

ASX release

26 September 2024

## Notice of Annual General Meeting

The 2024 Annual General Meeting (AGM) of Pioneer Credit Limited (ASX: PNC) will be held at 10 a.m. (AWST) on Thursday 31 October 2024.

The AGM will be conducted as a live webcast and shareholders can attend the meeting by logging in online (at <https://meetings.linkgroup.com/PNC24>), as per the instructions set out in the following Notice of AGM.

Managing Director, Keith John, will provide an update on FY25 YTD performance and FY25 Outlook following the closing of this meeting.

### Authorised by:

Company Secretary, Pioneer Credit Limited

### Investor and media enquiries:

Keith John  
Managing Director  
Pioneer Credit Limited  
M: 0438 877 767

### About Pioneer

Pioneer Credit is an ASX-listed company (ASX: PNC) providing high quality, flexible, financial services support to help everyday Australians out of financial difficulty. Pioneer Credit has the trust of long-term vendor partners to do the right thing and respectfully support customers to achieve their financial independence.

Pioneer Credit has established a solid foundation to pursue further growth by leveraging its outstanding industry relationships, compliance record and customer-focused culture.

[www.pioneercredit.com.au](http://www.pioneercredit.com.au)



# Notice of Annual General Meeting

**Time: 10 a.m. (AWST)**

**Time:** 10 am (AWST)

**Date:** 31 October 2024

**Place:** by live webcast at

<https://meetings.linkgroup.com/PNC24>

*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 advisors prior to voting. Should you wish to discuss the matters in this Notice of Meeting please contact the Company Secretary on +61 8 9323 5020.*

# Notice of Annual General Meeting

## Time and Place of Meeting

Notice is given that the 2024 Annual General Meeting ('AGM') of Pioneer Credit Limited (ACN 103 003 505) ('Pioneer' or the 'Company') will be held on Thursday 31 October 2024 at 10 am (AWST) by [live webcast](#).

The Explanatory Statement accompanying this Notice of Meeting provides additional information on matters to be considered at the AGM. Terms used in this Notice of Meeting will, unless the context otherwise requires, have the same meaning given to them in the glossary contained in the Explanatory Statement. The Explanatory Statement and proxy form are part of this Notice of Meeting.

The AGM will include a facility for Shareholders to ask questions in relation to the business of the AGM. You can participate by logging in online at the online platform link.

It is recommended that Shareholders log in to the online platform at least 15 minutes prior to the scheduled start time for the AGM by navigating to the online platform link (<https://meetings.linkgroup.com/PNC24>) on a supported web browser on your computer or online device.

To log in to the AGM, you will need your Shareholder Reference Number (SRN), Holder Identification Number (HIN) or Employee Number, as shown on your Proxy Form, and your postcode.

Proxyholders will need a proxy code to log in. This will be provided by the share registry, Link Market Services, via email within 24 hours prior to the AGM.

Shareholders attending the AGM online will be able to ask questions and vote during the AGM. All Resolutions will be conducted by poll. More information regarding virtual attendance at the AGM (including how to vote, comment and ask questions during the AGM) is available in the Virtual Meeting Online Guide.

## Conduct of Meeting

Please be courteous and respectful to all persons attending the AGM. Please keep questions to a reasonable length to allow as many people as possible to participate, contain questions to matters raised at the AGM and don't repeat questions already answered. Please do not photograph or otherwise record the AGM.

## **ITEMS OF BUSINESS**

### **Financial Report**

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report of the Company for the financial year ended 30 June 2024.

### **Resolution 1 - Remuneration Report**

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

*'That the Company's Remuneration Report for the financial year ended 30 June 2024 (as set out in the Directors' Report), be adopted.'*

Note – The vote on Resolution 1 is advisory only and does not bind the Directors or the Company. This resolution is subject to voting exclusions, which are set out in the Explanatory Statement.

