

25 November 2024

Dear Shareholders

Extraordinary General Meeting of Omnia Metals Group Limited

You are invited to attend an extraordinary general meeting of shareholders of Omnia Metals Group Limited (**Company**) (ASX: OM1) to be held at 22 Townshend Road, Subiaco WA 6008 (**Location**) on Tuesday, 24 December 2024 at 9:00AM (AWST) (**Meeting**).

In accordance with recent modifications of the *Corporations Act 2001* (Cth) (the **Act**), the notice of meeting (**Notice**) is being made available to Shareholders by electronic means and the Company will not be dispatching physical copies of this Notice, other than to any Shareholder who has elected to receive notices of meeting in hard copy only pursuant to the Act, or who otherwise requests a hard copy of this Notice at least 48 hours before the Meeting.

The Notice can be viewed online and downloaded via:

- via the Company's website at www.omniametals.com.au/announcements;
- via the Company's ASX page at www.asx.com.au/asx/share-price-research/company/OM1; and
- if you have nominated an email address and have elected to receive electronic communications from the Company, via the electronic link that is sent to your nominated email address.

The Company will be conducting the Meeting at the Location without the use of video conferencing technology.

All the resolutions in the Notice will be voted upon by poll. If you wish to vote on any of the resolutions identified in the Notice, you must attend the Meeting in person or by proxy. If you do not wish to vote at the Meeting, you are encouraged to appoint the Chair as proxy prior to the Meeting. A proxy form is provided with this letter and should be filled out with specific instructions on how your vote is to be exercised in relation to each resolution, and the Chair must follow such instructions. The Notice sets out instructions on how to properly complete and send the proxy form to the Company.

If you are unable to access the Notice through the above means or for any other reason, please contact the Company Secretary on +61 8 9388 0051 or at quinton@omniametals.com.au between 9:00am to 5:00pm (AWST) on Monday to Friday to arrange to access a copy of the Notice.

Yours sincerely



Quinton Meyers

Non-executive Director & Company Secretary

Omnia Metals Group Limited

Authorised for release by the Board of Omnia Metals Group Limited.

For further information please contact:

James Warren

Omnia Metals Group Limited info@omniametals.com.au



Omnia Metals Group Limited

ACN 648 187 651

NOTICE OF GENERAL MEETING AND EXPLANATORY MEMORANDUM

Tuesday, 24 December 2024

9:00AM (AWST)

22 Townshend Road, Subiaco WA 6008

This Notice of General Meeting and Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on +61 08 9388 0051.

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NOTICE OF MEETING

Notice is given that the General Meeting of Shareholders of Omnia Metals Group Limited (ACN 648 187 651) (**Company**) will be held at 22 Townshend Road, Subiaco WA 6008 on Tuesday, 24 December 2024 commencing at 9:00AM (AWST) (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders at 4:00pm (AWST) on Sunday, 22 December 2024.

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Schedule 1.

AGENDA

1. Resolution 1 – Approval to issue Placement Shares and Placement Options

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 150,000,000 Shares and 150,000,000 free-attaching Options to the Placement Participants (and/or their nominees) on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person (or persons) 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) (namely the Placement Participants) or an Associate of that person (or those persons).

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

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

Dated 25 November 2024

BY ORDER OF THE BOARD

Quinton Meyers
Company Secretary

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting to be held at 22 Townshend Road, Subiaco WA 6008 on Friday, 20 December 2024 commencing at 9:00AM (AWST).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions in the Notice.

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a proxy) to vote in their place. All Shareholders are invited and encouraged to participate in the Meeting via virtual means or attend in person, and are encouraged to lodge a directed Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting via virtual means or voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend via virtual means/ or in person and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company 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.

Shareholders and their proxies should be aware that:

- (a) If proxy holders vote, they must cast all directed proxies as they are directed to; and
- (b) Any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details are set out below.

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:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and

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

Transfer of non-chair proxy to Chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- (a) 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
- (b) the appointed proxy is not the Chair of the meeting; and
- (c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA, on the question that the resolution be passed; and
- (d) either of the following applies:
 - (i) if a record of attendance is made for the meeting - the proxy is not recorded as attending;
 - (ii) the proxy does not vote on the resolution,

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

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

2.2 Proxy Holders and Voting Instructions

If the Chair is appointed as your proxy and the Chair is not directed how to vote, you are authorising the Chair to cast your undirected vote on all proposed resolutions.

