

**THIS IS AN IMPORTANT DOCUMENT
AND REQUIRES YOUR ATTENTION**

SKS TECHNOLOGIES GROUP LIMITED

ACN 004 554 929

2024 NOTICE OF ANNUAL GENERAL MEETING and EXPLANATORY STATEMENT

Annual General Meeting of Shareholders

To be held as a physical meeting on 21 November 2024, commencing at 11.00am AEDT

This Notice of Meeting should be read in its entirety.

If Shareholders are in any doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

In accordance with section 110D of the *Corporations Act 2001* (Cth) (**Corporations Act**), the Company will not be sending hard copies of the Notice of Annual General Meeting (**Notice**) unless a shareholder (**Shareholder**) has elected to receive documents in hard copy in accordance with the timeframe specified in section 110E(8) of the Corporations Act.

We remind Shareholders that the Company's annual report is only available electronically this year. If you wish to download a copy, please visit www.sks.com.au

Should you wish to discuss the matters set out in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 3) 9289 5000.

Notice of Annual General Meeting

SKS TECHNOLOGIES GROUP LIMITED

ACN 004 554 929

2024 NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of the Shareholders of **SKS Technologies Group Limited** will be held at 700 Spencer Street, West Melbourne, VIC 3003 on 21 November 2024, commencing at 11.00am AEDT.

Shareholders and proxyholders may participate in our AGM in person. Please refer to the Important Information section of this Notice of Meeting for further details.

ORDINARY BUSINESS:

1. CONSIDERATION OF REPORTS

To receive and consider the Financial Report, Directors' Report and Independent Audit Report for the Company for the financial year ended 30 June 2024.

2. QUESTIONS AND COMMENTS

2.1 Shareholders will be given a reasonable opportunity to:

- (a) ask questions about or comment on the management of the Company; and
- (b) ask the Auditor's representative questions relevant to the Auditor's audit of the Financial Report.

2.2 The Auditor's representative will also be given a reasonable opportunity to answer any written questions submitted to the Auditor prior to the Meeting in accordance with the Corporations Act.

3. RESOLUTION 1 - ADOPTION OF REMUNERATION REPORT

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

"That for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the year ended 30 June 2024 (as set out in the Directors' Report) is adopted."

The vote on this Resolution 1 is advisory only and does not bind the Directors or the Company.

Voting restriction pursuant to section 250R(4) of the Corporations Act

A vote on this Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

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

However, the above persons may cast a vote on Resolution 1 if:

- the person does so as a proxy; and

Notice of Annual General Meeting

- the vote is not cast 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; and
- either:
 - the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
 - the voter is the Chair of the Meeting and the appointment of the Chair as proxy:
 - does not specify the way the proxy is to vote on the Resolution; and
 - expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company or, if the Company is part of a consolidated entity, for the entity.

In accordance with section 250R(8) of the Corporations Act, a vote cast in contravention of section 250R(4) of the Corporations Act will not be counted

4. RESOLUTION 2 - RE-ELECTION OF GREG JINKS AS DIRECTOR

To consider and, if thought fit, pass the following Resolution, with or without amendment, as an **Ordinary Resolution**:

“That Mr Greg Jinks, who retires in accordance with rule 13.3(a) of the Company’s Constitution and Listing Rule 14.4 and, being eligible, offers himself for election, is re-elected as a Director of the Company with effect from the end of the Meeting.”

5. RESOLUTION 3 – ELECTION OF MRS. ANTOINETTE TRUDA AS DIRECTOR

To consider and, if thought fit, pass the following Resolution, with or without amendment, as an **Ordinary Resolution**:

“That Mrs. Antoinette Truda, who was appointed a director of the Company by the Directors on 1 May 2024, retires in accordance with rule 13.1(c) of the Company’s Constitution and Listing Rule 14.4, and being eligible, offers herself for election, is elected as a Director of the Company with effect from the end of the Meeting.”

6. RESOLUTION 4 – APPROVAL OF THE EMPLOYEE EQUITY PLAN

To consider and, if thought fit, pass the following Resolution, with or without amendment, as an **Ordinary Resolution**:

*“That, for the purposes of Listing Rule 7.2 (Exception 13) and for all other purposes, the Shareholders grant approval for the Company to adopt the amended equity incentive scheme approved by the Directors titled SKS Technologies Group Limited Equity Incentive Plan (**Plan**) and to issue securities under the Plan, on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”*

Voting exclusion statement

The Company will disregard any votes on Resolution 4 by or on behalf of:

- a person who is eligible to participate in the Employee Share and Option Plan; or
- an associate of those persons.

However, this does not apply to a vote if it is cast in favour of Resolution 4 by:

Notice of Annual General Meeting

- a person as proxy or attorney for a person who is entitled to vote on Resolution 4 in accordance with the directions given to the proxy or attorney to vote on Resolution 4 in that way; or
- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with a direction given to the chair to vote on Resolution 4 as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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 Resolution 4; and
 - the holder votes on Resolution 4 in accordance with directions given by the beneficiary to the holder to vote in that way.

Proxy Appointment Restriction

As Resolution 4 is connected directly or indirectly with the remuneration of a member of Key Management Personnel (**KMP**) for the Company, pursuant to section 250BD of the Corporations Act, the Company will disregard any votes cast on Resolution 4 by a member of the Key Management Personnel of the Company or their Closely Related Parties who has been appointed as a proxy unless:

- the appointed proxy votes for a person who is permitted to vote and in accordance with a direction on the proxy form (directed proxy); or
- the appointed proxy is the Chair of the Meeting and the appointment of the Chair as proxy:
 - does not specify the way the proxy is to vote on Resolution 4; and
 - expressly authorises the Chair of the Meeting to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Voting Intention of Chair

Shareholders should be aware that any undirected proxies given to the Chair of the Meeting will be cast by the Chair of the Meeting and counted in favour of Resolution 4 subject to compliance with the *Corporations Act 2001* (Cth) (**Corporations Act**). In exceptional circumstances, the Chair of the Meeting may change his voting intention on Resolution 4, in which case an ASX announcement will be made.

7. RESOLUTION 5 – APPROVAL OF PERFORMANCE RIGHTS TO CEO UNDER EMPLOYEE EQUITY INCENTIVE PLAN AND STIP

To consider and, if thought fit, pass the following Resolution, with or without amendment, as an **Ordinary Resolution**:

"That, for the purpose of Listing Rule 10.14, Listing Rule 7.2 (Exception 14) and for all other purposes, Shareholders approve the grant of Performance Rights (incorporating the right to acquire Shares in the Company) to the Chief Executive Officer, Mr Matthew Jinks, on the terms set out in the Explanatory Memorandum and under the Company's Employee Equity Incentive Plan."

Voting exclusion statement pursuant to Listing Rule 10.14

The Company will disregard any votes cast on Resolution 5 by:

- a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Director Share Fee Plan, including Mr Matthew Jinks; or
- any associate of that person or persons.

However, this does not apply to a vote cast in favour of Resolution 5 by:

Notice of Annual General Meeting

- a person as proxy or attorney for a person who is entitled to vote on Resolution 5 in accordance with directions given to the proxy or attorney to vote on Resolution 5 in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with a direction given to the Chair of the Meeting to vote on that resolution as the Chair of the Meeting decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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 Resolution 5; and
 - the holder votes on that resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Proxy Appointment Restriction – Resolution 5

As Resolution 5 is connected directly or indirectly with the remuneration of a member of Key Management Personnel (**KMP**) for the Company, pursuant to section 250BD of the Corporations Act, the Company will disregard any votes cast on Resolution 5 by a member of the Key Management Personnel of the Company or their Closely Related Parties who has been appointed as a proxy unless:

- the appointed proxy votes for a person who is permitted to vote and in accordance with a direction on the proxy form (directed proxy); or
- the appointed proxy is the Chair of the Meeting and the appointment of the Chair as proxy:
 - does not specify the way the proxy is to vote on Resolution 5; and
 - expressly authorises the Chair of the Meeting to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

8. RESOLUTION 6 – APPROVAL OF GRANT OF OPTIONS TO CEO UNDER EMPLOYEE EQUITY INCENTIVE PLAN AND LTIP

To consider and, if thought fit, pass the following Resolution, with or without amendment, as an **Ordinary Resolution**:

"That, for the purpose of Listing Rule 10.14, Listing Rule 7.2 (Exception 14) and for all other purposes, Shareholders approve the grant of up to 2,500,000 options to the Chief Executive Officer, Mr Matthew Jinks, on the terms set out in the accompanying Explanatory Memorandum and under the Company's Employee Equity Incentive Plan."

