



Notice of Annual General Meeting

Dear Shareholder,

Intra Energy Corporation Limited ("IEC" or "the Company") advises that its Annual General Meeting (Meeting) will be held in person at Level 5, 191 St Georges Terrace, Perth, WA 6000 on Friday 29 November 2024 at 2:30pm (AWST).

As permitted by the *Corporations Act 2001* (Cth), the Company will not be dispatching physical copies of the Notice of Meeting unless a shareholder has made a valid election to receive documents in hard copy. Instead, the Notice of Meeting can be viewed and downloaded from the website <https://intraenergycorp.com.au/investor-centre>. Alternatively, a complete copy of the Meeting documents has been posted to the Company's ASX market announcements page: <https://www2.asx.com.au/markets/company/iec>

Each resolution will be decided by poll based on proxy votes and by votes from Shareholders in attendance at the Meeting. Shareholders are encouraged to vote by lodging the proxy form attached to this letter, in accordance with the instructions set out in the proxy form, by no later than 2:30pm (AWST) on Wednesday 27 November 2024 (being at least 48 hours prior to the start of the Meeting).

This announcement was authorised by the Board of Intra Energy Corporation Limited.

Yours sincerely,

Jack Rosagro
Company Secretary



**Intra Energy Corporation Limited
ACN 124 408 751**

Notice of Annual General Meeting

The Annual General Meeting of the Company will be held as follows:

Time and date: 2:30pm AWST on Friday, 29 November 2024

**In-person: Offices of Automic Group at Level 5, 191 St Georges Terrace,
Perth WA 6000**

The Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their suitably qualified advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company by telephone on +61 8 9482 0511

Shareholders are urged to vote by lodging the Proxy Form

Intra Energy Corporation Limited
ACN 124 408 751
(Company)

Notice of Annual General Meeting

Notice is hereby given that the annual general meeting of Shareholders of Intra Energy Corporation Limited will be held virtually and at the offices of Automic Group at Level 5, 191 St Georges Terrace, Perth WA 6000 on Friday, 29 November 2024 at 2:30pm (AWST) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form, form part of the 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 5:00pm on Wednesday, 29 November 2024.

Terms and abbreviations used in the Notice are defined in Schedule 1.

Agenda

1 Annual Report

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

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

2 Resolutions

Resolution 1 – Remuneration Report

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

'That, the Remuneration Report be adopted by Shareholders, on the terms and conditions in the Explanatory Memorandum.'

Note: a vote on this Resolution is advisory only and does not bind the Directors or the Company.

Resolution 2 – Re-election of Director – Mr Graeme Robertson

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

'That, Mr Graeme Robertson, who retires in accordance with clause 13.2 of the Constitution, Listing Rule 14.5 and for all other purposes, retires and, being eligible and offering himself for re-election, is re-elected as a Director, on the terms and conditions in the Explanatory Memorandum.'

Resolution 3 – Election of Director – William Dix

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

'That, for the purpose of Listing Rule 14.4, clause 14.3 of the Constitution and for all other purposes, Mr William Dix, a Director who was appointed as a Director by the Board of Directors in accordance with Article 14.4 of the Constitution on 21 October 2024, retires and, being eligible, is elected as a Director of the Company, on the terms and conditions in the Explanatory Memorandum.'

Resolution 4 – Election of Director – Peretz Schapiro

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

'That, for the purpose of Listing Rule 14.4, clause 14.3 of the Constitution and for all other purposes, Mr Peretz Schapiro, a Director who was appointed as a Director by the Board of Directors in accordance with Article 14.4 of the Constitution on 21 October 2024, retires and, being eligible, is elected as a Director of the Company, on the terms and conditions in the Explanatory Memorandum.'

Resolution 5 – Approval of 10% Placement Facility

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

'That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve 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 Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum.'

Resolution 6 – Ratification of issue of Shares for the acquisition of the MHH Project

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

'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 30,000,000 Shares issued under Listing Rule 7.1 on the terms and conditions in the Explanatory Memorandum.'

Resolution 7 – Change of Company name

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

'That, pursuant to and in accordance with section 157(1) of the Corporations Act and for all other purposes, approval is given for the name of the Company to be changed to "Breakthrough Minerals Limited", with effect from the date that ASIC alters the details of the Company's registration.'

