



ACN 632 790 660

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY STATEMENT

PROXY FORM

**Meeting to be held at 15 McCabe Street, North Fremantle, Western Australia 6159
on Monday, 29 November 2021 at 1:00 pm (AWST).**

Important

Australia Sunny Glass Group Limited (**Company**) advises Shareholders that the annual general meeting (**Meeting**) will be held in compliance with any restrictions on public gatherings in Australia.

Due to the ongoing COVID-19 situation, it may not be possible for Shareholders to physically attend the Meeting. As a result, the Company strongly encourages all Shareholders to vote by directed proxy rather than attend the Meeting in person. Proxy forms for the Meeting should be lodged before 1:00 pm (AWST) on 27 November 2021.

If the situation in relation to COVID-19 changes in a way affecting the ability to facilitate an in-person meeting as currently proposed, the Company will provide a further update ahead of the meeting by way of an NSX announcement on the NSX Market Announcements Platform.

This Notice and Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their professional adviser prior to voting.

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AUSTRALIA SUNNY GLASS GROUP LIMITED

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Australia Sunny Glass Group Limited (ACN 632 790 660) will be held at 15 McCabe Street, North Fremantle, Western Australia 6159 on Monday, 29 November 2021 commencing at 1:00 pm (AWST) (**Meeting**).

Terms and abbreviations used in this Notice are defined in the Glossary in the Explanatory Statement attached to this Notice.

AGENDA

Annual Report – Financial Year Ended 30 June 2021 (no resolution required)

To receive and consider the Annual Report for the Company and its controlled entities for the year ended 30 June 2021, which includes the Financial Report, the Directors' Report and the Auditor's Report.

Note: There is no requirement for Shareholders to approve these reports. Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

Resolution 1 – Adoption of Remuneration Report

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

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the year ended 30 June 2021 be adopted."

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company. The Directors will consider the outcome of the vote and any comments made by Shareholders on the Remuneration Report when reviewing the Company's remuneration policies.

Voting Prohibition Statement:

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

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

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

- (a) the voter is appointed as a proxy in writing that specifies the way the proxy is to vote on this Resolution; or
- (b) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Resolution 2 – Re-election of Director – Mr Sok Kiang Teoh

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

"That, Mr Sok Kiang Teoh, being a director of the Company who, having been appointed on 8 April 2019, retires in accordance with clause 20.2 of the Company's Constitution, and being eligible and offering himself for re-election, be re-elected as a director of the Company."

Resolution 3 – Election of Director – Mr Joshua Letcher

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

“That, Mr Joshua Letcher, being a director of the Company who, having been appointed on 12 October 2021, retires in accordance with clause 19.4 of the Company’s Constitution, and being eligible and offering himself for election, be elected as a director of the Company.”

Resolution 4 – Election of Director – Mr Kunal Malhotra

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

“That, Mr Kunal Malhotra, being a director of the Company who, having been appointed on 12 October 2021, retires in accordance with clause 19.4 of the Company’s Constitution, and being eligible and offering himself for election, be elected as a director of the Company.”

Resolution 5 – Confirmation of Appointment of Auditor

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

“That, for the purposes of section 327B of the Corporations Act and for all other purposes, HLB Mann Judd (WA Partnership), of Level 4, 130 Stirling Street, Perth, Western Australia, having been duly nominated by a Shareholder and having consented in writing to act, be appointed as auditors of the Company effective from the close of the Meeting.”

Other Business

In accordance with section 250S(1) of the Corporations Act, Shareholders are invited to ask questions about or make comments on the management of the Company and to raise any other business which may lawfully be brought before the Meeting.

Impact of COVID-19 on the Meeting

The Company advises Shareholders that the Meeting will be held in compliance with any government restrictions on gatherings in Australia (and/or Western Australia).

Based on the best information available to the Board at the time of this Notice, the Board considers it will be in a position to hold an “in-person” meeting to provide Shareholders with a reasonable opportunity to participate in and vote at the Meeting, while complying with the COVID-19 restrictions regarding gatherings.

However, Shareholders are strongly encouraged to vote by directed proxy if they are uncertain about attending the meeting in-person. If the situation in relation to COVID-19 were to change in a way that affects the position above, the Company will provide an update ahead of the Meeting by releasing a NSX announcement.

Explanatory Statement

The accompanying Explanatory Statement forms part of this Notice and should be read in conjunction with the Notice.

Shareholders are specifically referred to the Glossary in the Explanatory Statement which contains definitions of capitalised terms used in this Notice and the Explanatory Statement.

Proxies

Please note that:

- (a) a Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company;
- (c) a Shareholder may appoint a body corporate or an individual as its proxy;
- (d) a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and
- (e) Shareholders 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, but where the proportion or number is not specified, each proxy may exercise half of the votes.

