

Notice of Annual General Meeting

incorporating Explanatory
Memorandum & Proxy Form

Date of Meeting:
21 November 2019

Time of Meeting:
1.00pm WST

Place of Meeting:
**The Celtic Club
48 Ord Street
WEST PERTH WA 6005**

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.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary Michelle Simson on (+61 8) 9226 3666.

BREAKER RESOURCES NL
ACN: 145 011 178
NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Breaker Resources NL will be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia on Thursday, 21 November 2019 at 1.00pm WST for the purpose of transacting the business outlined below.

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

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

2019 FINANCIAL REPORT

To receive and consider the Financial Report of the Company for the financial year ended 30 June 2019 consisting of the Financial Statements and Notes, the Directors' Report, the Directors' Declaration and the Independent Audit Report.

The reports referred to above are included in the 2019 Breaker Resources NL Annual Report which has been released to ASX and may be viewed on the Company's website at www.breakerresources.com.au.

Short Explanation: Section 317 of the Corporations Act requires a listed company to lay before the shareholders at each annual general meeting the financial report, the directors' report and the auditor's report for the last financial year that ended before the annual general meeting. There is no associated resolution. A reasonable opportunity will be provided to Shareholders for discussion of the 2019 Financial Report at the AGM.

RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following **advisory only resolution**:

"That, for the purposes of section 250R(2) of the Corporations Act, and for all other purposes, the Remuneration Report forming part of the Company's 2019 Annual Report be and is hereby adopted."

Short Explanation: Section 250R(2) of the Corporations Act requires a listed company to put to shareholders at each annual general meeting a resolution adopting the report on the remuneration of the company's directors, executives and senior managers included in the annual report. The above Resolution is being proposed to comply with this requirement. The vote on this Resolution is advisory and binds neither the Directors nor the Company. A reasonable opportunity will be provided to Shareholders for discussion of the Remuneration Report at the AGM.

Voting Prohibition Statement: The Company will, in accordance with the Corporations Act, disregard any votes cast (in any capacity) on Resolution 1 by or on behalf of a member of the Key Management Personnel (**KMP**) details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member. However, a person (**the voter**) described above may cast a vote on Resolution 1 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 Resolution 1; 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 Resolution 1; and
 - (ii) expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

RESOLUTION 2: RE-ELECTION OF MR MICHAEL KITNEY AS A DIRECTOR

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

"That, for the purpose of clause 6.3 of the Constitution, and for all other purposes, Mr Michael Kitney, a director who retires by rotation, and being eligible, is re-elected as a director of the Company."

Short Explanation: Pursuant to the Constitution, one-third of the Directors of the Company (other than the managing director) must retire at each annual general meeting and, being eligible, may offer themselves for re-election at that annual general meeting.

RESOLUTION 3: RATIFICATION OF ISSUE OF 15% PLACEMENT SHARES

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

"That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 21,000,000 Shares on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of a person who participated in the issue, or an Associate of that person (or those persons). However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

RESOLUTION 4: APPROVAL FOR FUTURE SHARE PLACEMENT

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

"That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 30,500,000 Shares on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an Associate of that person (or those persons). However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

RESOLUTION 5: ADOPTION OF INCENTIVE OPTION SCHEME 2015

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

"That, for the purpose of ASX Listing Rule 7.2 (Exception 9(b)) and for all other purposes, approval is given for the Company to adopt an employee incentive scheme titled Breaker Resources NL Incentive Option Scheme 2015 and for the issue of securities under that Plan, on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusions:

- (1) In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of Resolution 5 by or on behalf of a Director (except a Director who is ineligible to participate in any employee incentive scheme in relation to the Company), or an Associate of a Director (or Directors). However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.
- (2) In accordance with the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 5 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 appointment does not specify the way the proxy is to vote on this Resolution. However, the above prohibition does not apply if:
 - (c) the proxy is the Chair; and
 - (d) the appointment expressly authorises the Chair to exercise the proxy even though Resolution 5 is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

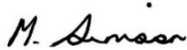
RESOLUTION 6: APPROVAL OF 10% PLACEMENT CAPACITY

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

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

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 6 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 Company) or an Associate of that person (or those persons). However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

By order of the Board.