Resolution 8 – Consolidation of Capital

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

'That, for the purposes of section 254H of the Corporations Act and for all other purposes, Shareholders approve the consolidation of the Company's existing Securities on the basis that:

- (a) every eighty-three (83) Shares be consolidated into one (1) Share;
- (b) every eighty-three (83) Options be consolidated into one (1) Option; and
- (c) every eighty-three (83) Performance Rights be consolidated into (1) Performance Right,

with fractional Securities rounded up to the nearest whole Security, on the terms and conditions in the Explanatory Memorandum the Consolidation is to take effect on 2 December 2024.'

Voting prohibitions

Resolution 1: In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

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

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

Voting exclusions

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

- (a) **Resolution 5:** if at the time of the Meeting, the Company is proposing to make an issue of Equity Securities under Listing Rule 7.1A.2, by or on behalf of any persons who are 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 Shareholder), or any of their respective associates; and
- (b) **Resolution 6:** by or on behalf of Global Uranium and Enrichment Limited (or its nominees), and any person who participated in the issue of these Shares, or any of their respective associates.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote, 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.

BY ORDER OF THE BOARD



Jack Rosagro
Company Secretary
Intra Energy Corporation Limited
Dated: 25 October 2024

Intra Energy Corporation Limited
ACN 124 408 751
(Company)

Explanatory Memorandum

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held virtually and at the offices of Automic Group at Level 5, 191 St Georges Terrace, Perth WA 6000 on Friday, 29 November 2024 at 2:30pm (AWST).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolution will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolution:

Section 2	Action to be taken by Shareholders
Section 3	Annual Report
Section 4	Resolution 1 – Remuneration Report
Section 5	Resolution 2 – Re-election of Director – Mr Graeme Robertson
Section 6	Resolution 3 – Election of Director – William Dix
Section 7	Resolution 4 – Election of Director – Peretz Schapiro
Section 8	Resolution 5 – Approval of 10% Placement Facility
Section 9	Resolution 6 – Ratification of issue of Shares for the acquisition of the MHH Project
Section 10	Resolution 7 – Change of Company name
Section 11	Resolution 8 – Consolidation of Capital
Schedule 1	Definitions

2. Action to be taken by Shareholders

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolution.

2.1 **Voting in person**

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

2.2 **Voting by proxy**

A Proxy Form is provided with 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 attend the Meeting or, if they are unable to attend in person, sign and return the 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 in person.

Please note that:

- (a) a member of the Company 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; 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.

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

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);
- (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;
- (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).

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;
- (b) the appointed proxy is not the chair of the meeting;
- (c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA on the resolution; and

- (d) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

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

Proxy appointments will only be valid and accepted by the Company if they are made and received no later than 48 hours before the Meeting.

2.3 **Chair's voting intentions**

If the Chair is your proxy, either by appointment or by default, and you have not indicated your voting intention, you expressly authorise the Chair to exercise the proxy in respect of Resolution 1 even though this Resolution is connected directly or indirectly with the remuneration of the Company's Key Management Personnel.

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

2.4 **Submitting questions**

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company at jack.rosagro@atomicgroup.com.au by no later than five business days before the Meeting.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will attempt to respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

3. **Annual Report**

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2024.

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

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

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

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

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

may be submitted no later than five business days before the Meeting to the Company Secretary at the Company's registered office.

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

4. **Resolution 1 – Remuneration Report**

4.1 **General**

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

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

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

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

The Company's Remuneration Report did not receive a Strike at the 2023 annual general meeting held on 29 November 2023. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2025 annual general meeting, this may result in the re-election of the Board.

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

4.2 **Additional information**

Resolution 1 is an ordinary resolution.

Given the personal interests of all Directors in the outcome of this Resolution, the Board

declines to make a recommendation to Shareholders regarding this Resolution.

5. **Resolution 2 – Re-election of Director – Mr Graeme Robertson**

5.1 **General**

Clause 13.2 of the Constitution and Listing Rule 14.5 both provide that there must be an election of directors at each annual general meeting of the Company.

A Director who retires in accordance with clause 13.2 of the Constitution is eligible for re-election and that retirement and re-election takes effect at the conclusion of the Meeting.

Mr Graeme Robertson, Non-Executive Chairman, was last elected at the annual general meeting of the Company held on 24 November 2022 and has agreed to retire at this Meeting and seek re-election pursuant to this Resolution 2.