### **Resolution 2 – Re-Election of Suzan Pervan as a Director**

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

*'That Suzan Pervan, who retires as a Director in accordance with clause 6.1(f)(i)(A) of the Company's Constitution, and having offered herself for re-election and being eligible, is re-elected as a Director of the Company.'*

### **Resolution 3 – Election of Andrew Whitechurch as a Director**

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

*'That Andrew Whitechurch, who retires as a Director in accordance with clause 6.1(e) of the Company's Constitution, and having offered himself for election and being eligible, is elected as a Director of the Company.'*

### **Resolution 4 – Ratification of the issue of 16,866,614 fully paid ordinary shares**

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

*"That, for the purposes of ASX Listing Rule 7.4 and all other purposes, the issue of 16,866,614 fully paid ordinary shares to institutional investors, as more fully described in the Explanatory Statement, be approved."*

## **Resolution 5 - Approval of 10% Placement Facility**

To consider and, if thought fit, pass the following resolution as a **special resolution**:

*'That for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Securities totalling up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions as set out in the Explanatory Statement.'*

**Sue Symmons**

Company Secretary

Date: 3 September 2024

## IMPORTANT INFORMATION

### Live Webcast Meeting

The AGM will be held as a live webcast at 10 am (AWST) on Thursday 31 October 2024.

Shareholders are encouraged to participate in the AGM by joining the meeting in real time via our online platform at <https://meetings.linkgroup.com/PNC24>.

Shareholders will be able to view and listen to the proceedings of the Annual General Meeting, view the slides presented during the meeting and vote on resolutions. Shareholders will also be able to submit questions in relation to the business of the Annual General Meeting by:-

- asking questions of the Company in advance of the AGM by emailing questions to the Company Secretary at [investor\\_relations@pioneercredit.com.au](mailto:investor_relations@pioneercredit.com.au). To allow time to collate questions and prepare answers, questions should be received by the Company Secretary by 5 pm (AWST) on Thursday 24 October 2024; and
- asking questions through the online platform during the AGM.

To vote or ask a question, Shareholders will need their holder identifier (SRN, HIN or employee identification) and postcode. Proxies will need to enter the proxy number that Link will send via email 24 hours before the Meeting.

Voting will open at the commencement of registration.

More information regarding online participation at the Annual General Meeting, including how to vote and ask questions through the online platform is available in the Virtual Meeting Online Guide which is available on Pioneer Credit's website (<https://pioneercredit.com.au/>), on request from the Company Secretary and has been lodged with the ASX.

If you cannot be verified by the moderator, you will attend the meeting as a visitor and will not be able to ask a question or make a comment orally.

Voting on the resolutions to be considered at the AGM either by lodging a Proxy Form before the AGM or, to the extent allowed by the Company, by voting during the virtual meeting in accordance with any process and regulation approved by the Company.

Connectivity and other technical issues may arise during the AGM. The Chair has discretion as to whether and how the meeting should proceed in the event that any such issues arise. In exercising this discretion, the Chair will have regard to the extent to which participation in the meeting is affected.

Where the Chair considers it appropriate, the Chair may continue to conduct the AGM, including conducting polls and voting in accordance with valid proxy instructions. Shareholders are encouraged to lodge a proxy as soon as practicable and **by no later than 10am (AWST) on Tuesday 29 October 2024**, being 48 hours prior to the commencement of the meeting.

## **Voting Eligibility**

The business of the AGM affects your shareholding and your vote is important. The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to attend and vote at the AGM are those who are registered Shareholders at **4 p.m. (AWST) on Tuesday 29 October 2024.**

If more than one joint holder of Shares is present at the AGM (whether personally, by proxy or by attorney or representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

## **Voting by Proxy**

To appoint proxies, a proxy form must be signed by the shareholder or their duly appointed attorney. If the shareholder is a corporation, the proxy form must be signed in accordance with the Corporations Act or under the hand of its duly appointed attorney or authorised officer.

If you are a shareholder entitled to attend and vote, you may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the AGM.

A proxy need not be a shareholder of the Company. A shareholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the shareholder's votes.

To be effective, the Proxy Form must be received at the Share Registry of the Company **by no later than 10 am (AWST) on Tuesday 29 October 2024**, being 48 hours before the AGM. Proxy Forms must be received before that time by one of the following methods:

<b>By Post:</b>	Pioneer Credit Limited c/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia
<b>By Facsimile:</b>	(02) 9287 0309 (within Australia) +61 2 9287 0309 (from outside Australia)
<b>By Hand:</b>	Link Market Services Limited Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150

**Online:**

By lodging a proxy online by using the online lodgement facility as detailed in the enclosed Proxy Form.