If you wish to appoint the Chair as your proxy and wish to direct the Chair how to vote, please mark the appropriate "For", "Against" or "Abstain" boxes on the proxy form for each proposed resolution.

2.3 Submit your Proxy Vote

2.3.1 Online

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

2.3.2 By Paper

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

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

IN PERSON:	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
BY MAIL:	Automic, GPO Box 5193, Sydney NSW 2000
BY FAX:	+61 2 8583 3040
BY EMAIL:	meetings@automicgroup.com.au
BY MOBILE:	Scan the QR Code on your proxy form and follow the prompts

3. Resolution 1 – Approval to issue Placement Shares and Placement Options

3.1 General

The Company intends to raise up to \$1,500,000 (before costs) through the issue of 150,000,000 Shares (**Placement Shares**) and 150,000,000 free-attaching Options (**Placement Options**) to sophisticated and/or professional investors (**Capital Raising**).

The Company intends to apply the funds raised from the Capital Raising as follows:

Item	Amount (\$A)
Exploration at the Ord Basin Project	\$350,347
Exploration on the Albany Fraser Range	\$320,000
Costs of the Capital Raising	\$90,000
General Working Capital	\$740,000
Total	\$1,500,000

Notes:

1. Comprising approximately of \$199,640 towards VTEM Survey, \$120,707 towards Sampling Program and \$30,000 towards assays of Sampling Program.
2. Comprising of approximately \$120,000 towards Heritage Survey and Native Title Engagement, \$200,000 towards RC Drilling Program and \$50,000 toward assays of RC Drilling Program.
3. GTT Ventures Pty Ltd will be engaged to act as lead manager to the Capital Raising and will receive a fee equal to 6% of the amount raised under the Capital Raising, comprising \$90,000.
4. Working capital will be applied towards, but not limited to, accounting and audit fees, ASIC fees, ASX listing fees and CHESS fees, insurances, director fees, company secretary fees, rent and other administration fees.

This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.

Resolution 1 seeks the required Shareholder approval to issue the Placement Shares and Placement Options (together, the **Placement Securities**) under and for the purposes of Listing Rule 7.1.

3.2 Background

On 26 October 2023, the securities of the Company were placed in trading halt at the request of the Company and on 30 October 2023 the Company requested a voluntary suspension of its securities pending an announcement regarding a proposed transaction (**Proposed Transaction**).

Following consultation with ASX, the Company was advised that ASX had determined that the Proposed Transaction would result in a change in nature and/or scale of the Company's activities and the Company would be required to re-comply with Chapters 1 and 2 of the ASX Listing Rules in order to complete the Proposed Transaction. Accordingly, it was anticipated that the suspension of the Company's securities from quotation would last until the Company was able to re-comply with ASX's requirements for admission and quotation under Chapters 1 and 2 of the ASX Listing Rules, or termination of the Proposed Transaction.

After a protracted period of negotiation and due diligence, the Company announced termination of the Proposed Transaction on 5 March 2024. Since then, the Company has remained in suspension whilst demonstrating to ASX that the Company's level of operations and financial condition will be sufficient to satisfy ASX Listing Rules 12.1 and 12.2. The Company has received confirmation from the ASX that, subject to satisfying certain conditions precedent, the ASX can see no reason why the securities of the Company should not be reinstated to trading.

3.3 Reinstatement Conditions

ASX has confirmed that the securities of the Company will be reinstated to official quotation, subject to compliance with the following conditions precedent (**Reinstatement Conditions**):

- (a) the completion of the geophysical survey conducted at Salt at the Creek Project;
- (b) the completion of the rock chip sampling and soil geochemistry survey conducted at the Lac des Montagnes Project;
- (c) the completion of a Heritage Survey and receipt a Heritage Impact Notice which do not contain any adverse finding or significant impediments to the Company undertaking auger drilling and sampling activities at the Ord Basin Project;
- (d) the completion of a Heritage Survey and receipt of a Heritage Impact Notice which does not contain any adverse finding or significant impediment to the Company undertaking air core drilling at the Salt Creek Project;
- (e) the completion of a Heritage Survey and receipt of a Heritage Impact Notice which does not contain any adverse finding or significant impediment to the Company undertaking aerial VTEM geophysical surveys over the Ord Basin Project;
- (f) the Company demonstrating compliance with Listing Rule 12.1 to the satisfaction of ASX, including:
 - (i) the commencement of exploration at the Ord Basin Project or the Salt Creek Project; and
 - (ii) announcing the commencement of exploration at the Ord Basin Project or the Salt Creek Project;

