
DMC MINING LIMITED
ACN 648 372 516
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10AM (WST)

DATE: 10 February 2025

PLACE: Automic Group, 5/191 St Georges Terrace Perth WA 6000

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4:00pm (WST) on 8 February 2025.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – APPROVAL TO ISSUE SHARES PURSUANT TO THE CAPITAL RAISING

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 120,000,000 Shares at an issue price of \$0.05 per Share on the terms and conditions set out in the Explanatory Statement."

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolution set out below by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity), or an associate of that person or those persons.

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

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

Voting by proxy

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

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

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

Shareholders and their proxies should be aware that:

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

Submit your Proxy Vote

(d) Online

Vote online at <https://investor.automic.com.au/#/loginsah> and simply follow the instructions on the enclosed proxy form.

(e) By Paper

If you do not wish to vote online, then it is necessary to complete in accordance with the detailed instructions set out on the enclosed Proxy Form.

The return of your completed form (ONLY if you do NOT vote online) can be done by one of the following ways:

BY MAIL	Automic, GPO Box 5193, Sydney NSW 2001
BY EMAIL	meetings@automicgroup.com.au
BY FAX	+61 2 8583 3040

Voting in person

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6316 4674.

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 Resolution which is the subject of the business of the Meeting.

1. BACKGROUND TO THE RESOLUTION

1.1 Overview

As announced on 24 June 2024, the Company entered into:

- (a) a share sale agreement (**Veridis SSA**) to acquire 100% of the issued capital of Veridis Energie SARL (a company incorporated in the Republic of Guinea) (**Veridis**) which is the holder of two reconnaissance permits and two exploration licence applications over the reconnaissance permits in the Kissidougou-Mafran region of Guinea known as the Firawa Rare Earth Element-Uranium Project (**Firawa Project**) on 14 May 2024; and
- (b) a share sale agreement (**Mining Development SSA**) to acquire 100% of the issued capital of Mining Development Resources SARLU (a company incorporated in the Republic of Guinea) (**Mining Development**) which is the holder of one reconnaissance permit application and one exploration licence application which has been applied for over the reconnaissance permit application located in located in the Labé district of Guinea (**Labé Project**) on 15 May 2024,

(together, the **Proposed Acquisitions**).

ASX has advised the Company that as the Proposed Acquisitions will amount to a significant change in the nature and scale of the Company's activities, the Company is required to obtain Shareholder approval for the Proposed Acquisitions and must re-comply with Chapters 1 and 2 of the Listing Rules before it can be re-instated to trading on the ASX (including the requirement to have net tangible assets (**NTA**) of at least \$4 million at the time of re-admission after deducting the costs of any capital raising).

The Company held a Shareholder meeting on 23 August 2024 (**Re-compliance Meeting**), pursuant to which it sought approval for, amongst other things, the issue of up to 110,000,000 Shares at an issue price of \$0.05 per Share under the Capital Raising, to enable the Company to raise up to \$5,500,000 (**Maximum Subscription**).

As announced on 23 October 2024 and further disclosed in the supplementary prospectus to the prospectus dated 22 August 2024 (**Prospectus**) prepared by the Company dated 14 November 2024 (**Supplementary Prospectus**), the Company has faced unforeseen delays in the grant of the exploration licences (**Exploration Licences**) over the Firawa and Labé Projects due to the temporary closure of the cadastral system, which operates within the Centre de Promotion et de Development Miniers, part of the Guinean Ministry of Mines and Geology (**Delay**).

As the grant of these Exploration Licences is a condition to the Capital Raising and the Proposed Acquisitions, the Company has been unable to satisfy the conditions for re-admission of its securities to the Official List and has incurred working capital and operating costs during this period which would otherwise have been met from the funds raised under the Capital Raising.