Michelle Simson

Company Secretary

Date: 11 October 2019

PROXIES

To vote by proxy, please complete and sign the enclosed Proxy Form and return no later than **1.00pm WST on Tuesday, 19 November 2019** by:

- ✘ hand delivery to: Breaker Resources NL
12 Walker Avenue
WEST PERTH WA 6005; or
- ✘ post to: Breaker Resources NL
PO Box 244
WEST PERTH WA 6872; or
- ✘ facsimile to **(+61 8) 9226 3668**; or
- ✘ email to **breaker@breakerresources.com.au**.

A Shareholder entitled to attend and vote at the AGM has the right to appoint up to two (2) proxies. Where more than one (1) proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights. A proxy may, but need not be, a Shareholder of the Company and may be an individual or a body corporate.

The instrument appointing the proxy must be in writing, executed by the appointer or their attorney duly authorised in writing or, if such appointer is a corporation, either under seal or under hand of an officer/s duly authorised.

The instrument of proxy (and the power of attorney or other authority, if any, under which it is signed) must be lodged by person, post, facsimile or email and reach the registered office of the Company at least 48 hours prior to the meeting. For the convenience of Shareholders a Proxy Form is enclosed.

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 two (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 chairman 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 chairman – 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-chairman proxy to chairman 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 chairman 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 chairman 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.

ENTITLEMENT TO VOTE

For the purposes of regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Directors have determined that members holding Securities at **5.00pm WST on Tuesday, 19 November 2019** will be entitled to attend the AGM and vote in accordance with the number of Securities held at this time.

Each Shareholder shall be entitled to one (1) vote on a show of hands. In the case of a poll, the holders of Shares are entitled to one (1) vote for every one (1) Share held.

CORPORATIONS

A corporation may elect to appoint a representative in accordance with section 250D of the Corporations Act, in which case the Company will require written proof of the representative's appointment, which must be lodged with, or presented to the Company before the meeting.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the Shareholders of Breaker Resources NL (ACN 145 011 178) in connection with the business to be conducted at the Annual General Meeting of the Company to be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia, on Thursday, 21 November 2019 commencing at 1.00pm WST.

This Explanatory Memorandum should be read in conjunction with, and forms part of, the accompanying Notice. The Directors recommend that Shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolutions. Terms used in this Explanatory Memorandum will, unless the context otherwise requires, have the same meaning given to them as in the glossary contained in this Explanatory Memorandum.

At the AGM, Shareholders will be asked to consider the following Resolutions:

- ✦ adopting the Remuneration Report;
- ✦ electing Mr Michael Kitney as a Director;
- ✦ ratifying a prior issue of Shares using the Company's 15% placement capacity;
- ✦ approving a future issue of Shares;
- ✦ adopting the Breaker Resources NL Incentive Option Scheme 2015; and
- ✦ approving an additional 10% placement capacity for Equity Securities in the 12 months following the date of the Meeting.

FINANCIAL AND OTHER REPORTS

As required by section 317 of the Corporations Act, the Financial Statements and Notes for the financial year ended 30 June 2019 and the accompanying Directors' Report, Directors' Declaration and Independent Audit Report will be laid before the meeting. Neither the Corporations Act nor the Constitution requires a vote on the reports however Shareholders will have an opportunity to ask questions about them at the AGM.

The Company will not provide a hard copy of the annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.breakerresources.com.au.

RESOLUTION 1: REMUNERATION REPORT

1.1 Introduction

As required by the Corporations Act, the Board is presenting the Remuneration Report to Shareholders for consideration and adoption by a non-binding vote. The Remuneration Report contains:

- ✦ information about the Board's policy for determining the nature and amount of remuneration of the Directors and senior executives of the Company;
- ✦ a description of the relationship between the Company's remuneration policy and the Company's performance;
- ✦ where applicable, a summary of performance conditions for each of the Directors and senior executives, including a summary of why they were chosen and how performance is measured against them; and
- ✦ remuneration details for each Director and for each of the specified executives.

The Remuneration Report, which is part of the Annual Report, has been sent to Shareholders who have made an election to receive the Annual Report. Copies of the Annual Report are available by contacting the Company's share registry or visiting the Company's website www.breakerresources.com.au.

1.2 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted be put to shareholders however such a resolution is advisory only and does not bind the company or its directors.

The remuneration report sets out the remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained within the annual financial report of the company for a financial year.

The chairman of the meeting must allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the remuneration report at the annual general meeting.

1.3 Voting consequences

Under the Corporations Act, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual report for the previous financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the Company is approved will be the directors of the Company.

1.4 Previous voting results

At the Company's previous annual general meeting the votes cast against the Remuneration Report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for the AGM.