Voting exclusion statement pursuant to Listing Rule 10.14

The Company will disregard any votes cast on Resolution 6 by:

- a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Director Share Fee Plan, including Mr Matthew Jinks; or
- any associate of that person or persons.

However, this does not apply to a vote cast in favour of Resolution 6 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 6 in accordance with directions given to the proxy or attorney to vote on Resolution 6 in that way; or

Notice of Annual General Meeting

- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with a direction given to the Chair of the Meeting to vote on that resolution as the Chair of the Meeting decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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 Resolution 6; and
 - the holder votes on that resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Proxy Appointment Restriction – Resolution 6

As Resolution 6 is connected directly or indirectly with the remuneration of a member of Key Management Personnel (**KMP**) for the Company, pursuant to section 250BD of the Corporations Act, the Company will disregard any votes cast on Resolution 6 by a member of the Key Management Personnel of the Company or their Closely Related Parties who has been appointed as a proxy unless:

- the appointed proxy votes for a person who is permitted to vote and in accordance with a direction on the proxy form (directed proxy); or
- the appointed proxy is the Chair of the Meeting and the appointment of the Chair as proxy:
 - does not specify the way the proxy is to vote on Resolution 6; and
 - expressly authorises the Chair of the Meeting to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

SPECIAL BUSINESS:

9. RESOLUTION 7 - APPROVAL FOR ADDITIONAL 10% PLACEMENT CAPACITY

To consider and, if thought fit, pass the following Resolution, with or without amendment as a **Special Resolution**:

*“That, for the purposes of Listing Rule 7.1A, and for all other purposes, Shareholders approve the issue of Equity Securities of 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, over a 12 month period from the date of the Meeting, at a price not less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions described in the Explanatory Memorandum (**Placement Securities**).”*

Important Note – Resolution 7

The Company is not proposing to make an issue of equity securities under 7.1A.2 as at the date of this Notice of Meeting. Accordingly, the proposed allottees of any Placement Securities are not as yet known or identified.

In these circumstances (and in accordance with the note set out in Listing Rule 14.11.1 relating to Listing Rules 7.1 and 7.1A), for a person’s vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of the Placement Securities), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted and there is no reason to exclude their votes.

Notice of Annual General Meeting

10. RESOLUTION 8 – AMENDMENT OF CONSTITUTION

To consider and, if thought fit, pass the following Resolution, with or without amendment as a **Special Resolution**:

“That, for the purposes of section 136(2) and 136(1)(b) of the Corporations Act and for all other purposes, approval is given for the Company to amend its existing Constitution in the form as signed by the Chair for identification purposes.”

Voting exclusion statement

The Company will disregard any votes on Resolution 8 by or on behalf of:

- a person who is eligible to participate in the Employee Share and Option Plan; or
- an associate of those persons.

However, this does not apply to a vote if it is cast in favour of Resolution 8 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 8 in accordance with the directions given to the proxy or attorney to vote on Resolution 8 in that way; or
- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 8, in accordance with a direction given to the chair to vote on Resolution 8 as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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 Resolution 8; and
 - the holder votes on Resolution 8 in accordance with directions given by the beneficiary to the holder to vote in that way.

Proxy Appointment Restriction

As Resolution 8 is connected directly or indirectly with the remuneration of a member of Key Management Personnel (**KMP**) for the Company, pursuant to section 250BD of the Corporations Act, the Company will disregard any votes cast on Resolution 8 by a member of the Key Management Personnel of the Company or their Closely Related Parties who has been appointed as a proxy unless:

- the appointed proxy votes for a person who is permitted to vote and in accordance with a direction on the proxy form (directed proxy); or
- the appointed proxy is the Chair of the Meeting and the appointment of the Chair as proxy:
 - does not specify the way the proxy is to vote on Resolution 8; and
 - expressly authorises the Chair of the Meeting to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Voting Intention of Chair

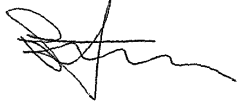
Shareholders should be aware that any undirected proxies given to the Chair of the Meeting will be cast by the Chair of the Meeting and counted in favour of Resolution 8 subject to compliance with the *Corporations Act 2001* (Cth) (**Corporations Act**). In exceptional circumstances, the Chair of the Meeting may change his voting intention on Resolution 8, in which case an ASX announcement will be made.

Notice of Annual General Meeting

GENERAL BUSINESS

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

By order of the Board:

A handwritten signature in black ink, appearing to be 'Peter Jinks', written over a horizontal line.

Peter Jinks
Executive Chair
Dated: 24/10/2024

Notice of Annual General Meeting

IMPORTANT VOTING INFORMATION

Pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the directors of the Company have determined that, for the purposes of this meeting, those persons who are registered as the holders of ordinary shares in the Company at 7:00pm (AEDT) on 19 November 2023 (**Effective Time**) will be taken to be the holders of shares for the purposes of determining voting entitlements at the meeting.

If more than one joint holder of shares is present at the Meeting (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

1. HOW TO VOTE

Shareholders entitled to vote at the Annual General Meeting may vote by attending the Annual General Meeting in person, by attorney or proxy or, in the case of corporate shareholders, by a corporate representative.

2. VOTING IN PERSON

The AGM will be held at the 700 Spencer St, West Melbourne, VIC 3003, on 21 November 2024 at 11:00am. The registration desk will be open from 10.00am. Details of the resolutions to be considered at the AGM are included in this Notice of Meeting.

It is intended that voting on each of the proposed resolutions at this Meeting will be conducted by a poll, rather than on a show of hands. The results of the poll will be determined following the close of the Meeting and lodged with the ASX Markets Announcements Platform.

3. POWER OF ATTORNEY

A proxy form and the original power of attorney (if any) under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than 11:00am (AEDT) on Tuesday, 19 November 2024 being 48 hours before the Meeting.

4. VOTING BY PROXY

- a) Shareholders wishing to vote by proxy must complete, sign and deliver the enclosed personalised proxy form or forms, in accordance with the instructions on the form, prior to 11.00am AEDT on **19 November 2024 (Proxy Forms received later than this time will be invalid)** by one of the following methods:

By post: Computershare Investor Services Pty Limited, GPO Box 242 Melbourne Victoria 3001; or

By facsimile: 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia); or

Online: Log on to www.investorvote.com.au
For Intermediary Online Subscribers only (Custodians) log on at
www.intermediaryonline.com.

- b) A Shareholder may direct a proxy on how to vote by marking one of the boxes opposite each item of business. Where a box is not marked, the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item. Please refer to the voting exclusions for each Resolution for the directions that must be given to the proxy in relation to each resolution.
- c) If the appointment of a proxy specifies the way the proxy is to vote on a particular resolution, then the proxy need not vote, but if the proxy does so, the proxy must vote that way. Any directed proxies which, are not voted will automatically default to the Chair of the meeting, who must vote the proxies as directed. If a 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.
- d) Shareholder who is entitled to vote at the meeting may appoint:

Notice of Annual General Meeting

- (i) one proxy if the Shareholder is only entitled to one vote; or
 - (ii) one or two proxies if the Shareholder is entitled to more than one vote.
- e) Where the Shareholder appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not do so, each proxy may exercise one-half of the votes, and any fraction of votes will be disregarded.
- f) A proxy need not be a shareholder of the Company.
- g) Signing Instructions for postal forms:
- **(Individual):** Where the holding is the one name, the Shareholder must sign.
 - **(Joint Holding):** Where the holding is in more than one name, all of the Shareholders should sign.
 - **(Power of Attorney):** If you have not already provided the power of attorney to the Company, please attach a certified copy of the power of attorney to this form when you return it.
 - **(Companies):** Where the Company has a sole Director who is also the sole company secretary, that person must sign. Where the Company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole Director can also sign alone.