5.2 **Graeme Robertson**

Qualifications: BA, FAICD, MAIE

Term: Mr Robertson joined the Board of the Company on 23 November 2010 and has held the position of Chairman since 2011.

Independence: Mr Robertson is not considered to be an independent director due to his substantial shareholding in the Company.

Committees: As stated in the Company's Corporate Governance Statement, the full Board assumes the role of separate Committees at this point.

Other Material Directorships: Chairman of Intrasia Capital Pte Ltd, President of Australian Chamber of Commerce, Mauritius, Chairman of AfrAsia Foundation, Non-Executive Director of Minbos Resources Ltd and Chairman of Intrasia Management and Wealth Limited in Mauritius.

Mr Robertson has over forty years' experience in the coal, infrastructure and power development industries. he transitioned to Non-Executive Chairman on 1 November 2014. From 1983 to 2005, Graeme was CEO and Managing Director of New Hope Corporation Limited (ASX:NHC). During this period, he oversaw the exploration and development of the Masmino Eka Sakti and Awak Mas gold areas as well as pioneered the development of major international companies including as President Director of Adaro Indonesia, the largest single open cut coal mine in the Southern Hemisphere, Director of Indonesia Bulk Terminal, a 12 mtpa capacity bulk coal port and as an advisor to the development of the 1,230MW Paiton Power station, the first IPP in Indonesia.

Mr Robertson's career has spanned both public and private business related developments including directorships with the Port of Brisbane Authority, Washington H. Soul Pattinson & Co Ltd, one of Australia's oldest listed companies and AfrAsia Bank Limited, an international Mauritian bank. Mr Robertson was the recipient of the Asia 500 Award in 2000 and the Coaltrans Lifetime Achievement Award in 2010 for his contribution to the coal industry. He is a Fellow of the Australian Institute of Company Directors and a Member of the Australian

Institute of Energy. His background has enabled him to play a significant role in IEC's operations over the years.

The Board supports the re-election of Mr Robertson. The Directors consider Mr Robertson's skills and background have enabled him to play a significant role in IEC's operations over the years.

Mr Robertson does not hold any material directorships other than as stated in this Notice.

Mr Robertson is not considered by IEC to be an independent director due to his substantial shareholding in the Company.

Mr Robertson has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

If Resolution 2 is approved, Mr Robertson will be re-elected as a Director. If Resolution 2 is not approved, Mr Robertson will not be re-elected as a Director.

5.3 Board recommendation

The Board (other than Mr Robertson who has a personal interest in the outcome of this Resolution) supports the re-election of Mr Robertson and recommends that Shareholders vote in favour of this Resolution.

The Board considers that Mr Robertson's extensive experience in capital markets and corporate law brings valuable skills to Board that complement the Board's existing skills and experience.

5.4 Additional information

Resolution 2 is an ordinary resolution.

6. Resolution 3 – Election of Director – William Dix

6.1 General

Clause 13.4 of the Constitution provides that the Directors may at any time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors.

Clause 13.4 of the Constitution and Listing Rule 14.4 both provide that a Director appointed to fill a casual vacancy or as an addition to the existing Directors must not hold office without re-election past the next annual general meeting of the Company following the Director's appointment.

A Director who retires in accordance with clause 13.4 of the Constitution holds office until the conclusion of the meeting but is eligible for election at that meeting. Accordingly, Mr William Dix, a Director appointed on 21 October 2024, retires at this Meeting and, being eligible and offering himself for election, seeks election pursuant to Resolution 3.

6.2 William Dix

Qualifications: Bachelor of Science with double major in Geology and Geophysics and a Master of Science in Geology from Monash University and is a member of AusIMM.

Term: Mr Dix joined the Board of the Company on 21 October 2024 as a Non-Executive Director

Independence: Mr Dix is considered to be an independent director.

Committees: As stated in the Company's Corporate Governance Statement, the full Board assumes the role of separate Committees at this point.

Other Material Directorships: Non-Executive Director of Stelar Metals Ltd (ASX:SLB) and Managing Director of Trinex Minerals Limited (ASX:TX3).