1.5 Voting exclusion

A voting exclusion statement is included in this Notice. In accordance with section 250R(4) of the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either 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 Resolution 1 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 Resolution 1; 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 Resolution 1; and
 - (ii) expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

Where appointed as an undirected proxy and authorised to do so, the Chair will cast available proxy votes in favour of Resolution 1. Shareholders may choose to direct the Chair (as proxy) to vote for or against Resolution 1 or to abstain from voting.

1.6 Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the following:

- ✘ ***If you appoint a member of the Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member as your proxy:***

You must direct your proxy how to vote on this Resolution. Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

- ✘ ***If you appoint the Chair as your proxy (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member):***

You do not need to direct your proxy how to vote on this Resolution. However, if you do not direct the Chair how to vote, you should be aware of the acknowledgement on the Proxy Form that expressly authorises the Chair to exercise his/her discretion in exercising your proxy, and that the Chair intends to cast undirected proxies in favour of the Resolution, even though this Resolution is connected directly or indirectly with the remuneration of Key Management Personnel.

- ✘ ***If you appoint any other person as your proxy:***

You do not need to direct your proxy how to vote on this Resolution but may do so if you wish.

RESOLUTION 2: RE-ELECTION OF MR MICHAEL KITNEY AS A DIRECTOR

2.1 Introduction

Clause 6.3 of the Constitution provides that no Director (except for the managing director) of the Company may hold office (without re-election) past the third annual general meeting following the Director's appointment or three (3) years, whichever period is longer. Clause 6.3 of the Constitution requires that one third (1/3) of the Directors must retire at each annual general meeting.

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. The Company currently has four (4) Directors and therefore one (1) must retire. A Director who retires by rotation under clause 6.3 of the Constitution is eligible for re-election. Accordingly, Mr Michael Kitney, last re-elected in 2017, will retire by rotation and, being eligible, offers himself for re-election.

Resolution 2 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

2.2 Director's biography

Mr Michael Kitney was appointed as a Non-Executive Director on 2 July 2010. He is a practiced process engineer with over 40 years' experience in the mining industry. Mr Kitney has participated in the development and construction of projects throughout Australia, Africa, south east Asia and the former Soviet Union.

His particular strengths are in production and mineral processing management, all aspects of environmental management, project evaluation and assessment and management of interdisciplinary project teams.

Mr Kitney brings to the Company vast project development expertise and practical experience in commissioning new projects and has previously held senior technical and project management positions with Kasbah Resources Limited, Alcoa Australia Limited, Minproc Engineers Limited, Property Company of London plc, British Phosphate Commissioners, Nelson Gold Corporation Limited and Avocet Mining plc. He is currently a technical consultant to ASX-listed Prospect Resources Limited and is a member of the Australian Institute of Company Directors.

Mr Kitney does not hold any directorships in other ASX-listed companies. He is currently considered a non-independent director, as assessed against the criteria of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations, due to his period of service as a director and his involvement in the preparation of the pre-feasibility study for the Lake Roe Gold Project. When the pre-feasibility study is completed, Mr Kitney's independence status will be reviewed.

2.3 Directors' recommendation

All of the Directors, except Mr Kitney, recommend that Shareholders vote in favour of Resolution 2.

Where appointed as an undirected proxy, the Chair will cast available proxy votes in favour of Resolution 2. Shareholders may choose to direct the Chair (as proxy) to vote for or against Resolution 2 or to abstain from voting.

RESOLUTION 3: RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES

3.1 General

On 22 May 2019 the Company issued, pursuant to ASX Listing Rule 7.1, 21,000,000 Shares at an issue price of \$0.30 per Share (a 11.7% discount to the 10-day VWAP leading up to announcement of the issue on 15 May 2019) to sophisticated and professional investors (**Placement Shares**). The issue of the Placement Shares raised a total of \$6,300,000, before costs.

As mentioned above, the Placement Shares were issued out of the Company's available capacity under ASX Listing Rule 7.1. Resolution 3 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Placement Shares (**Placement Ratification**).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any Equity Securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

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

Resolution 3 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

3.2 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the information below is provided in relation to the Placement Ratification:

- (a) Number of Shares issued
21,000,000 Shares were issued.
- (b) Date of issue & issue price
The Placement Shares were issued on 22 May 2019 at an issue price of \$0.30.
- (c) Allottees
The Shares were issued to sophisticated and professional investors, none of whom are related parties of the Company.
- (d) Terms of the shares
The Placement Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (e) Use of funds
The funds raised through the issue of the Placement Shares will be used to continue Resource definition and extensional drilling, as well as pre-feasibility activities, at the Company's Lake Roe Gold Project, and working capital.
- (f) Voting exclusion statement
A voting exclusion statement is included in this Notice.

