

LETTER TO SHAREHOLDERS REGARDING AGM

Dear Shareholder

Viking Mines Limited (ASX: VKA) ("**Viking**" or "**the Company**") will be holding its annual general meeting of shareholders at 10:00am (WST) on Wednesday, 13 November 2024 ("**Meeting**") at 15-17 Old Aberdeen Place, West Perth WA 6005.

In accordance with section 110D(1) of the *Corporations Act 2001 (Cth)* ("**Corporations Act**"), the Company will not be sending hard copies of the Notice to shareholders unless a shareholder has previously requested a hard copy of the Notice or made an election for the purposes of section 110E of the Corporations Act to receive documents from the Company in physical form.

The Notice can be viewed and downloaded from the Company's website at <https://vikingmines.com/recent-asx-announcements/> or ASX at <https://www2.asx.com.au>.

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 Group Pty Ltd by:

post to: Automic
 GPO Box 5193
 Sydney NSW 2001
email to: meetings@automicgroup.com.au
fax to: +61 2 8583 3040

Proxy votes may also be lodged online using the following link:

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

Your proxy voting instruction must be received by 10:00am (WST) on 11 November 2024, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

The Notice of Meeting is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser.

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

The Company strongly encourages all shareholders to submit their directed proxy votes in advance of the Meeting. The Company also encourages shareholders to submit question in advance of the Meeting, however, questions may also be raised during the Meeting.



END

This announcement has been authorised for release by the Board of the Company.

Julian Woodcock
Managing Director and CEO
Viking Mines Limited

For further information, please contact:

Viking Mines Limited
Michaela Stanton-Cook - Company Secretary
08 6245 0870



ACN 126 200 280

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:00am (WST)

DATE: Wednesday, 13 November 2024

PLACE: 15-17 Old Aberdeen Place, West Perth WA 6005

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4:00pm (WST) on 11 November 2024.

Shareholders are urged to vote by lodging the Proxy Form.

AGENDA

ANNUAL REPORT

To consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2024, which includes the Financial Report, the Directors' Report and the Auditor's Report.

Note: there is no requirement for Shareholders to approve the Annual Report.

RESOLUTION 1

Adoption of Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purposes of section 250R(2) of the Corporations Act, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Report."

Note: a vote on this Resolution is advisory only and does not bind the Directors or the Company. This Resolution is subject to a voting prohibition as set out on page 4.

RESOLUTION 2

Re-election of Director – Mr Michael Cox

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

"That, Mr Michael Cox, who retires in accordance with clause 13.2 of the Constitution, ASX Listing Rule 14.4, retires and, being eligible and offering himself for re-election, is re-elected as a Director on the terms and conditions as set out in the Explanatory Statement."

RESOLUTION 3

Approval Change of Auditor

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

"That for the purposes of section 327B(1)(b) of the Corporations Act, BDO Audit Pty Ltd, having consented in writing to act as auditor of the Company, is appointed as auditor of the Company with effect from the conclusion of this Meeting."

RESOLUTION 4

Approval of 10% Placement Capacity

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

"That, for the purposes of ASX Listing Rule 7.1A, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement."

RESOLUTION 5

Approval of Potential Termination Benefits Under the Plan

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

"That, for the purposes of Part 2D.2 of the Corporations Act, Listing Rule 10.19 and for all other purposes, approval be given to the Company to provide a benefit to each Key Management Personnel under the Plan in connection with the person ceasing to hold that office, on the terms and conditions described in the Explanatory Memorandum."

Note: This Resolution is subject to voting prohibitions and a voting exclusion as set out on page 4.

RESOLUTION 6

Ratification of the Issue of 33,333,333 Consideration Shares and 15,000,000 Consideration Options – Listing Rule 7.1

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

*“That, pursuant to and in accordance with Listing Rule 7.4, Shareholders ratify the issue of the following securities to Red Hawk Mining Limited (**Red Hawk**):*

a 33,333,333 Consideration Shares; and

b 15,000,000 Consideration Options,

for the acquisition of the 100% issued capital of Red Hawk’s subsidiary, Flinders Cane Grass Pty Ltd, pursuant to the Share Sale and Agreement and on the terms and conditions set out in the Explanatory Statement.”