Otherwise, a Director jointly with either another Director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.

- h) To be valid, a proxy form, signed under a power of attorney, must be accompanied by the signed power of attorney, or a certified copy of the power of attorney.
- i) A proxy may decide whether to vote on any motion, except where the proxy is required by law, the ASX Listing Rules or the Constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as they think fit.
- j) The proxy form accompanying this Notice of Meeting contains detailed instructions regarding how to complete the proxy form if a Shareholder wishes to appoint the Chair as his or her proxy. You should read those instructions carefully.
- k) If you require an additional proxy form, the Company will supply it on request to the undersigned.

IMPORTANT: If you appoint the Chair of the Meeting as your proxy, or the Chair becomes your proxy by default, and you do not direct your proxy how to vote on each of the resolutions then by submitting the proxy form you will be expressly authorising the Chair to exercise your proxy on the resolutions, even though some of the resolutions are connected, directly or indirectly, with approvals with respect to related parties or key management personnel. The Chair presently intends to vote all undirected proxies (where appropriately authorises) **in favour** of each item.

5. VOTING BY CORPORATE REPRESENTATIVE

Corporate Shareholders wishing to vote by corporate representative should:

- a) obtain an appointment of corporate representative form from the Company;
- b) complete and sign the form in accordance with the instructions on it; and
- c) bring the completed and signed form with them to the Annual General Meeting.

Explanatory Statement

EXPLANATORY STATEMENT

1. INTRODUCTION

The purpose of this Explanatory Statement is to provide Shareholders with an explanation of the business of the meeting and the resolutions proposed to be considered at the Annual General Meeting.

2. RESOLUTION 1 – REMUNERATION REPORT

The Remuneration Report of the Company for the financial year ended 30 June 2024 is included in the Directors' Report in the Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

Under section 250R(2) of the Corporations Act, a resolution that the Remuneration Report be adopted must be put to a vote of shareholders at the Company's Annual General Meeting.

The Chair will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

The vote on Resolution 1 is advisory only and does not bind the Company or the Company's Directors. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

Shareholders should note that at the 2023 annual general meeting proxy votes against the Remuneration Report were less than 25%, and the resolution was passed by the required majority.

A voting exclusion statement applies to this Resolution, as set out in the Notice.

The Directors recommend that Shareholders vote in favour of this Resolution 1.

3. RESOLUTION 2 - RE-ELECTION OF GREG JINKS AS DIRECTOR

Background

- 3.1 Mr Greg Jinks retires by rotation in accordance with Rule 13.3(a) of the Company's Constitution and, being eligible, offers himself for re-election as a Director.
- 3.2 Under Rule 13.3(a) of the Company's Constitution, a Director shall not continue in office for a period in excess of three consecutive years or until the third annual general meeting following the Director's appointment, whichever is longer, without submitting to re-election.
- 3.3 Since Mr Jinks was last elected as a Director at the Company's 2021 AGM, in accordance with Rule 13.3(a) of the Constitution and ASX Listing Rule 14.4, Mr Jinks will retire at this year's Meeting and, being eligible, offers himself for election as an Executive Director.

Qualifications and experience

- 3.4 Mr Jinks has over 35 years of experience in the telecommunications sector, specialising in electrical and data cabling networks, voice systems, laser and microwave wireless products, and advanced audiovisual installations. He co-founded KLM Group in 1981 and was instrumental in securing industry and government accreditations, as well as managing key vendor relationships.

Directors' Recommendation

- 3.5 The Directors believe that Mr Jink's experience and skills can continue to make a valuable contribution to the Company, and all Directors (with Mr Jinks abstaining) recommend that Shareholders vote in **favour** of this Ordinary Resolution 2.

Chair's Voting Intentions

Explanatory Statement

- 3.6 Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the resolutions the subject of this Meeting, including this Resolution 2, subject to compliance with Corporations Act. In exceptional circumstances, the Chair may change their voting intention on any resolution, in which case an ASX announcement will be made.

4. RESOLUTION 3 – ELECTION OF MRS. ANTOINETTE TRUDA AS DIRECTOR

Background

- 4.1 Mrs. Antoinette Truda was appointed to the Board on 1 May 2024. In accordance with rule 13.1(c) of the Company's constitution and Listing Rule 14.4, Mrs. Truda retires and, being eligible, offers herself for election as a director of the Company.

Qualifications and experience

- 4.2 Mrs. Truda brings extensive experience as a Director and Executive across multiple sectors. She currently serves as the Chief Commercial Officer at the Victorian Chamber of Commerce & Industry (Chamber), where she leads initiatives for organic and acquisitive growth that support the organisation's sustainability. Additionally, Mrs. Truda is a Non-Executive Director at Goulburn Murray Credit Union, serving as Chair of the Member Experience & Culture Committee and Deputy Chair of the Audit Committee. She also chairs the Advisory Board at Slimline Warehouse.
- 4.3 Before joining the Chamber, Mrs. Truda was the CEO of a multi-office Victorian real estate network. She spent 11 years at NAB, where she led various units within Consumer and Business Banking and began her career in Strategy and Corporate Advisory roles. Known for her ability to drive transformational business outcomes, Mrs. Truda excels in fostering sustainable growth in dynamic and challenging environments.

Directors' Recommendation

- 4.4 The Directors believe that Mrs. Truda's experience and skills can continue to make a valuable contribution to the Company, and all Directors (with Ms. Truda abstaining) recommend that Shareholders vote in **favour** of this Ordinary Resolution 3.

Chair's Voting Intentions

- 4.5 Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the resolutions the subject of this Meeting, including this Resolution 3, subject to compliance with Corporations Act. In exceptional circumstances, the Chair may change their voting intention on any resolution, in which case an ASX announcement will be made.

Explanatory Statement

5. RESOLUTION 4 – APPROVAL OF THE EMPLOYEE EQUITY PLAN

Background

- 5.1 The Company has established an employee equity incentive plan, known as the SKS Technologies Group Limited Equity Incentive Plan (**Plan**), under which employees may be provided with securities in the Company. The Plan was approved by shareholders on 19th November 2020. The purpose of the Plan is to:
- (a) reward employees for their contributions to the Company's success;
 - (b) align the interests of employees with the long-term interests of the Company and its shareholders; and
 - (c) help employees build an ownership stake in the Company.
- 5.2 The Directors have resolved to amend the Plan and it is intended that certain employees will be offered the opportunity to participate in the Plan during the course of this financial year and prior to the Annual General Meeting. By this Resolution 4, the Company is seeking Shareholder approval to adopt the amended Plan, and for the issue of Equity Securities under that Plan, in accordance with Listing Rule 7.2 (Exception 13(b)).

Why is shareholder approval being sought

- 5.3 Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.
- 5.4 Listing Rule 7.2 (Exception 13(b)) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three years before the issue of the securities, the holders of the entity's ordinary securities have approved the issue of Equity Securities under the employee incentive scheme as exception to the relevant Listing Rules.
- 5.5 Accordingly, the Company is seeking to have the Plan approved by Shareholders such that any Equity Securities issued under the Plan over the next three years will be disregarded when determining the Company's capacity to issue Equity Securities under Listing Rule 7.1 and 7.1A (as applicable).