3.3 Directors' recommendation

All of the Directors recommend that Shareholders vote in favour of Resolution 3.

Where appointed as an undirected proxy, the Chair will cast available proxy votes in favour of Resolution 3. Shareholders may choose to direct the Chair (as proxy) to vote for or against Resolution 3 or to abstain from voting.

RESOLUTION 4: APPROVAL OF FUTURE SHARE PLACEMENT

4.1 General

As stated previously, ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any Equity Securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

The Company may wish to undertake a placement of Shares to raise future funds (**Future Placement**) to progress activities at its Lake Roe Gold Project. A future placement requires shareholder approval under ASX Listing Rule 7.1 and none of the exceptions in ASX Listing Rule 7.2 apply. The effect of Resolution 4 will be to allow the Company to issue the Shares the subject of the Resolution in the period three (3) months after the AGM without using the Company's 15% annual placement capacity granted under ASX Listing Rule 7.1.

Resolution 4 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

4.2 Technical information required by ASX Listing Rule 7.1

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

- (a) Maximum number of shares
The maximum number of Shares to be issued in the Future Placement (**Future Placement Shares**) is 30,500,000.

- (b) Date of issue
It is anticipated that, subject to Shareholder approval being received, the Future Placement Shares will be issued progressively and in any event no later than three (3) months after the date of the AGM, or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules.
- (c) Issue price
The issue price of the Future Placement Shares will be not less than 80% of the volume weighted average price for Shares calculated over the five (5) days on which sales in the Shares are recorded before the day on which the issue is announced.
- (d) Allottees
The Future Placement Shares will be issued to professional and sophisticated investors who will not be related parties of the Company.
- (e) Terms of the shares
The Future Placement 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.
- (f) Use of funds
The Company intends to use the funds raised from the Future Placement to progress exploration activities at its gold projects in Western Australia and for general working capital purposes.

4.3 Directors' recommendation

All of the Directors recommend that Shareholders vote in favour of Resolution 4.

Where appointed as an undirected proxy, the Chair will cast available proxy votes in favour of Resolution 4. Shareholders may choose to direct the Chair (as proxy) to vote for or against Resolution 4 or to abstain from voting.

4.4 Voting exclusion

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in a Future Placement therefore no existing Shareholders will be excluded from voting on Resolution 4.

RESOLUTION 5: ADOPTION OF BREAKER RESOURCES NL INCENTIVE OPTION SCHEME 2015

5.1 General

Resolution 5 seeks Shareholders approval for the adoption of the employee incentive scheme titled Breaker Resources NL Incentive Option Scheme 2015 (**2015 Plan**). ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period. ASX Listing Rule 7.2 (Exception 9(b)) sets out an exception to ASX Listing Rule 7.1 which provides that issues under an employee incentive scheme are exempt for a period of three (3) years from the date on which shareholders approve the issue of securities under the scheme as an exception to ASX Listing Rule 7.1.

If Resolution 5 is passed, the Company will be able to issue Options under the 2015 Plan to eligible participants over a period of three (3) years without impacting on the Company's ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12 month period.

Shareholders have previously approved the 2015 Plan at the annual general meetings in 2015 and 2016. A total of 9,800,000 Options have been issued under the 2015 Plan since its last approval and, as at the date of this Explanatory Memorandum, a total of 9,150,000 Options remain current and able to be exercised.

The objective of the 2015 Plan is to attract, motivate and retain key employees and it is considered by the Company that its adoption and the future issue of Options under the 2015 Plan will provide selected employees with the opportunity to participate in the future growth of the Company. Any future issues of Options under the 2015 Plan to a Related Party or a person whose relation with the Company or the Related Party is, in ASX's opinion, such that approval should be obtained will require additional Shareholder approval under ASX Listing Rule 10.14 at the relevant time.

A summary of the key terms and conditions of the 2015 Plan is set out in section 5.2 below. In addition, a copy of the 2015 Plan is available for review by Shareholders at the registered office of the Company until the date of the Meeting. A copy of the 2015 Plan can also be sent to Shareholders upon request to the Company Secretary by email to breaker@breakerresources.com.au. Shareholders are invited to contact the Company if they have any queries or concerns.