If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company or its share registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

The enclosed Proxy Form provides further details on appointing proxies and lodging proxy forms. Completed Proxy Forms (together with any authority under which the proxy was signed or a certified copy of the authority) must be returned to the Company or its share registry 48 hours before the Meeting.

Voting Entitlements

For the purposes of section 1074E(2) of the Corporations Act and Regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)*, the Company has determined that persons eligible to vote at the meeting are those who are registered Shareholders as set out in the Company's share register 48 hours before the Meeting.

Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company Secretary in advance of the Meeting or handed in at the Meeting when registering as a corporate representative. An appointment of Corporate Representative form is enclosed if required.

Attorneys

If an attorney is to attend the Meeting on behalf of a Shareholder, a properly executed original (or originally certified copy) of an appropriate power of attorney must be received by the Company by the deadline for the receipt of Proxy Forms, being no later than 48 hours before the Meeting.

By order of the Board



Natalie Teo

Company Secretary

Australia Sunny Glass Group Limited

1 November 2021

EXPLANATORY STATEMENT

Introduction

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's Annual General Meeting (**Meeting**) of Australia Sunny Glass Group Limited (**Company**).

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

This Explanatory Statement should be read in conjunction with the Notice. Capitalised terms used in this Notice and Explanatory Statement are defined in the Glossary. A Proxy Form is located at the end of this Explanatory Statement.

Annual Report

Under the Corporations Act, the Directors of the Company must table the Financial Report, the Directors' Report and the Auditor's Report for the Company and its controlled entities for the year ended 30 June 2021 (**Annual Report**) at the Meeting.

In accordance with section 314(1AA)(c) of the Corporations Act, the Company advises that the Annual Report is available on the Company's website at <https://asgg.com.au/>.

There is no requirement either in the Corporations Act or the Company's Constitution for Shareholders to vote on, approve or adopt the Annual Report. Shareholders will have a reasonable opportunity at the Meeting to ask the Directors, or the Company's auditor, about:

- (a) the preparation and the content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies of the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit.

Resolution 1 – Adoption of Remuneration Report

General

The Directors' Report for the year ended 30 June 2021 contains a Remuneration Report which sets out the policy for the remuneration of Directors and executives of the Company.

Under section 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders.

Voting consequences

In accordance with section 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors or the Company. However, under the Corporations Act, if at least 25% of the votes cast on Resolution 1 at the Meeting are against adoption of the Remuneration Report, then:

- if comments are made on the Remuneration Report at the Meeting, the Company's Remuneration Report for the financial year ending 30 June 2022 will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reasons for this; and
- if, at two (2) consecutive annual general meetings of the Company, at least 25% of the votes cast on the Resolution for adoption of the Remuneration Report for the relevant financial year are against its adoption, the Company will be required to put to Shareholders a resolution proposing that a general meeting (**Spill Meeting**) be called to consider the election of Directors of the Company at the later of

those two (2) annual general meetings (**Spill Resolution**). For any Spill Resolution to be passed, more than 50% of the votes cast on the resolution must be in favour of it. If a Spill Resolution is passed, all of the Directors (other than any Managing Director) will cease to hold office immediately before the end of the Spill Meeting unless re-elected at that meeting.

At the Company's 2020 annual general meeting, all of the votes cast, of those shareholders who exercised their right to vote, were in favour of the adoption of the remuneration report for the 2020 financial year.

Voting intention

If the Chair of the Meeting is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention.

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

Resolution 2 – Re-election of Director – Mr Sok Kiang Teoh

General

Clause 20.2 of the Constitution requires one-third of the directors for the time being, or if their number is not a multiple of 3, then the whole number nearest one-third, must retire from office at each annual general meeting. A retiring director may act as a director throughout the meeting at which he or she retires and at any adjournment thereof.

The director who retires by rotation under clause 20.2 above is eligible for re-election pursuant to clause 20.3 of the Constitution.

Mr Sok Kiang Teoh, who was appointed on 8 April 2019, retires by rotation at this Meeting and, being eligible, offers himself for re-election.

Mr Teoh graduated from Edith Cowan University in 1990 with a Bachelor of Business in accounting and finance and was admitted as a member of CPA Australia in 1994. He has over 20 years' of senior management experience with roles as chief financial officer and director of finance for various listed and unlisted companies in Malaysia, U.S.A. and Australia.

If Resolution 2 is passed, Mr Teoh will be appointed as an Executive Director of the Company.

If Resolution 2 is not passed, Mr Teoh will not be appointed as an Executive Director of the Company.

Board Recommendation

The Board (other than Mr Teoh) support the re-election of Mr Teoh and recommend that Shareholders vote in favour of Resolution 2.

Voting intention

The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 2.

Resolution 3 – Election of Director – Mr Joshua Letcher

General

Clause 19.4 of the Constitution provides that any director appointed to fill a casual vacancy or as an addition to the Board must retire from office and will be eligible for re-election at the next annual general meeting

following their appointment, but that director will not be taken into account in determining the number of directors who are to retire by rotation.

Mr Joshua Letcher, who was appointed on 12 October 2021, retires at this Meeting and, being eligible, offers himself for election.

Mr Letcher has over 13 years' experience in senior management roles within both the public and private sectors, beginning with an engineering career with the Royal Australian Navy from 2008 and 2011. He then spent 5 years as an executive director of an ASX-listed resource company, principally working in West Africa, before returning to Australia and working as a consultant in early-stage opportunities and emerging companies. He is also active in entrepreneurial activities and has a keen interest in the space technology sector. He is currently the Non-Executive Chairman at Aldoro Resources Limited (ASX:ARN) and also serves as a Non-Executive Director of Si6 Metals Limited (ASX:Si6).

If Resolution 3 is passed, Mr Letcher will be appointed as the Non-Executive Chairman of the Company.

If Resolution 3 is not passed, Mr Letcher will not be appointed as the Non-Executive Chairman of the Company.

Board Recommendation

The Board (other than Mr Letcher) support the election of Mr Letcher and recommend that Shareholders vote in favour of Resolution 3.

Voting intention

The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 3.

Resolution 4 – Election of Director – Mr Kunal Malhotra

General

Clause 19.4 of the Constitution provides that any director appointed to fill a casual vacancy or as an addition to the Board must retire from office and will be eligible for re-election at the next annual general meeting following their appointment, but that director will not be taken into account in determining the number of directors who are to retire by rotation.

Mr Kunal Malhotra, who was appointed on 12 October 2021, retires at this Meeting and, being eligible, offers himself for election.

Mr Malhotra has over 13 years' experience spanning across corporate and commercial law, and litigation. He has advised numerous entities, including ASX listed and private companies, on acquisitions, corporate and regulatory compliance, governance, and commercial transactions. He is an experienced company director and is currently a director and/or company secretary for a number of non-listed public entities. He is also a Fellow of the Governance Institute of Australia.

In addition to his legal qualifications, he has a Bachelor of Commerce from the University of Western Australia and a Certificate in Governance and Risk Management.

If Resolution 4 is passed, Mr Malhotra will be appointed as a Non-Executive Director of the Company.

If Resolution 4 is not passed, Mr Malhotra will not be appointed as a Non-Executive Director of the Company.

Board Recommendation

The Board (other than Mr Malhotra) support the election of Mr Malhotra and recommend that Shareholders vote in favour of Resolution 4.

Voting intention

The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 4.

Resolution 5 – Confirmation of Appointment of Auditor

General

On 29 October 2021, the Company released an announcement on the NSX market announcements platform advising that HLB Mann Judd (WA Partnership) has provided their consent to act as auditors of the Company, subject to the receipt of the Australian Securities and Investments Commission's approval of the resignation of the previous auditor, BDO Audit (WA) Pty Ltd.

Under section 327C(2) of the Corporations Act, an auditor appointed under section 327C(1) of the Corporations Act holds office until the next annual general meeting of the company, at which time the person or firm must be appointed by shareholders.

HLB Mann Judd has given, and has not withdrawn, its consent to act as external Auditor of the Company.

The Company now seeks Shareholder approval for the appointment of HLB Mann Judd as Auditor in accordance with section 327C of the Corporations Act.

In accordance with section 328B(1) of the Corporations Act, a written notice nominating HLB Mann Judd as the Company's auditor has been given to the Company. A copy of this notice is set out in Schedule 1.

Resolution 5 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of this Resolution for it to be passed.

If Resolution 5 is passed, the appointment of HLB Mann Judd as Auditor will continue from the close of the Meeting.

If Resolution 5 is not passed, the position of Auditor will fall vacant, and the Board will look to appoint an Auditor on an interim basis.

Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 5 to ensure that the Company is not without an auditor for any period.

Voting intention

The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 5.

Glossary

\$ means Australian dollars.

Annual Report means the Company's annual report for the financial year ended 30 June 2021 comprising the Financial Report, the Directors' Report, the Remuneration Report and the Auditor's Report.

ASIC means the Australian Securities and Investments Commission.

Auditor refers to the external auditor of the Company, being BDO Audit (WA) Pty Ltd (ACN 112 284 787) for the financial year ended 30 June 2021, and HLB Mann Judd (WA Partnership) (ABN 22 193 232 714) for the current financial year.

Auditor's Report refers to the auditor's report set out in the Annual Report.

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

Board means the board of Directors.

Chair means the person appointed to chair the Meeting.

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

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

Company means Australia Sunny Glass Group Limited (ACN 632 790 660).

Constitution means the constitution of the Company as at the date of the Meeting.

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

Director means a director of the Company.

Directors' Report refers to the directors' report set out in the Annual Report.

Explanatory Statement means the explanatory statement which forms part of this Notice.

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

Listing Rules means the NSX Listing Rules.

Meeting means the general meeting the subject of this Notice.

Notice means this notice convening the 2021 annual general meeting of the Company.

NSX means National Stock Exchange of Australia Limited (ACN 000 902 063), including the financial market operated by it.

Proxy Form means the proxy form accompanying this Notice

Remuneration Report refers to the section of the Directors' Report in the Annual Report of the Company titled "Remuneration Report".

Resolution means a resolution contained in the Notice.

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

Shareholder means a shareholder of the Company.

In this Notice, words importing the singular include the plural and vice versa.

SCHEDULE 1 – NOTICE OF NOMINATION OF AUDITOR

29 October 2021

The Company Secretary
Australia Sunny Glass Group Limited
15 McCabe Street
North Fremantle WA 6159

Dear Sir/Madam

Notice of Nomination of Auditor

I am a shareholder of Australia Sunny Glass Group Limited.

For purposes of section 328B(1) of the Corporations Act 2001 (Cth), I hereby give the Company notice of my nomination of HLB Mann Judd (WA Partnership) of Level 4, 130 Stirling Street, Perth, Western Australia, to be appointed as auditor of the Company at the Annual General Meeting of the Company to be held on or around 29 November 2021.

Yours sincerely

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LODGE YOUR PROXY APPOINTMENT ONLINE



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



MOBILE DEVICE PROXY APPOINTMENT

Lodge your proxy by scanning the QR code below, and enter your registered postcode.

It is a fast, convenient and a secure way to lodge your vote.

2021 ANNUAL GENERAL MEETING PROXY FORM

I/We being shareholder(s) of Australia Sunny Glass Group Limited and entitled to attend and vote hereby:

APPOINT A PROXY



The Chair of the Meeting

OR



PLEASE NOTE: If you leave the section blank, the Chair of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) named, the Chair of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the Annual General Meeting of the Company to be held **at 15 McCabe Street, North Fremantle, Western Australia 6159 on 29 November 2021 at 1:00 pm (AWST)** and at any adjournment or postponement of that Meeting.

Chair's voting intentions in relation to undirected proxies: The Chair intends to vote all undirected proxies in favour of all Resolutions. In exceptional circumstances, the Chair may change his/her voting intentions on any Resolution. In the event this occurs, an announcement will be made immediately disclosing the reasons for the change.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though this resolution is connected directly or indirectly with the remuneration of a member(s) of key management personnel, which includes the Chair.

VOTING DIRECTIONS

Resolutions

	For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director – Mr Sok Kiang Teoh	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Director – Mr Joshua Letcher	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Election of Director – Mr Kunal Malhotra	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Confirmation of Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



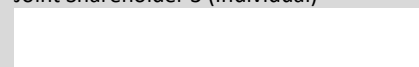
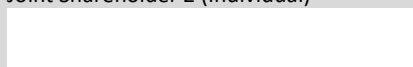
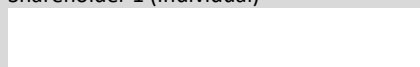
* If you mark the Abstain box for a particular Resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)



Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, all the shareholder should sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

Email Address



Please tick here to agree to receive communications sent by the Company via email. This may include meeting notifications, dividend remittance, and selected announcements.

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

CHANGE OF ADDRESS

This form shows your address as it appears on Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

APPOINTMENT OF A PROXY

If you wish to appoint the Chair as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair, please write that person's name in the box in Step 1. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

DEFAULT TO THE CHAIR OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chair of the Meeting.

VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each resolution 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 resolution 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 a given resolution, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on a resolution, your vote on that resolution will be invalid.

PROXY VOTING BY KEY MANAGEMENT PERSONNEL

If you wish to appoint a Director (other than the Chair) or other member of the Company's key management personnel, or their closely related parties, as your proxy, you must specify how they should vote on Resolution 1, by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for Resolution 1.

PLEASE NOTE: If you appoint the Chair as your proxy (or if they are appointed by default) but do not direct them how to vote on a resolution (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that resolution), the Chair may vote as they see fit on that resolution.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- On each Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- Return both forms together.

CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

SIGNING INSTRUCTIONS ON THE PROXY FORM

Individual:

Where the holding is in one name, the security holder must sign.

Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or a certified photocopy of the Power of Attorney to this form when you return it.

Companies:

Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 1:00 pm (AWST) on 27 November 2021, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled Meeting.



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



BY MAIL

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009; or
PO Box 1156, Nedlands WA 6909



BY FAX

+61 8 6370 4203



BY EMAIL

admin@advancedshare.com.au



IN PERSON

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009



ALL ENQUIRIES TO

Telephone: +61 8 9389 8033