issue 2,857,143 Placement Shares and 2,857,143 Placement Options (free-attaching to the Placement Shares) to Mr Peter Wall (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

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

7. RESOLUTION 7 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SECURITIES TO UNRELATED PLACEMENT PARTICIPANTS

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 500,000 Placement Shares and 500,000 Placement Options (free-attaching to the Placement Shares) to Unrelated Placement Participants on the terms and conditions set out in the Explanatory Statement.”

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

8. RESOLUTION 8 – APPROVAL TO ISSUE TRANCHE 1 PLACEMENT OPTIONS TO UNRELATED PLACEMENT PARTICIPANTS

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 73,885,715 Placement Options (free-attaching to the Placement Shares), on the terms and conditions set out in the Explanatory Statement.”

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

9. RESOLUTION 9 – 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 12,000,000 Lead Manager Options to the Joint Lead Managers (or their nominees) on the terms and conditions set out in the Explanatory Statement.”

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

Dated: 16 May 2024

By order of the Board

**Mr Harry Miller
Company Secretary**

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 – Ratification of prior issue of Tranche 1 Placement Shares	A person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.
Resolution 2 – Related Party Participation in Tranche 2 of the Placement – Mr Graeme Robertson	Mr Graeme Robertson (or his 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 3 – Related Party Participation in Tranche 2 of the Placement – Mr Paul McKenzie	Mr Paul McKenzie (or his 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 4 – Related Party Participation in Tranche 2 of the Placement – Mr Valentine Chitalu	Mr Valentine Chitalu (or his 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 5 – Related Party Participation in Tranche 2 of the Placement – Mr Lindsay Reed	Mr Lindsay Reed (or his 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 6 – Related Party Participation in Tranche 2 of the Placement – Mr Peter Wall	Mr Peter Wall (or his 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 – Approval to issue Tranche 2 Placement Securities to Unrelated Placement Participants	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, Unrelated Placement Participants) or an associate of that person (or those persons).
Resolution 8 – Approval to issue Tranche 1 Placement Options to Unrelated Placement Participants	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 Unrelated Placement Participants) or an associate of that person (or those persons).
Resolution 9 – Approval to issue Lead Manager Options	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 CPS Capital and PAC Partners (or their nominees)) 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 (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (2) proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

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.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 7129 0437.

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. BACKGROUND TO RESOLUTIONS 1 TO 9

1.1 Overview

As announced on 15 April 2024, the Company received firm commitments from existing and new institutional, professional and sophisticated investors (**Unrelated Placement Participants**) and related parties of the Company (**Placement Participants**) to raise a total of \$6,137,000 (before costs) through the issue of a total of 87,671,429 Shares at an issue price of \$0.07 per Share (**Placement Shares**) (**Placement**).

All Placement Participants will receive one (1) quoted Option exercisable at \$0.07 expiring on the date that is two (2) years from the date of issue, free-attaching to each Placement Share subscribed for and issued (**Placement Options**), subject to Shareholder approval being obtained at this Meeting.

The Placement Shares and Placement Options are together referred to as the **Placement Securities**.

The issue of the Placement Securities will be issued under two tranches, comprising:

- (a) 73,885,715 Placement Shares and 73,885,715 Placement Options proposed to be issued to new institutional, professional and sophisticated investors to raise \$5,172,000 (**Unrelated Placement Participants**) (**Tranche 1**); and
- (b) 13,785,714 Placement Shares and 13,785,714 Placement Options proposed to be issued to Unrelated Placement Participants and certain related parties of the Company summarised below, to raise \$965,000, subject to Shareholder approval being obtained at this Meeting (**Tranche 2**), comprising:
 - (i) 13,285,714 Placement Shares and 13,285,714 Placement Options to be issued to the Related Parties (defined below) (the subject of Resolutions 2 to 6); and
 - (ii) 500,000 Placement Shares and 500,000 Placement Options to be issued to Unrelated Placement Participants (the subject of Resolution 7).

The Tranche 1 Placement Shares were issued to the Unrelated Placement Participants on 18 April 2024 pursuant to the Company's Listing Rule 7.1 placement capacity. Ratification for the issue of the Tranche 1 Placement Shares is sought pursuant to Resolution 1.