Resolution 5 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

5.2 Summary of the 2015 Plan

The material terms of the 2015 Plan can be summarised as follows:

(a) Eligible participants

Means (a) a Director (whether executive or non-executive) of the Company, (b) a full or part time employee of the Company, (c) a casual employee or contractor of the Company to the extent permitted by ASIC Class Order 14/1000 (or any amendment to or replacement of that Class Order) (**Class Order**), or (d) a prospective participant, being a person to whom the Offer is made but who can only accept the Offer if an arrangement has been entered into that will result in the person becoming an Eligible Participant under clauses (a), (b) or (c), who is declared by the Board to be eligible to receive grants of Options under the 2015 Plan (**Eligible Participants**).

(b) Purpose of the 2015 Plan

The purpose of the 2015 Plan is to provide an incentive to encourage participation by Eligible Participants in the Company through securities ownership and to attract, motivate and retain Eligible Participants.

(c) Offer of Options

When an Eligible Participant satisfies specified criteria imposed by the Board (which may include performance criteria and specified periods of tenure) the Board may make a written offer (**Offer**) to the Eligible Participant of Options. The Offer will specify the number of Options being offered and the conditions that must be met by the Eligible Participant before the Options will vest. Subject to approval by the Board, an Eligible Participant is able to nominate an immediate family member, a company whose members comprise no persons other than the Eligible Participant or their immediate family members, or a corporate trustee of a self-managed superannuation fund (within the meaning of the *Superannuation Industry (Supervision) Act 1993*) where the Eligible Participant is a director of the trustee (**Nominee**) to be registered, upon issue, as the holder of the Options.

(d) Number of Options offered

The number of Options that will be offered to an Eligible Participant pursuant to an Offer is entirely within the discretion of the Directors.

(e) Exercise conditions

The Options will not be able to be exercised unless the exercise conditions imposed by the Board have been satisfied.

- (f) **Exercise price**
The exercise price of any Option offered to an Eligible Participant shall be at the absolute discretion of the Board. To the extent the Listing Rules specify or require a minimum price, the exercise price in respect of an Option offered under an Offer must not be less than any minimum price specified in the Listing Rules.
- (g) **Cashless exercise of Options**
Where the market price of a Share as recorded on ASX exceeds the exercise price of an Option at the time of exercise of the Options, the Company may decide in its absolute discretion that an Optionholder will not be required to provide payment of the exercise price of Options exercised or to be exercised but only if on exercise of the Options, the Optionholder elects that the Company instead allot and issue the number of Shares that are, on the exercise date, equal in value (with value determined in accordance with such market price on ASX on the date of exercise) to the difference between the market price, calculated on the date of exercise, of the Shares which would otherwise have been issued as a result of such exercise and the exercise price otherwise payable in relation to the Options so exercised (with the number of Shares rounded down).
- (h) **Lapse of Options**
Subject to the 2015 Plan, unexercised Options will lapse immediately and all rights in respect of that Option will be lost if, in respect of the Option:
- (i) the Eligible Participant ceases to be an Eligible Participant for any reason whatsoever (including without limitation resignation or termination for cause) and:
 - (A) any exercise conditions have not been met by the date the Eligible Participant ceases to be an Eligible Participant (**Ceasing Date**); or
 - (B) where any exercise conditions have been met by the Ceasing Date or the Option is not subject to any exercise conditions, the participant does not exercise the Option within a period of three (3) months after the Ceasing Date (or a further date as determined by the Board after the Ceasing Date);
 - (ii) any exercise conditions are unable to be met; or
 - (iii) the expiry date of the Options has passed,
- whichever is earlier.
- (i) **Shares allotted upon exercise of Options**
The Company will issue or transfer shares to the Eligible Participant (or Nominee) as soon as practicable after the exercise of any Options. The shares allotted under the 2015 Plan will be of the same class and will rank equally with Shares in the Company at the date of issue. The Company will seek listing of the new Shares on ASX within the time required by the Listing Rules.
- (j) **Transfer of Options**
Options will not be transferable except to the extent provided for by the 2015 Plan or unless the Offer provides otherwise.
- (k) **Takeover**
The Board may allow for the exercise of Options in a specified period and under certain conditions in the event of a takeover or change of control of the Company.
- (l) **Bonus Issues, rights issues and capital reconstruction**
In order to prevent a reduction of the number of Shares to which the Options relate in the event of bonus issues, rights issues or a capital reconstruction, there are provisions in the 2015 Plan rules which provide a method of adjustment of the number of Options or exercise price. Any adjustments will be made in accordance with the Listing Rules.
- (m) **Participation in new issues**
There are no participating rights or entitlements inherent in the Options and the holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency

of the Options. In addition, holders of the Options will not be entitled to vote or receive dividends as a result of their holding of Options.