Note: This Resolution is subject to the voting exclusions set out on page 4.

VOTING PROHIBITIONS AND EXCLUSIONS

RESOLUTION 1

Adoption of Remuneration Report

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

RESOLUTION 5

Approval of Potential Termination Benefits Under the Plan

A vote on the Resolution must not be cast (in any capacity) by or on behalf of an officer of the Company who is entitled to hold Performance Rights or an associate of those persons.

However, a person may cast a vote if:

- (a) it is cast by a person as a proxy appointed by writing which specifies how the proxy is to vote on the Resolution; and
- (b) it is not cast on behalf of a person otherwise prohibited from voting on the Resolution.

A person appointed as a proxy must not vote, on the basis of that appointment, on the Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the proxy appointment does not specify the way the proxy is to vote on the Resolution; or
- (c) if the person appointed as a proxy is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of an officer of the Company or any of its child entities or any of their associates.

However, the Company will not disregard a vote cast in favour of Resolution 5 by:

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

RESOLUTION 6

Ratification of the Issue of 33,333,333
Consideration Shares and 15,000,000
Consideration Options – Listing Rule 7.1

The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of Red Hawk or any of its associates.

However, the Company will not disregard a vote cast in favour of Resolution 6 by:

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

IMPORTANT INFORMATION

Time and place of Meeting

Notice is given that the Meeting will be held at 15-17 Old Aberdeen Place, West Perth WA 6005 on 13 November 2024 at 10:00am (WST).

Your vote is important

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

Voting in person

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

Voting by proxy

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

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

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

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

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

Transfer of non-chair proxy to Chair in certain circumstances: Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the Chair of the meeting; and

- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting; or
 - the proxy does not vote on the resolution,

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

Chair's voting intentions

The Chair intends to vote all undirected proxies **IN FAVOUR** of each resolution. In exceptional circumstances, the Chair may change his voting intention on any Resolution, in which case an ASX announcement will be made.

Subject to the following paragraph, if the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1 and Resolutions 3 and 5 by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even though these Resolutions are connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

If the Chair is a person referred to in the voting prohibition statement applicable to a Resolution (under section 224 of the Corporations Act), the Chair will only be able to cast a vote as proxy for you on the relevant Resolution if you are entitled to vote and have specified your voting intention in the Proxy Form.

Corporate representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Act authorising him or her to act as that company's representative. The authority can be mailed or faxed to the Company at least 48 hours before the Meeting. Alternatively, this document can be lodged at the registration desk on the day of the Meeting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6245 0870.

BY ORDER OF THE BOARD



Michaela Stanton-Cook
Company Secretary
14 October 2024

EXPLANATORY STATEMENT

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

ANNUAL REPORT

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2024.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report which is available online at <https://vikingmines.com/company-reports/>;
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the auditor's report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the auditor's report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit, may be submitted no later than five Business Days before the Meeting to

the Company Secretary at the Company's registered office.

The Company will not provide a hard copy of the Company's Annual Report to Shareholders unless specifically requested to do so.

RESOLUTION 1 - ADOPTION OF REMUNERATION REPORT

In accordance with section 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report for the year ended 30 June 2024 in the Annual Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for specified executives and non-executive Directors.

In accordance with section 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

If the Company's Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings, Shareholders will have the opportunity to remove the whole Board, except the Managing Director (if any).

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director, if any) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's Remuneration Report did not receive a Strike at the 2023 annual general meeting held on 22 November 2023. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2025 annual general meeting, this may result in the re-election of the Board.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about or make comments on the Remuneration Report.

Resolution 1 is an ordinary resolution.

Directors' Recommendation

Given the personal interests of all Directors in the outcome of this Resolution, the Board makes no recommendation to Shareholders regarding Resolution 1.

RESOLUTION 2 - RE-ELECTION OF DIRECTOR - MR MICHAEL COX

Pursuant to clause 13.2 of the Constitution, one third of the Directors must retire at each annual general meeting (excluding the Managing Director) and those retiring Directors are eligible for re-election.

Clause 13.2 of the Constitution provides that the Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

ASX Listing Rule 14.5 requires that an entity which has directors must hold an election of directors at each annual general meeting. Accordingly, Mr Cox has agreed to retire at this Meeting and, being eligible, has offered himself for re-election pursuant to Resolution 2.

Qualifications and other material directorships

Mr Cox holds both a Bachelor of Science (Geology) and a Bachelor of Laws.

Mr Cox has run a private corporate advisory services firm since 2008. He commenced his career as a mining analyst for stockbroking firms followed by a role being responsible for the delineation and grade control of a developing bentonite deposit. He then moved into various board positions and corporate development roles with a number of listed and unlisted public companies including NSX Ltd, CEAL Ltd, Syngas Ltd, Benitec Ltd, Queensland Opals NL and MultiEmedia Ltd.

Corporate governance

Mr Cox was appointed as a Director on 29 November 2017 and re-elected at the 2021 Annual General Meeting held on 25 November 2021 and re-elected at the 2022 Annual General Meeting held on 15 November 2022.

Mr Cox has confirmed that he considers he will have sufficient time to fulfil his responsibilities as a Non-Executive Director of the Company and does not consider that any other commitment will interfere with his availability to perform his duties as a Non-Executive Director of the Company.

Mr Cox has no interests, position association or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interest of the Company and its security holders generally.

If elected the Board considers Mr Cox an independent Director.

Resolution 2 is an ordinary resolution.

Directors' Recommendation

The Board (other than Mr Cox) recommends Shareholders vote in favour of Resolution 2 on the basis that Mr Cox's skills and experience have and will continue to support the Company in achieving its strategic objectives.

RESOLUTION 3 - APPROVAL OF CHANGE OF AUDITOR

The Board has resolved to appoint BDO Audit Pty Ltd (**BDO Audit**) as the Company's auditor as a result of BDO Audit (WA) Pty Ltd (**BDO WA**) restructuring its audit practice whereby audits are to be conducted by BDO Audit, an authorised audit company, rather than BDO WA.

Under section 327C(2), any auditor appointed under section 327C(1) of the Corporations Act holds office until the company's next annual general meeting. The Company is therefore required to appoint an auditor of the Company to fill the vacancy in the office of auditor at this

annual general meeting pursuant to section 327B of the Corporations Act.

Accordingly, Resolution 3 seeks the approval of Shareholders to appoint BDO Audit as the Company's auditor with effect from the conclusion of this Meeting.

The Company has received written notice of nomination from a member of the Company for BDO Audit to be appointed as the Company's auditor, in accordance with section 328B of the Corporations Act. A copy of the notice of nomination is attached to this Explanatory Memorandum as Schedule 1.

BDO Audit has given its written consent to act as the Company's auditor. Pursuant to section 329(5) of the Corporations Act, ASIC has provided consent for the resignation of BDO WA.

The appointment of BDO Audit as auditor of the Company will become effective from the close of the Meeting, pursuant to section 327C(1) of the Corporations Act.

Resolution 3 is an ordinary resolution.

Directors' Recommendation

The Board recommends Shareholders vote in favour of Resolution 3

RESOLUTION 4 - APPROVAL OF 10% PLACEMENT CAPACITY

ASX Listing Rule 7.1A provides that an Eligible Entity (as defined below) may seek shareholder approval by special resolution passed at an annual general meeting to have the capacity to issue up to that number of Equity Securities equal to 10% of its issued capital as calculated in accordance with the formula in ASX Listing Rule 7.1A.2 (**10% Placement Capacity**) without using that entity's existing 15% annual placement capacity granted under ASX Listing Rule 7.1.

Resolution 4 seeks Shareholder approval to provide the Company with the ability to issue Equity Securities under the 10% Placement Capacity during the 10% Placement Period. If Shareholders approve Resolution 4, the number of Equity Securities the Company may issue under the 10% Placement Capacity will

be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer below).

If Resolution 4 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in ASX Listing Rules 7.1 and 7.1A during the 10% Placement Period without any further Shareholder approval.

If Resolution 4 is not passed, the Company will not be able to access the additional 10% Placement Capacity to issue Equity Securities without Shareholder approval provided for in ASX Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without shareholder approval set out in ASX Listing Rule 7.1.

Resolution 4 is a special resolution.

Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative) must be in favour of Resolution 4 for it to be passed.

Listing Rule 7.1A

Is the Company an Eligible Entity?

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- (i) is not included in the S&P/ASX 300 Index; and
- (ii) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

As at the date of this Notice, the Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$9,563,326 (based on the number of Shares on issue and the closing price of Shares on the ASX on 7 October 2024).

What Equity Securities can be issued?

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

As at the date of the Notice, the Company has on issue one quoted class of Equity Securities, being Shares.

How many Equity Securities can be issued?

Listing Rule 7.1A.2 provides that under the approved 10% Placement Capacity, the Company may issue or agree to issue a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

A = is the number of Shares on issue at the commencement of the Relevant Period:

- plus the number of fully paid Shares issued in the Relevant Period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;
- plus the number of fully paid Shares issued in the Relevant Period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or
 - the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
- plus the number of fully paid Shares issued in the Relevant Period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
 - the agreement was entered into before the commencement of the Relevant Period; or
 - the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
- plus the number of partly paid Shares that became fully paid Shares in the Relevant Period;

- plus the number of fully paid Shares issued in the Relevant Period with approval under Listing Rules 7.1 or 7.4; and
- less the number of fully paid Shares cancelled in the Relevant Period.

Note that 'A' has the same meaning in Listing Rule 7.1 when calculating the Company's 15% annual placement capacity and 'Relevant Period' has the relevant meaning given in Listing Rule 7.1 and 7.1A.2, namely, the 12 month-period immediately preceding the date of the issue or agreement.

D = is 10%.

E = is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue, where the issue or agreement has not been subsequently approved by Shareholders under Listing Rule 7.4.

What is the interaction with Listing Rule 7.1?

The Company's ability to issue Equity Securities under Listing Rule 7.1A will be in addition to its 15% annual placement capacity under Listing Rule 7.1.

At what price can the Equity Securities be issued?

Any Equity Securities issued under Listing Rule 7.1A must be issued for a cash consideration per Equity Security which is not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded 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 paragraph (i) above, the date on which the Equity Securities are issued,

(Minimum Issue Price).

When can Equity Securities be issued?

Shareholder approval of the 10% Placement Capacity under Listing Rule 7.1A will be valid from the date of the Meeting and will expire on the earlier of:

- (a) the date that is 12 months after the date of the Meeting;
- (b) the time and date of the Company's next annual general meeting; or
- (c) the time and date of Shareholder approval 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),

(10% Placement Period).

What is the effect of Resolution 4?

The effect of Resolution 4 will be to allow the Company to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without further Shareholder approval or using the Company's 15% annual placement capacity under Listing Rule 7.1.

Technical information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 4:

Minimum Price

Where the Company issues Equity Securities under the 10% Placement Capacity, it will only do so for cash consideration and the issue price will be not less than the Minimum Issue Price (refer above).

Date of Issue

The Company will only issue the Equity Securities under the 10% Placement Capacity during the 10% Placement Period (refer above).

Risk of voting dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Equity Securities under the issue.

If Resolution 4 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the existing Shareholders' economic and voting power in the Company may be diluted as shown in the table below (in the case of convertible Securities, only if the convertible Securities are converted into Shares).

The table below 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 (see above) as at the date of this Notice (**Variable A**), with:

- (i) two examples where Variable A has increased, by 50% and 100%; and
- (ii) two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

*Variable 'A'	Number of Shares issued and funds raised under the 10% Placement Capacity and dilution effect	Dilution		
		\$0.005 Issue price at half the current market price	\$0.010 Issue price at current market price	\$0.020 Issue price at double the current market price
Current variable A 1,062,591,764 Shares	Shares issued - 10% voting dilution	106,259,176	106,259,176	106,259,176
	Funds raised	\$531,296	\$1,062,592	\$2,125,184
50% increase in current variable A 1,593,887,646 Shares	Shares issued - 10% voting dilution	159,388,765	159,388,765	159,388,765
	Funds raised	\$796,944	\$1,593,888	\$3,187,775
100% increase in current variable A 2,125,183,528 Shares	Shares issued - 10% voting dilution	212,518,353	212,518,353	212,518,353
	Funds raised	\$1,062,592	\$2,125,184	\$4,250,367

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above is based on the following assumptions:

caused to their own shareholding depending on their specific circumstances.

- There are currently 1,062,591,764 Shares on issue.
- The issue price set out above is the closing price of Shares on the ASX on 7 October 2024.
- The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
- The Company has not issued any Equity Securities in the 12 months prior to the meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1 or 7.4.
- The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no convertible Securities are exercised or converted into Shares before the date of issue of the Equity Securities.
- The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution
- This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1 unless otherwise disclosed.
- 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%.
- 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 Capacity, based on that Shareholder's holding at the date of the Meeting.
- 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.

Shareholders should note that there is a risk that:

- (a) the market price for the Company's Equity Securities may be significantly lower on the issue date than on the date of the Meeting; and
- (b) the Equity Securities may be issued at a price that is at a discount to the market price for those Equity Securities on the date of issue, which may have an effect on the amount of funds raised by the issue of the Equity Securities.

Purpose of Issue under 10% Placement Capacity

The Company can issue Equity Securities under the 10% Placement Capacity for cash consideration only, in which case the Company intends to use funds raised towards an acquisition of new business assets and/or investments (including expenses associated with such acquisitions), continued expenditure on the Company's current assets and/or general working capital.

Compliance with Listing Rule 7.1A.4

In accordance with Listing Rule 7.1A.4, when the Company issues Equity Securities pursuant to the 10% Placement Capacity, it must:

- (a) state in its announcement of the proposed issue under Listing Rule 3.10.3 or in its application for quotation of the securities under Listing Rule 2.7 that the securities are being issued under Listing Rule 7.1A; and
- (b) give to ASX immediately after the issue a list of names of the persons to whom the Company issued the Equity Securities and the number of Equity Securities issued to each. This list is not for release to the market.

Allocation policy under the 10% Placement Capacity

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined and therefore no voting exclusion statement is required. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be

related parties of the Company. The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (a) the purpose of the issue;
- (b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (c) the effect of the issue of the Equity Securities on the control of the Company;
- (d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (e) prevailing market conditions; and
- (f) advice from corporate, financial, and broking advisers (if applicable).

Further, if the Company is successful in acquiring new resources, assets, or investments, it is likely that the recipients under the 10% Placement Capacity will be vendors of the new resources, assets, or investments.

Previous approval under ASX Listing Rule 7.1A

The Company previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its annual general meeting held on 22 November 2023 (**Previous Approval**).

In the 12 months preceding the date of the Meeting and as at the date of this Notice, the Company has not issued or agreed to issue Equity Securities under Listing Rule 7.1A.

Directors' Recommendation

The Board recommends Shareholders vote in favour of Resolution 4.

RESOLUTION 5 - APPROVAL OF POTENTIAL TERMINATION BENEFITS UNDER THE PLAN

The Corporations Act limits the benefits that can be provided to individuals who hold or have held a 'managerial or executive office' (as defined in the Corporations Act) within the past three years (**Key Officeholders**) upon their departure from the Company or any related entities. Under section 200B of the Corporations Act, a company can only give such benefits if approved by shareholders or if an exemption applies.

Pursuant to ASX Listing Rule 10.19, without the approval of ordinary shareholders, an entity must ensure that no officer of the entity or its subsidiaries receives termination benefits that, combined with all other officers' termination benefits, exceed 5% of the entity's equity interests as reported in the latest accounts provided to the ASX.

The Board has the discretion to decide whether Performance Rights granted under the Viking Mines Limited Employee Securities Incentive Plan (**Plan**), as approved by shareholders on 22 November 2023, will lapse if a participant leaves the Company (or a subsidiary) before the rights vest. The Board believes that in such cases, the accelerated vesting of Performance Rights and the subsequent issuance of shares might be considered a termination benefit.

Consequently, shareholder approval is being sought under section 200E of the Corporations Act and ASX Listing Rule 10.19 for the potential vesting of Performance Rights upon a Key Officeholder's departure, including instances where this might involve giving a benefit related to their managerial or executive role cessation.

Shareholders are not being asked to approve any changes or increases in the remuneration, benefits, or entitlements of Key Officeholders, nor any modifications to the Board's existing discretions.

Part 2D.2 of the Corporations Act

Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with them ceasing to hold a 'managerial or executive office' (as defined in the Corporations Act) if an exemption applies

or if the benefit is approved by shareholders in accordance with section 200E of the Corporations Act.

Subject to Shareholder approval of Resolution 5, Shareholder approval is sought for the purposes of Part 2D.2 of the Corporations Act to approve the giving of benefits under the Plan to a person by the Company in connection with that person ceasing to be an officer of/ or ceasing to hold a managerial or executive office in, the Company (or subsidiary of the Company) on the terms and conditions in this Explanatory Memorandum.

Board Discretion

Under the terms of the Plan, all unvested Performance Rights automatically lapse upon termination, unless the Board determines otherwise. This includes situations where an employee has been terminated due to death, retirement due to ill health, or genuine redundancy. In such cases, the Board may determine if any vesting conditions and/or performance hurdles have been met, and if so, exercise discretion to allow the accelerated vesting. The Board's current intention is to exercise this discretion under the Plan only in exceptional circumstances.

Additionally, in the event of a change of control, the Board may, at its sole and absolute discretion, decide how all vested and unvested Performance Rights will be managed. The Board's current intention is to exercise this discretion under the Plan only in exceptional circumstances. This approval does not guarantee the exercise of the contemplated discretion.

Value of the termination benefits

Provided Shareholder approval is given, the value of the termination benefits may be disregarded when applying section 200F(2)(b) or section 200G(1)(c) of the Corporations Act (i.e. the approved benefit will not count towards the statutory cap under the legislation).

The value of the termination benefits that the Board may give under the Plan cannot be determined in advance. This is because various matters will or are likely to affect that value. In particular, the value of a particular benefit will depend on factors such as the Company's Share price at the time of vesting

and the number of Plan Securities that will vest or otherwise be affected and the status of any vesting conditions attaching to the relevant Plan Securities at the time the participant's employment or office ceases.

Additional information

If Resolution 5 is passed, the Board will be able to exercise its discretion to allow the accelerated vesting of Performance Rights upon termination of the holder notwithstanding that the value of the Performance Rights exceeds the termination benefits otherwise payable pursuant to either Part 2D.2 of the Corporations Act or Listing Rule 10.19.

If Resolution 5 is not passed, the Company will not be able to exercise its discretion to allow the accelerated vesting of Performance Rights upon termination of the holder to the extent that the value of the Performance Rights exceeds the termination benefits otherwise payable pursuant to either Part 2D.2 of the Corporations Act or Listing Rule 10.19.

Resolution 5 is an ordinary resolution.

Director's Recommendation

Given the personal interests of all Directors in the outcome of this Resolution, the Board makes no recommendation as to how Shareholders should vote on this Resolution.

RESOLUTION 6 - RATIFICATION OF THE ISSUE OF 33,333,333 CONSIDERATION SHARES AND 15,000,000 CONSIDERATION OPTIONS

On 5 September 2024, the Company announced it entered into a Share Sale Agreement (**Share Sale Agreement**) with Red Hawk Mining Limited (**Red Hawk**) to acquire 100% of the issued capital of Red Hawk's subsidiary, Flinders Canegrass Pty Ltd (**Transaction**).

The Transaction follows the successful completion of Stage 2 of the Farm-In Agreement, which resulted in the Company increasing its interest in the Canegrass Battery Minerals Project (**Canegrass Project**) to 49%. The Farm-In Agreement was previously announced by the Company on 30 November 2022.

To acquire the remaining 51% interest of the Canegrass Project, the Company agreed to:

- make a \$175,000 cash payment;
- issue 33,333,333 fully paid ordinary shares (**Consideration Shares**), 50% is subject to voluntary escrow for a period of 3 months after the date of issue and a further 50% is subject to voluntary escrow for a period of 6 months after the date of issue; and
- issue 15,000,000 unquoted options, exercisable at \$0.02 each and expiring on 11 September 2027

(**Consideration Options**),

together, Consideration Securities.

Through the Share Sale Agreement, the Company brought 100% of the Canegrass Project under Viking's direct ownership and control.

The Consideration Securities were issued on 11 September 2024 under the Company's 15% placement capacity pursuant to Listing Rule 7.1 and did not breach the placement capacity at that time of issue.

Resolution 6 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of Consideration Shares and Consideration Options, respectively.

Listing Rules 7.1 and 7.4

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the number 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.

The issue of the Consideration Securities does not fit within any of these exceptions and, as it has not yet been approved by the Company's Shareholders, it effectively used up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date the Company issued the Consideration Securities.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to

be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue Equity Securities in the future without having to obtain Shareholder approval for such issued under Listing Rule 7.1 and therefore seeks Shareholder approval to ratify the issue of the Considerations Securities.

Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 6.

- a. The Consideration Securities were issued to Red Hawk.
- b. The Company issued 33,333,333 Consideration Shares and 15,000,000 Consideration Options.
- c. The Consideration Shares were issued on the same terms as all other Shares except for the voluntary escrow. The terms of the Consideration Options are set out in Schedule 2.
- d. The Consideration Securities were issued on 11 September 2024.
- e. The Consideration Securities were issued for nil cash consideration, as part of the acquisition of the remaining interest in the

Canegrass Project. Accordingly, no funds were raised from the issue of the Consideration Securities.

- f. A summary of the material terms of the Share Sale Agreement is set out above.
- g. A voting exclusion statement has been included in the Notice for purposes of Resolution 6.

Additional information

If Resolution 6 is passed, the Considerations Securities will be excluded from the calculation of the Company's 15% limit under Listing Rule 7.1, thereby increasing the number of Equity Securities the Company can issue without further Shareholder approval over the 12-month period following the date of issue.

If Resolution 6 is not passed, the Considerations Securities will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the date of issue.

Resolution 6 is an ordinary resolution.

Directors' Recommendation

The Board recommends Shareholders vote in favour of Resolution 6.

GLOSSARY

\$ means Australian dollars.

Annual General Meeting or **Meeting** means the meeting convened by the Notice, and any other adjournment thereof.

Annual Report means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2024.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

ASX Listing Rules or Listing Rules means the Listing Rules of ASX.

Auditor's Report means the auditor's report contained in the Annual Report.

Board means the current board of directors of the Company.

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

Chair means the chair of the Meeting.

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

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

Company means Viking Mines Limited (ACN 126 200 280).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Directors' Report means the annual directors' report prepared under Chapter 2M of the *Corporations Act* for the Company and its controlled entities.

Explanatory Statement means the explanatory statement accompanying the Notice.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security, and any security that ASX decides to classify as an Equity Security.

Financial Report means the annual financial report prepared under Chapter 2M of the *Corporations Act* for the Company and its controlled entities.

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.

Meeting means the annual general meeting convened by the Notice.

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

Option means an option to acquire a Share.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report contained in the Annual Report.

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

Section means a section of the Explanatory Statement.

Securities means any Equity Securities of the Company (including Shares, Options, Performance Rights and/or Performance Shares).

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

Shareholder means a registered holder of a Share.

Trading Day has the meaning given in the ASX Listing Rules.

Variable A means "A" as set out in the formula in ASX Listing Rule 7.1A(2).

VWAP has the meaning given to the term 'volume weighted average market price' in the ASX Listing Rules.

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

SCHEDULE 1

10 October 2024

The Directors
Viking Mines Limited
15-17 Old Aberdeen Place
WEST PERTH WA 6005


Dear Directors

RE: Auditor Nomination

I, Charles Thomas, on behalf of GTT Global Opportunities Pty Ltd being a shareholder of Viking Mines Limited (Company), nominate BDO Audit Pty Ltd in accordance with section 328B(1) of the Corporations Act 2001 (Cth) (Act), to be appointed as the Company's auditor.

Please distribute copies of this notice of this nomination as required by section 328B(3) of the Act.

Yours faithfully



Charles Thomas
Director
GTT Global Opportunities Pty Ltd

SCHEDULE 2 - TERMS AND CONDITIONS OF CONSIDERATION OPTIONS

1. (**Entitlement**): Each Consideration Option entitles the holder to subscribe for one Viking Share upon exercise of the Consideration Option.
2. (**Expiry Date**): Each Consideration Option will expire at 17:00 WST on 11 September 2027 (**Expiry Date**). A Consideration Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
3. (**Exercise Period**): The Consideration Options are exercisable at any time prior to the Expiry Date.
4. (**Exercise Price**): The Consideration Options are exercisable at \$0.02 each (**Exercise Price**).
5. (**Quotation of the Consideration Options**): The Consideration Options will not be quoted and Viking will not apply for quotation of the Consideration Options on any securities exchange.
6. (**Transferability**): The Consideration Options are not transferable, except with the prior written approval of Viking at its sole discretion and subject to compliance with the Corporations Act and Listing Rules.
7. (**Notice of Exercise**): The Consideration Options held by the holder may be exercised in whole or in part. A Consideration Option may be exercised by notice in writing to Viking in the manner specified on the Option certificate specifying the number of Consideration Options being exercised (**Notice of Exercise**) and payment of the aggregate Exercise Price for the number of Consideration Options being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to Viking.

Any Notice of Exercise of a Consideration Option received by Viking will only be effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Consideration Option being exercised in cleared funds (**Exercise Date**).
8. (**Timing of issue of Shares on exercise**): Within five Business Days after the Exercise Date Viking will, subject to paragraph 11:
 - a) allot and issue the number of Viking Shares required under these terms and conditions in respect of the number of Consideration Options specified in the Notice of Exercise and for which cleared funds have been received by Viking; and
 - b) subject to paragraph 9, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, with such notice to comply with section 708A(6) of the Corporations Act; and
 - c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Viking Shares issued pursuant to the exercise of the Consideration Options.
9. (**Restrictions on transfer of Shares**): If Viking is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or such a notice for any reason is not effective to ensure that an offer for sale of the Viking Shares does not require disclosure to investors, then Viking must, no later than 20 Business Days after the Exercise Date, 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 Viking Shares forming part of the Viking Shares issued on exercise of the Consideration Options by the holder after the Exercise Date does not require disclosure to investors.
10. (**Shares issued on exercise**): Viking Shares issued on exercise of the Consideration Options will upon allotment, rank, from the date of allotment, equally in all respects with the then issued shares of Viking.
11. (**Takeovers prohibition**):
 - a) the issue of Viking Shares on exercise of the Consideration Options is subject to and conditional upon the issue of the relevant Viking Shares not resulting in any person being in breach of section 606(1) of the Corporations Act; and
 - b) Viking will not be required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Viking Shares on exercise of the Consideration Options.
12. (**Reconstruction of capital**): If at any time the issued capital of Viking is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.
13. (**Participation in new issues**): There are no participation rights or entitlements inherent in the Consideration Options and holders will not be entitled to participate in new issues of capital offered to Viking Shareholders during the currency of the Consideration Options without exercising the Consideration Options.
14. (**Entitlement to dividends**): The Consideration Options do not confer any entitlement to a dividend, whether fixed or at the discretion of the directors, during the currency of the Consideration Options without exercising the Consideration Options.
15. (**Entitlement to capital return**): The Consideration Options do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise, and similarly do not confer any right to participate in the surplus profit or assets of Viking upon a winding up, in each case, during the currency of the Consideration Options without exercising the Consideration Options.
16. (**Adjustments for reorganisation**): If there is any reorganisation of the issued share capital of Viking, the rights of the Option holder will be varied in accordance with the Listing Rules.
17. (**Change in exercise price**): There will be no change to the Exercise Price of the Consideration Options or the number of Viking Shares over which the Consideration Options are exercisable in the event of Viking making a pro-rata issue of Viking Shares or other securities to the holders of Viking Shares in Viking (other than a bonus issue).
18. (**Adjustment for bonus issues of Shares**): If Viking makes a bonus issue of Viking Shares or other securities to existing Viking Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):
 - a) the number of Viking Shares which must be issued on the exercise of a Consideration Option will be increased by the number of Viking Shares which the Option holder would have received if the Option holder had exercised the Consideration Option before the record date for the bonus issue; and
 - b) no change will be made to the Exercise Price.
19. (**Voting rights**): The Consideration Options do not confer any right to vote at meetings of members of Viking, except as required by law, during the currency of the Consideration Options without first exercising the Consideration Options.
20. (**Constitution**): Upon the issue of the Viking Shares on exercise of the Consideration Options, the holder will be bound by Viking's Constitution.



Viking Mines Limited | ABN 38 126 200 280

Proxy Voting Form

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

Your proxy voting instruction must be received by **10.00am (AWST) on Monday, 11 November 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://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

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

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



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