Information required for Listing Rule 7.2 (Exception 13)

- 5.6 Pursuant to and in accordance with Listing Rule 7.2 (Exception 13), the following information is provided in relation to Resolution 4:

Exception 13(b)	Information
A summary of the terms of the Plan.	The terms and conditions of the Plan attached to and forms part of this Notice of Meeting and Explanatory Memorandum at Annexure A. Shareholders are invited to contact the Company if they have any queries or concerns.
The number and class of Securities issued under the Plan since the entity was listed or the date of the last approval under Listing Rule 7.2 (Exception 13(b)).	The number and class of Securities issued under the Plan since its last approval are set out in clause 6.32 below.
The maximum number of Equity	The maximum number of Equity Securities proposed to be

Explanatory Statement

Securities proposed to be issued under the Plan following the approval.	<p>issued by the Company under the Plan within the 3-year period following the passing of Resolution 4 is 5,603,494 which is equivalent to 5% of the Company's total issued Shares as at 16 September 2024, being 112,069,879.</p> <p>If Resolution 8 is passed in addition to Resolution 4, the maximum number of Equity Securities proposed to be issued by the Company under the Plan within the 3-year period following the passing of Resolution 8 is 11,206,987 which is equivalent to 10% of the Company's total issued Shares as at 16 September 2024.</p> <p>It is not envisaged that the maximum number of Equity Securities for which approval is sought will be issued immediately.</p>
A voting exclusion statement.	A voting exclusion statement is set out above in the Notice of Meeting.

- 5.7 Exception 13(b) is only available if and to the extent that the number of Equity Securities issued under the Plan does not exceed the maximum number set out above.
- 5.8 Exception 13(b) also ceases to be available if there is a material change to the terms of the Plan from those set out in Annexure A.

Effect of Resolution 4

- 5.9 If Resolution 4 is passed, the Company will be able to issue securities under the Plan to eligible participants over a period of 3 years.
- 5.10 The issue of any securities to eligible participants under the Plan (up to the maximum number of securities stated in section 5.6 above) 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.
- 5.11 For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.
- 5.12 If Resolution 4 is not passed, the Company will be able to proceed with the issue of securities under the Plan to eligible participants, but any issues of securities will reduce, to that extent, the Company's capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue of the securities.
- 5.13 The Company considers that it will derive a significant benefit by incentivizing its senior management and key employees through the issue of Options under the Plan. Additionally, the Company believes it to be in the best interests of the Company to preserve the maximum commercial flexibility to issue Equity Securities that is afforded to it by Listing Rule 7.1.

Section 259B(2)

- 5.14 Section 259B(1) of the Corporations Act prohibits a company taking security over shares in itself or in a company that controls it, unless one of the exceptions in section 259B(2) or 259B(3) applies. Section 259B(2) of the Corporations Act permits the taking of security by a company over its own shares, if the security is taken over shares issued under an employee share scheme (such as the Plan) approved at a meeting of shareholders. Accordingly, Shareholder approval of the Plan is being sought under this Resolution to the extent necessary to permit the Company to take security over Shares issued under the Incentive Plan if the Board considers doing so necessary or desirable.

Explanatory Statement

Section 260C(2)

5.15 The Plan provides that the company may provide limited recourse, secured, and interest-free loans (**Acquisition Loans**) to Participants to use to pay the purchase price or exercise payable for Equity Securities and Options. Such arrangements would, however, constitute the giving of financial assistance in relation to the acquisition of shares for the purposes of section 260A of the Corporations Act. Section 260A of the Corporations Act provides that a company may financially assist a person to acquire shares in the company or a holding company of the company only if:

- Giving of the assistance does not materially prejudice the interests of the company or its shareholders, or the company's ability to pay its debts.
- The assistance is approved by shareholders under section 260B of the Corporations Act, or
- The assistance is exempted under section 260C of the Corporations Act.

Section 260C(4) of the Corporations Act provides an exemption to the financial assistance prohibition if the financial assistance is given under an employee share scheme (such as the Plan) approved at a general meeting of shareholders. Although the Directors do not consider that the giving of financial assistance under the Plan would materially prejudice the interests of the Company or the Shareholders, or the Company's ability to pay its creditors, shareholder approval of the Plan is being sought under this resolution to enable the Company to qualify for the exemption offered by section 260C(4) of the Corporations Act in respect of any Acquisition Loans.

Directors' Recommendation

5.16 The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to Resolution 4.

Chair's Voting Intentions

5.17 Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the resolutions the subject of this Meeting, including this Resolution 4, subject to compliance with the Corporations Act. In exceptional circumstances, the Chair may change their voting intention on any resolution, in which case an ASX announcement will be made.

Explanatory Statement

6 RESOLUTIONS 5 AND 6 – APPROVAL OF PERFORMANCE RIGHTS AND OPTIONS TO CEO UNDER EMPLOYEE EQUITY INCENTIVE PLAN

Background

- 6.1 The Board is seeking shareholder approval by ordinary resolution to the grant of Performance Rights (Resolution 5) and Options (Resolution 6) under the Company's Employee Equity Incentive Plan (**the Plan**) to the Chief Executive Officer, Mr Matthew Jinks, in accordance with the requirements of Listing Rule 10.14 and for all other purposes.
- 6.2 For the purposes of Listing Rule 10.15.2, the Company advises that Mr Jinks falls into the category of 'An associate of a person referred to in rule 10.14.1', namely an associate of Mr Peter Jinks, who is a director of the Company. The definition of 'associate' in Chapter 19 of the Listing Rules provides that "A related party of a natural person is taken to be an associate of the natural person unless the contrary is established." The definition of 'related party' in Chapter 19 of the Listing Rules provides that, in relation to a natural person (such as Mr Peter Jinks), that person's child is a related party. Mr Matthew Jinks, as the son of Mr Peter Jinks, is therefore an associate of Mr Peter Jinks.
- 6.3 The Company has chosen to use Performance Rights and Options to incentivise and remunerate Mr Jinks because, in the opinion of the Board, this represents a way to align the interests of Mr Jinks with the interests of Shareholders generally. The STIP payment to Mr Jinks is payable half in cash and half in performance rights and is only payable if agreed financial performance hurdles are met. The performance hurdles are described below. Not only does this incentivise Mr Jinks and reward him based on the Company achieving its targets but, over time, as a Shareholder, Mr Jinks will have objectives which are aligned with those of Shareholders.
- 6.4 In relation to the Options, the Board is of the view that it is in the interests of the Company and all Shareholders for the share price to grow over time and granting options to Mr Jinks to acquire shares as each Hurdle Price is met means that he is incentivised and rewarded for his part in delivering these objectives to the Company and its Shareholders. Options will vest when the relevant hurdle price has been achieved and will be exercisable within four years of vesting. Mr Jinks will receive the Performance Rights and/or Options at no cost to him.

Listing Rule 10.14

- 6.6 Listing Rule 10.14 provides that a listed company must not permit a director (or certain other persons) to acquire Equity Securities under an employee incentive scheme unless it obtains the approval of its shareholders.
- 6.7 Listing Rule 10.11 also provides that the Company must not issue Equity Securities to a Related Party or an associate of a Related Party without shareholder approval. However, Listing Rule 10.12 (Exception 8) provides that approval under Listing Rule 10.11 is not required for an issue of Equity Securities under an employee incentive scheme made, or taken to have been made, with the approval of the issuing entity's shareholders under Listing Rule 10.14.
- 6.8 Further, Listing Rule 7.2 (Exception 14) provides that where an issue of securities is approved by shareholders for the purposes of Listing Rule 10.11 or Listing Rule 10.14, then it will be excluded from the calculation of the Company's placement capacity under Listing Rule 7.1 (discussed above in item 6.5).
- 6.9 Accordingly, since Resolutions 5 and 6 are seeking Shareholder approval pursuant to Listing Rule 10.14, the Board is not seeking Shareholder approval for the issue of the Performance Rights and Options under Listing Rule 10.11 (pursuant to Exception 8 in Listing Rule 10.12) or under Listing Rule 7.1 (pursuant to Exception 14 under Listing Rule 7.2).

Chapter 2E of the Corporations Act

- 6.10 Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a Related Party of a public company unless either:

Explanatory Statement

- (i) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (ii) prior Shareholder approval is obtained to the giving of the financial benefit.