5.3 Voting exclusions

A voting exclusion statement is included in this Notice.

Where appointed as an undirected proxy and authorised to do so, the Chair will cast available proxy votes in favour of Resolution 5. Shareholders may choose to direct the Chair (as proxy) to vote for or against Resolution 5 or to abstain from voting.

RESOLUTION 6: APPROVAL OF 10% PLACEMENT CAPACITY

6.1 General

ASX Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval at its annual general meeting to allow it to issue Equity Securities up to 10% of its issued capital (**10% Placement Capacity**).

An Equity Security is a share, a unit in a trust, a right to a share in a trust or option, an option over an issued or unissued security, a convertible security, or, any security that ASX decides to classify as an equity security. If Shareholders approve Resolution 6, 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 (as set out in Section 6.2 below).

The effect of Resolution 6, if passed, will be to allow the Company to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue under the 10% Placement Capacity during the period up to 12 months after the Meeting, without subsequent Shareholder approval and without using the Company's 15% annual placement capacity granted under ASX Listing Rule 7.1.

Resolution 6 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the AGM must be in favour of Resolution 6 for it to be passed.

6.2 ASX Listing Rule 7.1A

ASX Listing Rule 7.1A enables an Eligible Entity to seek shareholder approval at its annual general meeting to issue Equity Securities in addition to those under the Eligible Entity's 15% annual placement capacity.

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

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

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 approximately \$71.32 million (based on the Company's closing price of Shares of \$0.35 on 10 October 2019).

Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities. At the date of the AGM, the Company will have one (1) class of quoted Equity Securities on issue, being the Shares (ASX Code: BRB).

The exact number of Equity Securities that the Company may issue with an approval under ASX Listing Rule 7.1A will be calculated according to the following formula:

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

Where:

- A** is the number of Shares on issue 12 months before the date of issue or agreement:
- (i) plus the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;
 - (ii) plus the number of partly paid ordinary shares that became fully paid in the previous 12 months;
 - (iii) plus the number of Shares issued in the previous 12 months with approval of Shareholders under ASX Listing Rules 7.1 and 7.4. This does not include an issue of fully paid shares under the Company's 15% placement capacity without Shareholder approval; and
 - (iv) less the number of Shares cancelled in the previous 12 months.
- D** is 10%.
- E** is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of ordinary securities under ASX Listing Rules 7.1 or 7.4.

6.3 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 6:

(a) Minimum price

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within five (5) ASX trading days of the date in Section 6.3(a)(i), the date on which the Equity Securities are issued.

(b) Date of issue

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of:

- (i) 12 months after the date of the Meeting; and
- (ii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) (after which date, an approval under ASX Listing Rule 7.1A ceases to be valid),

(10% Placement Capacity Period).

(c) Risk of voting dilution

Any issue of Shares under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue. If Resolution 6 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table overleaf.

The table shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2, on the basis of the current market price of Shares (rounded to a whole number of cents) and the current number of Shares on issue as at the date of this Notice. The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

| Number of Shares on Issue | Dilution | | | |
|--|--|--|-----------------------|---|
| | | \$0.17 50% decrease in issue price | \$0.35 issue price | \$0.70 100% increase in issue price |
| 203,777,492 (Variable A*) | 10% voting dilution - Shares issued | 20,377,749 Shares | 20,377,749 Shares | 20,377,749 Shares |
| | Funds raised | \$3,464,217 | \$7,132,212 | \$14,264,424 |
| 305,666,238 (50% increase in Variable A*) | 10% voting dilution - Shares issued | 30,566,623 Shares | 30,566,623 Shares | 30,566,623 Shares |
| | Funds raised | \$5,196,325 | \$10,698,318 | \$21,396,636 |
| 407,554,984 (100% increase in Variable A*) | 10% voting dilution - Shares issued | 40,755,498 Shares | 40,755,498 Shares | 40,755,498 Shares |
| | Funds raised | \$6,928,434 | \$14,264,424 | \$28,528,848 |

* Variable A represents the current number of Shares on issue. Variable A could increase as a result of the issue of Shares that do not require Shareholder approval, the conversion of partly paid shares to fully paid shares as a result of a call on the partly paid shares, the issue of Future Placement Shares, the issue of Shares with Shareholder approval under ASX Listing Rule 7.1 or the exercise of Options.