**Completed Proxy Forms must be received by the Company in the manner stipulated above. The Company reserves the right to declare invalid any Proxy Form not received in this manner.**

**Link Group is now known as MUFG Pension & Market Services. Over the coming months, Link Market Services will progressively rebrand to its new name MUFG Corporate Markets, a division of MUFG Pension & Market Services.**

**Voting by Attorney**

If voting by Attorney, a Proxy Form and the original power of attorney (if any) under which the Proxy Form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company, in the manner set out above, **by no later than 10 am (AWST) on Tuesday 29 October 2024.**

**Corporate Representatives**

A body corporate who is a shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the AGM. The appointment of the representative must comply with the requirements of section 250D of the Corporations Act.

The representative should bring to the AGM a properly executed letter or other document confirming its authority to act as the Company's representative. You can download and complete the "Appointment of Corporate Representation" form from Pioneer's share registry's website ([www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)).

## **Explanatory Statement**

This Explanatory Statement has been prepared for the information of Shareholders in relation to the Company's AGM to be held at 10 am (AWST) on Thursday 31 October 2024.

The purpose of this Explanatory Statement is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote on the Resolutions. The Directors recommend that Shareholders carefully read this Explanatory Statement before determining whether or not to support the Resolutions.

Resolutions 1-4 are ordinary resolutions requiring a simple majority of votes cast in favour by Shareholders entitled to vote on the resolution. Resolution 5 is a special resolution requiring a 75% majority of votes cast in favour by Shareholders entitled to vote on the resolution. All Resolutions will be put to a poll.

The Chair of the AGM intends to vote all undirected proxies (where he has been appropriately authorised) in favour of all Resolutions.

## **Financial Report**

The Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2024 will be put before the AGM. No resolution is required for this matter however, Shareholders will be provided with a reasonable opportunity to ask questions or make comments in relation to these reports.

Together, the Financial Report, Directors' Report and the Auditor's Report constitute the Company's 2024 Annual Report. The Annual Report has been made available to Shareholders and is published on the ASX announcements platform (under code 'PNC') and Pioneer's website ([Annual Report](#)).

The Chair will give Shareholders a reasonable opportunity to ask the Auditor questions relevant to the:

- conduct of the audit;
- preparation and content of the Auditor's Report;
- accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- independence of the Auditor in relation to the conduct of the audit.

The Chair will also give the Auditor a reasonable opportunity to answer written questions submitted by Shareholders that are relevant to the content of the Auditor's Report or the conduct of the audit. A list of questions, if any, submitted by Shareholders will be made available at the start of the AGM and any written answer tabled by the Auditor at the AGM will be made available as soon as practicable after the AGM.

## **Resolution 1 - Remuneration Report**

In accordance with section 250R(2) of the Corporations Act, the Board is presenting the Remuneration Report to Shareholders for their consideration and adoption by an advisory vote. Although it is an advisory vote which does not bind the Company or the Directors, the Board will take the outcome of the vote and shareholder comments into account when determining future remuneration arrangements.

The Remuneration Report is contained in the Annual Report and is available on the ASX announcements platform (under code 'PNC') and Pioneer's website ([Annual Report](#)).

In setting the Company's remuneration strategy, the Board is committed to a framework which:

- (a) motivates executives to deliver long term sustainable growth within an appropriate control framework;
- (b) demonstrates a clear and strong correlation between performance and remuneration; and
- (c) aligns the interests of executives with the Company's Shareholders.

Structuring executive remuneration to align with the life of the assets Pioneer acquires is consistent with Pioneer's differentiated customer servicing approach and reflects the Board's commitment to maintaining an executive team that is focused on making decisions for the long-term health of the Company.

Pioneer's remuneration strategy in relation to Non-Executive Directors is based on attracting experienced and qualified directors with appropriate insight into corporate governance issues.

Shareholders will have the opportunity to ask questions and comment on the Remuneration Report.

### **Voting Prohibition**

A vote on Resolution 1 must not be cast (in any capacity) and the Company will disregard any votes cast on Resolution 1 by or on behalf of:

- a member of the KMP whose remuneration is disclosed in the Remuneration Report for the financial year ended 30 June 2024 or their closely related parties (as defined in the Corporations Act); or
- as a proxy by a member of the KMP at the date of the AGM, or that KMP's closely related party,

unless the vote is cast as a proxy for a person entitled to vote on the resolution:

- in accordance with their directions on how to vote as set out in the proxy appointment; or
- by the Chair pursuant to an express authorisation in the proxy appointment.

**The Board abstains, in the interests of good corporate governance, from making a recommendation on the adoption of the Remuneration Report (Resolution 1).**

## **Resolution 2 - Re-election of Suzan Pervan**

In accordance with clause 6.1(f)(i)(A) of the Company's Constitution, Suzan Pervan is required to retire at the AGM. Being eligible, Suzan has offered herself for re-election.

In accordance with the Company's Board Charter, the People, Remuneration and Nomination Committee met and recommended to the Board that Suzan Pervan be re-elected.

Ms Pervan was appointed a Director of Pioneer on 29 August 2023.

Ms Pervan is an experienced chartered accounting professional, with nine years at Ernst & Young in Australia and five years internationally, including with PwC. She also has worked in accounting, commerce and government positions in Germany, the UK and Singapore.

In 1998 she co-founded the Perth-based accountancy firm, Gooding Pervan until her retirement from the firm in 2010. Suzan was previously a director of United Credit Union.

Ms Pervan is a member of the Australian Institute of Company Directors and Chartered Accountants Australia & New Zealand and holds a BBus from Curtin University.

The Board has considered Ms Pervan's independence and considers that she is an independent Director.

**The Board (with Ms Pervan abstaining) unanimously recommends that Shareholders vote in favour of the re-election of Ms Pervan (Resolution 2).**

## **Resolution 3 – Election of Andrew Whitechurch**

Mr Whitechurch was appointed by the Board as a Director to fill a casual vacancy on 2 September 2024 and in accordance with clause 6.1(e) of the Company's Constitution retires from office as a Director. Being eligible, he offers himself for election as a Director of the Company.

Prior to his career as a non executive director, Mr Whitechurch spent more than 25 years' leading large, complex customer service organisations in financial services and commercial banking in Australia and New Zealand.

Mr Whitechurch is a director of University of Notre Dame, where he chairs the Audit and Risk Committee and is a member of the Finance and Investment Committee, Fremantle, WA. He is also a director of MercyCare and Chair of the Finance, Risk, Audit and Property Committee, Perth WA.

In accordance with the Company's Board Charter, the People, Remuneration and Nomination Committee met and recommended to the Board that Mr Whitechurch be elected.

Appropriate checks have been undertaken in accordance with ASX Corporate Governance Council Guidelines and the Company's Policy and Procedure for the Selection and (Re-) appointment of Directors. The Board has considered Mr Whitechurch's independence and considers that he is an independent Director.

**The Board (with Mr Whitechurch abstaining) unanimously recommends that Shareholders vote in favour of the election of Mr Whitechurch (Resolution 3).**

#### **Resolution 4 – Ratification of the issue of 16,866,614 fully paid ordinary shares**

ASX Listing Rule 7.1 imposes limits on the number of equity securities (including ordinary shares) that a company can issue or agree to issue without shareholder approval. Under ASX Listing Rules, generally a company must not, without prior shareholder approval, issue in any 12 month period, a number of equity securities which is more than 15% of the number of fully paid ordinary shares on issue 12 months before the issue.

ASX Listing Rule 7.4 states that an issue by a company of securities made without shareholder approval under ASX Listing Rule 7.1 is treated as having been made with approval for the purpose of ASX Listing Rule 7.1, if the issue did not breach ASX Listing Rule 7.1 when made and the Company's shareholders subsequently approve it.

Under Resolution 4, the Company seeks shareholder approval under ASX Listing Rule 7.4 of the issue of 16,866,614 fully paid ordinary shares on 27 March 2024 to institutional investors (**Placement Shares**). The Company was in compliance with Listing Rule 7.1 when the Placement Shares were issued.

The Company is seeking this approval in order to provide the Company with the maximum flexibility to undertake equity raisings without the need for further shareholder approval. The requirement to obtain shareholder approval for an issue, at the time of issue, could limit the Company's ability to take advantage of the opportunities that may arise.

Notwithstanding an approval by shareholders of Resolution 4, any future equity raising will remain subject to the 15% limit under ASX Listing Rule 7.1.

No decision has been made by the Board of Directors to undertake any further issue of equity securities in the event that approval is received from shareholders in respect of Resolution 4. The Board of Directors will only decide to issue further equity securities if it considers it is in the best interests of the Company to do so.