1.2 Related Party Participation

As noted above, Unrelated Placement Participants, along with certain Directors and a related party of the Company (together, the **Related Parties**) intend to participate in Tranche 2 of the Placement on the same terms as the Unrelated

Placement Participants to raise \$965,000 which will result in the issue of 13,785,714 Placement Shares.

The Related Parties have agreed to subscribe for an aggregate of \$930,000 (13,285,714 Placement Shares) under Tranche 2 as follows:

- (a) Mr Graeme Roberston (or his nominee) intends to subscribe for \$500,000, which will result in the issue of 7,142,857 Placement Shares and 7,142,857 free-attaching Placement Options (the subject of Resolution 2);
- (b) Mr Paul McKenzie (or his nominee) intends to subscribe for \$110,000, which will result in the issue of 1,571,429 Placement Shares and 1,571,429 free-attaching Placement Options (the subject of Resolution 3);
- (c) Mr Valentine Chitalu (or his nominee) intends to subscribe for \$50,000, which will result in the issue of 714,286 Placement Shares and 714,286 free-attaching Placement Options (the subject of Resolution 4);
- (d) Mr Lindsay Reed (or his nominee) intends to subscribe for \$70,000, which will result in the issue of 1,000,000 Placement Shares and 1,000,000 free-attaching Placement Options (the subject of Resolution 5); and
- (e) former Chairman, Mr Peter Wall (or his nominee) who held office a director of the Company within the last six months, intends to subscribe for \$200,000, which will result in the issue of 2,857,143 Placement Shares and 2,857,143 free-attaching Placement Options, subject to Shareholder approval being obtained pursuant to Resolution 6.

The nominees of the Related Parties may include their controlled entities or entities controlled by their parents.

The Unrelated Placement Participants have agreed to subscribe for \$35,000 under Tranche 2 of the Placement and will receive an aggregate of 500,000 Placement Shares and 500,000 free-attaching Placement Options (the subject of Resolution 7), subject to Shareholder approval being obtained at this Meeting.

1.3 Use of funds

Funds raised from the Placement will enable the Company to progress with development of its Cabinda Phosphate project.

1.4 Joint Lead Managers

On 8 April 2024, the Company engaged the services of CPS Capital Group Pty Ltd AFSL: 294848 (**CPS Capital**) and PAC Partners Securities Pty Ltd ABN 68 623 653 912 (**PAC Partners**) to act as joint lead manager to the Placement (together, the **Joint Lead Managers**).

The Company agreed to:

- (a) pay the Joint Lead Managers:
 - (i) a management fee of 2% of the gross amount raised under the Placement (**Proceeds**); and
 - (ii) a selling fee of 4% of the Proceeds,

for clarity, the cash fees will be split between the Joint Lead Managers in equal proportions, whilst the selling fee will be paid to the respective Joint Lead Managers on final allocations; and

- (b) issue to the Joint Lead Managers (or their nominees), 12,000,000 Options on the same terms as the Placement Options for an issue price of \$0.00001 (**Lead Manager Options**) which will be split equally between them on Company introduced funds, and then pro-rata to the respective contribution of each Joint Lead Manager.

2. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES – LISTING RULE 7.1

2.1 General

As set out in Section 1.1, 73,885,715 Placement Shares were issued on 18 April 2024 pursuant to the Company's capacity under Listing Rule 7.1 (being, the subject of Resolution 1) to the Unrelated Placement Participants.

The issue of the Placement Shares did not breach Listing Rule 7.1 at the time of the issue.

2.2 Listing Rules 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 12 month period.

The issue of the Placement Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses 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 date of issue of the Placement Shares.

2.3 Listing Rule 7.4

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 in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Shares.

Resolution 1 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Shares.

2.4 Technical information required by Listing Rule 14.1A

If Resolution 1 is passed, the Placement 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 date of issue of the Placement Securities.