Accordingly, the Company is now seeking Shareholder approval to increase the Maximum Subscription from \$5,500,000 to \$6,000,000 (**New Maximum Subscription**) to ensure that the Company has sufficient funds to meet the NTA requirement at the time of re-admission. The additional funds raised will be applied towards repayment of loan facilities which have been entered into by the Company to meet its working capital and operating costs incurred since lodgement of the Prospectus. The Company will only seek to raise additional funds under the Capital Raising above the Maximum Subscription to the extent required to satisfy the NTA requirement. The maximum amount of funding that may be raised if this Resolution is approved is \$6,000,000.

For further information with respect to the Proposed Acquisitions refer to the notice of general meeting released to the Company's ASX platform on 23 July 2024 (**Re-compliance**

Notice) for the Re-compliance Meeting, the Prospectus and the Supplementary Prospectus.

1.2 Use of Funds

If Shareholders approve this Resolution, the Company intends to apply funds raised from the Capital Raising, together with existing cash reserves, over the first two years following re-admission of the Company to the Official List of ASX as follows:

Funds available	Minimum Subscription (\$5,000,000)	Percentage of Funds	New Maximum Subscription (\$6,000,000)	Percentage of Funds
Existing cash reserves ^{1,2}	\$646,501	11.45%	\$646,501	9.73%
Funds raised from the Capital Raising	\$5,000,000	88.55%	\$6,000,000	90.27%
Total	\$5,646,501	100%	\$6,546,501	100.00%
Allocation of funds				
Exploration at Ravensthorpe Nickel Project ³	\$130,000	2.30%	\$130,000	1.96%
Expenditure on the Firawa Project ³	\$2,566,000	45.44%	\$2,786,000	41.92%
Expenditure on the Labé Project ³	\$395,000	7.00%	\$395,000	5.94%
Expenses of the Proposed Acquisitions and Capital Raising ⁴	\$799,000	14.15%	\$829,000	12.47%
Repayment of Loans (including interest) ²	\$585,000	10.36%	\$585,000	8.80%
Working capital, corporate and general administration costs ^{5,6,7}	\$1,171,501	20.75%	\$1,921,501	28.91%
Total	\$5,646,501	100%	\$6,646,501	100%

Notes:

1. Refer to the Independent Limited Assurance Report set out in Annexure E of the Prospectus for further details. These funds represent cash held by the Company as at 18 July 2024. The Company has expended approximately \$116,000 between 18 July 2024 and the date of lodgement of the Prospectus on working capital, corporate and general administration costs.
2. As set out in the Supplementary Prospectus, the Company entered into a secured loan agreement with Aries Finance Pty Ltd (ACN 671 328 171) (**Aries Finance**) pursuant to which the Company is permitted to draw down up to \$500,000, which has been fully drawn down (**Loan Agreement**). The Company has applied the funds under the Loan Agreement to on-going working costs during the Capital Raising. The Company is negotiating revised terms of the Loan Agreement with Aries to increase the Loan Facility by an additional \$300,000 (**Revised Loan Agreement**). If the parties agree to the Revised Loan Agreement, it is anticipated that the Company will immediately draw down \$100,000 under the Revised Loan Agreement. Additional funds will only be drawn down under the Revised Loan Agreement as required to meet working capital costs. Any additional funds to be drawn down pursuant to the Revised Loan Agreement after the date of this Notice, will be allocated in a manner to enable the Company to meet its working capital requirements in the period prior to re-admission of its securities to the Official List (which are already contemplated within the use of funds table set out in the Prospectus).
3. Exploration expenses include tenure expenses, drilling, drilling assays, metallurgical testwork, and resource estimation costs.
4. Expenses of the Capital Raising include legal fees, ASX fees, advisor fees, investigating accountant fees, independent geological advisory fees, share registry fees and brokerage costs.

5. Administration costs include the general costs associated with the management and operation of the Company's business including administration expenses, management salaries, directors' fees, rent and other associated costs.
6. If agreed, approximately \$100,000 of funds drawn down under the Revised Loan Agreement will be applied to working capital, corporate and general administration costs. If the Company draws down any further loans under the Revised Loan Agreement, this will be repaid out of the Company's working capital, corporate and general administration costs.
7. To the extent that the Company's exploration activities warrant further exploration activities or the Company identifies additional acquisition or investment opportunities, the Company's working capital will also be utilised to fund such further exploration activities and/or acquisition or investment costs (including due diligence investigations and expert's fees in relation to such acquisitions or investments) as applicable.

In the event the amount raised is between the Minimum Subscription and the New Maximum Subscription, the funds raised above the Minimum Subscription will be applied to additional expenses of the Capital Raising, then exploration at the Firawa Project and finally working capital.

The above table is a statement of current intentions as of the date of this Notice. As with any budget, intervening events (including exploration success or failure) and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis.

The Directors and Proposed Directors consider that following completion of the Capital Raising, the Company will have sufficient working capital to carry out its stated objectives. It should however be noted that an investment in the Company is speculative.

1.3 Pro forma capital structure

The indicative capital structure of the Company following completion of the Proposed Acquisitions and the Capital Raising is summarised below:

	SHARES		OPTIONS ⁷	PERFORMANCE RIGHTS	PERFORMANCE SHARES
	MINIMUM SUBSCRIPTION	NEW MAXIMUM SUBSCRIPTION			
Securities currently on issue	46,350,000	46,350,000	25,575,000	-	-
Shares to be issued pursuant to the Capital Raising	100,000,000 ¹	120,000,000 ²			
Securities to be issued to under the Veridis Acquisition ^{1,3}	35,000,000	35,000,000	-	-	130,000,000
Securities to be issued under the Mining Development Acquisition ^{1,4}	15,000,000	15,000,000	-	-	-
Facilitation Shares to be issued to CPS Capital ^{1,5}	8,100,000	8,100,000	-	-	-
Securities to be issued to Managing Director ^{1,6}	2,000,000	2,000,000	-	6,000,000	-
Completion of the Proposed Acquisitions and the Capital Raising	206,450,000	226,450,000	25,575,000	6,000,000	130,000,000

Notes:

1. The Company obtained Shareholder approval for the issue of these Securities at the Re-compliance Meeting.
2. 120,000,000 Shares to be issued at an issue price of \$0.05 per Share to raise up to \$6,000,000 under the Capital Raising (being the subject of this Notice).
3. Pursuant to the Veridis SSA, the Company has agreed to issue 35,000,000 Shares and 130,000,000 Performance Shares to the Veridis Vendors (and/or their nominees) in consideration for the Veridis Acquisition.

4. Pursuant to the Mining Development SSA, the Company has agreed to issue 15,000,000 Shares to the Mining Development Vendors (and/or their nominees) in consideration for the Mining Development Acquisition.
5. Pursuant to the Lead Manager Mandate, the Company has agreed to issue 8,100,000 Shares to CPS Capital (and/or its nominees) in consideration for transaction introduction and facilitation services.
6. Pursuant to Director, Mr David Sumich's consultancy agreement, the Company has agreed to issue Mr Sumich 2,000,000 Shares and 6,000,000 Performance Rights as part of his remuneration package.
7. Quoted Options exercisable at \$0.20 and expiring on 30 April 2026.

1.4 Lead Manager

CPS Capital Group Pty Ltd (**CPS Capital** or **Lead Manager**) was appointed as the lead manager to the Capital Raising under a lead manager mandate (**Lead Manager Mandate**).

The Lead Manager will receive the following fees:

- (a) a management fee of 3% of funds raised under the Capital Raising for managing the Capital Raising;
- (b) a placement fee of 3% of funds raised via the Capital Raising; and
- (c) a transaction introduction and facilitation fee of 8,100,000 Shares.

The material terms of the Lead Manager Mandate are set out in the Prospectus.

Jason Peterson, a director of CPS Capital, is a substantial shareholder of the Company and a shareholder of Veridis. Details of the relevant interest of Mr Peterson is set out in the Prospectus.

1.5 Indicative timetable

An indicative timetable for completion of the Proposed Acquisitions and the associated transactions set out in this Notice is set out below:

EVENT	DATE ¹
Announcement of the Proposed Acquisitions	24 June 2024
Lodge Prospectus with ASIC	22 August 2024
Re-compliance Meeting	23 August 2024
Opening date of the Capital Raising	2 September 2024
Lodgement of Supplementary Prospectus with the ASIC	14 November 2024
Closing date of the Capital Raising	5:00pm (WST) on 7 February 2025
General Meeting	10 February 2025
Completion of Proposed Acquisitions and Capital Raising ^{2,3}	10 February 2025
Issue of Shares under the Public Offer	11 February 2025
Despatch of holding statements	12 February 2025
Expected date for Re-quotation on the ASX (subject to the Company re-complying with Chapters 1 & 2 of the Listing Rules)	14 February 2025

Notes:

1. The dates in the table above are indicative only and may change without notice. Unless otherwise indicated, all times given are WST. The Company reserves the right to extend the Closing Date or close the Public Offer early without prior notice. The Company also reserves the right not to proceed with the Offers at any time before the issue of Shares to applicants.
2. The above stated date for settlement of the Proposed Acquisitions is a good faith estimate by the Directors and may be extended.
3. If the Public Offer is cancelled or withdrawn before completion of the Public Offer, then all application monies will be refunded in full (without interest) as soon as possible in accordance with the requirements of the Corporations Act. Investors are encouraged to submit their applications as soon as possible after the Public Offer opens.

1.6 Forward looking statements

The forward-looking statements in this Explanatory Statement are based on the Company's current expectations about future events. However, they are subject to known and unknown risks, uncertainties and assumptions, many of which are outside the control of the Company and the Directors, which could cause actual results, performance or achievements to differ materially from future results, performance or achievements expressed or implied by the forward-looking statements in this Explanatory Statement. These risks include but are not limited to, the risks detailed in the Prospectus and Supplementary Prospectus. Forward looking statements include those containing words such as 'anticipate', 'estimates', 'should', 'will', 'expects', 'plans' or similar expressions.

2. RESOLUTION 1 – APPROVAL TO ISSUE SHARES PURSUANT TO THE CAPITAL RAISING

2.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 120,000,000 Shares at an issue price of \$0.05 per Share, to raise up to \$6,000,000 under the Capital Raising.

It is noted that the Shares the subject of the Capital Raising will only be issued if:

- (a) the Minimum Subscription is raised;
- (b) the Company has received conditional approval from ASX for the Company to be reinstated to official quotation on ASX following the Company's compliance with Listing Rule 11.1.3 and Chapters 1 and 2 of the Listing Rules; and
- (c) the issue occurs contemporaneously with settlement of the Proposed Acquisitions.

Further details of the Capital Raising are set out in the Prospectus and the Supplementary Prospectus.

2.2 Listing Rule 7.1

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

As the proposed issue of Shares is being conducted in connection with a re-compliance transaction, ASX has advised that it requires the approval of Shareholders under Listing Rule 7.1.

2.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue of Shares up to the New Maximum Subscription. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue of up to a further 10,000,000 Shares under the Capital Raising and will not be able to raise more than \$5,500,000 under the Capital Raising.

The Company will be able to proceed with the issue of up to 110,000,000 Shares under the Capital Raising to raise up to \$5,500,000 (as approved by Shareholders at the Re-compliance Meeting). However, if the funds raised under the Capital Raising are insufficient to enable the Company to satisfy the NTA requirements at the time of seeking re-admission to the Official List, the Company will be unable to complete the Proposed Acquisitions or the Public Offer and is likely to default under its existing loan facilities with Aries Finance.

2.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	<p>The Shares will be issued to subscribers under the Capital Raising. The Directors will determine to whom the Shares will be issued, on a basis to ensure the Company's re-compliance requirements are met, but these persons will not be related parties of the Company other than Director, David Sumich, whose participation received Shareholder approval at the Re-compliance Meeting.</p> <p>Substantial Shareholder, Jason Peterson also intends to participate in the Capital Raising by subscribing (either directly or through his associates) for up to 10,000,000 Shares under the Capital Raising.</p>
Number of Securities and class to be issued	Up to 120,000,000 Shares will be issued.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Shares will be issued no later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Shares will occur on the same date.
Price or other consideration the Company will receive for the Securities	\$0.05 per Share. The Company will not receive any other consideration for the issue of the Shares.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to raise a minimum of \$5,000,000 and a maximum of \$6,000,000 (before costs), which the Company intends to apply in the manner set out in Section 1.6.
Issued under an Agreement	The Shares are not being issued under an agreement.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

GLOSSARY

\$ means Australian dollars.

Acquisition Agreements means the Veridis SSA and the Mining Development SSA.

ASIC means the Australian Securities & Investments Commission.

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

Board means the current board of directors of the Company.

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

Capital Raising means the Company's proposed public offer of up to 120,000,000 Shares which is the subject of Resolution 1.

Chair means the chair of the Meeting.

Company or **DMC** means DMC Mining Limited (ACN 648 372 516).

Consideration Securities means the Shares and Performance Shares issued in consideration for the Proposed Acquisitions.

Constitution means the Company's constitution.

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

CPS Capital or **Lead Manager** means CPS Capital Group Pty Ltd (ACN 088 055 636).

Directors means the current directors of the Company.

Existing Approval has the meaning given in Section 1.2.

Existing Project means the Company's existing Ravensthorpe Nickel Project, located in Western Australia.

Explanatory Statement means the explanatory statement accompanying the Notice.

Facilitation Shares has the meaning given in Section 1.3(c).

Firawa Project has the meaning given in Section 1.1(a).

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

Labé Project has the meaning given in Section 1.1(b).

Listing Rules means the Listing Rules of ASX.

Maximum Subscription means the amount raised under the Capital Raising assuming oversubscriptions of \$500,000 are received and accepted, being \$5,500,000.

Minimum Subscription means the minimum subscription of 100,000,000 Shares under the Capital Raising, which, if issued, will enable the Company to raise \$5,000,000 (before cash).

Mining Development Acquisition means the acquisition of Mining Development pursuant to the terms of Mining Development SSA.

Mining Development SSA has the meaning given in Section 1.1(b).

Mining Development Vendors means the shareholders of Mining Development.

Mining Development means Mining Development Resources SARLU.

New Maximum Subscription means the proposed new maximum subscription under the Capital Raising of \$6,000,000.

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

Official List means the official list of the ASX.

Official Quotation means quotation of securities on the Official List.

Option means an option to acquire a Share.

Performance Rights means performance rights exercisable into Shares subject to satisfaction of certain milestones.

Performance Shares means performance shares converting into Shares subject to satisfaction of certain milestones.

Projects means the Existing Project, the Firawa Project and the Labé Project.

Proposed Acquisitions means the Veridis Acquisition and the Mining Development Acquisition.

Proposed Directors means Mr Michael Minosora, Mr Sam Randazzo and Dr Andrew Wilde.

Prospectus means the full form prospectus prepared by the Company in connection with the Capital Raising dated 22 August 2024.

Proxy Form means the proxy form accompanying the Notice.

Re-compliance means the Company re-complying with the admission requirements set out in Chapters 1 and 2 of the Listing Rules.

Resolution means the resolution set out in the Notice.

Section means a section of the Explanatory Statement.

Securities means Shares, Options, Performance Share and/or Performance Rights (as the context requires).

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

Shareholder means a registered holder of a Share.

Supplementary Prospectus means the supplementary prospectus to the Prospectus prepared by the Company dated 14 November 2024.

Vendor means the Veridis Vendors and the Mining Development Vendors.

Veridis means Veridis Energie SARL.

Veridis Acquisition means the acquisition of 100% of the issued capital of Veridis by the Company pursuant to the terms of the Veridis SSA.

Veridis SSA has the meaning given in Section 1.1 (a).

Veridis Vendors means the shareholders of Veridis.

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

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 Saturday, 08 February 2025**, 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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