- 6.11 A 'Related Party' is defined widely in section 228 of the Corporations Act and includes, relevantly, a director (or proposed director) of a public company, any entity that controls (or is reasonably likely to control) a public company, and any entity that is controlled by a person or entity which is otherwise a Related Party, or there are reasonable grounds to believe that a person/entity is likely to become a Related Party of the public company.
- 6.12 A 'financial benefit' for the purposes of the Corporations Act is defined widely and includes the public company paying money or issuing securities to a Related Party. In determining whether or not a financial benefit is being given, it is necessary to look to the economic and commercial substance and effect of what the public company is doing (rather than just the legal form). Any consideration which is given for the financial benefit is to be disregarded, even if it is full or adequate.
- 6.13 The proposed Resolutions 5 and 6, if passed, will confer financial benefits to Mr Matthew Jinks (who, as discussed above, is a Related Party of the Company). However, considering the circumstances of the Company and the position held by Mr Matthew Jinks, the Directors are of the view that the grant of the Performance Rights and Options to Mr Matthew Jinks, in lieu of additional cash payments, constitutes reasonable remuneration within the exception set out in section 211 of the Corporations Act.
- 6.14 Accordingly, the Directors are not seeking Shareholder approval under Chapter 2E of the Corporations Act for Resolutions 5 and 6.

Effect of Resolutions 5 and 6

- 6.15 Subject to shareholder approval, the Performance Rights will be granted upon reaching performance hurdles and Options will be granted to Mr Matthew Jinks shortly after the AGM.
- 6.16 If shareholder approval is not provided, the Board will provide Mr Matthew Jinks with his FY25 STIP and LTIP in cash, subject to the terms outlined below.

Information required under Listing Rule 10.15

- 6.17 Pursuant to and in accordance with the requirements of Listing Rule 10.15, the following information is provided in relation to the proposed issue of Performance Rights and Options.

CEO Remuneration Package

- 6.18 For the purposes of Listing Rule 10.15.4, Mr Jinks' current total fixed annual remuneration (FAR) package is as follows:

Base Remuneration	\$500,394.49
Car allowance	\$20,000
Superannuation	\$29,932
FAR Total:	\$550,326.69

- 6.19 In addition, in order to align the interests of the Company and the CEO, the Company proposes that the total remuneration package of the CEO would include eligibility for the following STIP, LTIP and termination payments on the terms set out below:

Fixed Annual Remuneration (FAR)	STIP	LTIP	Termination Payment (except for cause)
\$550,326.69	60% FAR (\$330,196) (50% Cash, 50% Performance Rights)	Equity Incentive in the form of share options as set out below	One year's remuneration equivalent plus pro rata STI award

Explanatory Statement

- 6.20 Shareholders are referred to the Remuneration Report for further details of Mr Jinks' remuneration arrangements.
- 6.21 It is noted that Mr Jinks is the son of Mr Peter Jinks (who is a director of the Company) and therefore a related party under Listing Rule 10.11.1, and the granting of Performance Rights and Options is intended to remunerate or incentivise Mr Matthew Jinks.

STIP Performance Rights

- 6.22 Mr Jinks is eligible to receive Performance Rights under the Plan, potentially vesting after the performance period (i.e. the preceding financial year) has ended. Performance Rights which do not vest will lapse and will not be re-tested.
- 6.23 For the purposes of Listing Rule 10.15.3 and 10.5.8, the actual number of Performance Rights to be granted to Mr Jinks will be determined on an annual basis after the close of each financial year i.e. for the current performance period July 1 2024 to June 30 2025, based on the following formula:

$$(A \times 30\%) / B$$

Where:

A = Mr Jinks' FAR package at the end of the relevant financial year

B = the volume weighted average price of shares in the Company calculated over the 30 trading days prior to 31 August in the succeeding financial year following the performance period.

- 6.24 For example, assuming that the closing share price of \$1.320 (being the closing price as at 16 September 2024) represented the volume weighted average price of shares in the Company calculated over the 30 trading days prior to 31 August 2025, if Mr Jinks met the relevant performance hurdles for FY2025, Mr Jinks would be eligible to be granted 125,074 Shares issued under the Plan.
- 6.25 For the purposes of Listing Rule 10.15.6 and 10.15.9, the Company advises that all Performance Rights the subject of Resolution 5 are granted on the following material terms:
- (i) the total number of ordinary shares for which Mr Matthew Jinks will be eligible under the Company's Employee Equity Incentive Plan will be calculated as set out above in sections 6.23 and 6.24;
 - (ii) the eligibility of Mr Jinks will be determined by reference to the achievement of certain Key Performance Indicators which are agreed between Mr Matthew Jinks and the Directors (excluding Mr Peter Jinks) before the commencement of each financial year and which relate to the achievement of financial and strategic goals for the business of the Company. The exact terms of these Key Performance Indicators are confidential as they contain information that would potentially harm the business if it were to be disclosed. In summary, for FY25, the Key Performance Indicators are a series of 'stretch targets' comprising the following:

- (A) 10% of the STIP relates to safety outcomes for the workforce of the Company;
- (B) 30% relates to the achievement of strategic objectives;
- (C) 10% relates to leadership and people development; and
- (D) 50% relates to the achievement of financial performance targets for revenue, gross profit percentage, other income, overheads, depreciation, finance and net profit before tax.

LTIP Options

- 6.26 For the purposes of Listing 10.15.3, 10.15.6 and 10.15.9, the Company proposes that Mr Jinks will be eligible to participate in the following LTIP pursuant to which he will be granted unquoted Options convertible into fully paid ordinary shares on the terms set out below:

Explanatory Statement

Hurdle Price	Options
\$2.00	500,000
\$2.25	500,000
\$2.50	500,000
\$2.75	500,000
\$3.00	500,000

- 6.27 Subject to Shareholder approval, Options (to a maximum of 2,500,000) will be granted to Mr Jinks under the Plan, potentially vesting after the performance period from 1 July 2024 to 30 June 2027 so long as he remains employed by the Company. Options which do not vest will lapse and will not be re-tested.
- 6.28 The actual number of Options to be granted to Mr Jinks will require the Company to meet the share price targets (**Hurdle Price**) as set out above.
- 6.29 The Options will be granted following shareholder approval and will vest at the later of the Hurdle Price being achieved or shareholder approval for their issue being obtained. The Options will be exercisable at their relevant Hurdle Price within four years after issue.
- 6.30 Shareholders should note that, as at the date of this Notice of Meeting, none of the Hurdle Prices have been achieved.
- 6.31 For the purposes of Listing Rule 10.15.8, the Options are valued at \$1,165,373 as follows:

Total Option Value at each Hurdle Price (Strike Price)						
	2.00	2.25	2.50	2.75	3.00	Total
Binomial Option Pricing Model	267,809	247,952	230,479	214,931	201,018	\$1,162,189
Monte Carlo Simulation	287,623	247,548	230,385	206,872	196,128	\$1,168,556
Assessed Value	277,716	247,750	230,432	210,902	198,573	\$1,165,373

The valuation above was independently made by William Buck, Accountants and Advisors based on a valuation using the average of the Binomial Option Pricing Model and the Monte Carlo Simulation. These methodologies were considered to be more appropriate than the Black Scholes Model to value the Options because the Black Scholes valuation assumes a single execution date at maturity.. The assumptions used in the Binomial Pricing Model are as follows:

- **Strike Prices** are the prices at which the Options vest.
- The **Share Price** at the date of grant of the Options is \$1.32 (being the closing price on 16 September 2024)
- The **time to maturity** is 4 years.
- The **Risk-free interest rate** is 3.35% in line with the 4-year Australian government zero coupon bond rate on 16 September 2024.
- The **annualised (implied) volatility** adopted for the Company is 64.15% based on the 4-year volatility of the Company's stock price movement for the 48 months leading up to the reference date (16/09/2024)..
- Number of Steps: 650
- Dividend Yield: ASX: Assumed 0.00.
- Option Type: American

The assumptions used in the Monte Carlo Simulation are the same as for the Binomial Pricing Model except as follows:

- **Number of Simulations:** 20,000

Explanatory Statement

- **Number of Steps:** not relevant.