If Resolution 1 is not passed, the Placement Shares will be included in calculating the Company's 15% limit in Listing Rules 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

2.5 Technical information required by Listing Rule 7.5

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

- (a) the Placement Shares were issued to the Unrelated Placement Participants who are clients of the Joint Lead Managers. The recipients were identified through a bookbuild process, which involved the Joint Lead Managers seeking expressions of interest to participate in the capital raising from non-related parties of the Company;
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that Blair Snowball, the Company's Chief Financial Officer, participated in Tranche 1 of the Placement and received 1,000,000 Placement Shares (comprising 0.001% of the Company on an undiluted basis as at the date of this Notice);
- (c) other than as noted in Section 2.5(b) above, none of the Unrelated Placement Participants were:
 - (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;
- (d) 73,885,715 Placement Shares were issued on 18 April 2024 pursuant to Listing Rule 7.1 (ratification of which is sought under Resolution 1);
- (e) the Placement Shares were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (f) the issue price per Placement Share was \$0.07. The Company has not and will not receive any other consideration for the issue of the Placement Shares;
- (g) the purpose of the Placement was to raise \$6,137,000 (of which \$5,172,000 was raised under Tranche 1), that the Company intends to use in the manner set out in Section 1.3; and
- (h) the Placement Shares were not issued under an agreement.

3. RESOLUTIONS 2 TO 6 – APPROVAL OF RELATED PARTY PARTICIPATION IN TRANCHE 2 OF THE PLACEMENT

3.1 General

As set out in Section 1.2, the Related Parties wish to participate in Tranche 2 of the Placement on the same terms as Unrelated Placement Participants who participated in Tranche 1 of the Placement (**Participation**).

Accordingly, Resolutions 2 to 6 seek Shareholder approval under and for the purposes of Listing Rule 10.11 for the issue of up to an aggregate of 13,285,714 Placement Shares (**Participation Shares**) and 13,285,714 free-attaching Options (on the same terms as the Placement Options) (**Participation Options**) to the Directors and former Chairman (or their respective nominees) in the proportions set out in Section 1.2.

The Participation Shares and Participation Options are together referred to as the **Participation Securities**.

If Shareholder approval is obtained for the Participation pursuant to Resolutions 2 to 6, the Company will raise an additional \$930,000 (before costs) to be applied towards the activities set out in Section 1.3.

3.2 Chapter 2E of the Corporations Act

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

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

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

The Participation will result in the issue of the Participation Securities which constitutes giving a financial benefit and the Related Parties are related parties of the Company by virtue of being Directors or in the case of Mr Wall, a former Director of the Company.

The Directors (other than Mr Robertson who has a material personal interest in Resolution 2) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 2 because the Participation Securities will be issued to Mr Robertson on the same terms as Placement Securities offered to Unrelated Placement Participants and as such the giving of the financial benefit is on arm's length terms.

The Directors (other than Mr McKenzie who has a material personal interest in Resolution 3) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 3 because the Participation Securities will be issued to Mr McKenzie on the same terms as Placement Securities offered to Unrelated Placement Participants and as such the giving of the financial benefit is on arm's length terms.

The Directors (other than Mr Chitalu who has a material personal interest in Resolution 4) consider that Shareholder approval pursuant to Chapter 2E of the

Corporations Act is not required in respect of Resolution 4 because the Participation Securities will be issued to Mr Chitalu on the same terms as Placement Securities offered to Unrelated Placement Participants and as such the giving of the financial benefit is on arm's length terms.

The Directors (other than Mr Reed who has a material personal interest in Resolution 5) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 5 because the Participation Securities will be issued to Mr Reed on the same terms as Placement Securities offered to Unrelated Placement Participants and as such the giving of the financial benefit is on arm's length terms.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 6 because the Participation Securities will be issued to Mr Wall on the same terms as Placement Securities offered to Unrelated Placement Participants and as such the giving of the financial benefit is on arm's length terms.

3.3 Section 195(4) of the Corporations Act

Section 195 of the Corporations Act provides that a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a "material personal interest" are being considered, except in certain limited circumstances. Section 195(4) relevantly provides that if there are not enough directors to form a quorum for a directors meeting because of this restriction, one or more of the directors may call a general meeting and the general meeting may pass a resolution to deal with the matter.