- (g) the Company confirming that, at the time of reinstatement, it will be funded for a minimum of 12 months;
- (h) if a capital raising is required to meet the Company's funding requirement, completion of such capital raising;
- (i) the Company releasing any required prospectuses or cleansing notices for issues of securities made during the period in which the company was suspended;
- (j) the Company confirming compliance with Listing Rule 12.2 by providing a reviewed pro forma statement of financial position to the satisfaction of ASX;
- (k) the Company confirming that there are no legal, regulatory, or contractual impediments to the Company undertaking the activities the subject of its proposed use of funds;
- (l) lodgement of all outstanding Appendices 3B and 2A with ASX for the issue and quotation of any new securities;
- (m) lodgement of any outstanding reports for the period since the Company's securities were suspended and any other outstanding documents required by Listing Rule 17.5 (if any);
- (n) lodgement of Director's Interest Notices, being either Appendix 3X's, 3Y's or 3Z's, as required;
- (o) payment of any ASX fees, including listing fees, applicable and outstanding (if any);
- (p) provision of the following documents, in a form suitable for release to the market:
 - (i) a statement setting out the names of the 20 largest holders of each class of securities to be quoted, including the number and percentage of each class of securities held by those holders;
 - (ii) a distribution schedule of the numbers of holders in each class of security to be quoted, setting out the number of holders in the following categories:
 - 1 – 1,000
 - 1,001 – 5,000
 - 5,001 – 10,000
 - 10,001 – 100,000
 - 100,001 and over
 - (iii) a statement outlining the Company's capital structure at the time of reinstatement, including any capital raising that may be required to meet the Company's funding requirements;
 - (iv) a statement containing a detailed use of funds schedule for the next 12 months based on the company's financial condition at the time of reinstatement;
 - (v) statements confirming that there are no legal, regulatory, or contractual impediments to the Company undertaking the activities the subject of its proposed use of funds;
 - (vi) a consolidated activities report setting out:
 - (A) the proposed business strategy and objectives for the Company (including an update on the status of the IPO Projects and the current activities with respect thereto); and

- (B) the date by which the Company must be reinstated to trading on the official list of the ASX ('Official List') to avoid being removed from the Official List pursuant to section 3.4 of Guidance Note 33 and Listing Rule 17.12, being Thursday, 30 October 2025 ('Removal Deadline');
- (vii) a statement confirming the Company is in compliance with the Listing Rules, and in particular, Listing Rule 3.1;
- (viii) the results of the geophysical survey conducted over the Salt Creek Project. The results must include details of when the survey was completed, when the results were received and if the results were not announced promptly and without delay following receipt, the reasons for any delay and a statement about the Company's compliance with its obligations under Listing Rule 3.1;
- (ix) the results of the rock chip sampling program and geochemistry survey conducted at the Lac des Montagnes Project. The results must include details of when the rock chip sampling and survey were completed, when the results were received and if the results were not announced promptly and without delay following receipt, the reasons for any delay and a statement about the Company's compliance with its obligations under Listing Rule 3.1;
- (x) any other information required or requested by ASX, including but not limited to, in relation to any issues that may arise from ASX's review of:
 - (A) the pro forma statement of financial position;
 - (B) the information provided by the Company as pre-reinstatement disclosure, or to satisfy any of the above conditions to reinstatement; and
 - (C) any information which comes to ASX's attention in relation to the Company prior to the date of the Company's securities being reinstated to trading on ASX;
- (xi) any further documents and confirmations that ASX may determine are required to be released to the market as pre-quotations disclosure.

The deadline for satisfaction of the Reinstatement Conditions is 12 February 2025.

3.4 ASX Listing Rule 7.1

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

The issue of the Placement Securities does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of the Company's shareholders under Listing Rule 7.1.

3.5 Technical information required by ASX Listing Rules 14.1A

If Resolution 1 is passed, the Company will be able to proceed with the issue of the Placement Securities. In addition, the issue of the Placement Securities will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 1 is not passed, the Company will not be able to proceed with the issue of the Placement Securities and will not be able to satisfy the Reinstatement Conditions.

Accordingly, the securities of the Company will remain in suspension and will not be reinstated to official quotation.