Mr Dix is a geologist with 25 years' experience in base metal, gold and uranium exploration and mining. Earlier in his career, he spent seven years with the highly successful international nickel producer LionOre Mining International in a variety of exploration, mining and management roles. During his time with LionOre, Mr Dix was part of the team that discovered the Waterloo Nickel Mine and delineated the two million ounce Thunderbox Gold Project in Western Australia. He remained with LionOre until its US\$4.8 billion takeover by Norilsk Nickel in 2007. He has a proven track record of successful project and team management and also has extensive experience in commercial activities including capital raisings, mergers, acquisitions and divestments.

Mr Dix does not hold any material directorships other than as stated in this Notice.

Mr Dix has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

If Resolution 3 is approved, Mr Dix will be re-elected as a Director. If Resolution 3 is not approved, Mr Dix will not be re-elected as a Director.

6.3 **Board recommendation**

The Board (with Mr Dix abstaining) recommends that Shareholders vote in favour of this Resolution.

6.4 **Additional information**

Resolution 3 is an ordinary resolution.

7. **Resolution 4 – Election of Director – Peretz Schapiro**

7.1 **General**

Clause 13.4 of the Constitution provides that the Directors may at any time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors.

Clause 13.4 of the Constitution and Listing Rule 14.4 both provide that a Director appointed to fill a casual vacancy or as an addition to the existing Directors must not hold office without re-election past the next annual general meeting of the Company following the Director's appointment.

A Director who retires in accordance with clause 13.4 of the Constitution holds office until the conclusion of the meeting but is eligible for election at that meeting. Accordingly, Mr Peretz

Schapiro, a Director appointed on 21 October 2024, retires at this Meeting and, being eligible and offering himself for election, seeks election pursuant to Resolution 4.

7.2 **Peretz Schapiro**

Qualifications: Masters degree in Applied Finance.

Term: Mr Schapiro joined the Board of the Company on 21 October 2024 as an Executive Director

Independence: Mr Schapiro is not considered by the Board (with Mr Schapiro abstaining) to be an independent Director because he is employed by the Company in an executive capacity.

Committees: As stated in the Company's Corporate Governance Statement, the full Board assumes the role of separate Committees at this point.

Other Material Directorships: Non-Executive Chairman of Summit Minerals Limited (ASX:SUM), Non-Executive Chairman of Loyal Lithium Limited (ASX:LLI) and Non-Executive Director of Snow Lake Resources (NASDAQ:LITM).

Mr Schapiro has been a global investor for more than a decade. He understands the fundamental parameters, strategic drivers, market requirements and what it takes for a high growth business. Peretz has a diverse professional background, with deep experience in resource exploration, management consulting, marketing, fundraising and corporate finance.

Mr Schapiro does not currently hold any other material directorships, other than as disclosed in this Notice.

The Company confirms that it took appropriate checks into Mr Schapiro's background and experience and that these checks did not identify any information of concern.

Mr Schapiro has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

7.3 **Board recommendation**

The Board (with Mr Schapiro abstaining) recommends that Shareholders vote in favour of this Resolution.

7.4 **Additional information**

Resolution 4 is an ordinary resolution.

8. **Resolution 5 – Approval of 10% Placement Facility**

8.1 **General**

Listing Rule 7.1A enables an eligible entity to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% annual placement capacity under Listing Rule 7.1.

Resolution 5 seeks Shareholder approval to provide the Company with the ability to issue Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to

Section 8.2(f) below). The number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 8.2(c) below).

If Resolution 5 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 5 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval in Listing Rule 7.1.

8.2 **Listing Rule 7.1A**

(a) **Is the Company an eligible entity?**

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less.

The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a market capitalisation of approximately \$1.69m, based on the closing price of Shares (\$0.001) on 24 October 2024.

What Equity Securities can be issued?

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

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

(b) **How many Equity Securities can be issued?**

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

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

Where:

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

(A) plus the number of fully paid Shares issued in the Relevant Period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;

(B) plus the number of fully paid Shares issued in the Relevant Period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:

- (1) the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or
- (2) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
- (C) plus the number of fully paid Shares issued in the Relevant Period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
 - (1) the agreement was entered into before the commencement of the Relevant Period; or
 - (2) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
- (D) plus the number of partly paid Shares that became fully paid Shares in the Relevant Period;
- (E) plus the number of fully paid Shares issued in the Relevant Period with approval under Listing Rules 7.1 and 7.4; and
- (F) less the number of fully paid Shares cancelled in the Relevant Period.