It might be argued (but it is neither conceded nor, indeed, is it thought by the Board to be the case) that all of the Directors comprising the Board have a material personal interest in the outcome of Resolutions 2 to 6. If each does have such an interest, then a quorum could not be formed to consider the matters contemplated by Resolutions 2 to 6 at Board level.

Accordingly, for the avoidance of any doubt, and for the purpose of transparency and best practice corporate governance, the Company also seeks Shareholder approval for Resolutions 2 to 6 for the purposes of section 195(4) of the Corporations Act in respect of the reliance on the arm's length terms exception and the decision not to seek Shareholder approval under Chapter 2E of the Corporations Act.

3.4 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 Participation 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 to 6 seek Shareholder approval for the Participation under and for the purposes of Listing Rule 10.11.

3.5 Technical information required by Listing Rule 14.1A

If Resolutions 2 to 6 are passed, the Company will be able to proceed with the issue of the Participation Securities 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) and will raise additional funds which will be used in the manner set out in Section 1.3 above. As approval pursuant to Listing Rule 7.1 is not required for the issue of the Participation Securities (because approval is being obtained under Listing Rule 10.11), the issue of the Participation Securities will not use up any of the Company's 15% annual placement capacity.

If Resolutions 2 to 6 are not passed, the Company will not be able to proceed with the issue of the Participation Securities and the Company will not be able to raise the additional \$930,000 under Tranche 2 of the Placement.

3.6 Technical Information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolutions 2 to 6:

- (a) the Participation Securities will be issued to the Related Parties (or their nominees), who each fall within the category set out in Listing Rule 10.11.1 by virtue of Messrs Roberston, McKenzie, Chitalu and Reed being Directors and, in the case of Mr Wall, by virtue of holding office as a Director within the last six months. The nominees of the Directors may include their controlled entities or entities controlled by their parents;
- (b) the maximum number of Participation Shares to be issued to the Related Parties (or their respective nominees) is 13,285,714 Participation Shares, in the proportion set out in Section 1.2;
- (c) the maximum number of Participation Options to be issued to the Related Parties (or their respective nominees) is 13,285,714 Participation Options, in the proportion set out in Section 1.2;
- (d) the Participation Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Participation Options are on the same terms and conditions as the Placement Options, which are set out in Schedule 1;
- (f) the Participation 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 anticipated the Participation Securities will be issued on the same date;

- (g) the Participation Shares will have an issue price of \$0.07 being the same issue price as the Placement Shares issued to the Unrelated Placement Participants. The Company will not receive any other consideration for the issue of the Participation Shares;
- (h) the issue price of the Participation Options will be nil. The Company will not receive any other consideration in respect of the issue of the Participation Options (other than in respect of funds received on exercise of the Participation Options);
- (i) the Participation Securities will be issued as part of the Placement. The purpose of the Placement is to raise capital, which the Company intends to use in the manner set out in Section 1.3;
- (j) the issue of the Participation Securities is not intended to remunerate or incentivise the Related Parties;
- (k) the Participation Securities are not being issued under an agreement; and
- (l) voting exclusion statements are included in Resolutions 2 to 6 of the Notice.

4. RESOLUTION 7 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES TO UNRELATED PLACEMENT PARTICIPANTS

4.1 General

As summarised in Section 1.1 above, the Company has agreed to issued 500,000 Placement Shares and 500,000 Placement Options (**Placement Securities**) to Unrelated Placement Participants subject to Shareholder approval pursuant to Tranche 2 of the Placement.

The Company is therefore seeking approval pursuant to Listing Rule 7.1 to issue the Placement Securities pursuant to Tranche 2 to the Unrelated Placement Participants.

As summarised at Section 1.4 above, the Company engaged the Joint Lead Managers to provide lead manager services pursuant to the Placement.

4.2 Listing Rule 7.1

As summarised in Section 2.2 above, 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 Placement Securities falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

4.3 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 Placement Securities. In addition, the issue of the Placement Securities 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 be able to proceed with the issue of the Placement Securities. The Company will therefore not be entitled to the \$35,000 in funds raised from the Unrelated Placement Participants who are partaking in Tranche 2 of the Placement.

Resolution 7 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Placement Securities to Unrelated Placement Participants pursuant to Tranche 2 of the Placement.