3.6 Technical information required by ASX Listing Rule 7.3

The following information is provided to Shareholders for the purposes of Listing Rule 7.3 in relation to Resolution 1:

- (a) the Placement Securities will be issued to sophisticated or professional investors to be selected by the Board (**Placement Participants**). The Placement Participants will be identified through a bookbuild process, which will involve the Board seeking expressions of interest to participate in the Capital Raising from non-related parties of the Company;
- (b) the Placement Participants have not been identified as at the date of this Notice. However, in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company anticipates that:
 - (i) none of the Placement Participants will be related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) the maximum number of Placement Securities to be issued is 300,000,000, comprising 150,000,000 Placement Shares and 150,000,000 Placement Options;
- (d) the Placement Shares will be fully paid ordinary shares that rank equally in all respects with the Company's existing Shares;
- (e) the Placement Options will be issued on the terms and conditions set out in Schedule 2;
- (f) the Placement Securities will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules), and it is intended that issue of the Placement Securities will occur on the same date;
- (g) the Placement Shares will be issued at an issue price of \$0.01 each. The Company will not receive any other consideration for the issue of the Placement Shares;
- (h) the Placement Options will be issued for nil cash consideration as they will be issued free-attaching with the Placement Shares on the basis of one (1) free-attaching Placement Option for every Placement Share subscribed for and issued. The Company will not receive any consideration for the issue of the Placement Options (other than in respect of funds received on exercise of the Placement Options, which the Company will apply towards working capital);
- (i) the purpose of the issue of the Placement Shares is to raise up to \$1,500,000 (before costs) to satisfy the conditions for reinstatement of its securities to official quotation, which the Company intends to apply in accordance with the table set out in Section 3.1;
- (j) the Placement Securities are not being issued under an agreement;
- (a) the Placement Securities are not being issued under, or to fund, a reverse takeover; and
- (b) a voting exclusion statement is included in the Notice.

3.7 Dilution

Assuming no Options are exercised, or other Shares issued, the maximum number of Placement Shares under this Resolution are issued, the number of Shares on issue would increase from 58,340,611 (being the number of Shares on issue as at the date of this Notice) to 208,340,611 and the shareholder of existing Shareholders would be diluted by approximately 71.99%.

If subsequently the Placement Options issued under this Resolution are exercised (and provided no other Shares are issued or Options exercised), the number of Shares on issue would increase from 208,340,611 to 358,340,611, which would dilute the shareholding of existing Shareholders by an additional 11.73%.

SCHEDULE 1 – DEFINITIONS

In this Notice and the Explanatory Memorandum:

\$ means Australian Dollars.

Acquisition has the meaning given to it in Section 3.1.

Associate has the meaning given in sections 12 and 16 of the Corporations Act. Section 12 is to be applied as if paragraph 12(1)(a) included a reference to the Listing Rules and on the basis that the Company is the “designated body” for the purposes of that section. A related party of a director or officer of the Company or of a Child Entity of the Company is to be taken to be an associate of the director or officer unless the contrary is established.

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

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

Board means the board of Directors.

Business Day means:

- (a) for determining when a notice, consent or other communication is given, a day that is not a Saturday, Sunday or public holiday in the place to which the notice, consent or other communication is sent; and
- (b) for any other purpose, a day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Perth.

Chair means the person appointed to chair the Meeting convened by this Notice.

Closely Related Party means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

Company means Omnia Metals Group Limited (ACN 141 128 841).

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

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

Director means a director of the Company.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Key Management Personnel means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Listing Rules means the listing rules of ASX.

Meeting has the meaning in the introductory paragraph of the Notice.

Notice means this notice of meeting.

Option means an option to acquire a Share.

Placement Option means an Option on the terms and conditions set out in Schedule 2.

Proxy Form means the proxy form attached to the Notice.

Resolution means resolution contained in the Notice.

Schedule means a schedule to this Notice.

Section means a section contained in this Explanatory Memorandum.

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

Shareholder means a shareholder of the Company.

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

SCHEDULE 2 – TERMS AND CONDITIONS OF PLACEMENT OPTIONS

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option is \$0.025 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on 3 years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Following the Exercise Date and within the time period specified by the ASX Listing Rules, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of a holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

This page has been left blank intentionally.

Your proxy voting instruction must be received by **09.00am (AWST) on Sunday, 22 December 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

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