

19 August 2024

Dear Shareholder

General Meeting – Notice and Proxy Form

Notice is given that a General Meeting (**Meeting**) of Shareholders of Triangle Energy (Global) Limited (ACN 110 411 428) (**Company**) will be held as follows:

Time and date: 10:00am (Perth time) on Thursday, 19 September 2024

Location: Nexia Perth (Company Secretarial office of Triangle Energy (Global) Ltd), Level 3, 88 William Street, Perth, Western Australia

As permitted by the Corporations Act 2001 (*Cth*), the Company will not be dispatching physical copies of the Notice of Meeting unless the shareholder has made a valid election to receive documents in hard copy. Instead, the Notice of Meeting and accompanying explanatory statement (**Meeting Materials**) are being made available to shareholders electronically and can be viewed and downloaded at the following link: <https://triangleenergy.com.au/category/asx-announcements/>.

For those shareholders that have not elected to receive notices by email, a copy of your personalised Proxy Form is enclosed for your convenience. Please complete and return the attached Proxy Form to the Company's share registry, Automic, using any of the following methods:

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

By Mail: Automic, GPO Box 5193, Sydney, NSW, 2001, Australia

In Person: Automic, Level 5, 126 Phillip Street, Sydney, NSW

By Fax: 02 8583 3040 (within Australia) or +61 2 8583 3040 (outside Australia)

By Email: meetings@automicgroup.com.au

Your proxy voting instruction must be received by 10:00am (Perth time) on Tuesday, 17 September 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.

The Company strongly encourages all shareholders to submit their personalised Proxy Form as instructed prior to the Meeting.

The Meeting Materials should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

If you have difficulties obtaining a copy of the Meeting Materials, please contact the Company's share registry, Automic, on 1300 288 664 (within Australia) or + 61 2 9698 5414 (outside Australia).

Authorised for release, on behalf of the Board of Directors, by:

(Signed electronically without signature)

Henko Vos
Company Secretary



TRIANGLE ENERGY (GLOBAL) LIMITED

ACN 110 411 428

NOTICE OF GENERAL MEETING EXPLANATORY STATEMENT AND PROXY FORM

TIME: 10:00am (WST)

DATE: Thursday, 19 September 2024

PLACE: Nexia Perth (Company Secretarial office of Triangle Energy (Global) Ltd)
Level 3
88 William Street
Perth WA 6000

Shareholders are urged to attend or vote by lodging the proxy form accompanying this Notice of General Meeting.

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

Should you wish to discuss the matters in this Notice of General Meeting please do not hesitate to contact the Company Secretary on (+61 8) 9463 2463.

IMPORTANT INFORMATION

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IMPORTANT DATES

An indicative timetable of key proposed dates is set out below. These dates are indicative only and are subject to change.

Event	Date
Last day for receipt of Proxy Forms – Proxy Forms received after this time will be disregarded	10:00am (WST) on Tuesday, 17 September 2024
Snapshot date for eligibility to vote	5:00pm (WST) on Tuesday, 17 September 2024
General Meeting	10:00am (WST) on Thursday, 19 September 2024

DEFINED TERMS

Capitalised terms used in this Notice of General Meeting will, unless the context otherwise requires, have the same meaning given to them in the Glossary set out in the Explanatory Statement.

IMPORTANT INFORMATION

The Board of Directors have elected to hold a physical meeting and have undertaken to implement certain protocols and practices to ensure the safe conduct of the General Meeting in line with general health advisory recommendations.

VOTING

The General Meeting will be a physical meeting held at **Nexia Perth (Company Secretarial office of Triangle Energy (Global) Ltd), Level 3, 88 William Street, Perth WA 6000**, at which Shareholders may attend in person or by proxy. In compliance with ASX guidelines, each Resolution will be decided by poll, based on proxy votes and by votes from Shareholders in attendance at the General Meeting.

Shareholders are strongly encouraged to vote by lodging the proxy form attached to this Notice of General Meeting in accordance with the instructions set out on that form by no later than 10:00am (WST) on Tuesday, 17 September 2024.

NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of Shareholders will be held at **10:00am (WST)** on **Thursday, 19 September 2024** at **Nexia Perth (Company Secretarial office of Triangle Energy (Global) Ltd), Level 3, 88 William Street, Perth, Western Australia.**

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

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders of the Company at **5:00pm (WST)** on **Tuesday, 17 September 2024.**

AGENDA

1. Resolution 1 – Ratification of prior issue of Corporate Advisory Options under Listing Rule 7.1

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

“That, under and for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders hereby ratify the issue by the Company of Corporate Advisory Options to the Corporate Advisor and/or its nominee(s) of 35,000,000 Unlisted Options, each exercisable at \$0.03 on or before 8 January 2027, utilising the Company’s placement capacity under Listing Rule 7.1, in the manner and on the terms and conditions set out in the Explanatory Statement.”

2. Resolution 2 – Approval to issue Placement Options to 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, Shareholders approve the issue by the Company of 266,666,667 Placement Options to Placement Participants, each exercisable at \$0.025 on or before 30 June 2025, in the manner and on the terms and conditions set out in the Explanatory Statement.”

3. Resolution 3 – 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 ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue by the Company of 10,000,000 Lead Manager Options to the Lead Manager and/or its nominee(s), each exercisable at \$0.025 on or before 30 June 2025, in the manner and on the terms and conditions set out in the Explanatory Statement.”

BY ORDER OF THE BOARD

Henko Vos
Company Secretary

Dated: 15 August 2024

VOTING EXCLUSIONS

ASX LISTING RULES VOTING EXCLUSION STATEMENTS

For the purposes of Listing Rule 14.11, the following voting exclusion statements apply to the Resolutions.

The Company will disregard any votes cast in favour of the following Resolutions by or on behalf of the following persons or an Associate of those persons.

Resolution	Excluded persons	Exception
Resolution 1	The Corporate Advisor (Salient Corporate Pty Ltd), and any nominee of the Corporate Advisor to whom the Corporate Advisory Options were issued.	<p>However, this does not apply to a vote cast in favour of the above Resolutions by:</p> <ul style="list-style-type: none"> (a) the person as proxy or attorney for a person who is entitled to vote on a Resolution, in accordance with directions given to the proxy or attorney to vote on a Resolution in that way; or (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on a Resolution, in accordance with a direction given to the Chair to vote on a 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 providing the following conditions are met: <ul style="list-style-type: none"> (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 a Resolution; and (ii) the holder votes on a Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.
Resolution 2	The Placement Participants and any Associate of a Placement Participant, and any other person who will obtain a material benefit as a result of the issue of the Placement Shares (except a benefit received solely by reason of being a Shareholder in the Company).	
Resolution 3	The Lead Manager (Euroz Hartleys Limited), and any nominee of the Lead Manager who may be granted Lead Manager Options and any other person who will obtain a material benefit as a result of the proposed issue of Lead Manager Options (except a benefit solely by reason of being a holder of Shares).	

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The General Meeting of the Shareholders to which this Notice of General Meeting relates will be held at **10:00am (WST) on Thursday, 19 September 2024** at:

Nexia Perth (Company Secretarial office of Triangle Energy (Global) Ltd)

Level 3

88 William Street

Perth, Western Australia

YOUR VOTE IS IMPORTANT

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

VOTING IN PERSON

To vote in person, attend the General Meeting on the date and at the place or method set out above.

VOTING BY PROXY

The Proxy Form (and any power of attorney or other authority, if any, under which it is signed) must be received at an address below, or by fax or email by on **10:00am (WST) on Tuesday, 17 September 2024**.

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

By mail: Automic, GPO Box 5193, Sydney, NSW, 2001, Australia

In person: Automic, Level 5, 126 Phillip Street, Sydney, NSW

By fax: 02 8583 3040 (within Australia) or +61 2 8583 3040 (outside Australia)

By email: meetings@automicgroup.com.au

A Proxy Form received after that time will not be valid.

APPOINTMENT OF A PROXY

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy. The proxy may, but need not be, a Shareholder.

The Company encourages Shareholders to appoint the Chairperson as your proxy. To do so, mark the appropriate box on the Proxy Form. If the person you wish to appoint as your proxy is someone other than the Chairperson, please write the name of that person in the space provided on the Proxy Form. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairperson will be your proxy.

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, you may photocopy the Proxy Form or an additional Proxy Form may be obtained by telephoning Automic Share Registry on 1300 288 664 (within Australia) or +61 (2) 9698 5414 (outside Australia).

Please note, it is recommended Shareholders complete the attached proxy form and send to the Company via the communication methods outlined above.

To appoint a second proxy you must, on each Proxy Form, state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

CORPORATE SHAREHOLDERS

Corporate Shareholders should comply with the execution requirements set out on the proxy form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:

- (a) two directors of the company;
- (b) a director and a company secretary of the company; or
- (c) for a proprietary company that has a sole director who is also the sole company secretary, that director.

Corporate Representatives

A corporation may elect to appoint an individual to act as its representative in accordance with Section 250D of the Corporations Act, in which case the Company will require a certificate of appointment of the corporate representative executed in accordance with the Corporations Act. The certificate of appointment must be lodged with the Company and/or the Company's share registry before the Meeting or at the registration desk on the day of the Meeting.

OTHER MATTERS

Votes on Resolutions

You may direct your proxy how to vote by placing a mark in the 'FOR', 'AGAINST' or 'ABSTAIN' box opposite the Resolution. All your votes will be cast in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on the Resolution by inserting the percentage or number of Shares you wish to vote in the appropriate boxes. If you do not mark any of the boxes next to a Resolution, your proxy may vote as he or she chooses. If you mark more than one box on the Resolution, your vote will be invalid.

Chairperson Voting Undirected Proxies

If the Chairperson is your proxy, the Chairperson will cast your votes in accordance with your directions on the Proxy Form. If you do not mark any of the boxes on the Resolutions, then you expressly authorise the Chairperson to vote your undirected proxies at his/her discretion.

As at the date of this Notice of General Meeting, the Chairperson intends to vote undirected proxies **FOR** each of the Resolutions. In exceptional cases the Chairperson's intentions may subsequently change and in this event, the Company will make an announcement to the market.

Voting Entitlement (Snapshot Date)

For the purposes of determining voting and attendance entitlements at the Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at **5:00pm (WST) on Tuesday, 17 September 2024**. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Questions from Shareholders

Questions for the Board can be submitted in the same manner as outlined above for the lodgement of Proxy Forms and must be received by no later than **5:00pm (WST) on Tuesday, 17 September 2024**.

The Board will endeavour to prepare answers to these questions, where necessary they will be moderated and curated to cover common ground.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the General Meeting to be held at **10:00am (WST) on Thursday, 19 September 2024 at Nexia Perth (Company Secretarial office of Triangle Energy (Global) Ltd), Level 3, 88 William Street, Perth, Western Australia.**

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on all the Resolutions in the accompanying Notice of General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of General Meeting.

Capitalised terms in this Explanatory Statement are defined in the Glossary or otherwise in the Explanatory Statement.