4.4 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 7:

- (a) the Placement Securities will be issued to the Unrelated Placement Participants who are clients of the Joint Lead Managers. The recipients will be identified through a bookbuild process, which will involve the Joint Lead Managers seeking expressions of interest to participate in the capital raising from non-related parties of the Company;
- (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 Placement Shares to be issued to the Unrelated Placement Participants pursuant to Tranche 2 of the Placement is 500,000. The Placement Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the maximum number of Placement Options to be issued to the Unrelated Placement Participants pursuant to Tranche 2 of the Placement is 500,000. The Placement Options will be issued on the same terms and conditions as all other Placement Options issued, which are set out in Schedule 1;
- (e) the Placement Securities 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 Placement Securities will occur on the same date;
- (f) the issue price of the Placement Shares will be \$0.07 per Placement Shares. The Company will not receive any other consideration for the issue of the Placement Shares;
- (g) the issue price of the Placement Options will be nil as they are being issued free attaching to the Placement Shares. The Company will not receive any other consideration for the issue of the Placement Options (other than funds received on exercise of the Placement Options);

- (h) the purpose of the issue of the Placement Options is to incentivise Unrelated Placement Participants to partake in the Placement. The Company intends to apply the funds raised from the Placement in the ways summarised at Section 1.3;
- (i) the Placement Securities are not being issued under an agreement; and
- (j) the Placement Securities are not being issued under, or to fund, a reverse takeover.

5. RESOLUTION 8 – APPROVAL TO ISSUE TRANCHE 1 PLACEMENT OPTIONS TO UNRELATED PLACEMENT PARTICIPANTS

5.1 General

As summarised in Section 1.1 above, the Company has agreed to issue the Unrelated Placement Participants who participated in Tranche 1 of the Placement one (1) Placement Option, free-attaching to every Placement Share subscribed for and issued under Tranche 1 of the Placement (**Tranche 1 Placement Options**).

Resolution 8 is seeking approval to issue 73,885,715 Tranche 1 Placement Options to the Unrelated Placement Participants who took part in Tranche 1 of the Placement.

As summarised at Section 1.4 above, the Company engaged the Joint Lead Managers to provide lead manager services pursuant to the Placement.

5.2 Listing Rule 7.1

As summarised in Section 2.2 above, 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 Tranche 1 Placement Options falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

5.3 Technical information required by Listing Rule 14.1A

If Resolution 8 is passed, the Company will be able to proceed with the issue of the Tranche 1 Placement Options. In addition, the issue of the Tranche 1 Placement 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 8 is not passed, the Company will not be able to proceed with the issue of the Tranche 1 Placement Options. If the Company is not able to proceed with the issue of the Tranche 1 Placement Options, the Placement Participants will not be entitled to their free-attaching Placement Options and these participants may be less incentivised to participate in similarly structured capital raisings in the future.

Resolution 8 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Tranche 1 Placement Options.

5.4 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 8:

- (a) the Placement Options will be issued free attaching to the Placement Shares issued to the Unrelated Placement Participants, who took part in Tranche 1 of the Placement. These participants are professional and sophisticated investors and clients of the Joint Lead Managers. The Unrelated Placement Participants were identified through a bookbuild process, which involved the Joint Lead Managers seeking expressions of interest to participate in the capital raising from non-related parties of the Company;
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that Blair Snowball, the Company's Chief Financial Officer, participated in Tranche 1 of the Placement and received 1,000,000 Placement Options free attaching to his Placement Shares on a 1:1 basis (comprising 0.001% of the Company on a fully diluted basis as at the date of this Notice);
- (c) other than as noted in Section 5.4(b) above, 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;
- (d) the maximum number of Tranche 1 Placement Options to be issued is 73,885,715 as the Options will be issued free attaching with the Placement Shares issued under Tranche 1 of the Placement on a one-for-one basis;
- (e) the Tranche 1 Placement Options will be issued on the terms and conditions set out in Schedule 1;
- (f) the Tranche 1 Placement 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 Placement Options will occur on the same date;
- (g) the issue price will be nil per Tranche 1 Placement Options as the Placement Options will be issued free-attaching with the Placement Shares on a one-for-one basis. The Company will not receive any other consideration for the issue of the Tranche 1 Placement Options (other than in respect of funds received on exercise of the Tranche 1 Placement Options);
- (h) the purpose of the issue of the Tranche 1 Placement Options is to incentivise Unrelated Placement Participants to partake in the Placement. The Company intends to apply the funds raised from the Placement in the ways summarised at Section 1.3;
- (i) the Placement Options are not being issued under an agreement; and

- (j) the Placement Options are not being issued under, or to fund, a reverse takeover.

