

## **ASX Announcement**

**29 April 2022**

### **Notice of Meeting and Proxy Form in relation to Annual General Meeting**

**29 April 2022:** Range International Limited (ASX:RAN) attaches in relation to its Annual General Meeting, the following documents:

- Notice of Meeting; and
- Proxy Form.

**Richard Jenkins**

Executive Chairman

[richard.jenkins@shellcove.net](mailto:richard.jenkins@shellcove.net)

+61 417 242 946

**This announcement has been approved for release by the Board of the Company.**

**About Range International:**

Range is a manufacturer of plastic pallets, plastic fencing and retaining wall products. Our ThermoFusion™ technology allows Range to make 'zero waste', 100% recycled and recyclable plastic. Range currently has production lines operating in its East Java factory in Indonesia and sells its pallets under the brand Re>Pal™, supplying pallets into Indonesia and across Asia/ globally. Range also has a production line in its Cairns, Australia factory where it makes plastic fencing and retaining wall products.

**Forward looking statements:**

This announcement may contain forward looking statements which may be identified by words such as "believes", "considers", "could", "estimates", "expects", "intends", "may", and other similar words that involve risks and uncertainties. Such statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of Range International Limited or its Directors and management, and could cause Range International Limited's actual results and circumstances to differ materially from the results and circumstances expressed or anticipated in these statements. The Directors cannot and do not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this announcement will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

**Range International Ltd**

Level 5,  
126 Phillip Street  
Sydney, NSW 2000  
ACN: 611 998 200

office@rangeinternational.com  
www.rangeinternational.com



# Range International Ltd

## **Notice of 2022 Annual General Meeting**

Explanatory Statement | Proxy Form

*31 May 2022*

**1:00 PM AEST**

**Address**

***Level 5, 126 Phillip Street, Sydney, NSW 2000  
and virtually***

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

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## Important Information for Shareholders about the Company's 2022 AGM

This Notice is given based on circumstances as at 28 April 2022. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <https://www.rangeinternational.com>. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

In accordance with the *Corporations Amendment (Meetings and Documents) Bill 2021* (Cth) (Bill), and following section 249R of the *Corporations Act 2001* (Cth) Act), the Company considers that it is appropriate to hold the 2022 AGM as a hybrid meeting.

## Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 1:00pm AEST on 31 May 2022 at Level 5, 126 Phillip Street Sydney NSW 2000 and as a **virtual meeting**.

The company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic.

Shareholders that have an existing account with Automic will be able to watch, listen, and vote online.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting. An account can be created via the following link [investor.automic.com.au](https://investor.automic.com.au) and then clicking on “**register**” and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To access the virtual meeting on the day:

1. Open your internet browser and go to [investor.automic.com.au](https://investor.automic.com.au)
2. Login with your username and password or click “**register**” if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**

3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on **"Register"** when this appears. Alternatively, click on **"Meetings"** on the left-hand menu bar to access registration.
4. Click on **"Register"** and follow the steps
5. Click on the URL to join the webcast where you can view and listen to the virtual meeting. Note that the webcast will open in a separate window.

Shareholders will be able to vote (see the "Voting virtually at the Meeting" section of this Notice of Meeting below) and ask questions at the virtual meeting.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company.

Questions must be submitted in writing to Robyn Slaughter, Company Secretary at [robyn.slaughter@automicgroup.com.au](mailto:robyn.slaughter@automicgroup.com.au) least 48 hours before the AGM.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

## Your vote is important

The business of the Annual General Meeting affects your shareholding and your vote is important.

### Voting in person

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

### Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the AGM can do so through the online meeting platform powered by Automic.

Once the Chair of the Meeting has declared the poll open for voting click on "Refresh" within the platform to be taken to the voting screen.

Select your voting direction and click "confirm" to submit your vote. Note that you cannot amend your vote after it has been submitted

For further information on the live voting process please see the **Registration and Voting Guide** at <https://www.automicgroup.com.au/virtual-agms/>

### Voting by proxy

To vote by proxy, please use one of the following methods:

|                |  |
|----------------|--|
| <b>Online</b>  | Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.<br><br>For further information on the online proxy lodgement process please see the <b>Online Proxy Lodgement Guide</b> at <a href="https://www.automicgroup.com.au/virtual-agms/">https://www.automicgroup.com.au/virtual-agms/</a> |
| <b>By post</b> | Automic, GPO Box 5193, Sydney NSW 2001   |
| <b>By hand</b> | Automic, Level 5, 126 Phillip Street, Sydney NSW 2000  |

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

## Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

## Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

# Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of Range International Ltd ACN 611 998 200 will be held at 1:00PM AEST on 31 May 2022 at Level 5, 126 Phillip Street, Sydney NSW 2000 and as a virtual meeting (**Meeting**).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 1:00 PM (AEST) on 29 May 2022.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

## Agenda

### Ordinary business

#### Financial statements and reports

*"To receive and to consider the Annual Financial Report of the Company for the financial year ended 31 December 2021 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report for that financial year."*

**Note:** This item of ordinary business is **for discussion only and is not a resolution**.

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

# Resolutions

## **Remuneration Report**

### **1. Resolution 1 – Adoption of Remuneration Report**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company’s Annual Financial Report for the financial year ended 31 December 2021.”*

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

**Voting Exclusion Statement:** In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company’s key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (**KMP**), or any of that person’s Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as Restricted Voter). However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and
- (b) it is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the Meeting (**Chair**) and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the person chairing the Meeting to vote “against”, or to abstain from voting on, this Resolution.

## **Re-election of Director**

### **2. Resolution 2 – Re-election of Stephen Bowhill as Director**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That Stephen Bowhill, a Director who retires by rotation in accordance with the Company’s Constitution and ASX Listing Rule 14.5, and being eligible offers himself for re-election as a Director of the Company, effective immediately.”*

### 3. **Resolution 3** – ASX Listing Rule 7.1A Approval of Future Issue of Securities

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

*“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, the Shareholders approve the issue of equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 3 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) 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 the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.



## **Issue of Shares Under Director Convertible Loan Facility**

### **4. Resolution 4 – Approval of Issue of Convertible Loan Shares to Mr Richard Jenkins, Executive Chair of the Company**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of \$400,000 (plus any accrued and unpaid interest) worth of Shares to Mr Richard Jenkins, Executive Chair of the Company (or his nominee), upon full conversion of the convertible loan facility announced on 3 August 2021, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- (a) a person who is to expected to receive the securities as a result of the proposed issue;
- (b) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

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

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) 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 the Resolution; and
  - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**Voting Prohibition Statement:** In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 4 if:

- (a) the proxy is either:
  - (i) a member of the Company's Key Management Personnel; or
  - (ii) a closely related party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and

- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

## **Issue of Director Options**

### **5. Resolution 5 – Approval of Issue of Unlisted Options to Mr Richard Jenkins, Executive Chair of the Company**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*"That, for the purposes of section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 9,000,000 Unlisted Options to Mr Richard Jenkins, Executive Chair of the Company (or his nominee), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- (a) a person who is to expected to receive the securities as a result of the proposed issue;
- (b) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

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

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) 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 the Resolution; and
  - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**Voting Prohibition Statement:** In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 5 if:

- (a) the proxy is either:
  - (i) a member of the Company's Key Management Personnel; or
  - (ii) a closely related party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

## 6. **Resolution 6** – Approval of Issue of Unlisted Options to Mr Christopher Fong, Executive Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*"That, for the purposes of section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 5,000,000 Unlisted Options to Mr Christopher Fong, Executive Director of the Company (or his nominee), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- (a) a person who is to expected to receive the securities as a result of the proposed issue;
- (b) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

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

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) 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 the Resolution; and
  - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**Voting Prohibition Statement:** In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 6 if:

- (a) the proxy is either:
  - (i) a member of the Company's Key Management Personnel; or
  - (ii) a closely related party of a member of the Company's Key Management Personnel; and

- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

## 7. **Resolution 7** – Approval of Issue of Unlisted Options to Mr Stephen Bowhill, Non-Executive Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*"That, for the purposes of section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 3,000,000 Unlisted Options to Mr Stephen Bowhill, Non-Executive Director of the Company (or his nominee), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of:

- (a) a person who is to expected to receive the securities as a result of the proposed issue;
- (b) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 7 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) 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 the Resolution; and
  - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**Voting Prohibition Statement:** In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 7 if:

- (a) the proxy is either:
  - (i) a member of the Company's Key Management Personnel; or
  - (ii) a closely related party of a member of the Company's Key Management Personnel; and

- (b) the appointment does not specify the way the proxy is to vote on the resolution.
- However, the above prohibition does not apply if:
- (a) the proxy is the Chair of the Meeting; and
  - (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

## **Issue of Underwriter Options**

### **8. Resolution 8 – Approval of Issue of Underwriter Options to Peak Asset Management, Underwriter**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 18,000,000 Underwriter Options to Peak Asset Management (or its nominee), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons.

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

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) 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 the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### **9. Resolution 9 – Approval of Issue of Underwriter Options to Ridge Capital, Underwriter**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 6,700,000 Underwriter Options to Ridge Capital (or*

*its nominee), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 9 by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 9 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) 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 the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## 10. **Resolution 10** – Approval of Issue of Underwriter Options to Alluvian Capital, Underwriter

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 3,300,000 Underwriter Options to Alluvian Capital (or its nominee), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 10 by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 10 by:

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

- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) 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 the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## 11. **Resolution 11** – Approval of Issue of Underwriter Options to Richard Jenkins, Executive Chair of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 8,109,716 Underwriter Options to Richard Jenkins, Executive Chair of the Company (or his nominee), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 11 by or on behalf of:

- (a) a person who is to expected to receive the securities as a result of the proposed issue;
- (b) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 11 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) 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 the Resolution; and
  - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## **Amendments to the Company Constitution**

### **12. Resolution 12 – Amendments to the Company Constitution which includes insertion of Proportional Takeover Provisions**

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

*“That, for the purposes of section 136(2) and 648G(4) of the Corporations Act and for all other purposes, in the form of the document tabled at this Meeting and signed by the Chair for the purposes of identification, effective from the end of the Meeting the Shareholders approve the amendments to the Constitution as described in the Explanatory Statement.”*

#### **BY ORDER OF THE BOARD**

David Hwang

Joint Company Secretary

28 April 2022



# Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 1:00PM (AEST) on 31 May 2022 at Level 5, 126 Phillip Street, Sydney NSW 2000 and as a **virtual meeting**.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Annual General Meeting are set out below.

## Agenda

### **Ordinary business**

#### Financial statements and reports

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 31 December 2021 together with the declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company Annual Financial Report on its website at [www.rangeinternational.com](http://www.rangeinternational.com).

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on the:

- Conduct of the audit;
- Preparation and content of the Auditor's Report;
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- Independence of the auditor in relation to the conduct of the audit.

#### **Written questions of the auditor**

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report of the Company's auditor, please send your question to the Company Secretary. A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received at least five business days before the Meeting, which is by 24 May 2022.

# Resolutions

## **Remuneration Report**

### **Resolution 1 – Adoption of Remuneration Report**

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's Annual Financial Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Financial Report and is also available on the Company's website at [www.rangeinternational.com](http://www.rangeinternational.com).

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the Meeting (subject of this Notice of Meeting), and then again at the 2023 Annual General Meeting (**2023 AGM**), the Company will be required to put to the vote a resolution (**Spill Resolution**) at the 2023 AGM to approve the calling of a further meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the 2023 AGM. All of the Directors who were in office when the 2023 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the Spill Meeting.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

#### **Voting**

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed the Chair to vote in accordance with the Chair's stated intention to vote in favour of Resolution 1.

Shareholders are urged to read carefully the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

## **Resolution 2 – Re-election of Stephen Bowhill as Director**

ASX Listing Rule 14.5 provides that an entity which has Directors must hold an election of Directors at each annual general meeting. Stephen Bowhill was last elected as a Director of the Company at the AGM held on 30 July 2020 and has not sought re-election since appointment. Under this Resolution, Stephen Bowhill has elected to retire by rotation, and being eligible, seeks re-election as a Director of the Company at this AGM.

### **Biography of Stephen Bowhill**

Stephen brings over twenty-five years of business leadership experience to Range International, with a proven track record and focus on sales growth and business transformation, having led and grown several businesses in Australia and run sales teams in Asia and Australia.

Stephen was previously a Director of the Australian and Asian activities for VivoPower International PLC, a Nasdaq listed global solar developer (NASDAQ: VVPR), and served on the Board of VivoPower's Australian subsidiary companies (Aevitas, Kenshaw and J.A.Martin).

Prior to VivoPower, he was Managing Director of an Australian Securities Exchange (ASX) listed IT research company, IDEAS International (ASX:IDE). Within five years, he delivered a ten-fold increase in the company's valuation and secured its sale to Gartner Inc.

### **Directors' recommendation**

The Directors (excluding Mr Bowhill) recommend that Shareholders vote for this Resolution.

## **Resolution 3 – ASX Listing Rule 7.1A Approval of Future Issue of Securities**

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 securities it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to add an additional 10% capacity.

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 less than the amount prescribed by ASX (currently \$300 million).

As of the date of this Notice of Meeting, the Company has a market capitalisation of approximately \$11.73 million and therefore is an eligible entity. If at the time of the Meeting the Company is no longer an eligible entity this Resolution will be withdrawn.

This Resolution seeks Shareholder approval by way of a special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without Shareholder approval.

If this Resolution 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 this Resolution 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 set out in Listing Rule 7.1.

### **Information Required by ASX Listing Rule 7.3A**

The following information is provided to Shareholder for the purposes of Listing Rule 7.3A.

#### Period for which the approval will be valid

An approval under this Listing Rule 7.1A commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

- (a) the date which is 12 months after the date of the annual general meeting at which the approval is obtained;
- (b) the time and date of the entity's next annual general meeting; and
- (c) the time and date on which Shareholders approve 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).

#### Minimum price at which the equity securities may be issued under Listing Rule 7.1A

Any equity securities issued under Listing Rule 7.1A.2 must be an existing quoted class of the Company's equity securities and issued for cash consideration.

The issue price per equity security must not be less than 75% of the volume weighted average market price of the equity securities in that class, calculated over 15 trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price at the equity securities are to be issued is agreed by the Company and the recipient of the equity securities; and
- (b) if the equity securities are not issued within 10 trading days of the date in paragraph (a), the date on which the equity securities are issued.

#### Purposes for which the funds raised by an issue of equity securities under Listing Rule 7.1A may

be used

As noted above, any equity securities issued under Listing Rule 7.1A.2 must be issued for cash consideration. Accordingly, every issue of equity securities under Listing Rule 7.1A.2 will have an accompanying proposed use of funds at the time of issue.

If Shareholders approved this Resolution and the Company raises funds from the issue of equity securities under Listing Rule 7.1A, based on the Company's existing plans, the Company considers that the funds may be used for the following purposes:

- (a) Operating cash flow;
- (b) Factory equipment to improve productivity;
- (c) New molds to increase productive capacity;
- (d) Capital to support product rental initiative; and
- (e) Capital to support geographic expansion of recycled product.

#### Risk of economic and voting dilution to existing ordinary Securityholders

If this Resolution is approved, and the Company issues equity securities under Listing Rule 7.1A, the existing Shareholders' economic and voting power in the Company will be diluted.

There is a risk that:

- (a) the market price for the Company's equity securities in that class may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and
- (b) the equity securities may be issued at a price that is at a discount (as described above) 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 equity securities under Listing Rule 7.1A.

The table below shows the potential dilution of existing Securityholders on the basis of 3 different assumed issue prices and values for the variable "A" in the formula in rule 7.1A.2:

| Variable "A" ASX Listing Rule 7.1A.2  |  | Potential Dilution and Funds Raised        |  |  |
|---|--|--|--|--|
|   |  | \$0.0065<br>50% decrease in<br>issue price | \$0.013<br>issue prices <sup>(b)</sup> | \$0.026<br>100% increase in<br>issue price |
| <b>"A" is the number of shares on issue, being 902,742,888 Shares<sup>(a)</sup></b> | <b>10% voting dilution<sup>(c)</sup></b> | 90,274,288                                 | 90,274,288                             | 90,274,288                                 |
|   | <b>Funds raised</b>                      | \$586,783                                  | \$1,173,566                            | \$2,347,131                                |
| <b>"A" is a 50% increase in shares on issue, being 1,354,114,332 Shares</b>         | <b>10% voting dilution<sup>(c)</sup></b> | 135,411,433                                | 135,411,433                            | 135,411,433                                |
|   | <b>Funds raised</b>                      | \$880,174                                  | \$1,760,349                            | \$3,520,697                                |
| <b>"A" is a 100% increase in shares on issue, being 1,805,485,776 Shares</b>        | <b>10% voting dilution<sup>(c)</sup></b> | 180,548,577                                | 180,548,577                            | 180,548,577                                |
|   | <b>Funds raised</b>                      | \$1,173,566                                | \$2,347,132                            | \$4,694,263                                |

#### **Notes:**

- (a) Based on the total number of fully paid ordinary Shares on issue as at 27 April 2022.
- (b) Based on the closing price of the Company's Shares on ASX as at 27 April 2022.
- (c) The table assumes that the Company issues the maximum number of ordinary Shares available to be issued under Listing Rule 7.1A.
- (d) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of equity securities under Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement.

- (e) The table shows the effect of an issue of equity securities under Listing Rule 7.1A only, not under the Company's 15% placement capacity under Listing Rule 7.1.

#### Allocation policy for issues under Listing Rule 7.1A

The Company's allocation policy and the identity of the allottees of equity securities under Listing Rule 7.1A will depend on a number of factors, including:

- (a) the Company's intentions in relation to the possible issue of equity securities (for cash consideration) during the Listing Rule 7.1A mandate period;
- (b) the structure and timeframe of the capital raising opportunities available to the Company and any alternative methods for raising funds that are available to the Company (such as a pro rata offer or an offer under a share purchase plan);
- (c) the potential effect on the control of the Company;
- (d) the Company's financial position and the likely future capital requirements; and
- (e) advice from the Company's corporate or financial advisors.

Based on the Company's historical cashflow reports and capital raising activities in the past 12 months, the Company considers that it may raise funds during the Listing Rule 7.1A mandate period, although this cannot be guaranteed. Subject to the requirements of the Listing Rules and the Corporations Act, the Board of Directors reserve the right to determine at the time of any issue of equity securities under Listing Rule 7.1A, the allocation policy that the Company will adopt for that issue.

If and when the determination is made to proceed with an issue of equity securities during the Listing Rule 7.1A mandate period, details regarding the allottees and purposes of issue will be disclosed pursuant to the Company's obligations under Listing Rules 3.10.3 and 7.1A.4.

Offers made under Listing Rule 7.1A may be made to parties (excluding any related parties) including professional and sophisticated investors, existing Shareholders of the Company, clients of Australian Financial Service Licence holders and/or their nominees, or any other person to whom the Company is able to make an offer of equity securities.

This Resolution is a Special Resolution. For a Special Resolution to be passed, at least 75% of the votes validly cast on the resolution by Shareholders (by number of ordinary shares) must be in favour of this Resolution.

#### **Directors' recommendation**

The Board of Directors recommend that Shareholders vote for this Resolution.

## Resolution 4 – Approval of Issue of Convertible Loan Shares to Mr Richard Jenkins, Executive Chair of the Company

### Background

This Resolution seeks Shareholder approval to issue and allot approximately 32,793,414 Shares under a convertible loan facility (**Loan Facility**) to Mr Richard Jenkins, Executive Chair of the Company (or his nominee).

On 3 August 2021, the Company announced that Mr Jenkins had agreed to provide the Loan Facility (to the amount of \$400,000 on commercial terms (**Loan**)) was to accelerate the Company's plans with respect to its Australian manufacturing operations.

The material terms of the Loan Facility are as follows:

| Terms            | Description   |
|------------------|---|
| Loan Facility    | A\$400,000  |
| Interest Rate    | 10% per annum, which is payable in arrears or at conversion   |
| Conversion       | At the Company's election, subject to receipt of Shareholder approval, which, if elected, will be sought at the Company's 2022 Annual General Meeting                                       |
| Conversion Price | Calculated on a 5-day VWAP immediately before the 2022 Annual General Meeting   |
| Loan Term        | The date on which the Company holds its 2022 Annual General Meeting of Shareholders. If Shareholder approval is not obtained or not sought, the loan becomes immediately repayable in cash. |

As of the date of the Meeting, the Company estimates that approximately \$426,314.39 will be owed under the Loan Facility.

Under the terms of the Loan Facility, at the Company's election, the Loan can be converted (all or in part of the outstanding amount) into Shares at any time before the expiration of the Loan. If the outstanding sum is not converted by the end of the Loan term, the Company will immediately thereafter pay the outstanding amount in cash and fully discharge the Loan. Interest on the Loan is charged at 10% per annum, which is payable in arrears or at conversion.

In the interests of preserving the Company's cash reserves, the non-conflicted Directors (being Mr Christopher Fong and Mr Stephen Bowhill) consider that it is appropriate to elect to discharge the Loan Facility via the issue of Shares. The right to convert the Loan into Shares is subject to receipt of Shareholder approval, which is being sought under this Resolution.

The conversion price under the Loan Facility and the number of the securities to be issued is calculated on a 5 day VWAP, immediately before the 2022 Annual General Meeting. The maximum number of Shares that may be issued to Mr Jenkins will be calculated by dividing \$400,000, plus accrued and unpaid interest, by the value of the Shares at the time of issue (calculated based on the VWAP of the Shares over the 5 trading days leading up to and excluding the date of this Meeting (**Pricing Period**)).

For illustrative purposes only, to assist Shareholders in understanding the possible dilutionary impact of the Shares that could be issued on full conversion of the Loan Facility, the Company notes that based on the following possible conversion prices, the dilutionary impact is estimated to be as follows:

| Conversion price | Number of shares | Dilutionary impact |
|------------------|------------------|--------------------|
| \$0.011          | 38,755,853       | 4.29%              |
| \$0.012          | 35,526,199       | 3.94%              |
| \$0.013          | 32,792,414       | 3.63%              |

#### **Listing Rule 10.11**

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approval.

A person in a position of influence for the purposes of Listing Rule 10.11 includes:

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue of agreement, a substantial (30%+) holder in the Company;
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) an Associate of a person referred to in (a) to (c) above; and
- (e) a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders.

As Mr Jenkins is a current Director of the Company, Mr Jenkins is a person in a position of influence for the purposes of Listing Rule 10.11. The proposed issue does not fall within any of the exceptions in Listing Rule 10.12, and therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

To this end, this Resolution seeks the required Shareholder approval to issue the Shares pursuant to the Loan Facility to Mr Jenkins under and for the purposes of Listing Rule 10.11.

If approval is obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1.

If this Resolution is passed, the Company will be able to proceed with the proposed issue to Mr Jenkins and fully discharge the Loan (and preserve the Company's cash reserves).

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue, and the Loan will become immediately payable in cash.

#### **Chapter 2E of the Corporations Act**

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

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

The proposed issue of Shares (which is a type of equity security, for the purposes of the Chapter



2E of the Corporations Act) constitutes the giving of a financial benefit.

A “related party” for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of “related party” also includes a person whom there is reasonable grounds to believe will become a “related party” of a public company.

The non-conflicted Directors of the Company (being Mr Christopher Fong and Mr Stephen Bowhill) carefully considered the issue of these Shares to Mr Jenkins and formed the view that the giving of this financial benefit was on arm’s length terms, as the terms of the Loan Facility (when entered into) was and remains commercial.

Accordingly, the non-conflicted Directors of the Company believe that the issue of these Shares to Mr Jenkins fall within the “arm’s length terms” exception as set out in section 210 of the Corporations Act, and relies on this exception for the purposes of this Resolution. Therefore, the proposed issue of Shares to Mr Jenkins requires Shareholder approval under and for the purposes of Listing Rule 10.11 only.

### **Information required by ASX Listing Rule 10.13**

The following information in relation to the issue of the Shares to Mr Jenkins (or his nominee) is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- (a) The allottee is Mr Richard Jenkins (or his nominee).
- (b) Mr Jenkins is a Director of the Company and falls into the category referred in Listing Rule 10.11.1.
- (c) The maximum number of Shares to be issued is equivalent to the value of \$400,000, plus interest, based on the 5 day VWAP calculated leading up to this Meeting. Based on the table prepared above for illustrative purposes, based on an indicative conversion price of \$0.011, the Company anticipates that approximately 32,793,414 Shares will be issued to fully discharge the Loan Facility.
- (d) The Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (e) The Shares will be issued within 1 month of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).
- (f) The Shares will be issued as a deemed issue price which is calculated on a 5 day VWAP immediately before this Meeting.
- (g) Whilst funds will not be raised from the issue of these Shares, it will fully discharge the Loan which will have an equivalent positive impact on the Company’s cash reserves.
- (a) The Shares were issued under an agreement between an entity associated with Mr Jenkins and Re-Pal Australia Pty Limited, a subsidiary of the Company. The material terms of the agreement are set out above.

### **Directors’ Recommendation**

The Board of Directors (excluding Mr Jenkins) recommend Shareholders vote for this Resolution.

## **Issue of Director Options**

### **Resolutions 5, 6 and 7 – Approval of Issue of Director Options**

#### **Background**

Resolutions 5, 6 and 7 seeks Shareholder approval to issue and allot 17,000,000 Unlisted Options (**Director Options**) to Mr Richard Jenkins, Executive Chair of the Company, Mr Christopher Fong, Executive Director of the Company, and Mr Stephen Bowhill, Non-Executive Director of the Company (together the **Directors**).

The Director Options are designed to further align the interests of the Directors with the Shareholders of the Company, as the exercise price represents a significant premium to the Company's recent trading price.

Furthermore, each of the Directors did not receive any cash remuneration from the Company throughout 2021 (noting that Mr Bowhill has not received any remuneration since his resignation as Managing Director in November 2021). Accordingly, the issue of Director Options represents a cash-effective way to remunerate and reward the Directors.

Shareholder approval is sought under this Notice to issue:

- (a) Resolution 5: 9,000,000 Director Options to Mr Jenkins (or his nominee);
- (b) Resolution 6: 5,000,000 Director Options to Mr Fong (or his nominee); and
- (c) Resolution 7: 3,000,000 Director Options to Mr Bowhill (or his nominee).

The Company considers that the issue of the Director Options is an appropriate mechanism to further align the interests of the Directors with Shareholders of the Company.

The full terms of the Director Options are set out in Annexure A of this Notice.

#### **Listing Rule 10.11**

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approval.

A person in a position of influence for the purposes of Listing Rule 10.11 includes:

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue of agreement, a substantial (30%+) holder in the Company;
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) an Associate of a person referred to in (a) to (c) above; and
- (e) a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders.

As Messrs Jenkins, Fong and Bowhill are current Directors of the Company, they are each a person in a position of influence for the purposes of Listing Rule 10.11. The proposed issue does not fall within any of the exceptions in Listing Rule 10.12, and therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

To this end, Resolutions 5, 6 and 7 seeks the required Shareholder approval to issue the Director Options to Messrs Jenkins, Fong and Bowhill (respectively) under and for the purposes of Listing Rule 10.11.

If approval is obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1.

If this Resolution is passed, the Company will be able to proceed with the proposed issue to the related parties.

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue and may have to consider other less cash-effective forms of compensation to remunerate the Directors for their services.

## **Chapter 2E of the Corporations Act**

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

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

The proposed issue of Director Options (which is a type of equity security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

A “related party” for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of “related party” also includes a person whom there is reasonable grounds to believe will become a “related party” of a public company.

As the Director Options are proposed to be issued to all the Directors of the Company, the Directors are unable to form a quorum to consider whether one of the exceptions set out in section 210 – 216 of the Corporations Act applies to the issue of the Director Options.

Accordingly, shareholder approval for the issue of Director Options to the Directors is sought in accordance with Chapter 2E of the Corporations Act.

## **Information required by ASX Listing Rule 10.13**

The following information in relation to the issue of the Unlisted Options to the Related Parties is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- (a) The allottee are:
  - (i) Resolution 5: Mr Richard Jenkins, Executive Chair (or his nominee);
  - (ii) Resolution 6: Mr Christopher Fong, Executive Director (or his nominee); and
  - (iii) Resolution 7: Mr Stephen Bowhill, Non-Executive Director (or his nominee).
- (b) Messrs Jenkins, Fong and Bowhill are current Directors of the Company and they therefore all fall under Listing Rule 10.11.1 as related parties of the Company.
- (c) The minimum number of Director Options to be issued is as follows:
  - (i) Resolution 5: 9,000,000 Director Options to Mr Jenkins (or his nominee);
  - (ii) Resolution 6: 5,000,000 Director Options to Mr Fong (or his nominee); and
  - (iii) Resolution 7: 3,000,000 Director Options to Mr Bowhill (or his nominee).
- (d) The full terms of the Director Options are set out in Annexure A of this Notice.
- (e) The Director Options will be issued within 1 month of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).
- (f) The Director Options will be offered for nil cash consideration.

- (g) Funds will not be raised from the issue of these Director Options as the issue is proposed to be made to assist in aligning the interests of the Directors with Shareholders of the Company, and to remunerate past services.
- (h) At present, each of the Directors' current remuneration package is nil, however, subject to shareholder approval, issue of equity incentives may be made.

In the past financial year (FY21), Mr Jenkins and Mr Fong received USD\$27,287 in equity-settled share-based payments, and Mr Bowhill received his salary (for his role as Managing Director), however, since moving to a Non-Executive Director position, Mr Bowhill's remuneration package is nil. Below is a table that sets out the Directors' latest total remuneration package (as disclosed in the annual report):

| Director                               | Current total remuneration package for the financial year ending 31 December 2021 |
|--|---|
| Mr Richard Jenkins<br>(Resolution 5)*  | USD\$27,287   |
| Mr Christopher Fong<br>(Resolution 6)* | USD\$27,287   |
| Mr Stephen Bowhill<br>(Resolution 7)** | USD\$280,055  |

\*equity-settled shared based payments only.

\*\* majority of this is cash remuneration, for his tenure as Managing Director of the Company. As noted above, since moving to a Non-Executive Director position, Mr Bowhill's remuneration package is nil.

## Information Required by Chapter 2E of the Corporations Act

### Identity of the related party

- (a) The related parties are:
- (i) Mr Richard Jenkins, Executive Chair of the Company;
  - (ii) Mr Christopher Fong, Executive Director of the Company; and
  - (iii) Mr Stephen Bowhill, Non-Executive Director of the Company.

### Nature of the financial benefit and other remuneration to be received by the related party

- (b) The nature of the financial benefit to be given is the issue of Director Options, which is an equity-related financial benefit. The maximum number of Director Options to be granted to the related parties is an aggregate of 17,000,000, comprising of the following issues:
- (i) 9,000,000 to Mr Richard Jenkins (or his nominee);
  - (ii) 5,000,000 to Mr Christopher Fong (or his nominee); and
  - (iii) 3,000,000 to Mr Stephen Bowhill (or his nominee).
- (c) The Director Options are proposed to be issued to assist in aligning the interests of the Directors with Shareholders of the Company, and to remunerate past services.
- (d) Other and recent remuneration received by the related parties is summarised above.

### Directors' recommendation and basis of financial benefit

- (a) Each Director has a material personal interest in the outcome of Resolutions 5, 6 and 7 on the basis that all of the Directors (or their nominees) are to be issued Director Options

should Resolutions 5, 6 and 7 be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation to Shareholders on Resolutions 5, 6, and 7 of this Notice.

- (b) The number of Director Options to be issued to each of the Directors has been determined based upon a consideration of:
- (i) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company;
  - (ii) the remuneration of the Directors; and
  - (iii) incentives to attract and retain the service of the Directors who have appropriate knowledge and expertise, while maintaining the Company's cash reserves.

#### Dilutionary effect to existing Shareholders' interests

- (a) If Shareholder approval is obtained for Resolutions 5, 6 and 7, the issue of the Director Options will not have any immediate dilutionary effect to existing Shareholders' interests. There may be a dilutionary effect in the future if the Director Options are exercised to Shares pursuant to its terms.
- (b) If the Director Options proposed to be granted to the related parties are exercised, a total of 17,000,000 Shares would be issued. This will increase the number of shares on issue from 902,742,888 (being the total number of shares on issue as at the date of this Notice) to 919,742,888 (assuming that no shares are issued and no convertible securities vest or are exercised) with the effect that the shareholding of existing shareholders would be diluted by an aggregate of 1.88%, comprising 1.00% by Mr Jenkins, 0.55% by Mr Fong and 0.33% by Mr Bowhill.
- (c) The Director Options are unquoted Options. The Company has agreed to issue the Director Options to the Directors subject to Shareholder approval for the following reasons:
- (i) the Director Options are unquoted; therefore, the issue of the Director Options has no immediate dilutionary impact on Shareholders; and
  - (ii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Director Options on the terms proposed.

#### Existing and potential interest in the Company

- (a) As of the date of this Notice of Meeting, the related parties' existing interest in the Company is as follows:

| Holder              | Securities  | Existing interest (undiluted) |
|---------------------|---|-------------------------------|
| Mr Richard Jenkins  | <ul style="list-style-type: none"> <li>31,791,375 Fully Paid Ordinary Shares indirectly held in Kizoz Pty Ltd</li> <li>30,000,000 Fully Paid Ordinary Shares indirectly held in Shell Cove Capital Management Limited</li> <li>9,000,000 Unlisted Options indirectly held in Kizoz Pty Ltd</li> <li>12,000,000 Unlisted Options indirectly held in Shell Cove Capital Management Ltd</li> </ul> | 6.84%                         |
| Mr Christopher Fong | <ul style="list-style-type: none"> <li>29,374,518 Fully Paid Ordinary Shares directly held</li> <li>21,000,000 Unlisted Options directly held</li> </ul>  | 3.25%                         |
| Mr Stephen Bowhill  | <ul style="list-style-type: none"> <li>22,000,000 Fully Paid Ordinary Shares indirectly held in Bowhill Family Superannuation Pty Ltd</li> <li>600,000 Fully Paid Ordinary Shares directly held</li> </ul>  | 2.50%                         |

|  |   |  |
|--|---|--|
|  | <ul style="list-style-type: none"> <li>• 12,000,000 Unlisted Options indirectly held in Ravishing Pty Ltd</li> <li>• 9,000,000 Unlisted Options indirectly held in Bowhill Family Superannuation Pty Ltd</li> </ul> |  |
|--|---|--|

- (b) The impact of the issue of Director Options to the related parties' potential interest in the Company can be summarised as follows.

| Holder              | Securities (after Director Options are issued)   | Potential interest (undiluted) (%) <sup>(a)</sup> | Potential interest (fully diluted) (%) <sup>(b)</sup> |
|---------------------|--|---|---|
| Mr Richard Jenkins  | <ul style="list-style-type: none"> <li>• 31,791,375 Fully Paid Ordinary Shares indirectly held in Kizoz Pty Ltd</li> <li>• 30,000,000 Fully Paid Ordinary Shares indirectly held in Shell Cove Capital Management Limited</li> <li>• 18,000,000 Unlisted Options indirectly held in Kizoz Pty Ltd</li> <li>• 12,000,000 Unlisted Options indirectly held in Shell Cove Capital Management Ltd</li> </ul> | 6.84%   | 12.36%  |
| Mr Christopher Fong | <ul style="list-style-type: none"> <li>• 29,374,518 Fully Paid Ordinary Shares directly held</li> <li>• 26,000,000 Unlisted Options directly held</li> </ul>   | 3.25%   | 5.16%   |
| Mr Stephen Bowhill  | <ul style="list-style-type: none"> <li>• 22,000,000 Fully Paid Ordinary Shares indirectly held in Bowhill Family Superannuation Pty Ltd</li> <li>• 600,000 Fully Paid Ordinary Shares directly held</li> <li>• 12,000,000 Unlisted Options indirectly held in Ravishing Pty Ltd</li> <li>• 12,000,000 Unlisted Options indirectly held in Bowhill Family Superannuation Pty Ltd</li> </ul>               | 2.50%   | 4.34%   |

**Notes:**

- (a) This percentage has been calculated on the basis that the Company's share capital is 902,742,888.
- (b) This percentage has been calculated on the basis that the Company's share capital is 1,073,645,548.
- (c) The fully diluted potential interest calculation is based on the assumption that all Securities and convertible Securities on issue (including those proposed to be issued under this Notice of Meeting) have been converted and/or exercised. Accordingly, this percentage should be treated with caution as there is no certainty that this will occur.

**Valuation of financial benefit**

- (a) The Director Options are not proposed to be quoted on ASX, accordingly, they have no easily identifiable market value. However, as the Director Options could be exercised into Shares (subject to satisfaction of its terms), the Director Options may have a present value at the date of their issue.
- (b) The Company has sought an independent valuation of the Director Options from Stantons Corporate Finance Pty Ltd. A copy of the valuation is **attached** as Annexure B. The method used to value the Director Options was the Black-Scholes Model, which is a commonly used and recognised model for valuing the Director Options.
- (c) The trading history of the shares on ASX in the twelve (12) months before the date of this Notice is set out below:

|         | Price   | Date   |
|---------|---------|--|
| Highest | \$0.024 | 17 November 2021   |
| Lowest  | \$0.009 | 22 July 2021<br>29 July 2021<br>28 August 2021<br>30 August 2021<br>31 August 2021 |
| Last    | \$0.013 | 28 April 2022  |

(d) Based on the inputs, the Director Options have been valued as follows:

| Recipient                             | Number of Director Options | Estimated total value |
|---------------------------------------|----------------------------|-----------------------|
| Mr Richard Jenkins<br>(Resolution 5)  | 9,000,000 Unlisted Options | \$50,400              |
| Mr Christopher Fong<br>(Resolution 6) | 5,000,000 Unlisted Options | \$28,000              |
| Mr Stephen Bowhill<br>(Resolution 7)  | 3,000,000 Unlisted Options | \$16,800              |

The Board is not aware of any other information that would be reasonably required by shareholders to allow them to make a decision whether it is in the best interest of the Company to pass Resolutions 5, 6 and 7.

## **Issue of Underwriter Options**

### **Resolutions 8, 9 and 10 – Approval of Issue of Options to Underwriters**

#### **Background**

Resolutions 8, 9 and 10 seek Shareholder approval to issue and allot 28,000,000 Unlisted Options (**Underwriter Options**) to, Peak Asset Management, Ridge Capital and Alluvian Capital (or their nominees) (together the **Underwriters**), as part of the fees payable to each of the Underwriters for their services in connection with the underwriting of the non-renounceable entitlement offer announced to ASX on 25 August 2021. A summary of the material terms of the Underwriting Agreements with each of the Underwriters is set out in Annexure D of this Notice.

The effect of this Resolution is for Shareholders to approve the issue of these Underwriter Options to fall within an exception to ASX Listing Rule 7.1, which will allow the Company to issue these without using the Company's 15% capacity under Listing Rule 7.1.

The full terms of the Underwriter Options are set out in Annexure C of this Notice.

#### **ASX Listing Rule 7.1**

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

An issue of equity securities that is approved by the Company's Shareholders under Listing Rule 7.1 will not use up the Company's 15% limit and therefore does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to approve the issue of the options under and for the purposes of Listing Rule 7.1.

If Resolutions 8, 9 and 10 are passed, the issue of the options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12-month period following the date on which the options are issued.

If Resolutions 8, 9 and 10 are not passed, and the Company proceeds with the issue, the options will be included in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12-month period following the date on which the options are issued.

#### **Information Required by Listing Rule 7.3**

The following information is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The allottees are:
  - (i) Peak Asset Management (or their nominee);
  - (ii) Ridge Capital (or their nominee); and
  - (iii) Alluvian Capital (or their nominee).
- (b) The maximum number of Unlisted Options to be issued is 28,000,000.
- (c) The full terms of the Underwriter Options are set out in Annexure C of this Notice of Meeting.



- (d) These Underwriter Options will be issued by within 3 months of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).
- (e) The Underwriter Options will be issued for nil cash consideration.
- (f) Funds will not be raised from the issue of these Underwriter Options as the issue is proposed to be made as part of the underwriting fees payable to the Underwriters for services rendered.
- (g) The Underwriter Options were issued under agreements between the Company and the Underwriters, individually. The material terms of the Underwriting Agreements are set out in Annexure D of this Notice.

**Directors' Recommendation**

The Board of Directors recommend Shareholders vote for these Resolutions.

## **Resolution 11 – Approval of Issue of Underwriter Options to Mr Richard Jenkins, Director**

### **Background**

This Resolution seeks Shareholder approval to issue and allot 8,109,716 Unlisted Options (**Underwriter Options**) to Mr Richard Jenkins, Director of the Company (or his nominee), as part of the fees payable to each of the Underwriters for their services in connection with the underwriting of the non-renounceable entitlement offer announced to ASX on 25 August 2021. A summary of the material terms of the Underwriting Agreements with each of the Underwriters is set out in Annexure D of this Notice.

The full terms of the Underwriter Options are set out in Annexure C of this Notice.

### **Listing Rule 10.11**

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approval.

A person in a position of influence for the purposes of Listing Rule 10.11 includes:

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue of agreement, a substantial (30%+) holder in the Company;
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) an Associate of a person referred to in (a) to (c) above; and
- (e) a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders.

As Mr Richard Jenkins is a Director of the Company, Mr Jenkins is a person in a position of influence for the purposes of Listing Rule 10.11. The proposed issue does not fall within any of the exceptions in Listing Rule 10.12, and therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

To this end, this Resolution seeks the required Shareholder approval to issue the Underwriter Options to Mr Richard Jenkins under and for the purposes of Listing Rule 10.11.

If approval is obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1.

If this Resolution is passed, the Company will be able to proceed with the proposed issue to Mr Jenkins.

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue (with Shareholder approval) and the Company may be liable to provide additional compensation to the underwriter.

### **Chapter 2E of the Corporations Act**

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

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

The proposed issue of Underwriter Options (which is a type of equity security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

A “related party” for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of “related party” also includes a person whom there is reasonable grounds to believe will become a “related party” of a public company.

The non-conflicted Directors of the Company (being Mr Christopher Fong and Mr Stephen Bowhill) carefully considered the issue of these Underwriter Options to Mr Jenkins and formed the view that the giving of this financial benefit is on arm’s length terms, as the Underwriter Options are proposed to be issued on the same terms as offered to non-related parties of the Company.

Accordingly, the non-conflicted Directors of the Company believe that the issue of these Underwriter Options to Mr Jenkins fall within the “arm’s length terms” exception as set out in section 210 of the Corporations Act, and relies on this exception for the purposes of this Resolution. Therefore, the proposed issue of Underwriter Options to Mr Jenkins requires Shareholder approval under and for the purposes of Listing Rule 10.11 only.

### **Information required by ASX Listing Rule 10.13**

The following information in relation to the issue of the options to Richard Jenkins is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- (a) The allottee is Mr Richard Jenkins (or his nominee).
- (b) Richard Jenkins is the Executive Chair of the Company.
- (c) The maximum number of Underwriter Options to be issued is 8,109,716.
- (d) The full terms of the Underwriter Options are set out in Annexure C of this Notice.
- (h) These Underwriter Options will be issued by within 1 month of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).
- (i) The Underwriter Options will be issued for nil cash consideration.
- (j) Funds will not be raised from the issue of these Underwriter Options as the issue is proposed to be made as part of the underwriting fees payable to the Underwriters for services rendered.
- (k) The Underwriter Options were issued under an agreement between the Company and Richard Jenkins. The material terms of the Underwriting Agreements are set out in Annexure D of this Notice.

### **Directors’ Recommendation**

The Board of Directors (excluding Mr Jenkins) recommend Shareholders vote for these Resolutions.

## **Amendments to the Company Constitution**

### **Resolution 12 – Amendments to Company Constitution which includes insertion of Proportional Takeover Provisions**

The Company's current constitution was adopted by the Company following receipt of Shareholder approval on 30 July 2020.

The Company has recently undertaken a review of the Constitution and proposes a number of modifications to reflect certain changes to corporate governance practices, the Corporations Act 2001 and Listing Rules primarily to achieve efficient and flexible administration of the Company and relations with Shareholders, and to facilitate virtual general meetings.

#### **Amendments**

It is not practicable to list all of the changes to the Constitution in this Explanatory Statement and Shareholders are invited to contact the Company if they have any queries or concerns. For this purpose, Shareholders wishing to obtain a copy of a marked-up version of the proposed amended constitution should contact the Company Secretary at [robyn.slaughter@automicgroup.com.au](mailto:robyn.slaughter@automicgroup.com.au).

The following is an overview of the proposed key amendments:

#### **Use of Technology at General Meetings**

A number of amendments are proposed to be made to facilitate the use of virtual meetings by the Company, with the law having recently changed to allow the use of virtual or hybrid meetings. The changes include clarifying that Directors may determine that a meeting be held by means of virtual meeting technology or other communication facilities that gives the members as a whole a reasonable opportunity to participate and vote, and providing the Directors with additional powers to postpone, cancel or adjourn a meeting in particular circumstances (eg due to public health orders).

#### **Direct Voting**

The changes will allow direct voting (whereby Shareholders may lodge a vote directly with the Company by way of post, fax or other electronic means, without having to attend a meeting or appoint a proxy or representative). Direct voting addresses deficiencies in existing voting procedures by facilitating greater voting participation and minimises the potential risks of a proxy vote not being cast. To facilitate the direct voting arrangements, the Directors will be authorised to prescribe rules governing direct voting.

#### **Restricted Securities**

Replace Clause 29.4 with the following (as mandated by Listing Rule 15.12):

##### **2.12 Restricted Securities**

*For so long as the Company has any Restricted Securities on issue, the following apply:*

- (a) A holder of Restricted Securities must not dispose of, or agree or offer to dispose of, the securities during the escrow period applicable to those securities except as permitted by the Listing Rules or ASX.*
- (b) If the Restricted Securities are in the same class as quoted securities, the holder will be taken to have agreed in writing that the Restricted Securities are to be kept on the Company's issuer sponsored sub-register and are to have a holding lock applied for the duration of the escrow period applicable to those securities.*

- (c) *The Company will refuse to acknowledge any disposal (including, without limitation, to register any transfer) of Restricted Securities during the escrow period applicable to those securities except as permitted by the Listing Rules or ASX.*
- (d) *A holder of Restricted Securities will not be entitled to participate in any return of capital on those securities during the escrow period applicable to those securities except as permitted by the Listing Rules or ASX.*
- (e) *If a holder of Restricted Securities breaches a restriction deed or a provision of this Constitution restricting a disposal of those securities, the holder will not be entitled to any dividend or distribution, or to exercise any voting rights, in respect of those securities for so long as the breach continues.*

#### Joint Holders

Replace Clause 24.1 with the following:

#### **9.8 Joint Holders**

*If more than four persons are registered as holders of Shares in the Company in the Register of Shareholders (or a request is made to register more than four persons), then only the first four persons will be regarded as holders of Shares in the Company and all other names will be disregarded by the Company for all purposes.*

#### Use of Poll at General Meetings

Insert the follow two clauses as new clauses under 17.3 and 17.4:

#### **17.3 Voting -Substantive Resolutions**

*At any general meeting a substantive resolution put to the vote of the meeting shall be decided on a poll.*

#### **17.4 Voting - Procedural Resolutions**

*At any general meeting a procedural resolution put to the vote of the meeting may be decided on a show of hands unless a poll is demanded in accordance with clause 17.2.*

#### Insertion of Proportional Takeover Provisions

In addition, pursuant to section 648G(4) of the Corporations Act, the Company wishes to insert the proportional takeover provisions.

A proportional takeover bid is a takeover bid where the offer made to each Shareholder is only for a proportion of the Shareholder's Shares. If a Shareholder accepts, in full, an offer under a proportional takeover bid, the Shareholder will only dispose of a specified portion of their Shares in the Company and retain the balance of the Shares.

The Proportional Takeover Provisions are designed to assist Shareholders to receive proper value for their Shares if a proportional takeover bid is made for the Company by providing, in the Constitution, that:

- (a) in the event of a proportional takeover bid being made for Shares in the Company, Shareholders are required to vote and collectively decide whether to accept or reject the offer; and
- (b) the majority decision of the Company's members will be binding on all Shareholders.

### *Effect of the proposed provisions*

Where offers have been made under a proportional takeover bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional takeover bid is prohibited unless and until a resolution to approve the proportional takeover bid is passed by Shareholders or otherwise, as pursuant to the terms of the Proportional Takeover Provisions.

In more detail, the effect of the Proportional Takeover Provisions is as follows:

- (a) if a proportional takeover bid is made for Securities of the Company, the Directors must ensure that a meeting of Shareholders is convened to vote on a resolution to approve that bid;
- (b) the bidder and persons associated with the bidder may not vote;
- (c) approval of the bid will require a simple majority of the votes cast;
- (d) the meeting must take place more than 14 days before the last day of the bid period (Resolution Deadline);
- (e) if the resolution is rejected before the Resolution Deadline, the bid cannot proceed and any transfers giving effect to takeover contracts for the bid will not be registered;
- (f) the bid will be taken to have been approved if, as at the end of the day before the Resolution Deadline, the resolution has not been voted on;
- (g) if the resolution is approved, the transfers must be registered (subject to other provisions of the Corporations Act and the Constitution); and
- (h) the Directors will breach the Corporations Act if they fail to ensure the resolution is voted on. However, the bid will still be taken to have been approved if it is not voted on within the Resolution Deadline.

The Proportional Takeover Provisions do not apply to full takeover bids. If the Proportional Takeover Provisions are renewed, they will cease to apply at the end of three years after renewal unless renewed by a Special Resolution of Shareholders.

### *Reasons for the proposed provisions*

In the absence of the Proportional Takeover Provisions, a proportional takeover bid may result in control of the Company changing without Shareholders having an opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders could be exposed to the risks of passing control to the bidder without payment of an adequate control premium for all their Shares and being left with a minority interest in the Company. Such Shareholders could suffer potential further loss if the takeover bid were to cause a decrease in the Share price or otherwise make the Shares less attractive and, therefore, more difficult to sell.

### *Knowledge of any acquisition proposals*

As at the date of this Notice of Meeting, no Director is aware of any proposal to acquire, or to increase the extent of, a substantial interest in the Company.

### *Advantages and disadvantages during the period in which they have been in effect*

The Directors consider that the Proportional Takeover Provisions had no advantages or disadvantages for them during the period in which they have been in effect.

The advantages and disadvantages of the Proportional Takeover Provisions for Shareholders include those set out below, which were applicable during the period in which they have been in effect.

### *Potential advantages and disadvantages*

The renewal of the Proportional Takeover Provisions will enable the Directors to formally ascertain the views of the Shareholders in respect of a proportional takeover bid. Without such provisions, the Directors are dependent upon their perception of the interests and views of Shareholders. Other than this advantage, the Directors consider that the Proportional Takeover Provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the Proportional Takeover Provisions for Shareholders include:

- (a) providing the right to discuss, in a meeting called specifically for that purpose, and then decide, by majority vote, whether an offer under a proportional takeover bid should proceed;
- (b) assisting the prevention of Shareholders being locked in as a minority;
- (c) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced;
- (d) potentially increasing the likelihood of a full takeover bid rather than a proportional takeover bid; and/or
- (e) enabling individual Shareholders to better assess the likely outcome of the proportional takeover bid, by knowing the view of the majority of Shareholders, which may assist in deciding whether to accept or reject an offer under the bid.

The potential disadvantages of the Proportional Takeover Provisions for Shareholders include:

- (a) imposing a hurdle to, and potentially discouraging the making of, provisional takeover bids which, in turn, may reduce any takeover speculation element in the price of Shares;
- (b) potentially reducing the likelihood of success of a proportional takeover bid;
- (c) possible reduction or loss of opportunities for Shareholders sell some or all of their Shares at a premium; and/or
- (d) potentially causing some Shareholders to form the view that the Proportional Takeover Provisions impose an unreasonable restriction on their ability to freely deal with their Shares.

A complete signed copy of the New Constitution will be tabled at the Meeting.

Pursuant to section 136(2) of the Corporations Act, a modification to the Company's Constitution can only be effected by way of a Special Resolution passed by its Shareholders. Therefore, this Resolution is a Special Resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on this Resolution are voted in its favour.

### **Professional Advice**

If you have any doubt or do not understand this Resolution, it is strongly recommended that you seek advice from a solicitor or other professional advisor.

### **Directors' Recommendation**

The Board of Directors recommend Shareholders vote for this Resolution.

## **Enquiries**

Shareholders are asked to contact the Company Secretary on +61 2 8072 1400 if they have any queries in respect of the matters set out in these documents.

# Glossary

**AEST** means Australian Eastern Standard Time as observed in Sydney, New South Wales.

**Annual Financial Report** means the 2021 Annual Report to Shareholders for the period ended 31 December 2021 as lodged by the Company with ASX on 31 March 2022.

**Annual General Meeting** or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

**ASIC** means Australian Securities and Investment Commission.

**Associate** has the meaning given to it by the ASX Listing Rules.

**ASX** means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

**ASX Listing Rules** or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

**Auditor's Report** means the auditor's report of BDO Audit Pty Ltd dated 31 March 2022 as included in the Annual Financial Report.

**Board** means the current board of Directors of the Company.

**Business Day** means a day on which trading takes place on the stock market of ASX.

**Chair** means the person chairing the Meeting.

**Closely Related Party** of a member of the KMP means:

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

**Company** or **Range International Ltd** means Range International Ltd ACN 611 998 200.

**Constitution** means the Company's constitution.

**Corporations Act** means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

**Director** means a current director of the Company.

**Directors' Report** means the report of Directors as included in the Annual Financial Report.

**Dollar** or **"\$"** means Australian dollars.

**Explanatory Statement** means the explanatory statement accompanying this Notice of Meeting.

**KMP** means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

**Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting dated 29 April 2022 including the Explanatory Statement.



**Option** means an option which, subject to its terms, could be exercised into a Share.

**Ordinary Resolution** means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

**Performance Right** means a performance right which, subject to its terms, could convert to a Share.

**Proxy Form** means the proxy form attached to this Notice of Meeting.

**Remuneration Report** means the remuneration report as set out in the Annual Financial Report.

**Resolutions** means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

**Restricted Voter** means a member of the Company's KMP and any Closely Related Parties of those members.

**Securities** mean Shares and/or Options (as the context requires).

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

**Shareholder** means a holder of a Share.

**Share Registry** means Automic Share Registry.

**Special Resolution** means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

**Spill Meeting** means the meeting that will be convened within 90 days of the 2023 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2023 AGM.

**Spill Resolution** means the resolution required to be put to Shareholders at the 2023 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2023 AGM.

**Trading Day** has the meaning given to that term in ASX Listing Rule 19.12.

**VWAP** means the volume weighted average market (closing) price, with respects to the price of Shares.

## Annexure A – Terms of Director Options

1. Each Option gives the Optionholder the right to subscribe for 1 Share upon:
  - (a) exercise of the Option in accordance with these terms; and
  - (b) payment of the Exercise Price.
2. The Options will expire at 5:00pm (Australian Eastern Time) on the second anniversary of the day on which Shareholders of the Company approved the issue of the Options (**Expiry Date**).
3. Any Option not exercised before the Expiry Date will automatically lapse at 5:00pm (Australian Eastern Time) on the Expiry Date.
4. Each Option is exercisable at 2 cents (\$0.02) (**Exercise Price**) payable in full on exercise of that Option.
5. An Optionholder may exercise all or some of the Options held by that Optionholder. If an Optionholder exercises only part of the Options held by that Optionholder, multiples of 100,000 Options must be exercised on each occasion.
6. If an Optionholder exercises fewer than all of the Options held by that Optionholder, the Company will cancel the Optionholder's holding statement and issue or cause to be issued a new holding statement for the balance of the Options held by that Optionholder.
7. Options may only be exercised by an Optionholder by lodging with the Company:
  - (a) a signed written notice of exercise of Options specifying the number of Options being exercised;
  - (b) the holding statement for the Options; and
  - (c) a cheque or electronic funds transfer notice for the Exercise Price for the number of Options being exercised((a) – (c) collectively known as **Exercise Notice**)
8. An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
9. Within 10 Business Days of receipt of the Exercise Notice and the full amount of the Exercise Price in cleared funds, the Company will allot the number of Shares to the Optionholder in respect of the number of Options specified in the Exercise Notice.
10. Subject to the Corporations Act and the ASX Listing Rules, the Options are freely transferrable.
11. All Shares allotted upon the exercise of the Options will, upon issuance, rank pari passu in all respects with other Shares.
12. The Company will apply for quotation of all Shares allotted pursuant to the exercise of the Options on ASX within 10 Business Days after the date of allotment of those Shares, subject to the Corporations Act and the ASX Listing Rules.
13. If at any time the issued capital of the Company is reconstructed, all rights of the Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of reconstruction.
14. There are no participating rights or entitlements inherent in the Options and the Optionholder will not be entitled to participate in new issue of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at

least 6 Business Days after the issue is announced. This will give the Optionholder the opportunity to exercise the Options prior to the date for determining entitlements to participate in any such issue.

15. In the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to Shareholders after the date of issue of the Options, the exercise price of the Options may be reduced in accordance with the formula set out in ASX Listing Rule 6.22.2.
16. In the event the Company proceeds with a bonus issue of Securities to Shareholders after the date of the Options, the number of Securities over which an Option is exercisable may be increased in the manner permitted by the ASX Listing Rules applying at the time of the bonus issue.
17. The Company is entitled to treat the registered holder of Options as the absolute holder of that Option and is not bound to recognise any equitable or other claim to, or interest in, that Option on the part of any person other than the registered holder, except as ordered by a court of competent jurisdiction or as required by statute.
18. The acquisition or disposal of any Options, Shares or other securities of the Company may have tax consequences for the Optionholder, which will differ depending on the Optionholder's financial affairs. The Optionholder is strongly encouraged to obtain independent financial advice about the consequences of receiving Options and potentially Shares from a taxation viewpoint and generally. To the extent permitted by law, the Company accepts no liability or responsibility with respect to the taxation consequences of applying for or receiving Options or Shares (or Options expiring without having converted to Shares, or any other matter). The Company does not provide tax advice and no statement or representation by the Company or any person connected with it should or may be relied upon.



PO Box 1908  
West Perth WA 6872  
Australia

Level 2, 40 Kings Park Road  
West Perth WA 6005  
Australia

Tel: +61 8 9481 3188  
Fax: +61 8 9321 1204

ABN: 42 128 908 289  
AFS Licence No: 448697  
www.stantons.com.au

13 April 2022

The Directors  
Range International Limited  
C/- Automic Group  
Level 5, 126 Phillip Street  
Sydney NSW 2000

Dear Directors,

## Options Valuation

### 1 Introduction

- 1.1 At the request of Range International Limited ("**Range**" or the "**Company**"), Stantons Corporate Finance Pty Ltd ("**Stantons**") hereby sets out our technical valuation for the following options ("**Options**"), to be issued to directors of the Company pending shareholder approval at an upcoming general meeting (the "**Meeting**").

**Table 1. Options Details**

| Security       | Recipients | Details  | Exercise Price | Expiry date                    |
|----------------|------------|--|----------------|--------------------------------|
| <b>Options</b> | Directors  | Unlisted Options to be issued for nil consideration each exercisable into one ordinary share at any time up to and including the expiry date | \$0.02         | 2 years from the date of issue |

- 1.2 We note the Options have no vesting conditions besides the holder remaining in continuous service to the Company.
- 1.3 We have valued the Options for inclusion in a notice of meeting to be distributed to shareholders prior to the Meeting. The valuation has been prepared in accordance with *AASB2: Share Based Payments* ("**AASB 2**").

### 2 Valuation

#### Valuation Methodology

- 2.1 AASB 2 requires the fair value of share-based payments to be estimated using a valuation technique that indicates what the price of those equity instruments would have been on the grant date in an arm's length transaction between knowledgeable, willing parties. The valuation technique must be consistent with generally accepted valuation methodologies for pricing financial instruments.

- 2.2 The Black Scholes option valuation methodology was used to value the Options. This methodology was used with the expectation that the majority of the Options will be exercised towards the end of their term, and therefore a European option pricing model is appropriate.

## Valuation Inputs

### *Grant Date*

- 2.3 Under AASB 2, share-based payments should be measured at their grant date, being the date at which there is a mutual understanding of the terms and a legally enforceable agreement. Where shareholder approval is required, the date on which approval is obtained is considered the grant date for financial reporting purposes.
- 2.4 Accordingly, the date of the Meeting will be the Options grant date. As this date will be in the future, for the purpose of our valuation we assumed a grant date of 12 April 2022.

### *Expiry Date*

- 2.5 The expiry date of the Options will be 2 years from the date of issue. For the valuation purpose, we assumed an expiry date of 12 April 2024, based on the assumed grant date.

### *Spot Price*

- 2.6 The closing price of Range shares traded on the Australian Securities Exchange ("ASX") as at 12 April 2022 was \$0.013 and we used this as the deemed spot price for the valuation purpose.

### *Exercise Price*

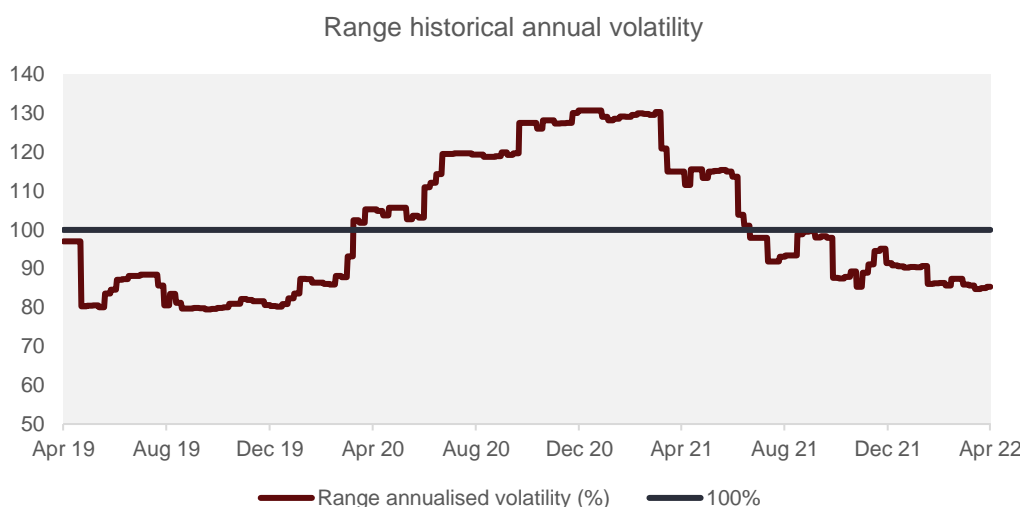
- 2.7 The exercise price of the Options is \$0.02.

### *Risk-Free Rate*

- 2.8 We used the two-year Australian government bond rate as a proxy for the risk-free rate (based on the closest available time period to the term of the Options), being 2.11% as at 12 April 2022. We note the assumptions of the Black Scholes model include that the risk-free rate should be on a continuously compounded basis and we converted the quoted rate to 2.1324%, accordingly.

### *Volatility*

- 2.9 In determining the expected volatility of returns on Range shares, as per AASB 2, we considered both the historical volatility of the share price over the most recent period commensurate with the expected term of the Options, and the tendency of volatility to revert to its mean.
- 2.10 The historical annualised volatility of Range shares for the two-year period to 12 April 2022 was 130.91%.
- 2.11 The rolling annual volatility (based on prior year weekly share prices) of Range shares from 12 April 2019 to 12 April 2022 is shown below. The average volatility over this period was 100.71%.



Source: S&P Capital IQ

- 2.12 Based on expected reversion to the mean over the life of the Options, we used an expected volatility factor of 100% in our Black Scholes model.

#### Dividends

- 2.13 We assumed no dividends will be declared or paid by the Company during the term of the Options.

#### Capital Structure Effects

- 2.14 We note exercise of the Options will result in new shares being issued, which will have a dilutionary impact on the Company's capital structure. However, we consider the potential dilutionary impact to be immaterial to the overall capital structure and did not include a dilution factor in our valuation.

### Valuation

- 2.15 Based on the above, our assessed values of the Options are as follows.

**Table 2. Options Valuation**

|  | Options       |
|--|---------------|
| Recipient                              | Directors     |
| Methodology                            | Black Scholes |
| Assumed grant date                     | 12 April 2022 |
| Assumed expiry date                    | 12 April 2024 |
| Share price at assumed grant date (\$) | 0.013         |
| Exercise price (\$)                    | 0.020         |
| Risk-free rate (%)                     | 2.1324        |
| Volatility (%)                         | 100           |
| Dividend yield (%)                     | nil           |
| <b>Fair value per Option (\$)</b>      | <b>0.0056</b> |

### **3 Conclusion**

- 3.1 The valuations noted above are not necessarily the market prices that the Options could be traded at and are not necessarily the appropriate values for taxation purposes. Recipients of the Options should seek their own advice as to the tax treatments of receiving the Options.
- 3.2 Should you wish to discuss the above, do not hesitate to contact the undersigned.

Yours faithfully,

**STANTONS CORPORATE FINANCE PTY LTD**



**James Turnbull, CFA**  
**Authorised Representative**

### Annexure C – Terms of Underwriter Options

1. Each Option gives the holder (**Holder**) the right to subscribe for one fully paid ordinary share of the Company (**Share**) for every Option they own in the Company. To obtain the right given by each Option, the Holder must exercise the vested Options in accordance with these terms and conditions.
2. The Options will expire 18 months from the date of issue (**Expiry Date**). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date and be cancelled by the Company.
3. The amount payable upon exercise of each Option will have an exercise price of 2 cents (A\$0.02) (**Exercise Price**).
4. Each one Option is exercisable to one Share.
5. The Options may be exercised in whole or in part, and if exercised in part, multiples of 100,000 must be exercised on each occasion.
6. The Company will provide to the Option Holder a notice that is to be completed when exercising the Options (**Notice of Exercise**).
7. The Options may be exercised by the Option Holder in whole or in part by completing the Notice of Exercise and forwarding the same to the Company Secretary to be received prior to the Expiry Date. The Notice of Exercise must, among other things, state the number of Options exercised, the consequent number of Shares to be allotted and the identity of the proposed allottee. The Notice of Exercise by an Option Holder must be accompanied by payment in full for the relevant number of Shares being subscribed, being an amount of the exercise price per Share.
8. A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the applicable Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).
9. An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
10. As soon as practicable after the relevant Exercise Date but not more than 10 Business Days after the Exercise Date, the Company will:
  - (a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company; and
  - (b) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued on the exercise of the Options.
11. The Options are only transferable with the prior written approval of the Board of Directors of the Company and subject to compliance with the Corporations Act.
12. All Shares allotted upon the exercise of Options will upon allotment rank pari passu in all respects with other Shares.
13. The Company will not apply for quotation of the Options on the ASX.
14. The Company will apply for quotation of all Shares allotted pursuant to the exercise of the Options on ASX immediately after the allotment of those Shares.
15. If at any time the issued capital of the Company is reconstructed, all rights of the Holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of reconstruction.



16. There are no participating rights or entitlements inherent in the Options and the Holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 3 Business Days after the issue is announced. This will give the Holder the opportunity to exercise the Options prior to the date for determining entitlements to participate in any such issue.
17. In the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to Shareholders after the date of issue of the Options, the exercise price of the Options may be reduced in accordance with the formula set out in ASX Listing Rule 6.22.2.
18. In the event the Company proceeds with a bonus issue of securities to Shareholders after the date of issue of the Options, the number of securities over which an Option is exercisable may be increased by the number of securities which the Holder would have received if the Option had been exercised before the record date for the bonus issue.

## Annexure D- Material Terms of Underwriting Agreements

On 21 August 2021, the Company entered into underwriting agreements, on substantially similar terms, with each Underwriter, pursuant to which the Underwriters agreed to fully underwrite in aggregate, the maximum amount which can be raised under the Entitlement Offer (**Underwriting Agreements**). Individually, the Underwriters have agreed to underwrite up to the amounts set out in the table below.

| <b>Underwriter</b>                       | <b>Commitment</b>     | <b>% of Entitlement Offer</b> |
|--|-----------------------|-------------------------------|
| Peak Asset Management                    | \$1,800,000           | 49.85%                        |
| Richard Jenkins, Director of the Company | \$810,971.55          | 22.46%                        |
| Ridge Capital                            | \$670,000             | 18.55%                        |
| Alluvion Capital                         | \$330,000             | 9.14%                         |
| <b>Total</b>                             | <b>\$3,610,971.55</b> | <b>100%</b>                   |

Subject to the terms of the Underwriting Agreements, to the extent that valid Applications have not been received from Eligible Shareholders before the Closing Date in respect of any Offer Shares offered under the Entitlement Offer (**Shortfall**), each Underwriter must apply, no later than 2 Business Days after the date on which the Underwriter receives notice of any Shortfall (**Settlement Date**), for the number of Offer Shares under the Shortfall calculated on a pro rata basis in accordance with the proportion of their commitment.

### **Fees**

The Company has agreed to pay the following fees to each of the Underwriters:

- (a) in respect of Peak Asset Management:
  - (i) cash fees equal to:
    - (A) \$54,000, being 3% of Peak Asset Management's commitment; and
    - (B) 3% of the actual Shortfall amount placed with Peak Asset Management; and
  - (ii) subject to Shareholder approval, 18,000,000 Options each exercisable at \$0.02 and expiring 18 months from the date of issue (**Underwriter Options**);
- (b) in respect of Richard Jenkins, Director of the Company:
  - (i) cash fees equal to:
    - (A) \$24,329.15, being 3% of Mr Jenkins' commitment; and
    - (B) 3% of the actual Shortfall amount placed with Mr Jenkins; and
  - (ii) subject to Shareholder approval, 8,109,716 Underwriter Options;
- (c) in respect of Ridge Capital:
  - (i) cash fees equal to:
    - (A) \$20,100, being 3% of the Ridge Capital's commitment; and
    - (B) 3% of the actual Shortfall amount placed with the Ridge Capital; and
  - (ii) subject to Shareholder approval, 6,700,000 Underwriter Options;

- (d) in respect of Alluvion Capital:
  - (i) cash fees equal to:
    - (A) \$9,900, being 3% of the Alluvian Capital's commitment; and
    - (B) 3% of the actual Shortfall amount placed with the Alluvian Capital; and
  - (ii) subject to Shareholder approval, 3,300,000 Underwriter Options.

### **Material Terms**

The Underwriters' obligations to underwrite the Offer is subject to satisfaction of certain conditions. Each Underwriter may terminate its obligations under the Underwriting Agreements if any of the following events occur prior to 4:00 pm on the Settlement Date:

- (a) this Booklet is not dispatched to Eligible Shareholders in accordance with the timetable set out in Rights Issue Booklet (lodged with ASX on 2 September 2021);
- (b) the Entitlement Offer is withdrawn;
- (c) a statement in this Booklet is or becomes misleading or deceptive or likely to mislead or deceive;
- (d) a statement or estimate in this Booklet which relates to a future matter is or becomes incapable or unlikely to being met;
- (e) a matter or new circumstances arises that the Underwriter, acting reasonably, considers such matter or new circumstance to be adverse, which if known at the time of issue of this Booklet would have been included in it;
- (f) ASIC
  - (i) holds, or gives notice of intention to hold, a hearing or investigation in relation to the Entitlement Offer or this Booklet under the Corporations Act or the *Australia Securities and Investment Commission Act 2001* (Cth), unless it is not made public and is terminated or withdrawn by 8:00 am on the Settlement Date; or
  - (ii) prosecutes or commences proceedings or gives notice of an intention to prosecute or commence proceedings against the Company or any of its officers, employees or agents in relation to the Entitlement Offer or this Booklet;
- (g) the Company is prevented from issuing the Offer Shares within the time required by the timetable set out in Rights Issue Booklet (lodged with ASX on 2 September 2021), the Corporations Act, the ASX Listing Rules, any statute, regulation or order of a court of competent jurisdiction by ASIC, ASX or any court of competent jurisdiction or any governmental or semi-governmental agency or authority;
- (h) the Company fails to lodge an Appendix 3B in relation to the Offer Shares with ASX by the time required by the timetable set out in Rights Issue Booklet (lodged with ASX on 2 September 2021), the ASX Listing Rules or any other regulation;
- (i) an order is made under section 1324 of the Corporations Act in relation to this Booklet;
- (j) the Takeovers Panel makes a declaration that circumstances in relation to the affairs of the Company are unacceptable circumstances under Part 6.10 of the Corporations Act, which in the Underwriter's reasonable opinion has a material adverse effect on the Company or the value of the Offer Shares;
- (k) any authorisation which is material to anything referred to in this Booklet is repealed, revoked or terminated or expires, or is modified or amended in a manner unacceptable to the Underwriter acting reasonably;
- (l) a director of the Company is charged with an indictable offence;

- (m) a material contravention by the Company of any provision of its constitution, the Corporations Act, the ASX Listing Rules or any other applicable legislation or any policy or requirement of ASIC or ASX;
- (n) the Company suspends payment of its debts generally;
- (o) litigation, arbitration, administrative or industrial proceedings are after the date of each Underwriting Agreement, commenced against the Company other than as disclosed in this Booklet, to ASX or to the Underwriter;
- (p) there is a material change in the major or controlling shareholding of the Company (other than as a result of the Entitlement Offer or a matter disclosed in this Booklet) or a takeover offer or scheme of arrangement pursuant to Chapter 5 or 6 of the Corporations Act is publicly announced in relation to the Company;
- (q) a force majeure affecting the Company's business or any obligation under the Underwriting Agreements lasting in excess of 5 Business Days occurs;
- (r) the Company alters its capital structure in any manner not contemplated by this Booklet excluding the issue of any shares upon exercise of option, such options having been disclosed to the ASX at the date of the Underwriting Agreement;
- (s) other than as disclosed to the Underwriter, any of the Company's material contracts are terminated or substantially modified;
- (t) an insolvency event occurs in relation to the Company or any act occurs or any omission is made which may reasonably be expected to result in an insolvency event occurring in relation to the Company;
- (u) a material adverse change in the financial or operating conditions, outlook of the Company, or structure of the Company; and
- (v) a breach of any of the warranties, representations or undertakings in the Underwriting Agreement by the Company.

Additionally, as is customary for these types of arrangements, the Underwriting Agreements contain usual representations, warranties and undertakings by the Company.

# Proxy Voting Form

If you are attending the virtual Meeting  
please retain this Proxy Voting Form  
for online Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **1.00pm (AEST) on Sunday, 29 May 2022**, 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 KMP.

### 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://automic.com.au>.

### Lodging your Proxy Voting Form:

#### Online:

Use your computer or smartphone to appoint a proxy at

<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

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



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

#### PHONE:

1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)