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF CORPORATE ADVISORY OPTIONS

1.1 Background

On 8 July 2024, the Company announced the issue of 35,000,000 unlisted Options (**Corporate Advisory Options**) to Salient Corporate Pty Ltd (**Salient Corporate**) for the provision of corporate advisory services rendered by a non-related service provider.

1.2 Corporate Advisory Agreement

The Company and Salient Corporate entered into an agreement (**Corporate Advisory Agreement**) whereby Salient Corporate would provide corporate advisory services to the Company.

The Company wishes to conserve as much cash as possible and the issue of 35,000,000 Corporate Advisory Options was made in lieu of a cash fee otherwise payable to Salient Corporate.

The term of the Corporate Advisory Agreement is for a period of 12 months from 28 June 2024. At the end of the 12-month period, the term of the Corporate Advisory Agreement will continue on an ongoing basis unless terminated by either party giving 3 months written notice.

The Corporate Advisory Agreement also contained other standard terms associated with a standard agreement for the provision of corporate advisory services.

1.3 Requirement for Shareholder Approval

As described in Section 1.1 above, the Company has issued a total of 35,000,000 Corporate Advisory Options to Salient Corporate using its issuing capacity under Listing Rule 7.1.

Salient Corporate is not a Related Party of the Company.

Resolution 1 is an ordinary resolution seeking approval by Shareholders for the ratification of the issue of the 35,000,000 Corporate Advisory Options for the purpose of Listing Rule 7.4, and for all other purposes.

If Resolution 1 is approved, the issue under the Resolution 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, it will not restore the Company's discretionary power to issue further shares up to 15% of the issued capital of the Company under Listing Rule 7.1. This could have negative impacts on the Company's ability to raise funds utilising its available placement capacity.

1.4 ASX Listing Rules 7.1 and 7.4 Information Requirements

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 provides that a company must not issue or agree to issue during any 12-month period any equity securities, or other securities with rights to conversion to equity, if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12-month period without shareholder approval.

Listing Rule 7.4 provides that where an issue of securities made without Shareholder approval under Listing Rule 7.1 is subsequently approved by Shareholders (and the issue did not breach Listing Rule 7.1), the issue of securities will be treated as having been made with approval for the purpose of Listing Rule 7.1.

By ratifying the issue of equity securities, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity under Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If the issue of the Corporate Advisory Options is not ratified, the Company will not have this flexibility until 12 months from the date of issue has passed.

1.5 ASX Listing Rule 7.5 Information Requirements

In accordance with the disclosure requirements of Listing Rule 7.5, the following information is provided in relation to Resolution 1:

(a) **Persons to whom the securities were issued or the basis on which those persons were determined**

The Corporate Advisory Options were issued to Salient Corporate Pty Ltd, a Non-related party of the Company.

(b) **The number and class of securities issued**

The Company issued 35,000,000 Corporate Advisory Options, being unlisted options to subscribe for Shares, utilising the Company's placement capacity under Listing Rule 7.1.

(c) **A summary of the material terms of the securities**

The Corporate Advisory Options are unlisted options, exercisable at \$0.03 each and expiring on 8 January 2027. Each Corporate Advisory Option is exercisable into one Share that ranks equally with all existing Shares on issue.

The material terms of the Corporate Advisory Options are set out in Schedule 1.

(d) **The date on which the securities were issued**

The Corporate Advisory Options in respect of Resolution 1 were issued by the Company on 8 July 2024.

(e) **The price or consideration the entity has received or will receive for the issue**

The Corporate Advisory Options were issued at a nominal subscription price of \$0.00001 each, in consideration for the provision of corporate advisory services from Salient Corporate. The Company will not receive any other consideration for the issue of the Corporate Advisory Options (other than in respect of funds received on exercise of the Corporate Advisory Options).

The issue of the Corporate Advisory Options will raise a nominal amount of \$350.00.

(f) **The purpose of issue and the use or intended use of the funds raised**

The purpose of the issue of the Corporate Advisory is to conserve available cash otherwise used by the Company for the provision of corporate advisory services by Salient Corporate. If all of the Corporate Advisory Options are exercised prior to expiry, the Company will raise up to \$1,050,000 and anticipates it will use those funds for working capital purposes as required at that time.

- (g) **If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement**

The material terms of the Corporate Advisory Agreement are described in Section 1.2 of this Notice.

- (h) **A voting exclusion statement**

A voting exclusion statement in respect of Resolution 1 is included in this Notice.

1.6 Directors' recommendation – Resolution 1

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1 as it will assist the Company in conserving its cash which would otherwise have been used as payment for the provision of corporate advisory services and in addition, it will enable the Company to raise up to \$1,050,000 in funds shall all Corporate Advisory Options be exercised prior to their expiry date.

2. RESOLUTION 2 – APPROVAL TO ISSUE PLACEMENT OPTIONS TO PLACEMENT PARTICIPANTS

2.1 Background

On 30 July 2024, the Company announced that it had received firm commitments from various sophisticated and professional investors identified by Euroz Hartleys Limited (**Lead Manager**) to raise \$4,000,000 (before costs) (**Placement**) through the issue of a total of 266,666,667 Shares in the Company at an issue price of \$0.015 per Share (**Placement Shares**).

The Company also proposes to issue 1 (one) attaching listed Option (ASX:TEGO) for every 1 (one) Placement Share subscribed for in the Placement, each exercisable at \$0.025 cents with an expiry date of 30 June 2025 (**Placement Options**), subject to Shareholder approval.