Technical information required by ASX Listing Rule 14.1A

If Resolution 4 is passed, the Placement Shares will not be included in calculating the Company's 15% placement capacity under Listing Rule 7.1, effectively increasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of those securities.

If Resolution 4 is not passed, the Placement Shares, will be included in calculating the Company's 15% placement capacity under Listing Rule 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 those securities.

#### Information required by ASX Listing Rule 7.5

ASX Listing Rule 7.5 requires that the following information be provided to shareholders when seeking an approval for the purposes of ASX Listing Rule 7.4:

- a) The total number of fully paid ordinary shares allotted and issued was 16,866,614 ('Shares') on 27 March 2024.
- b) The issue price for the Shares was \$0.45 per Share.
- c) The Shares rank equally in all respects with existing ordinary shares in the Company.
- d) The Shares were issued to new and existing sophisticated and institutional investors, including Samuel Terry Asset Management who was issued with 17,777,778 Shares being 12.66% of the Company's issued share capital, and who became a substantial shareholder in the Company. The investors were identified by the Company with assistance from Ethicus Advisory Partners and Income Asset Management.
- e) The funds were used to acquire Purchased Debt Portfolios from existing vendor partners during the remainder of FY24 and to support further growth opportunities.
- f) The Placement Shares were issued under confirmation letters containing customary terms including the issue price, timetable and confirmation that each investor is an institutional investor.
- g) A voting exclusion statement is included below in this Explanatory Statement.

**The Board unanimously recommends that shareholders vote in favour of the ratification of the issue of 16,866,614 fully paid ordinary shares.**

#### **Voting Exclusion**

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- persons who have participated in the issue the subject of this Resolution 4; or
- an associate of that person (or those persons)

However, this does not apply to a vote cast in favour of Resolution 4 by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chairman as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with the directions given by the beneficiary to the holder to vote that way.

## **Resolution 5 – Approval of 10% Placement Facility**

### **(a) General**

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

Listing Rule 7.1A enables eligible entities to seek approval from Shareholders by way of a special resolution passed at an annual general meeting to issue Securities totalling up to 10% of its issued share capital over a 12 month period after the entity's annual general meeting (**'10% Placement Facility'**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity with a market capitalisation of \$73,699,482 as at 2 September 2024.

The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Securities under the 10% Placement Facility.

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Securities of the Company.

As at the date of this Notice, the Company has two quoted classes of Equity Security on issue, being fully paid ordinary shares (**'Shares'**) and options expiring 31 March 2025 (**'Options'**).

The exact number of Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to section (c) below).

### **(b) Technical information required by Listing Rule 14.1A**

If Resolution 5 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 5 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A, and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

**(c) Specific information required by Listing Rule 7.3A**

In accordance with Listing Rule 7.3A the following information is provided to Shareholders in relation to the 10% Placement Facility.

*(i) Minimum Issue Price*

The issue price of Equity Securities issued under Listing Rule 7.1A must not be less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days immediately before:-

- A. the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or
- B. if the Equity Securities are not issued within 10 Trading Days of the date in sub-clause A. above, the date on which the Equity Securities are issued.

*(ii) Risk of economic and voting dilution*

If Resolution 5 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the economic and voting power in the Company held by existing Shareholders will be diluted as shown in the below table ('Table').

The Table shows the dilution of existing Shareholders based on the current market price of Shares and the current number of Shares for Variable A calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

The Table also shows:-

- A. Two examples where the number of Shares on issue has increased by 50% and 100%. The number of Shares on issue may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at future meetings of Shareholders; and
- B. Two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

No. of issued Shares ('A')		Dilution		
		\$0.263	\$0.525	\$1.05
		50% decrease in Current Market Price	Current Market Price	100% increase in Current Market Price
Current number of issued shares	10% Voting Dilution	14,037,997	14,037,997	14,037,997
140,379,965	Funds Raised	\$3,684,974	\$7,369,948.16	\$14,739,896
50% increase to current number of issued shares	10% Voting Dilution	21,056,995	21,056,995	21,056,995
210,569,948	Funds Raised	\$5,527,461	\$11,054,922	\$22,109,844
100% increase to current number of issued shares	10% Voting Dilution	28,075,993	28,075,993	28,075,993
280,759,930	Funds Raised	\$7,369,948	\$14,739,896	\$29,479,793

The Table has been prepared on the following assumptions:-

- A. The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- B. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- C. The Table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of this meeting.
- D. The Table shows only the effect of issues of Equity Securities under Listing Rule 7.1A not under the 15% placement capacity under Listing Rule 7.1
- E. The issue of Equity Securities under the 10% Placement Facility consists only of Shares. It assumes that no Options, Warrants, Performance Rights or Indeterminate Rights are exercised or vest into Shares before the date of issue of the Shares.

- F. The issue price of \$0.525 being the closing price of Shares on ASX at the date of this Notice.

Shareholders should note that there is a risk that:-

- A. The market price for the Company's Shares may be significantly lower on the issue date than on the date of the Annual General Meeting; and
- B. The Shares may be issued at a price that is at a discount to the market price for those Shares on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

*(iii) 10% Placement Period*

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the AGM at which the approval is obtained and expires on the earlier of:-

- A. The date that is 12 months after the date of this meeting;
- B. The time and date of the Company's next annual general meeting; and
- C. The time and date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

*(iv) Use of Funds*

The Company may issue Equity Securities for cash consideration under the 10% Placement Facility to raise funds for working capital or for the acquisition of new assets or investments. If the Company issues Equity Securities for cash consideration, the Company will release a valuation of the cash consideration that demonstrates that the issue price of the Equity Securities complies with Listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.3 (and any applicable amendments to the Listing Rules) upon any issue of Equity Securities under the 10% Placement Facility.

*(v) Allocation Policy*

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:-

- A. The purpose of the issue;
- B. The methods of raising funds that are available to the Company at the time including, but not limited to, rights issue or other issues in which existing security holders can participate;
- C. The effect of the issue of the Equity Securities on the control of the Company;

- D. The financial situation and solvency of the Company;
- E. Prevailing market conditions; and
- F. Advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but are likely to be investors which are sophisticated and/or professional investors, who are not related parties of the Company, for the purposes of section 708 of the Corporations Act.

- (vi) The Company sought shareholder approval for the 10% placement facility under Listing Rule 7.1A at the last AGM, held on 31 October 2023.
- (vii) 5,355,610 fully paid ordinary shares have been issued in the 12 month period preceding this meeting under Listing Rule 7.1A representing 3.38% of the total number of equity securities on issue at the commencement of that 12 month period – details of the equity securities issued in the 12 month period are set out below:-

Issue Date	Number	Class	Recipients	Issue Price	Form of consideration
27 March 2024	5,355,610	Shares	Samuel Terry Asset Management	\$0.42 (14.7% premium to market price)	Cash

- (viii) As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in respect of this Resolution 5.

**The Board unanimously recommends that Shareholders vote in favour of the 10% Placement Facility (Resolution 5).**

## Glossary

**\$ or A\$** means Australian dollars;

**Annual General Meeting** or **AGM** means the meeting of Shareholders convened by the Company to be held as a live webcast via <https://meetings.linkgroup.com/PNC24> on Thursday 31 October 2024 at 10 am (AWST) for the purpose of considering and voting on the Resolutions;

**ASX** means the Australian Securities Exchange;

**AWST** means Australian Western Standard Time;

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

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

**Directors** means the directors of the Company;

**Equity Securities** or **Securities** means

- i. a share
- ii. unit
- iii. option over an issued or unissued share or unit
- iv. a right to an issued or unissued share or unit
- v. an option over, or right to, a security referred to in (c) or (d) above;
- vi. a convertible security
- vii. any security that ASX decides to classify as an equity security
- viii. but not a security ASX decides to classify as a debt security

**Explanatory Statement** means the explanatory statement accompanying the Notice of Meeting;

**Listing Rules** means the ASX Listing Rules;

**Notice** or **Notice of Meeting** means the notice of meeting provided to Shareholders for the purpose of convening the AGM;

**Resolutions** means the resolutions set out in the Notice of Meeting to be considered at the AGM;

**Shareholders** means the registered holders of ordinary shares in the Company;

**Shares** means the fully paid ordinary shares of the Company;

**Trading Days** has the meaning given to that in the Listing Rules; and

**VWAP** means the volume weighted average price of the Company's ASX listed Shares.