6.32 For the purposes of Listing Rule 10.15.5, the Company advises that the number of securities that have previously been issued to Mr Matthew Jinks under the Company's Employee Equity Incentive Plan and the average price paid for those shares are as follows:

Date	No. of Shares	Total Price	Average Price per Share	Note
June 2022	500,000	\$125,000	\$0.2500	A
September 2022	608,695	\$104,999.89	\$0.1725	A
September 2023	166,881	\$26,000.06	\$0.1558	A
June 2024	2,000,000	\$850,000.00	\$0.4250	B
September 2024	93,326	\$125,999.43	\$1.3501	C

A: The Company received Shareholder approval for the issue of Shares to Mr Matthew Jinks at the 2021 AGM.

B: The Company granted 2,000,000 options to Mr Matthew Jinks on 23 November 2023 which were exercised and converted to shares on 28 June 2024. The Company received Shareholder approval for the grant of these options at the 2023 AGM.

C: The Company received Shareholder approval for the issue of Shares to Mr Matthew Jinks at the 2023 AGM.

6.33 For the purposes of Listing Rule 10.15.7, if Resolutions 5 and 6 are approved, the Company will issue the Performance Rights upon reaching performance hurdles and Options within 1 month of this Meeting (or such later date as permitted by ASX).

6.34 For the purposes of Listing Rule 10.15.10, all ordinary shares issued under the Company's Employee Equity Incentive Plan will be fully paid and may be financed through a loan from the Company. The material terms of the Employee Equity Incentive Plan and the Loan are set out in Annexure A and Annexure B.

6.35 Details of any securities issued under the Employee Equity Incentive Plan will be published in the Company's annual report relating to the period in which they were issued, together with a statement that approval for the issue of the securities was obtained under Listing Rule 10.14.

6.36 Mr Jinks is currently the only related party eligible under the Plan rules to be granted Performance Rights and Options. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Employee Equity Incentive Plan after Resolutions 5 and 6 are approved, and who are not named in this Notice of Meeting, will not participate until approval is obtained under that rule.

6.37 A voting exclusion statement is set out above in the Notice of Meeting.

Directors' Recommendations

6.38 The Directors recommend that Shareholders vote in **favour** of Ordinary Resolutions 5 and 6.

Chair's Voting Intentions

6.39 Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the resolutions the subject of this Meeting, including Resolutions 5 and 6, subject to compliance with Corporations Act. In exceptional circumstances, the Chair may change their voting intention on any resolution, in which case an ASX announcement will be made.

Explanatory Statement

7. RESOLUTION 7 - APPROVAL FOR ADDITIONAL PLACEMENT CAPACITY

Introduction

- 7.1 Pursuant to Resolution 7, the Company is seeking Shareholder approval to issue an additional 10% of its issued capital over a 12-month period pursuant to Listing Rule 7.1A. If passed, this Resolution will allow the Company to allot and issue up to the number of new Equity Securities calculated in accordance with Listing Rule 7.1A.2 (**Placement Securities**), each at an issue price of at least 75% of the volume weighted average price (**VWAP**) for the Company's Equity Securities in that class (calculated over the last 15 days on which trades in the Equity Securities are recorded immediately before the date on which the price at which the Placement Securities are to be issued is agreed, or if the Placement Securities are not issued within ten trading days of that date, the date on which the Placement Securities are issued).
- 7.2 This approval is sought pursuant to Listing Rule 7.1A. Under Listing Rule 7.1A, small and mid-cap listed entities that meet the eligibility threshold and have obtained the approval of their ordinary shareholders by Special Resolution at the Annual General Meeting, are permitted to issue an additional 10% of issued capital over a 12-month period from the date of the Annual General Meeting (**Additional 10% Capacity**). The Additional 10% Capacity under Listing Rule 7.1A is in addition to the ability of the Company to issue 15% of its issued capital without shareholder approval over a 12-month period pursuant to Listing Rule 7.1.
- 7.3 If Resolution 7 is not passed, then the Company will not be permitted to issue up to an additional 10% of its issued capital over a 12-month period from the date of the Annual General Meeting pursuant to Listing Rule 7.1A.
- 7.4 Funds raised from the issue of Placement Securities, if undertaken, would be applied towards the continued growth of the Company's business operations (including client growth) and general working capital.

7.5 Listing Rule 7.1A

(a) General

(1) Eligibility

An entity is eligible to seek shareholder approval for an Additional 10% Capacity if at the time of its Annual General Meeting it has a market capitalisation of \$300 million or less and it is not included in the S&P/ASX300 Index.

As required by the Listing Rules, the Company's market capitalisation will be based on the closing price on the Trading Day before the AGM. The calculation of market capitalisation will be based on the Closing Price of Shares on the last Trading Day on which trades in the Shares were recorded before the date of the AGM, multiplied by the number of Shares on issue (in that main class, but excluding restricted securities and securities quoted on a deferred settlement basis).

For illustrative purposes only, on 16 September 2024 the Company's market capitalisation was approximately \$148 million based on the closing trading price on that date. The Company is not included in the S&P/ASX300 Index as at the time of issue of this Notice of Meeting and the Company does not expect that it will be included in the S&P/ASX300 Index at the date of the AGM.

The Company is therefore an eligible entity and able to seek shareholder approval for an Additional 10% Capacity under Listing Rule 7.1A. Assuming Resolution 7 is approved, in the event that the Company is no longer an eligible entity to issue Equity Securities under its Additional 10% Capacity after the Company has already obtained Shareholder approval, the approval obtained will not lapse and the Company will still be entitled to issue Equity Securities

Explanatory Statement

under the Additional 10% Capacity until the approval period ends.

(2) Special Resolution

Listing Rule 7.1A requires this Resolution 7 to be passed as a Special Resolution, which means that it must be passed by at least 75% of the votes cast by members entitled to vote on the Resolution. Pursuant to Listing Rule 7.1A, no Placement Securities will be issued until and unless this Special Resolution is passed at the Meeting.

(3) Shareholder Approval

The ability to issue the Placement Securities is conditional upon the Company obtaining Shareholder approval by way of a Special Resolution at the Meeting.

(b) 10% Capacity Period - Listing Rule 7.1A.1

Assuming Resolution 7 is passed, Shareholder approval of the Additional 10% Capacity under Listing Rule 7.1A is valid from the date of the AGM and expires on the earlier to occur of:

- a. the date that is 12 months after the date of the AGM;
- b. the time and date of the Company's next AGM; or
- c. the time and date of the approval by Shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

or such longer period if allowed by ASX (**Approval Period**).

If Resolution 7 is passed by Shareholders, then the approval will expire, on 21 November 2025 unless the Company holds its next annual general meeting or Shareholder approval is granted pursuant to Listing Rules 11.1.2 or 11.2 prior to that date.

(c) Formula for calculating Additional 10% Capacity

Listing Rule 7.1A.2 provides that Eligible Entities that have obtained shareholder approval at an Annual General Meeting may issue or agree to issue, during the 12-month period after the date of the Annual General Meeting, a number of Equity Securities calculated in accordance with the following formula:

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

Where:

A is the number of ordinary securities on issue 12 months before the date of issue or agreement:

1. plus the number of fully paid ordinary securities issued in the 12 months under an exception in Listing Rule 7.2;
2. plus the number of partly paid ordinary securities that became fully paid in the 12 months;
3. plus the number of fully paid ordinary securities issued in the 12 months with the approval of holders of ordinary securities under Listing Rules 7.1 or 7.4 (but note that this does not include an issue of fully paid ordinary securities under the entity's 15% placement capacity without shareholder approval); and
4. less the number of fully paid ordinary securities cancelled in the 12 months.

Note that "A" has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the

Explanatory Statement

12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rules 7.1 or 7.4.