A total of 266,666,667 Placement Options are proposed to be issued to the Placement Participants.

Resolution 2 is an ordinary resolution seeking approval by Shareholders for the proposed issue of 266,666,667 Placement Options to Placement Participants.

2.2 ASX Listing Rule 7.1

As summarised in Section 1.4 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 Options does not fall within any exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires approval of the Company's Shareholders under Listing Rule 7.1.

To that end, Resolution 2 seeks the required Shareholder approval for the issue under and for the purposes of Listing Rule 7.1.

2.3 Technical Information required by Listing Rule 14.1A

If Resolution 2 is passed, the Company will be able to proceed with the issue of Placement Options to the Placement Participants, and the Company will potentially raise up to \$6,666,666.68 on the exercise of Placement Options if all Placement Options are exercised before their expiry date. In addition, the issue 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 2 is not passed, the Company will not be able to proceed with the issue of the Placement Options and consequently, the Company will not potentially raise up to \$6,666,666.68 on the exercise of the Placement Options.

2.4 ASX Listing Rule 7.3 Information Requirements

In accordance with the disclosure requirements of Listing Rule 7.3, the following information is provided in relation to Resolution 2:

(a) **Persons to whom the securities were issued or the basis on which those persons were determined**

The Placement Options under Resolution 2 are proposed to be issued to the Placement Participants.

The Placement Shares were issued to Placement Participants, being various sophisticated and professional investors identified by the Lead Manager and who are not Related Parties of the Company.

Each Placement Participant is a sophisticated or professional investor within the meaning of Section 708(8), (10), (11) or (12) of the Corporations Act, being an investor to whom securities may be issued without a prospectus or other disclosure document.

None of the Placement Participants is:

- (i) a Director or other Related Party of the Company;
- (ii) a member of key management personnel;
- (iii) an advisor of the Company;
- (iv) an associate of any of the above, nor
- (v) a substantial Shareholder of the Company.

(b) **The number and class of securities issued**

266,666,667 Placement Options are to be issued, being options to subscribe for Shares, to Placement Participants under Resolution 2.

(c) **A summary of the material terms of the securities**

The Placement Options are listed options quoted on ASX (ASX:TEGO), exercisable at \$0.025 each and expiring on 30 June 2025. Each Placement Option is exercisable into one Share that ranks equally with all existing Shares on issue.

The material terms of the Placement Options are set out in Schedule 2.

(d) **The date on which the securities will be issued**

The Company anticipates that the Placement Options will be issued on a date shortly following the conclusion of the Meeting, and in any event no later than 3 months after the date of the Meeting.

(e) **The price or consideration the entity has received or will receive for the issue**

The Placement Options will be issued at nil issue price, being attaching options to the Placement. The Company will not receive any other consideration for the issue of the Placement Options (other than in respect of funds received on exercise of the Placement Options).

(f) **The purpose of issue and the use or intended use of the funds raised**

The purpose of the issue of the Placement Options is to incentivise participation in the Placement. If all of the Placement Options are exercised prior to expiry, the Company will raise up to \$6,666,666.68 from the exercise of the Placement Options issued to the Placement Participants, and anticipates it will use those funds for working capital purposes as required at that time.

(g) **If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement**

The Placement Options will not be issued under any agreement.

(h) **A voting exclusion statement**

A voting exclusion statement in respect of Resolution 2 is included in this Notice.

2.5 Directors' recommendation – Resolution 2

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2 as it will enable the Company to raise up to \$6,666,666.68 in funds for the Company if the Placement Options are issued and all are exercised prior to their expiry date.

3. RESOLUTION 3 – APPROVAL TO ISSUE LEAD MANAGER OPTIONS

3.1 Background

Euroz Hartleys Limited (**Euroz Hartleys**) acted as Lead Manager to the Placement described in Section 2.1 above. In accordance with a lead manager agreement, the fee payable to Euroz Hartleys for lead manager services performed includes the grant of 10,000,000 listed Options (ASX:TEGO) (**Lead Manager Options**).

Resolution 3 is an ordinary resolution seeking approval by Shareholders for the proposed issue of the Lead Manager Options.

3.2 Lead Management Agreement

The Company and Euroz Hartleys entered into an agreement (**Lead Management Agreement**) pursuant to which the Lead Manager was engaged to manage the Placement and to provide corporate advisory and capital raising services in respect of the capital raising under the Placement.

Pursuant to the terms of the Lead Management Agreement, Euroz Hartleys was engaged on an exclusive basis to:

- (a) determine investor demand for the Placement;
- (b) solicit bids from institutional and professional investors to the Placement;
- (c) advise on the pricing for the Placement; and
- (d) manage and co-ordinate the Placement.

For performing these services, Euroz Hartleys as the Lead Manager:

- (a) will receive a management fee of 6% (plus GST) of the gross funds of the Placement, being a fee of \$240,000; and
- (b) be granted the Lead Manager Options, subject to Shareholder approval of Resolution 3.

The Lead Manager will also be reimbursed for its out-of-pocket expenses and external legal expenses incurred in connection with the Placement.

3.3 ASX Listing Rule 7.1

As outlined in Section 1.4 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 issue of the Lead Manager Options does not fall within any exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires approval of Shareholders under Listing Rule 7.1.

To that end, Resolution 3 seeks the required Shareholder approval for the issue of the Lead Manager Options under and for the purposes of Listing Rule 7.1.

3.4 Technical Information required by Listing Rule 14.1A

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Lead Manager Options, increasing the total number of Options on issue. If all the Lead Manager Options are exercised prior to expiry, the Company will raise up to \$250,000 on receipt of the exercise price for the Lead Manager Options and the Company anticipates it will use those funds for working capital purposes as required at that time.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Lead Manager Options to the Lead Manager or their nominee(s). In this scenario, the Company will be required to satisfy its obligation to issue Lead Manager Options in another manner. In this eventuality, the Lead Manager may be less inclined to assist the Company in its future capital raising endeavours.

3.5 ASX Listing Rule 7.3 Information Requirements

In accordance with the disclosure requirements of Listing Rule 7.3, the following information is provided in relation to Resolution 3:

(a) **The names of the persons to whom securities will be issued or the basis on which those persons were determined**

The Lead Manager Options are proposed to be issued to the Lead Managers, Euroz Hartleys Limited (or its nominee(s)).

The Lead Manager is not a Related Party of the Company.

(b) **The number and class of securities to be issued**

The Company agreed to issue 10,000,000 Lead Manager Options, being options to subscribe for Shares.

(c) **A summary of the material terms of the securities**

The Lead Manager Options will be issued on the same terms as the Placement Options, being listed Options (ASX:TEGO) with an exercise price of \$0.025 each and expiring on 30 June 2025.

The material terms of the Lead Manager Options are set out in Schedule 3.

(d) **The date on which the securities will be issued**

The Lead Manager Options will be issued as soon as possible after the Meeting and in any event no later than three 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).

(e) **The price or consideration the entity has received or will receive for the issue**

The Lead Manager Options are to be issued at a nominal subscription price of \$0.00001 each, in consideration for services performed by the Lead Manager under the Lead Management Agreement for the Placement.

The issue of the Lead Manager Options will raise a nominal amount of \$100.00.

(f) **The purpose of the issue, including use or intended use of the funds raised**

The purpose of the issue of the Lead Manager Options is to satisfy the Company's obligations under the Lead Management Agreement.

If all the Lead Manager Options are exercised prior to expiry, the Company will raise up to \$250,000 and anticipates it will use those funds for working capital purposes as required at that time.

(g) **If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement**

The Lead Manager Options are proposed to be issued pursuant to the Lead Management Agreement, the material terms of which are summarised at Section 3.2 above.

(h) **A voting exclusion statement**

A voting exclusion statement in respect of Resolution 3 is included in this Notice.

3.6 Directors' recommendation – Resolution 3

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3 as it will assist the Company in conserving its cash which would otherwise have been used as payment for the provision of capital raising services and in addition, it will enable the Company to raise up to \$250,000 in funds for the Company if all Lead Manager Options are exercised prior to their expiry date.

GLOSSARY OF DEFINED TERMS

In the Notice and this Explanatory Statement, words importing the singular include the plural and vice versa, and unless the context otherwise requires:

\$ means Australian dollars.

Associate has the meaning given to that term in the Listing Rules.

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

Board means the 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.

Chairperson or **Chair** means the person appointed to chair the Meeting convened by the Notice.

Company means Triangle Energy (Global) Limited (ACN 110 411 428).

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

Corporate Advisor means Salient Corporate Pty Ltd (ACN 617 993 503).

Corporate Advisory Options means the Options granted by the Company to the Corporate Advisor as described in Section 1.1 (and the subject of Resolution 1) on terms set out in Schedule 1.

Director means a director of the Company.

Equity Securities has the same meaning as in the Listing Rules.

Explanatory Statement means the explanatory statement which accompanies and forms part of the Notice of General Meeting.

General Meeting or **Meeting** means the general meeting of Shareholders or any adjournment thereof, convened by the Notice of General Meeting.

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 means Euroz Hartleys Limited (ACN 104 195 057).

Lead Manager Options means the Options proposed to be granted by the Company to the Lead Manager as described in Section 3.1 (and the subject of Resolution 3) on terms set out in Schedule 3.

Listing Rules means the official listing rules of ASX, as amended from time to time.

Notice or **Notice of General Meeting** means the Notice of General Meeting which accompanies this Explanatory Statement.

Option means an option to acquire a Share.

Placement means the placement and issue of a total of 266,666,667 Shares and 266,666,667 Options to the Placement Participants.

Placement Options means the Options proposed to be granted by the Company to Placement Participants as described in Sections 2.1 and 2.4 (and the subject of Resolution 2), on terms set out in Schedule 2.

Placement Participants means the sophisticated and professional investors identified by the Lead Manager to whom the Placement Shares were issued, as described in Section 2.4.

Placement Shares means the 266,666,667 Shares issued to Placement Participants on 6 August 2024, as described in Sections 2.1 and 2.4.

Proxy Form means the proxy form accompanying to the Notice of General Meeting.

Related Party is defined in section 228 of the Corporations Act.

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

Schedule means a schedule to this Notice of General Meeting.

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 in the Company.

Share Registry means Automic Pty Ltd (ACN 152 260 814).

WST means Australian Western Standard Time, being the time observed in Perth, Western Australia.

SCHEDULE 1 – TERMS OF CORPORATE ADVISORY OPTIONS

The Corporate Advisory Options (**Corporate Advisory Options**) are to be issued on the following terms:

1. **Entitlement:** Each Corporate Advisory Option entitles the holder, being Salient Corporate Pty Ltd or its nominee (**Salient Corporate**) to subscribe for one fully paid ordinary Share in the Company.
2. **Payment on grant:** Salient Corporate is required to pay \$0.00001 on the grant of each Corporate Advisory Option.
3. **Exercise price:** The exercise price of each Corporate Advisory Option is A\$0.03 (**Exercise Price**).
4. **Expiry date for Corporate Advisory Options:** Each Corporate Advisory Option may be exercised at any time before 5:00pm (WST) on 8 January 2027 (**Expiry Date**). Any Corporate Advisory Option not exercised by the Expiry Date will automatically expire.
5. **Holding statement:** The Company must give Salient Corporate, the Option Holder a holding statement stating:
 - (a) the number of Corporate Advisory Options issued to Salient Corporate;
 - (b) the Exercise Price of the Corporate Advisory Options; and
 - (c) the date of issue of the Corporate Advisory Options.
6. **Transfer:**
 - (a) The Corporate Advisory Options are transferable, subject to applicable law.
 - (b) Subject to the Listing Rules and the Corporations Act, Salient Corporate may transfer some or all of the Corporate Advisory Options at any time before the Expiry Date by:
 - (i) a proper ASTC regulated transfer (as defined in the Corporations Act) or any other method permitted by the Corporations Act; or
 - (ii) a prescribed instrument of transfer.
 - (c) An instrument of transfer of a Corporate Advisory Option must be:
 - (i) in writing;
 - (ii) in any usual form or in any other form approved by the Directors that is otherwise permitted by law;
 - (iii) subject to the Corporations Act, executed by or on behalf of the transferor, and if required by the Company, the transferee; and
 - (iv) delivered to the Company, at the place where the Company's register of option holders is kept, together with the certificate (if any) of the Corporate Advisory Option to be transferred and any other evidence as the Directors require to prove the title of the transferor to that Corporate Advisory Option, the right of the transferor to transfer that Corporate Advisory Option and the proper execution of the instrument of transfer.
7. **Quotation of Options:** The Corporate Advisory Options are not quoted on the ASX.
8. **Quotation of Shares:** The Company will apply to ASX for quotation of the Shares issued on exercise of the Corporate Advisory Options.
9. **New issues:** Salient Corporate is not entitled to participate in any new issue of Securities in the Company unless it has exercised its Corporate Advisory Options before the record date for determining entitlements to the new issue of Securities and participate as a result of holding Shares. The Company must give Salient Corporate notice of the proposed terms of the issue or offer in accordance with the Listing Rules. In the event of a pro rata issue, except a bonus issue, the Exercise Price and the number of underlying Shares over which the Corporate Advisory Options are exercisable will not change.
10. **Bonus issues:** If the Company makes a bonus issue of Shares or other Securities to Shareholders (except an issue in lieu of dividends or by way of dividend reinvestment) and a Share has not been issued in respect of the Corporate Advisory Option before the record date for determining entitlements to the issue, then the number of underlying Shares over which the Corporate Advisory Option is exercisable will be increased by the number of Shares which Salient Corporate would have received if Salient Corporate had exercised the Option before the record date for determining entitlements to the issue.

11. Reorganisation:

- (a) If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, then the rights of Salient Corporate (including the number of Corporate Advisory Options to which Salient Corporate is entitled to and the Exercise Price) will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
- (b) Any calculations or adjustments which are required to be made will be made by the Company's Board and will, in the absence of manifest error, be final and conclusive and binding on the Company and Salient Corporate.
- (c) The Company must, within a reasonable period, give Salient Corporate notice of any change to the Exercise Price of any Corporate Advisory Options held by Salient Corporate or the number of Shares which Salient Corporate is entitled to subscribe for on exercise of a Corporate Advisory Option.

12. Exercise of Corporate Advisory Options:

- (a) To exercise the Corporate Advisory Options, Salient Corporate must give the Company or its Securities Registry, at the same time:
 - (i) a written exercise notice (in the form approved by the board of the Company from time to time) specifying the number of Corporate Advisory Options being exercised and Shares to be issued;
 - (ii) payment of the Exercise Price for the Shares, the subject of the exercise notice, by way of bank cheque or by other means of payment, approved by the Company; and
 - (iii) any certificate for the Corporate Advisory Options.
- (b) Salient Corporate may only exercise Corporate Advisory Options in multiples of 10,000 Options unless Salient Corporate exercises all Corporate Advisory Options held.
- (c) Corporate Advisory Options will be deemed to have been exercised on the date the exercise notice and Exercise Price are received by the Company.
- (d) If Salient Corporate exercises less than the total number of Corporate Advisory Options registered in its name:
 - (i) Salient Corporate must surrender their Corporate Advisory Option certificate (if any); and
 - (ii) the Company must cancel the Corporate Advisory Option certificate (if any) and issue Salient Corporate a new Corporate Advisory Option certificate or Holding Statement stating the remaining number of Corporate Advisory Options held by the Option Holder.

13. Issue of Shares on exercise of Options: Within ten (10) business days after the later of the following:

- (a) receipt of a Notice of Exercise given in accordance with these terms and conditions and payment of the Exercise Price for each Corporate Advisory Option being exercised; and
- (b) when excluded information in respect of the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information. If there is no such information, the relevant date will be the date of receipt of a Notice of Exercise as detailed in paragraph 12(a)(i) above,

the Company will:

- (c) allot and issue the Shares pursuant to the exercise of the Corporate Advisory Options;
- (d) if required, as soon as reasonably practicable after the issue of Shares on the exercise of Corporate Advisory Options, 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
- (e) apply for official quotation on ASX of Shares issued pursuant to the exercise of the Corporate Advisory Options.

14. Governing law: These terms and the rights and obligations of Salient Corporate as an Option Holder are governed by the laws of Western Australia. Salient Corporate as the Option Holder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Western Australia.

SCHEDULE 2 – TERMS OF PLACEMENT OPTIONS

The Placement Options (**Options**) are to be issued on the following terms:

1. **Entitlement:** Each Option entitles the holder (**Option Holder**) to subscribe for one fully paid ordinary Share in the Company.
2. **No payment on grant:** The Option Holder is not required to pay any amount on the grant of an Option.
3. **Exercise price:** The exercise price of each Option is A\$0.025 (**Exercise Price**).
4. **Expiry date for Placement Options:** Each Option may be exercised at any time before 5:00pm (WST) on 30 June 2025 (**Expiry Date**). Any Option not exercised by the Expiry Date will automatically expire.
5. **Holding statement:** The Company must give the Option Holder a holding statement stating:
 - (a) the number of Options issued to the Option Holder;
 - (b) the Exercise Price of the Options; and
 - (c) the date of issue of the Options.
6. **Transfer:**
 - (a) Options are transferable, subject to applicable law.
 - (b) Subject to the Listing Rules and the Corporations Act, the Option Holder may transfer some or all of the Options at any time before the Expiry Date by:
 - (i) a proper ASTC regulated transfer (as defined in the Corporations Act) or any other method permitted by the Corporations Act; or
 - (ii) a prescribed instrument of transfer.
 - (c) An instrument of transfer of an Option must be:
 - (i) in writing;
 - (ii) in any usual form or in any other form approved by the Directors that is otherwise permitted by law;
 - (iii) subject to the Corporations Act, executed by or on behalf of the transferor, and if required by the Company, the transferee; and
 - (iv) delivered to the Company, at the place where the Company's register of option holders is kept, together with the certificate (if any) of the Option to be transferred and any other evidence as the Directors require to prove the title of the transferor to that Option, the right of the transferor to transfer that Option and the proper execution of the instrument of transfer.
7. **Quotation of Options:** The Options are quoted on the ASX (ASX:TEGO).
8. **Quotation of Shares:** The Company will apply to ASX for quotation of the Shares issued on exercise of Options.
9. **New issues:** The Option Holder is not entitled to participate in any new issue to Shareholders of Securities in the Company unless it has exercised its Options before the record date for determining entitlements to the new issue of Securities and participate as a result of holding Shares. The Company must give the Option Holder notice of the proposed terms of the issue or offer in accordance with the Listing Rules. In the event of a pro rata issue, except a bonus issue, the Exercise Price and the number of underlying Shares over which the Options are exercisable will not change.
10. **Bonus issues:** If the Company makes a bonus issue of Shares or other Securities to Shareholders (except an issue in lieu of dividends or by way of dividend reinvestment) and a Share has not been issued in respect of the Option before the record date for determining entitlements to the issue, then the number of underlying Shares over which the Option is exercisable will be increased by the number of Shares which the Option Holder would have received if the Option Holder had exercised the Option before the record date for determining entitlements to the issue.

11. Reorganisation:

- (a) If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, then the rights of the Option Holder (including the number of Options to which the Option Holder is entitled to and the Exercise Price) will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
- (b) Any calculations or adjustments which are required to be made will be made by the Company's Board and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Option Holder.
- (c) The Company must, within a reasonable period, give to the Option Holder notice of any change to the Exercise Price of any Options held by the Option Holder or the number of Shares which the Option Holder is entitled to subscribe for on exercise of an Option.

12. Exercise of Options:

- (a) To exercise Options, the Option Holder must give the Company or its Securities Registry, at the same time:
 - (i) a written exercise notice (in the form approved by the board of the Company from time to time) specifying the number of Options being exercised and Shares to be issued;
 - (ii) payment of the Exercise Price for the Shares, the subject of the exercise notice, by way of bank cheque or by other means of payment, approved by the Company; and
 - (iii) any certificate for the Options.
- (b) The Option Holder may only exercise Options in multiples of 10,000 Options unless the Option Holder exercises all Options held by the Option Holder.
- (c) Options will be deemed to have been exercised on the date the exercise notice and Exercise Price are received by the Company.
- (d) If the Option Holder exercises less than the total number of Options registered in the Option Holder's name:
 - (i) the Option Holder must surrender their Option certificate (if any); and
 - (ii) the Company must cancel the Option certificate (if any) and issue the Option Holder a new Option certificate or Holding Statement stating the remaining number of Options held by the Option Holder.

13. Issue of Shares on exercise of Options: Within ten (10) business days after the later of the following:

- (a) receipt of a Notice of Exercise given in accordance with these terms and conditions and payment of the Exercise Price for each Option being exercised; and
- (b) when excluded information in respect of the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information. If there is no such information, the relevant date will be the date of receipt of a Notice of Exercise as detailed in paragraph 12(a)(i) above,

the Company will:

- (c) allot and issue the Shares pursuant to the exercise of the Options;
- (d) if required, as soon as reasonably practicable after the issue of Shares on the exercise of Options, 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
- (e) apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

14. Governing law: These terms and the rights and obligations of the Option Holder are governed by the laws of Western Australia. The Option Holder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Western Australia.

SCHEDULE 3 – TERMS OF LEAD MANAGER OPTIONS

The Lead Manager Options (**Lead Manager Options**) are to be issued on the following terms:

1. **Entitlement:** Each Lead Manager Option entitles the holder, being Euroz Hartleys Ltd or its nominee (**Euroz Hartleys**) to subscribe for one fully paid ordinary Share in the Company.
2. **Payment on grant:** Euroz Hartleys is required to pay \$0.00001 on the grant of each Lead Manager Option.
3. **Exercise price:** The exercise price of each Lead Manager Option is A\$0.025 (**Exercise Price**).
4. **Expiry date for Lead Manager Options:** Each Lead Manager Option may be exercised at any time before 5:00pm (WST) on 30 June 2025 (**Expiry Date**). Any Lead Manager Option not exercised by the Expiry Date will automatically expire.
5. **Holding statement:** The Company must give Euroz Hartleys, the Option Holder a holding statement stating:
 - (a) the number of Lead Manager Options issued to Euroz Hartleys;
 - (b) the Exercise Price of the Lead Manager Options; and
 - (c) the date of issue of the Lead Manager Options.
6. **Transfer:**
 - (a) The Lead Manager Options are transferable, subject to applicable law.
 - (b) Subject to the Listing Rules and the Corporations Act, Euroz Hartleys may transfer some or all of the Lead Manager Options at any time before the Expiry Date by:
 - (i) a proper ASTC regulated transfer (as defined in the Corporations Act) or any other method permitted by the Corporations Act; or
 - (ii) a prescribed instrument of transfer.
 - (c) An instrument of transfer of a Lead Manager Option must be:
 - (i) in writing;
 - (ii) in any usual form or in any other form approved by the Directors that is otherwise permitted by law;
 - (iii) subject to the Corporations Act, executed by or on behalf of the transferor, and if required by the Company, the transferee; and
 - (iv) delivered to the Company, at the place where the Company's register of option holders is kept, together with the certificate (if any) of the Lead Manager Option to be transferred and any other evidence as the Directors require to prove the title of the transferor to that Lead Manager Option, the right of the transferor to transfer that Lead Manager Option and the proper execution of the instrument of transfer.
7. **Quotation of Options:** The Lead Manager Options are quoted on the ASX (ASX:TEGO).
8. **Quotation of Shares:** The Company will apply to ASX for quotation of the Shares issued on exercise of the Lead Manager Options.
9. **New issues:** Euroz Hartleys is not entitled to participate in any new issue to Shareholders of Securities in the Company unless it has exercised its Lead Manager Options before the record date for determining entitlements to the new issue of Securities and participate as a result of holding Shares. The Company must give Euroz Hartleys notice of the proposed terms of the issue or offer in accordance with the Listing Rules. In the event of a pro rata issue, except a bonus issue, the Exercise Price and the number of underlying Shares over which the Lead Manager Options are exercisable will not change.
10. **Bonus issues:** If the Company makes a bonus issue of Shares or other Securities to Shareholders (except an issue in lieu of dividends or by way of dividend reinvestment) and a Share has not been issued in respect of the Lead Manager Option before the record date for determining entitlements to the issue, then the number of underlying Shares over which the Lead Manager Option is exercisable will be increased by the number of Shares which Euroz Hartleys would have received if Euroz Hartleys had exercised the Option before the record date for determining entitlements to the issue.

11. Reorganisation:

- (a) If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, then the rights of Euroz Hartleys (including the number of Lead Manager Options to which Euroz Hartleys is entitled to and the Exercise Price) will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
- (b) Any calculations or adjustments which are required to be made will be made by the Company's Board and will, in the absence of manifest error, be final and conclusive and binding on the Company and Euroz Hartleys.
- (c) The Company must, within a reasonable period, give Euroz Hartleys notice of any change to the Exercise Price of any Lead Manager Options held by Euroz Hartleys or the number of Shares which Euroz Hartleys is entitled to subscribe for on exercise of a Lead Manager Option.

12. Exercise of Lead Manager Options:

- (a) To exercise the Lead Manager Options, Euroz Hartleys must give the Company or its Securities Registry, at the same time:
 - (i) a written exercise notice (in the form approved by the board of the Company from time to time) specifying the number of Lead Manager Options being exercised and Shares to be issued;
 - (ii) payment of the Exercise Price for the Shares, the subject of the exercise notice, by way of bank cheque or by other means of payment, approved by the Company; and
 - (iii) any certificate for the Lead Manager Options.
- (b) Euroz Hartleys may only exercise the Lead Manager Options in multiples of 10,000 Options unless Euroz Hartleys exercises all Lead Manager Options held.
- (c) Lead Manager Options will be deemed to have been exercised on the date the exercise notice and Exercise Price are received by the Company.
- (d) If Euroz Hartleys exercises less than the total number of Lead Manager Options registered in its name:
 - (i) Euroz Hartleys must surrender their Lead Manager Option certificate (if any); and
 - (ii) the Company must cancel the Lead Manager Option certificate (if any) and issue Euroz Hartleys a new Lead Manager Option certificate or Holding Statement stating the remaining number of Lead Manager Options held by the Option Holder.

13. Issue of Shares on exercise of Options: Within ten (10) business days after the later of the following:

- (a) receipt of a Notice of Exercise given in accordance with these terms and conditions and payment of the Exercise Price for each Lead Manager Option being exercised; and
- (b) when excluded information in respect of the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information. If there is no such information, the relevant date will be the date of receipt of a Notice of Exercise as detailed in paragraph 12(a)(i) above,

the Company will:

- (c) allot and issue the Shares pursuant to the exercise of the Lead Manager Options;
- (d) if required, as soon as reasonably practicable after the issue of Shares on the exercise of Lead Manager Options, 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
- (e) apply for official quotation on ASX of Shares issued pursuant to the exercise of the Lead Manager Options.

14. Governing law: These terms and the rights and obligations of Euroz Hartleys as an Option Holder are governed by the laws of Western Australia. Euroz Hartleys as the Option Holder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Western Australia.

Your proxy voting instruction must be received by **10.00am (AWST) on Tuesday, 17 September 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.



BY MAIL:

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