6. RESOLUTION 9 – APPROVAL TO ISSUE LEAD MANAGER OPTIONS

6.1 General

As summarised in Section 1.4 above, the Company is proposing to issue 12,000,000 Options on the same terms as the Placement Options, to the Joint Lead Managers as part consideration for lead manager services provided by the Joint Lead Managers in respect of the Placement (**Lead Manager Options**).

6.2 Listing Rule 7.1

As summarised in Section 2.2 above, 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 does not fit within any of the exceptions set out in Listing Rule 7.2. While the issue does not exceed the 15% limit in Listing Rule 7.1 and can therefore be made without breaching that rule, the Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder approval pursuant to Listing Rule 7.1 so that it does not use up any of its 15% placement capacity under Listing Rule 7.1.

6.3 Technical information required by Listing Rule 14.1A

If Resolution 9 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 9 is not passed, the Company will not be able to proceed with the issue of the Lead Manager Options. The Company will therefore be in breach of the Lead Manager Mandate and may need to offer alternative forms of consideration to the Joint Lead Managers.

Resolution 9 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Lead Manager Options.

6.4 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 9:

- (a) the Lead Manager Options will be issued to the Joint Lead Managers (or their nominees) equally between them on Company introduced funds, and then pro-rata to the respective contribution of each Joint Lead Manager;
- (b) the maximum number of Lead Manager Options to be issued is 12,000,000. The terms and conditions of the Lead Manager Options are set out in Schedule 1;

- (c) 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;
- (d) the issue price of the Lead Manager Options will be \$0.00001, in consideration for lead manager services provided by the Joint Lead Managers;
- (e) the purpose of the issue of the Lead Manager Options is to satisfy the Company's obligations under the Lead Manager Mandate. A summary of the material terms of the Lead Manager Mandate is set out in Section 1.4; and
- (f) the Lead Manager 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.

Company means Minbos Resources Limited (ACN 141 175 493).

Constitution means the Company's constitution.

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

CPS Capital means CPS Capital Group Pty Ltd AFSL: 294848.

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

Joint Lead Managers means CPS Capital and PAC Partners.

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.

Lead Manager Options has the meaning given to it in Section 1.4.

Listing Rules means the Listing Rules of ASX.

Notice or **Notice of Meeting** 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.

PAC Partners means PAC Partners Securities Pty Ltd ABN 68 623 653 912. .

Participation has the meaning given to it in Section 3.1.

Participation Options has the meaning given to it in Section 3.1.

Participation Securities has the meaning given to it in Section 3.1.

Participation Shares has the meaning given to it in Section 3.1.

Placement has the meaning given to it in Section 1.1.

Placement Options has the meaning given to it in Section 1.1.

Placement Securities means Placement Shares and Placement Options.

Placement Shares has the meaning given to it in Section 1.1.

Proxy Form means the proxy form accompanying the Notice.

Related Parties has the meaning given to it in Section 1.1.

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

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

Unrelated Placement Participants has the meaning given to it in Section 1.1.

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

SCHEDULE 1 - TERMS OF THE PLACEMENT OPTIONS AND THE LEAD MANAGER OPTIONS

(a) **Entitlement**

Each Option entitles the holder to subscribe for one (1) Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i) the amount payable upon exercise of each Option will be \$0.07 (**Exercise Price**)

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on the date that is two (2) years from the date of issue (**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**

A 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.



Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Minbos Resources Limited | ABN 93 141 175 493

Your proxy voting instruction must be received by **10.00am (AWST) on Sunday, 16 June 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 Key Management Personnel.

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.



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