The table above uses the following assumptions:

- (i) The Company currently has 203,777,492 Shares on issue. This does not include any fully paid shares to be issued as a result of the call on the Company's partly paid shares which was announced on 6 September 2019.
- (ii) The issue price set out above is based on the ASX closing price of the Shares on 10 October 2019 of \$0.35, rounded to the closest whole number of cents.
- (iii) The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
- (iv) 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 with the exception of the Placement Shares the subject of Resolution 3.
- (v) The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. If the issue of Equity Securities includes partly paid shares or quoted Options, it is assumed that those partly paid shares or quoted Options are converted or exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- (vi) The calculations above do not show the dilution that any one particular Shareholder will be subject to as at the date of the Meeting. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- (vii) 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%.
- (viii) The table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower or higher on the issue date than on the date of the Meeting; and
 - (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.
- (d) Purpose of issue under 10% Placement Capacity
- The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:
- (i) as cash consideration in which case the Company intends to use funds raised for the acquisition of new resources, assets and investments (including expenses associated with such an acquisition), continued exploration expenditure or development work on the Company's Lake Roe and Ularring Rock projects (funds would then be used for exploration activities, development work and/or project administration) and general working capital; or

- (ii) as non-cash consideration for the acquisition of new resources assets and investments; in such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3.

The purpose of seeking the 10% Placement Capacity is to enable the Company the flexibility to issue Equity Securities in addition to the 15% placement capacity afforded to the Company under ASX Listing Rule 7.1, should the Board identify a need and opportunity to do so. The Directors are not currently aware of any matters which would require a change to the Company's current corporate and strategic objectives.

The Company's exploration activities on its Lake Roe and Ularring Rock projects are detailed in the Annual Report as supplemented by ongoing updates to the ASX, particularly in relation to the Lake Roe Gold Project. If the Company raises funds under the 10% Placement Capacity for the purpose of applying those funds towards further exploration expenditure on its projects, it will release details of the use of funds to ASX.

- (e) Allocation under the 10% Placement Capacity

The allottees of any Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the allottees of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be a related party of the Company.

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

- (i) the purpose of the issue;
- (ii) 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;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) 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 allottees under the 10% Placement Capacity will be the vendors of the new resources, assets or investments.

- (f) Previous Approvals under ASX Listing Rule 7.1A

The Company has previously obtained approval under ASX Listing Rule 7.1A at its annual general meeting on 22 November 2018 (**Previous Approval**). The Company has issued Nil Shares pursuant to the Previous Approval.

Details of Equity Securities issued during the 12 months preceding the date of the Meeting are provided below.

| Date of Issue | 28 November 2018 | 28 November 2018 | 22 May 2019 | 11 September 2019 |
|---|---|---|---|---|
| Number Issued | 1,250,000 | 3,000,000 | 21,000,000 | 88,000 |
| Class of Equity Securities issued and terms | Unlisted options exercisable at \$0.465 on or before 31 December 2021 | Unlisted options exercisable at \$0.465 on or before 31 December 2021 | Fully paid ordinary shares | Fully paid ordinary shares |
| Names of allottees or basis for allotment | Issued to a director under the Incentive Option Scheme following shareholder approval | Issued to a director under the Incentive Option Scheme following shareholder approval | Placement to sophisticated and professional investors | Conversion of partly paid ordinary shares to fully paid ordinary shares |

| Date of Issue | 28 November 2018 | 28 November 2018 | 22 May 2019 | 11 September 2019 |
|--|--|--|---|---|
| Equity Securities' price of issue and discount to market | n/a | n/a | \$0.30; 11.7% discount to 10-day VWAP at capital raising announcement | n/a |
| Total cash consideration and use of funds | n/a | n/a | \$6,300,000; used for drilling and pre-feasibility activities at Lake Roe and general working capital | \$16,720; used of general working capital |
| Total non-cash consideration and value | \$206,851 (based on a Black Scholes valuation on 30 November 2018) | \$517,729 (based on a Black Scholes valuation on 30 November 2018) | n/a | n/a |

A total of 25,250,000 new securities was issued during the 12 months preceding the date of the Meeting. The issue of these securities represents 13.1% of the total number of Equity Securities on issue at the commencement of the 12 month period (being 21 November 2018), which was 192,954,865 on a fully diluted basis.

(g) Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A

If the Company issues Equity Securities pursuant to the 10% Placement Capacity, it will give to ASX:

- (i) a list of the allottees of the Equity Securities and the number of Equity Securities allotted to each (not for release to the market), in accordance with ASX Listing Rule 7.1A.4; and
- (ii) the information required by ASX Listing Rule 3.10.5A for release to the market.

6.4 Directors' recommendation

All of the Directors recommend that Shareholders vote in favour of Resolution 6.

Where appointed as an undirected proxy, the Chair will cast available proxy votes in favour of Resolution 6. Shareholders may choose to direct the Chair (as proxy) to vote for or against Resolution 6 or to abstain from voting.

6.5 Voting exclusion

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 6.

GLOSSARY

In this Explanatory Memorandum and the Notice, the following terms have the following meanings unless the context otherwise requires:

| | |
|--|--|
| \$ | means Australian dollars. |
| 10% Placement Capacity | is defined in Section 6.1. |
| 10% Placement Capacity Period | is defined in Section 6.3(b). |
| 2015 Plan | means the Breaker Resources NL Incentive Option Scheme 2015. |
| Annual General Meeting or AGM | means the Company's annual general meeting for the financial year ended 30 June 2019. |
| Annual Report | means the directors' report, the annual financial report and auditors' report in respect of the financial year ended 30 June 2019. |
| Associate | has the same meaning as defined in section 11 and sections 13 to 17 of the Corporations Act. |
| ASX | means ASX Ltd (ACN 008 624 691) and, where context requires, the Australian Securities Exchange operated by ASX Ltd. |
| Board | means the board of Directors of the Company. |
| Chair | means the chairman of the Meeting. |
| Closely Related Party | has the same meaning as defined in section 9 of the Corporations Act. |
| Company | means Breaker Resources NL (ACN 145 011 178). |
| Constitution | means the constitution of the Company. |
| Corporations Act | means the <i>Corporations Act 2001</i> (Cth). |
| Director | means a director of the Company. |
| Eligible Entity | is defined in Section 6.2. |
| Equity Securities | bears the meaning given to that term in the Listing Rules and 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. |
| Explanatory Memorandum | means this information attached to the Notice, which provides information to Shareholders about the Resolutions contained within the Notice. |
| Future Placement | is defined in Section 4.1. |
| Future Placement Shares | is defined in Section 4.1. |
| Key Management Personnel or KMP | 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. |
| Listing Rules | means the listing rules of ASX. |
| Meeting | means the Annual General Meeting. |
| Notice or Notice of Meeting | means the Notice of Annual General Meeting accompanying this Explanatory Memorandum. |
| Option | means an option to acquire a Share. |
| Optionholder | means the holder of an Option. |
| Placement Ratification | is defined in Section 3.1. |
| Placement Shares | is defined in Section 3.1. |
| Previous Approval | is defined in Section 6.3(f). |
| Proxy Form | means the proxy form attached to this Notice. |
| Remuneration Report | means the remuneration report of the Company outlined in the Annual Report. |
| Resolution | means a resolution contained in the Notice. |
| Securities | means a fully paid ordinary share or partly paid share in the capital of the Company. |
| Share | means a fully paid ordinary share in the capital of the Company. |
| Shareholder | means the holder of a Share. |
| Spill Meeting | is defined in Section 1.3. |
| Spill Resolution | is defined in Section 1.3. |
| the voter | is defined in Section 1.5. |
| Variable A | means "A" as set out in the calculation in Section 6.3(c) of this Notice. |
| VWAP | means the volume weighted average price of Shares as traded on the ASX. |
| WST | means Western Standard Time as observed in Perth, Western Australia. |

Holder Number:

Vote by Proxy: BRB

Your proxy voting instruction must be received by **1.00pm (WST) on Tuesday, 19 November 2019**, 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 VOTE BY PAPER

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.

VOTING UNDER STEP 1 - APPOINTING A PROXY

If you wish to appoint someone other than the chairman of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder. Otherwise if you leave this box blank, the Chair will be appointed as your proxy by default.

DEFAULT TO THE CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your Securities 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 Securities 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 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 Forms together. If you require an additional Proxy Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided.

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all of the 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 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 Form and Annual Report.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

ATTENDING THE MEETING

Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

POWER OF ATTORNEY

If a representative as Power of Attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for Proxy Forms.