(d) Listing Rule 7.1A.3

(1) Equity Securities

Any Equity Securities issued under the Additional 10% Capacity must be in the same class as an existing quoted class of Equity Securities of the Company.

As at the date of this notice of meeting, the only class of Equity Securities in the Company quoted on the ASX are ordinary shares. The Company presently has 112,069,879 shares on issue at the date of this Notice of Meeting.

(2) Minimum Issue Price

The issue price for the Placement Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 trading days immediately before:

- a. the date on which the price at which the relevant Placement Securities are to be issued is agreed by the Company and the recipient of the Placement Securities; or
- b. if the relevant Placement Securities are not issued within ten trading days of the date in paragraph (A) above, the date on which the relevant Placement Securities are issued.

(e) Information to be given to ASX – Listing Rule 7.1A.4

If Resolution 7 is passed and the Company issues any Placement Securities under Listing Rule 7.1A, the Company will comply with the requirements of 7.1A.4.

(f) Listing Rules 7.1 and 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 112,069,879 Shares and would have the capacity to issue:

- i. 16,810,481 Equity Securities under Listing Rule 7.1; and
- ii. 11,206,987 Equity Securities under Listing Rule 7.1A.

The actual number of Placement Securities that the Company will have the capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Placement Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (as described above).

7.6 Specific information required by Listing Rule 7.3A

(a) A statement of the period for which the approval will be valid (as set out in Listing Rule 7.1A.1) – Listing Rule 7.3A.1

Subject to Resolution 7 being approved by Shareholders the Company will only issue and allot the Placement Securities during the Approval Period (described above), which will commence on the date of the Meeting and expire on the first to occur of:

1. the date that is 12 months after the date of this Meeting;
2. the time and date of the Company's next annual general meeting; and
3. the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities of the Company) or Listing Rule 11.2 (disposal of the main undertaking of the Company).

Explanatory Statement

(b) Minimum price of Equity Securities issued under Listing Rule 7.1A - Listing Rule 7.3A.2

Pursuant to and in accordance with Listing Rule 7.1A.3, the Placement Securities issued under the Additional 10% Capacity must:

1. be in an existing quoted class of Equity Securities;
2. be issued for cash consideration; and
3. have an issue price of not less than 75% of the VWAP for the Equity Securities over the 15 trading days immediately before:
 - a. the date on which the price at which the Placement Securities are to be issued is agreed; or
 - b. if the Placement Securities are not issued within ten trading days of the date in paragraph (a) above, the date on which the Placement Securities are issued.

The Company will disclose to the ASX the issue price on the date of issue of the Placement Securities.

(c) A statement of the purposes for which the funds raised by an issue of Equity Securities under Listing Rule 7.1A.2 may be used – Listing Rule 7.3A.3

As noted above, the purpose for which the Placement Securities may be issued include to be applied towards the continued growth of the Company's business operations (including client growth) and general working capital.

(d) Risk of economic and voting dilution - Listing Rule 7.3A.4

If Resolution 7 is passed and the Company issues the Placement Securities, there is a risk of economic and voting dilution to the existing Shareholders. The Company currently has on issue 112,069,879 Shares. On this basis, following approval of the Additional 10% Capacity, the Company will have approval to issue an additional 11,206,987 Equity Securities. The exact number of Placement Securities to be issued under the Additional 10% Capacity will be calculated in accordance with the formula contained in Listing Rule 7.1A.2 and set out above. Any issue of Placement Securities will have a dilutive effect on existing Shareholders.

There is a specific risk that:

1. the Market Price for the Company's Equity Securities may be significantly lower on the date of the issue of any Placement Securities than it is on the date of the Meeting; and
2. the Placement 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 or the value of the Placement Securities.

As required by Listing Rule 7.3A.4, Table 1 below shows the potential economic and voting dilution effect, in circumstances where the issued share capital has doubled and the Market Price of the shares has halved. Table 1 also shows additional scenarios in which the issued share capital has increased (by both 50% and 100%) and the Market Price of the shares has:

1. decreased by 50%; and
2. increased by 100%.

Explanatory Statement

TABLE 1

		Dilution		
		50% decrease in Issue Price \$0.66 per Share	Issue Price \$1.32 per Share	100% increase in Issue Price \$2.64 per Share
Current Variable "A" 112,069,879 Shares	10% voting dilution	11,206,987	11,206,987	11,206,987
	Funds raised	\$7,396,611	\$14,793,223	\$29,586,446
50% increase in current Variable "A" 168,104,818 Shares	10% voting dilution	16,810,481	16,810,481	16,810,481
	Funds raised	\$11,094,917	\$22,189,835	\$44,379,670
100% increase in current Variable "A" 224,139,758 Shares	10% voting dilution	22,413,975	22,413,975	22,413,975
	Funds raised	\$14,793,224	\$29,586,447	\$59,172,894

Assumptions and explanations

- As at 16 September 2024 the date of preparation of this Notice, there were 112,069,879 Shares on issue.
- The Market Price is \$1.32 based on the closing price of the shares on ASX on 16 September 2024 (to the nearest half-cent).
- The above table only shows the dilutionary effect based on the issue of the Placement Securities (assuming only Shares are issued), and not any Shares issued under the 15% capacity under Listing Rule 7.1. This is why the voting dilution is shown in each example as 10%.
- Assumes that no Options are exercised into Shares before the date of issue of the Placement Securities.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued Share capital at the time of issue.
- The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- The Company issues the maximum number of Equity Securities available under the Additional 10% Capacity.
- The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
- The issued share capital has been calculated in accordance with the formula in Listing Rule 7.1A2 as at 16 September 2024.
- The issue price of the Placement Securities used in the table is the same as the Market Price and does not take into account the discount to the Market Price (if any).

(e) Company's allocation policy - Listing Rule 7.3A.5

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

Explanatory Statement

1. the methods of raising funds that are available to the Company including, but not limited to, a rights issue, share purchase plan, placement or other issue in which existing shareholders can participate;
2. the effect of the issue of the Placement Securities on the control of the Company;
3. the purpose of the issue;
4. the circumstances of the Company, including but not limited to the financial position and solvency of the Company;
5. prevailing market conditions; and
6. advice from corporate, financial and broking advisers (if applicable).

The allottees of the Placement Securities have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

(f) Previous issues under Shareholder Approval previously obtained under Listing Rule 7.1A – Listing Rule 7.3A.6

The Company has not issued or agreed to issue any Equity Securities under Listing Rule 7.1A.2 in the 12 months preceding the date of the Meeting.

(g) Voting Exclusion Statement – Listing rule 7.3A.7

The Company is not proposing to make an issue of equity securities under 7.1A.2 as at the date of this Notice of Meeting. Accordingly, no voting exclusion statement is included in this Notice.

7.7 Directors' Recommendation

The Directors unanimously recommend, to provide additional capacity to raise additional funds should a requisite, appropriate, compliant, and compelling opportunity arise, that Shareholders vote in favour of Resolution 7.

7.8 Chair's Voting Intentions

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the resolutions the subject of this Meeting, including this Resolution 7, subject to compliance with Corporations Act. In exceptional circumstances, the Chair may change their voting intention on any resolution, in which case an ASX announcement will be made.

8. RESOLUTION 8 – AMENDMENT OF CONSTITUTION

8.1 Introduction

A company may modify or repeal its constitution or a provision of its constitution by special resolution of its shareholders.

Resolution 8 is a special resolution which will enable the Company to amend its existing Constitution to reflect recent changes to the Corporations Act (**Amended Constitution**). A summary of the proposed change is set out below and a copy of the Amended Constitution is available upon request to the Company Secretary.

8.2 Summary of proposed change

Issue cap for offers involving monetary consideration under an employee incentive scheme

With effect from 1 October 2022, the Corporations Act was amended to introduce new provisions governing employee incentive schemes. Amongst other things, these provisions codify relief and

Explanatory Statement

exemptions from the Corporations Act's disclosure and licensing requirements in relation to certain offers and issues where they are made pursuant to employee incentive schemes.