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

D = is 10%.

E = is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the Relevant Period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under Listing Rule 7.4.

(c) **What is the interaction with Listing Rule 7.1?**

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

(d) **At what price can the Equity Securities be issued?**

Any Equity Securities issued under Listing Rule 7.1A must be issued for a cash consideration per Equity Security which is not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or

- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph 8.2(e)(i) above, the date on which the Equity Securities are issued, **(Minimum Issue Price)**.

(e) **When can Equity Securities be issued?**

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

- (i) the date that is 12 months after the date of the Meeting;
- (ii) the time and date of the Company's next annual general meeting; or
- (iii) the time and date of Shareholder approval of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(10% Placement Period).

(f) **What is the effect of Resolution 5?**

The effect of Resolution 5 will be to allow the Company to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without further Shareholder approval or using the Company's 15% annual placement capacity under Listing Rule 7.1.

8.3 **Specific information required by Listing Rule 7.3A**

Pursuant to and in accordance with Listing Rule 7.3A, the following information is provided in relation to the 10% Placement Facility:

(a) **Final date for issue**

The Company will only issue the Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 8.2(f) above).

(b) **Minimum issue price**

Where the Company issues Equity Securities under the 10% Placement Facility, it will only do so for cash consideration and the issue price will be not less than the Minimum Issue Price (refer to Section 8.2(e) above).

(c) **Purposes of issues under the 10% Placement Facility**

The Company may seek to issue Equity Securities under the 10% Placement Facility for the purposes of raising funds for continued investment in the Company's current assets, the Proposed Acquisition of new assets or investments (including expenses associated with such a Proposed Acquisition), and/or for general working capital.

(d) **Risk of economic and voting dilution**

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

If this Resolution 5 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' economic and voting power in the Company may be diluted as shown in the below table (in the case of convertible securities only if those convertible securities are converted into Shares).

The table below shows the dilution of existing Shareholders based on the current market price of Shares and the current number of Shares for Variable 'A' calculated in accordance with the formula in Listing Rule 7.1A.2 (see Section 8.2(c) above) as at the date of this Notice (**Variable A**), with:

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

Shares (Variable A in Listing Rule 7.1A.2)	Dilution			
	Issue price per Share	\$0.0005 50% decrease in Current Market Price	\$0.001 Current Market Price	\$0.002 100% increase in Current Market Price
1,690,781,585 Shares Variable A	10% Voting Dilution	169,078,159 Shares	169,078,159 Shares	169,078,159 Shares
	Funds raised	\$84,539	\$169,078	\$338,156
2,536,172,378 Shares 50% increase in Variable A	10% Voting Dilution	253,617,238 Shares	253,617,238 Shares	253,617,238 Shares
	Funds raised	\$126,80]	\$253,617	\$507,234
3,381,563,170 Shares 100% increase in Variable A	10% Voting Dilution	338,156,317 Shares	338,156,317 Shares	338,156,317 Shares
	Funds raised	\$169,078	\$338,156	\$676,313

Notes:

1. The table has been prepared on the following assumptions:
 - (a) The issue price is the current market price (\$0.001), being the closing price of the Shares on ASX on 24 October 2024, being the latest practicable date before this Notice was signed.
 - (b) Variable A comprises of 1,690,781,585 existing Shares on issue as at the date of this Meeting, assuming the Company has not issued any Shares in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with Shareholder approval under Listing Rule 7.1 and 7.4.
 - (c) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
 - (d) No convertible securities (including any issued under the 10% Placement Facility) are exercised or converted into Shares before the date of the issue of the Equity Securities.
 - (e) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
2. The number of Shares on issue (i.e. Variable A) may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue, scrip issued under a takeover offer or upon exercise of convertible securities) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting.

The 10% voting dilution reflects the aggregate percentage dilution against the issued Share capital at the time of issue. This is why the voting dilution is shown in each example as 10%. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.

The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

(e) Allocation policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing Shareholders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new

investors who are not related parties of or associates of a related party of the Company.

(f) **Issues in the past 12 months**

The Company has previously obtained Shareholder approval under Listing Rule 7.1A at its 2023 annual general meeting held on 29 November 2023.

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

At the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A and has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in any such issue.

However, in the event that between the date of this Notice and the date of the Meeting, the Company proposes to make an issue of Equity Securities under Listing Rule 7.1A to one or more existing Shareholders, those Shareholders' votes will be excluded under the voting exclusion statement in the Notice.

8.4 **Additional information**

Resolution 5 is a **special** resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Board recommends that Shareholders vote in favour of Resolution 5.

9. **Resolution 6 – Ratification of issue of Shares for the acquisition of the MHH Project**

9.1 **General**

On 15 January 2024, the Company announced that it had entered into a binding agreement with Global Uranium and Enrichment Limited (ASX:GUE) (**GUE**) to acquire an 80% interest in the Maggie Hays Hill lithium project (**MHH Project**) in the Lake Johnston region of Western Australia (**MHH Acquisition Agreement**).

On 8 February 2024, the Company issued a total of 30,000,000 Shares to GUE using the Company's placement capacity under Listing Rule 7.1 as partial consideration for the acquisition of the MHH Project.

Resolution 6 seeks Shareholder approval pursuant to Listing Rule 7.4 to ratify the issue of 30,000,000 Shares to GUE.

9.2 **Summary of MHH Acquisition Agreement**

Pursuant to the MHH Acquisition Agreement, the Company acquired:

- (a) an 80% legal and beneficial interest in E63/2039, comprising the MHH Project; and

- (b) all associated technical and mining information in relation to the MHH Project.

The consideration payable by the Company to GUE is:

- (a) a cash payment of \$175,000 paid at completion of the acquisition of the MHH Project (**Completion**);
- (b) 30,000,000 Shares (the subject of this Resolution 6), which were subject to voluntary escrow for 3 months from the date of issue;
- (c) the grant of a 1.0% gross revenue royalty by the Company, payable on product extracted, mined and sold from the MHH Project; and
- (d) the following deferred consideration:
 - (i) upon and subject to achieving Milestone 1 (defined below) within 5 years from the date of Completion, 60,000,000 Shares;
 - (ii) upon and subject to achieving Milestone 2 (defined below) within 5 years from the date of Completion, at the election of GUE:
 - (A) the Company will pay \$500,000 in cash; or
 - (B) the Company will issue the number of Shares equal to \$500,000 at a deemed issue price equal to the 20-day VWAP of Shares over the trading days immediately prior to the date of Milestone 2 being met; and
 - (iii) upon and subject to achieving Milestone 3 (defined below) within 5 years from the date of Completion, at the election of GUE:
 - (A) the Company will pay \$1,000,000 in cash; or
 - (B) the Company will issue the number or shares equal to \$1,000,000 at a deemed issue price equal to the 20-day VWAP of Shares over the trading days immediately prior to the date of Milestone 3 being met.

For the purposes of the above:

- (i) **Milestone 1** means five rock chip samples taken from the MHH Project with a grade of at least 1% Li₂O;
- (ii) **Milestone 2** means the completion of drilling intercepts at the MHH Project of equal to or greater than five metres above with a grade of at least 1% Li₂O; and
- (iii) **Milestone 3** means definition of an indicated Mineral Resource for the MHH Project with a delineation of at least 10 million tonne resources with a grade of at least 1% Li₂O.

The Company is also required expend not less than \$500,000 on exploration expenditure on the MHH Project during the 12 months following Completion.

9.3 **Listing Rule 7.1 and 7.4**

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 30,000,000 Shares does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's 15% placement capacity under Listing Rule 7.1. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under those Listing Rules for the 12-month period following the issue of the 30,000,000 Shares.

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

The effect of Shareholders passing Resolution 6 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% additional placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 6 is passed, the issue of the 30,000,000 Shares will be excluded in calculating the Company's 15% limit already used under Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue of the 30,000,000 Shares.

If Resolution 6 is not passed, 30,000,000 Shares will continue to be included in calculating the Company's 15% limit already used under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval over the 12 month period following the issue of those 30,000,000 Shares.

9.4 **Specific information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the issue of the 30,000,000 Shares:

- (a) The 30,000,000 Shares were issued to GUE who is not a related party of the Company.
- (b) A total of 30,000,000 Shares were issued using the Company's available placement capacity under Listing Rule 7.1.
- (c) The Shares are fully paid ordinary Shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Shares were issued on 8 February 2024.

- (e) The Shares were issued for nil cash consideration, as they were issued as partial consideration for the acquisition of the MHH Project. Accordingly, no funds were raised from the issue.
- (f) The material terms of the MHH Acquisition Agreement are summarised in Section 9.2 above.
- (g) A voting exclusion statement is included in the Notice.

9.5 **Additional information**

Resolution 6 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 6.

10. **Resolution 7 – Change of Company name**

10.1 **Section 157 of the Corporations Act**

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name.

The Company's current name is "Intra Energy Corporation Limited" and Resolution 7 seeks the approval of Shareholders for the Company to change its name to "Breakthrough Minerals Limited". The Company has reserved the new name with ASIC.

The Company has also requested that the ASX ticker code be changed from "IEC" to "BTM" after the change of name is effective. This new ticker code "BTM" has been reserved by the Company.

If Resolution 7 is passed, the change of Company name will take effect when ASIC alters the details of the Company's registration in accordance with section 164 of the Corporations Act.

If Resolution 7 is not passed, the Company will be unable to change its name to "Breakthrough Minerals Limited", and Resolution 7 will have no effect.

10.2 **Additional information**

Resolution 7 is a **special resolution** and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Board recommends that Shareholders vote in favour of Resolution 7.

11. **Resolution 8 – Consolidation of Capital**

11.1 **General**

Resolution 8 seeks Shareholder approval for the Company to undertake a consolidation of its issued capital on the basis that:

- (a) every eighty-three (83) Shares be consolidated into one (1) Share;
- (b) every eighty-three (83) Options be consolidated into one (1) Option; and
- (c) every eighty-three (83) Performance Rights be consolidated into (1) Performance Rights,

(Consolidation).

The Board considers that the Consolidation may have the following potential advantages:

- (d) increased liquidity of the Company's Shares as the bid ask spread is expected to be more attractive or market standard;
- (e) increased appeal to a wider range of investors, particularly to global and offshore institutional investors; and
- (f) may reduce:
 - (i) volatility of the Share price;
 - (ii) fluctuations in the Company's market capitalisation; and
 - (iii) the percentage transaction cost for trading in each board lot of Shares.

11.2 **Section 254H of the Corporations Act**

Section 254H of the Corporations Act provides that a company may, by resolution passed at a general meeting, convert all or any of its Shares into a larger or smaller number.

Listing Rule 7.20 provides that where an entity proposes to reorganise its capital, it must tell Equity Security holders:

- (a) the effect of the proposal on the number of Securities and the amount unpaid (if any) on the Securities;
- (b) the proposed treatment of any fractional entitlements; and
- (c) the proposed treatment of any Convertible Securities on issue. Listing Rule 7.21 provides that a listed entity which has Convertible Securities (except options) on issue may only reorganise its capital if, in respect of the Convertible Securities, the number of its Convertible Securities or the conversion price, or both, is reorganised so that the holder of the Convertible Securities will not receive a benefit that shareholders do not receive.

Listing Rule 7.22.1 requires that when a listed entity undertakes a consolidation of capital, the number of its options must be consolidated in the same ratio as the ordinary capital and the exercise price must be amended in inverse proportion to that ratio.

If Resolution 8 is passed, the Company will be able to proceed with the Consolidation and the number of Securities on issue is anticipated to be adjusted as follows, based on the Securities on issue as at the date of this Notice (in each case, subject to rounding up):

Security	Pre-Consolidation	Post Consolidation
Shares	1,690,781,585	20,370,862
Options	674,500,000	8,126,506
Performance Rights	150,000,000	1,807,229

The effective date of the Consolidation is 2 December 2024. The Consolidation timetable is set out in Section 11.7 below.

If Resolution 8 is not passed, the Company will not be able to proceed with the Consolidation.

11.3 Fractional entitlements

Not all Shareholders will hold that number of Securities which can be evenly divided by eighty-three (83). Where a fractional entitlement occurs, the Company will round that fraction up to the nearest whole Security.

11.4 Taxation

It is not considered that any taxation implications will exist for Shareholders arising from the Consolidation. However, Shareholders are advised to seek their own tax advice on the effect of the Consolidation and the Company accepts no responsibility for the individual taxation implications arising from the Consolidation.

11.5 Holding Statements

From the date of the Consolidation, all holding statements for Securities will cease to have any effect, except as evidence of entitlement to a certain number of Securities on a post-Consolidation basis. After the Consolidation becomes effective, the Company will arrange for new holding statements for Securities to be issued to holders of those Securities. It is the responsibility of each Shareholder to check the number of Securities held prior to disposal or exercise (as the case may be).

11.6 Effect on capital structure

The approximate effect which the Consolidation will have on the Company's current capital structure is set out in the tables below. All numbers are subject to rounding.

(a) Shares

Security	Pre-Consolidation	Post Consolidation
Shares	1,690,781,585	20,370,862

(b) Unquoted Options

Expiry Date	Pre-Consolidation		Post Consolidation	
	Number	Exercise Price (\$)	Number	Exercise Price (\$)
17 July 2025	644,500,000	0.015	7,765,060	1.25
28 February 2025	15,000,000	0.012	180,723	0.996
28 February 2025	15,000,000	0.016	180,723	1.328

(c) **Performance Rights**

Security	Pre-Consolidation	Post Consolidation
Performance Rights	150,000,000	1,807,229

11.7 Consolidation timetable

If Resolution is passed, the Consolidation will take effect in accordance with the following timetable.

Event	Date
Company announces Consolidation (Appendix 3A.3) and sends out Notice	29 October 2024
Meeting – Shareholders approve Consolidation	29 November 2024
Effective Date of Consolidation	2 December 2024
Last day for trading on a pre-consolidation basis	3 December 2024
Post Consolidation trading starts on a deferred settlement basis	4 December 2024
Record date and last day for Company to register transfers on a pre-Consolidation basis	5 December 2024
First day for Company to update its register of Securities on a post-Consolidation basis and first day for issue of holding statement	6 December 2024
Last date for Company to update its register and send holding statements on a post-Consolidation basis and notify ASX that this has occurred	12 December 2024

The timetable is a proposed indicative timetable, and the Board reserves the right to vary the dates in accordance with the Listing Rules.

11.8 Additional information

Resolution 8 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 8

Schedule 1 Definitions

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

10% Placement Facility	has the meaning in Section 8.1.
10% Placement Period	has the meaning in Section 8.2(f).
\$ or A\$	means Australian Dollars.
Annual Report	means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2024.
ASX	means the ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
Auditor's Report	means the auditor's report contained 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 of the Company convened by the Notice.
Company	means Intra Energy Corporation Limited (ACN 124 408 751).
Completion	has the meaning in Section 9.2.
Consolidation	has the meaning in Section 11.1.
Constitution	means the constitution of the Company, as amended.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth), as amended.
Director	means a director of the Company.
Directors' Report	means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
Equity Security	has the same meaning as in the Listing Rules.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
Financial Report	means the financial report contained in the Annual Report.
GUE	has the meaning in Section 9.1.
Key Management Personnel	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons

having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules	means the listing rules of ASX.
Meeting	has the meaning given in the introductory paragraph of the Notice.
MHH Project	has the meaning given in Section 9.1.
MHH Acquisition Agreement	has the meaning given in Section 9.1.
Minimum Issue Price	has the meaning in Section 8.2(e).
Notice	means this notice of annual general meeting.
Option	means a right, subject to certain terms and conditions, to acquire a Share.
Performance Right	means a right, subject to certain terms and conditions, to acquire a Share on the satisfaction (or waiver) of certain performance conditions.
Proxy Form	means the proxy form provided with the Notice.
Remuneration Report	means the remuneration report contained in the Annual Report.
Resolution	means a resolution referred to in the Notice.
Schedule	means a schedule to the Notice.
Section	means a section of the Explanatory Memorandum.
Securities	means any Equity Securities of the Company (including Shares, Options and/or Performance Rights).
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.
Strike	has the meaning in Section 4.1.
Tenement	has the meaning in Section 9.2.
Trading Day	has the same meaning as in the Listing Rules.
Vendor	has the meaning in Section 9.1.
VWAP	means the volume weighted average price of trading in Shares on the ASX market and Chi-X market over the relevant period, excluding block

trades, large portfolio trades, permitted trades during the pre-trading hours period, permitted trades during the post-trading hours period, out of hours trades and exchange traded option exercises.

Your proxy voting instruction must be received by **02.30pm (AWST) on Wednesday, 27 November 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



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