Under these new provisions, offers under employee incentive schemes that are made for monetary consideration must comply with the issue cap in section 1100V of the Corporations Act, in order to have the benefit of the exemptions from the Corporations Act's disclosure and licensing requirements.

In summary, section 1100V(1) of the Corporations Act (as modified by *ASIC Corporations (Employee Share Schemes) Instrument 2022/1021*), provides that a company may only make an offer of ESS Interests (defined in section 1100M(1) of the Corporations Act, if, at the time the offer is made, the company reasonably believes:

1. the total number of fully paid shares that are, or are covered by, the ESS Interests of the company that may be issued under the offer; and
2. the total number of fully paid shares that are, or are covered by, the ESS Interests that have been issued, or may be issued, under offers that were both received in this jurisdiction and made under an employee share scheme of the company at any time during the 3 year period ending on the day the offer is made:

does not exceed 5% of the number of fully paid shares actually on issue as at the start of the day the offer is made.

Although section 1100V of the Corporations Act does not apply if an entity only makes offers under section 1100P of the Corporations Act (offers for no monetary consideration) or only relies on section 1100R of the Corporations Act (offers that would otherwise not need disclosure), if some offers are also made in reliance on section 1100Q of the Corporations Act (offers for monetary consideration), then equity interests issued for no monetary consideration or under another disclosure exemption subject to section 1100R of the Corporations Act must still be included when calculating the issue cap.

Section 1100V(2)(a) of the Corporations Act states that a company's constitution can specify an alternative issue cap percentage. The Amended Constitution provides for a higher issue cap percentage of 10%.

The Directors note that regardless of the passing of Resolution 8, any proposed issue of securities to a Director, or any of their associates, under the Plan will still require prior Shareholder approval under ASX Listing Rule 10.14.

If Resolution 8 is passed, the Company will adopt the Amended Constitution with effect from the date this Resolution is passed. If Resolution 8 is not passed, the Company will retain its Constitution as is and, in this regard, the issue cap that will apply under section 1100V of the Corporations Act will remain at the statutory percentage of 5%.

Explanatory Statement

7 GLOSSARY

The following words and expressions used in the Notice of Meeting and Explanatory Statement have the following meanings unless the context requires otherwise:

Annual General Meeting means the annual general meeting of the Company to be held on 21 November 2024 at 11.00am AEDT.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited ACN 98 008 624 691.

Board means the board of directors of the Company.

Business Day means a day (not being a Saturday, Sunday or public holiday) on which Australian banks (as defined in Section 9 of the Corporations Act) are open for general banking business in Melbourne, Victoria.

Company means SKS Technologies Group Limited ACN 004 554 929.

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

Director means a director of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

FY means a financial year and, where a particular year is specified means the financial year ending on 30 June in the specified year.

Listing Rules means the Listing Rules of the ASX.

Notice of Meeting means the notice of meeting for the Annual General Meeting.

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

Resolution means a resolution proposed in the Notice of Meeting.

Shareholder means a holder of Ordinary Shares.

Trading Day has the meaning given to that term in the Listing Rules.

Explanatory Statement

ANNEXURE A – KEY TERMS OF EMPLOYEE EQUITY INCENTIVE PLAN

The key terms of the Employee Equity Incentive Plan (**Plan**) are as follows:

Administration of Plan	The Plan will be administered by the Board, or a committee of the Board.
Eligibility	Participants in the Plan may be an employee (full or part time), an officer, a contractor or executive director of the Company and any related body corporate of the Company and who is declared by the Board to be eligible to receive grants of awards under the plan (Participant).
Issue of Awards	<p>The Company may offer or issue:</p> <ul style="list-style-type: none"> i) Shares ii) Options; iii) Performance Rights; or iv) Exempt Share Awards, (Awards) <p>to Employees on the basis of vesting conditions specified in an offer that may be issued to Participants from time to time.</p>
Offer	<p>The Company may, from time to time, in its absolute discretion, make a written offer to any Participant to apply for Awards, upon the terms set out in the Plan and upon such additional terms and conditions as the Company determines (Offer). The Offer will specify:</p> <ul style="list-style-type: none"> (i) the name and address of the Participant to whom the Offer is made; (ii) the type of Awards being offered; (iii) the number of Awards being offered; (iv) any vesting conditions for the Awards; (v) the issue price and/or exercise price for the Awards, or the manner in which the issue price and/or exercise price is to be determined including a cashless option exercise process; (vi) any financial assistance that is offered in connection with the Awards; (vii) the expiry date (if any); (viii) any restriction period; (ix) any other terms or conditions that the Board decides to include; and (x) any other matters required to be specified in the Offer by either the Corporations Act or the ASX Listing Rules.
Suspension, termination and amendment of the Plan	The Plan may be suspended, terminated or amended at any time by the Board, subject to any resolution of the Company required by the ASX Listing Rules.
Allotment of Shares on exercise or vesting of Awards	<p>The Company will apply for any shares to be issued under the Plan to be credited as fully paid and admitted to trading on the ASX upon issue of the shares. Quotation on the ASX will be subject to the ASX Listing Rules and any trading restrictions applying to the shares.</p> <p>Subject to any restrictions imposed under the Plan, shares allotted will rank equally with all other issued shares from the issue date.</p>

Explanatory Statement

ANNEXURE B–TERMS OF LOAN

The relevant terms of loans made pursuant to the Plan are as follows:

Advance	A loan may be made in relation to the exercise of an Option or the granting of shares pursuant to an award of Performance Rights and the entire amount of the loan will be applied to the exercise price of the Option or the acquisition price of shares issued pursuant to Performance Rights.
Interest	A loan will not bear interest
Repayment Date	(a) the date 20 business days after the relevant employee ceases to be employed by the Company; (b) despite paragraph (b), immediately, on dismissal; (c) upon a default under the loan.
Compulsory Repayment	Prior to the repayment date: <ul style="list-style-type: none">• A Participant in the Plan who receives a loan must apply any proceeds from the sale of shares acquired with that loan toward repayment of the loan or reduction of the loan principal.• A Participant's obligation to repay amount is limited to the lesser of the loan principal or the amount received for the loan-funded shares.
Voluntary Repayment	A Participant may voluntarily repay all or part of a loan prior to the repayment date.
Repayment on Repayment Date	<ul style="list-style-type: none">• A Participant must repay their Loan(s) on the relevant repayment date;• A Participant's obligation to repay the loan amount is limited to payment of the lesser of the loan amount or the amount for which the Participant's shares are bought back by the Company;• The Participant's obligation to repay the loan amount is satisfied if the Participant's shares are either bought back by the Company or transferred to the Company (or its nominee)
Security	As security for the loan, Participants grant to the Company: <ul style="list-style-type: none">• A security interest over shares provided under the Plan; and• A security interest over all dividends and other amounts payable under those shares

Need assistance?**Phone:**1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)**Online:**www.investorcentre.com/contact**YOUR VOTE IS IMPORTANT**

For your proxy appointment to be effective it must be received by **11:00am (AEDT) on Tuesday, 19 November 2024.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

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

PARTICIPATING IN THE MEETING

Corporate Representative

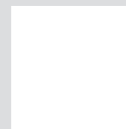
If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

**Control Number: 184444****SRN/HIN:**

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of SKS Technologies Group Limited hereby appoint

☐ the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of SKS Technologies Group Limited to be held at 700 Spencer Street, West Melbourne, VIC 3003 on Thursday, 21 November 2024 at 11:00am (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 4, 5, 6, 8 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 4, 5, 6, 8 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 4, 5, 6, 8 by marking the appropriate box in step 2.

Step 2 Items of Business

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

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Greg Jinks as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Mrs. Antoinette Truda as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of the Employee Equity Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of Performance Rights to CEO under Employee Equity Incentive Plan and STIP	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of grant of options to CEO under Employee Equity Incentive Plan and LTIP	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval for additional 10% placement capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Amendment of Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically