

21 January 2025

Dear Shareholder,

GENERAL MEETING – NOTICE AND PROXY FORM

Notice is hereby given that a General Meeting ('Meeting') of Shareholders of Nanollose Limited ('Company') will be held at Suite 7, 145 Stirling Highway, Nedlands, Western Australia at 12:30pm (WST) on Thursday, 20 February 2025.

The Notice of Meeting ('Notice') is available on the Company's ASX Announcement Platform at www2.asx.com.au (ASX:NC6). Hard copies of the Notice of Meeting are also available by request to the Company Secretary.

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser.

All Shareholders are encouraged to participate in the Meeting by:

- (a) attending the Meeting in person on Thursday, 20 February 2025 at 12:30pm (WST) and voting your Shares at that Meeting;
- (b) voting prior to the Meeting by lodging your proxy instructions by no later than 48 hours prior to the Meeting (by 12:30pm (WST) on 18 February 2025) via:
 - **voting online** at: <https://investor.automic.com.au/#/loginsah>; or
 - **lodging a proxy** form by:
 - post to: Automic, GPO Box 5193, Sydney, NSW, 2001; or
 - in person to: Automic, Level 5, 126 Phillip Street, Sydney, NSW, 2000; or
 - email to: meetings@automicgroup.com.au; or
 - any other means permitted on the proxy form; and/or
- (c) lodging questions in advance of the Meeting by emailing the questions to the Company Secretary by no later than 18 February 2025.

For any additional information or requests in connection with the Notice or the AGM, please contact the Company Secretary, Erlyn Dawson, on +61 8 9389 3120 or via email to: erlyn@azc.com.au

Authorised for release by the Board of Nanollose Limited.

Yours sincerely,



**Erlyn Dawson
Company Secretary
Nanollose Limited**

NANOLLOSE LIMITED
ACN 601 676 377
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 12.30pm (WST)
DATE: 20 February 2025
PLACE: Suite 7, 145 Stirling Highway, Nedlands WA

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

This Notice 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.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7.00pm (AEDT) on 18 February 2025.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES – LISTING RULE 7.1

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 25,000,000 Shares on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

2. RESOLUTION 2 – APPROVAL TO ISSUE THE TRANCHE 1 PLACEMENT OPTIONS

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 5,000,000 Options on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

3. RESOLUTION 3 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SECURITIES

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 17,000,000 Shares together with 3,400,000 free-attaching Options, on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

4. RESOLUTION 4 – APPROVAL TO ISSUE STRATEGIC OPTIONS

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 85,668,789 Options on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

5. RESOLUTION 5 – APPROVAL TO ISSUE SECURITIES TO WINTON WILLESEE IN LIEU OF FEES

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 12,500,000 Shares together with 2,500,000 free-attaching Options to Winton Willesee (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

A voting prohibition statement and voting exclusion statement applies to this Resolution. Please see below.

6. RESOLUTION 6 – APPROVAL TO ISSUE SECURITIES TO WAYNE BEST IN LIEU OF FEES

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 12,500,000 Shares together with 2,500,000 free-attaching Options to Wayne Best (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

A voting prohibition statement and voting exclusion statement applies to this Resolution. Please see below.

Voting Prohibition Statements

Resolution 5 - Approval to issue securities to Winton Willesee in lieu of fees.	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <p>(a) the proxy is either:</p> <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and <p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>However, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>
Resolution 6 - Approval to issue securities to Wayne Best in lieu of fees.	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <p>(a) the proxy is either:</p> <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and <p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>However, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>

Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution set out below by or on behalf of the following persons:

Resolution 1 – Ratification of prior issue of Tranche 1 Placement Shares – Listing Rule 7.1	The Tranche 1 Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
Resolution 2 – Approval to issue the Tranche 1 Placement Options	The Tranche 1 Placement Participants or any other 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 an associate of that person (or those persons).
Resolution 3 – Approval to issue Tranche 2 Placement Securities	The Tranche 2 Placement Participants or any other 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) (namely Placement Participants) or an associate of that person (or those persons).
Resolution 4 – Approval to issue Strategic Options	Dutch Ink (or its nominees) or any other 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 an associate of that person (or those persons).
Resolution 5 - Approval to issue securities to Winton Willesee in lieu of fees	Winton Willesee (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the shares (except a benefit solely by reason of being a holder of ordinary shares in the Company) or an associate of that person or those persons.
Resolution 6 - Approval to issue securities to Wayne Best in lieu of fees	Wayne Best (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the shares (except a benefit solely by reason of being a holder of ordinary shares in the Company) or an associate of that person or those persons.

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

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

- (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting in person

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

Should you wish to discuss the matters in this Notice please do not hesitate to contact Winton Willesee on +61 410 667 844.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. BACKGROUND TO THE RESOLUTIONS 1 TO 4

1.1 Placement

As announced on 13 December 2024, the Company has received firm commitments from institutional, professional and sophisticated investors unrelated to the Company (**Placement Participants**) to raise \$672,000 (before costs) through a placement of Shares and free-attaching Options (**Placement**).

Under the Placement, the Company has and proposes to issue an aggregate of 42,000,000 Shares (**Placement Shares**), at an issue price of \$0.016 per Share, together with one free-attaching Option for every five Share subscribed for and issued, on the terms and conditions set out in Schedule 1 (**Placement Options**).

The Placement has been structured as follows:

- (a) 25,000,000 Placement Shares (**Tranche 1 Placement Shares**) issued to certain Placement Participants (**Tranche 1 Placement Participants**) on 20 December 2024 pursuant to the Company's existing placement capacity under Listing Rule 7.1, which the Company is seeking to ratify under Resolution 1;
- (b) 5,000,000 Placement Options (**Tranche 1 Placement Options**) which will be issued to the Tranche 1 Placement Participants, subject to obtaining Shareholder approval under Resolution 2; and
- (c) 17,000,000 Placement Shares (**Tranche 2 Placement Shares**) and 3,400,000 Placement Options (together, the **Tranche 2 Placement Options**), which will be issued to certain Placement Participants (**Tranche 2 Placement Participants**), subject to obtaining Shareholder approval under Resolution 3.

1.2 Entitlement Offer

In conjunction with the Placement, the Company is also proposing to undertake a pro-rata non-renounceable entitlement offer of one new Share for every three Shares held by eligible shareholders in Australia, New Zealand, Germany and Hong Kong at an issue price of \$0.016 per Share to raise up to approximately \$1,050,701 (before costs) together with one free-attaching Option for every five Shares applied for and issued on the terms and conditions set out in Schedule 1 (**Entitlement Offer**).

The Company has granted one of the strategic investors participating in the Placement, Dutch Ink (2010) Pty Ltd (**Dutch Ink**), the exclusive right to place any shortfall under the Entitlement Offer to members of the general public on a best endeavours basis. In consideration for the placement of shortfall, the Company has agreed to issue the Dutch Ink (or its nominees):

- (a) 20,000,000 Options; and
- (b) up to 65,668,789 Options on the basis of one Option for each Share subscribed for and issued under the Entitlement Offer or placed under the shortfall,

totalling up to 85,668,789 Options on the terms and conditions set out in Schedule 1 (**Strategic Options**), subject to obtaining Shareholder approval under Resolution 4.

The Company has agreed to issue the Strategic Options under an agreement with Dutch Ink (**Strategic Agreement**) which is on terms considered standard for an agreement of its type and does not impose an obligation on the Company to pay Dutch Ink any amounts in cash.

1.3 Use of funds

Funds raised under the Placement and Entitlement Offer (together the **Capital Raising**) will be deployed towards continuing the Company's research and development projects

in fabric and fibres, agricultural products, and vegan leather as well as to working capital and costs of the Capital Raising.

2. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES – LISTING RULE 7.1

2.1 General

As set out in Section 1.1, this Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 25,000,000 Tranche 1 Placement Shares to the Tranche 1 Placement Participants to raise \$400,000 under the Placement.

The Tranche 1 Placement Shares were issued on 20 December 2024 pursuant to the Company's capacity under Listing Rule 7.1.

2.2 Listing Rule 7.1

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

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue.

2.3 Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

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. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

2.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If this Resolution is not passed, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

2.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	<p>The Tranche 1 Placement Participants, being professional and sophisticated investors who were identified by the Directors, through a bookbuild process, which involved the Company seeking expressions of interest to participate in the capital raising from non-related parties of the Company.</p> <p>The Company confirms that other than as detailed below, no Material Persons were issued more than 1% of the issued capital of the Company.</p> <p>WACC Pty Ltd <Flagship Fund A/C>, who, as a result of the issue of Tranche 1 Placement Shares, became a</p>

REQUIRED INFORMATION	DETAILS
	substantial Shareholder of the Company with a holding of 6.35%.
Number and class of Securities issued	25,000,000 Tranche 1 Placement Shares were issued.
Terms of Securities	The Tranche 1 Placement Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued	20 December 2024.
Price or other consideration the Company received for the Securities	\$0.016 per Tranche 1 Placement Share.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 1.3 for details of the proposed use of funds.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

3. RESOLUTION 2 – APPROVAL TO ISSUE TRANCHE 1 PLACEMENT OPTIONS TO PLACEMENT PARTICIPANTS

3.1 General

As set out in Section 1.1, this Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 5,000,000 Tranche 1 Placement Options to the Tranche 1 Placement Participants at a nil issue price on the basis that they are free-attaching to the Tranche 1 Placement Shares.

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

3.2 Technical information required by Listing Rule 14.1A

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

If this Resolution is not passed, the Company will not be able to proceed with the issue.

3.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	<p>The Tranche 1 Placement Participants, being professional and sophisticated investors who were identified by the Directors, through a bookbuild process, which involved the Company seeking expressions of interest to participate in the capital raising from non-related parties of the Company.</p> <p>The Company confirms that, other than WACC Pty Ltd <Flagship Fund A/C>, a substantial Shareholder of the Company, no Material Persons will be issued more than 1% of the issued capital of the Company.</p>

REQUIRED INFORMATION	DETAILS
Number of Securities and class to be issued	5,000,000 Tranche 1 Placement Options will be issued.
Terms of Securities	The Tranche 1 Placement Options will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company will not issue the Tranche 1 Placement Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules). The Tranche 1 Placement Options will be issued at the same time.
Price or other consideration the Company will receive for the Securities	Nil per Tranche 1 Placement Option as the Options will be issued free-attaching to the Tranche 1 Placement Shares on a 1:5 basis.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 1.3 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Tranche 1 Placement Options are being issued pursuant to an agreement between the Company and the Tranche 1 Placement Participants and there are no other material terms in respect of the agreement for their issue.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

4. RESOLUTION 3 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SECURITIES

4.1 General

As set out in Section 1.1, this Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Tranche 2 Placement Shares and Tranche 2 Placement Options (together the **Tranche 2 Placement Securities**) to the Tranche 2 Placement Participants, to raise up to a further \$272,000 under the Placement.

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

4.2 Technical information required by Listing Rule 14.1A

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

If this Resolution is not passed, the Company will not be able to proceed with the issue and the Company will not be able to raise the full amount under the Placement.

4.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	The Tranche 2 Placement Participants, being professional and sophisticated investors who were identified by the Directors, through a bookbuild process, which involved the Company seeking expressions of interest to participate in the capital raising from non-related parties of the Company.

REQUIRED INFORMATION	DETAILS
	The Company confirms that, other than Dutch Ink (2010) Pty Ltd, an adviser of the Company, no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	17,000,000 Tranche 2 Placement Shares and 3,400,000 Tranche 2 Placement Options will be issued.
Terms of Securities	<p>The Tranche 2 Placement Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.</p> <p>The Tranche 2 Placement Options will be issued on the terms and conditions set out in Schedule 1.</p>
Date(s) on or by which the Securities will be issued	<p>The Company will not issue the Tranche 2 Placement Securities later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).</p> <p>The Tranche 2 Placement Securities will be issued at the same time.</p>
Price or other consideration the Company will receive for the Securities	\$0.016 per Tranche 2 Placement Share and nil per Tranche 2 Placement Option as the Options will be issued free-attaching to the Tranche 2 Placement Shares on a 1:5 basis.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 1.3 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Tranche 2 Placement Securities are being issued pursuant to an agreement between the Company and the Tranche 2 Placement Participants and there are no other material terms in respect of the agreement for their issue.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

5. RESOLUTION 4 – APPROVAL TO ISSUE STRATEGIC OPTIONS

5.1 General

As set out in Section 1.2, this Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 85,668,789 Strategic Options to Dutch Ink (or its nominees).

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

5.2 Technical information required by Listing Rule 14.1A

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

If this Resolution is not passed, the Company will not be able to proceed with the issue. As a result, the Company may be required to negotiate alternative forms of consideration for Dutch Ink including satisfying the value of the Strategic Options in cash, which would deplete the Company's cash reserves.

5.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Dutch Ink (or its nominees). The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	Up to 85,668,789 Strategic Options will be issued.
Terms of Securities	The Strategic Options will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company will not issue the Strategic Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules). The Strategic Options will be issued at the same time.
Price or other consideration the Company will receive for the Securities	The Strategic Options will be issued at a nil issue price, in consideration for Dutch Ink placing any shortfall under the Entitlement Offer.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the Strategic Agreement.
Summary of material terms of agreement to issue	The Strategic Options are being issued under the Strategic Agreement, a summary of the material terms of which is set out in Section 1.2.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

6. RESOLUTIONS 5 AND 6 – APPROVAL TO ISSUE SECURITIES TO DIRECTORS IN LIEU OF FEES

6.1 General

Each of Winton Willesee and Wayne Best (together, the **Participating Directors**) have agreed to receive Shares and Options, in lieu of outstanding fees payable to them by the Company for the 2024 and early 2025 periods (**Fees**), subject to obtaining Shareholder approval.

It has been agreed that in lieu of receiving the Fees, the Participating Directors will receive the number of Shares equal to the Fees divided by a Share price of \$0.016 together with one free-attaching Option for every five Shares issued.

The Fees payable to the Participating Directors and the maximum number of Shares to be issued on conversion of the Fees are set out below:

PARTICIPATING DIRECTOR	FEES	MAXIMUM NUMBER OF SHARES	MAXIMUM NUMBER OF ATTACHING OPTIONS
Winton Willesee (Resolution 5)	\$200,000	12,500,000	2,500,000
Wayne Best (Resolution 6)	\$200,000	12,500,000	2,500,000
TOTAL		25,000,000	5,000,000

Accordingly, Resolutions 5 and 6 seek Shareholder approval for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11 for the issue of up to an aggregate of 25,000,000 Shares (**In-Lieu Shares**) together with an aggregate of 5,000,000

free attaching Options (**In-Lieu Options**) (together, the **In-Lieu Securities**) to Participating Directors (or their nominee(s)).

6.2 Director Recommendation

The Participating Directors each have a material personal interest in the outcome of these Resolutions on the basis that the Participating Directors (or their nominee(s)) are to be issued Shares should these Resolutions be passed. For this reason, the Participating Directors do not believe that it is appropriate to make a recommendation on these Resolutions.

Director, Heidi Beatty recommends that Shareholders vote in favour of these Resolutions to enable the Participating Directors to be issued the In-Lieu Securities in-lieu of the Fees owed to them.

6.3 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue constitutes giving a financial benefit and each of the Participating Directors are each a related party of the Company by virtue of being a Director.

The Directors (other than Winton Willesee who has a material personal interest in Resolution 5) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 5 because the In-Lieu Securities being issued to Mr Willesee will be on the same terms as Securities offered to investors under the Capital Raising, and as such the giving of the financial benefit is on arm's length terms.

The Directors (other than Wayne Best who has a material personal interest in Resolution 6) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 6 because the In-Lieu Securities being issued to Mr Best will be on the same terms as Securities offered to investors under the Capital Raising, and as such the giving of the financial benefit is on arm's length terms.

6.4 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity shares to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 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;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

6.5 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If these Resolutions are not passed, the Company will not be able to proceed with the issue and the Company will be required to pay the Fees in cash.

6.6 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the persons to whom the Securities will be issued	The Participating Directors.
Categorisation under Listing Rule 10.11	Each of the Participating Directors falls within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being a Director. Any nominee(s) of the Participating Directors who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	The maximum number of In-Lieu Securities to be issued (being the nature of the financial benefit proposed to be given) and the allocation between the Participating Directors is set out in the table included at Section 6.1 above.
Terms of Securities	The In-Lieu Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The In-Lieu Options will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company will not issue the In-Lieu Securities later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules). The In-Lieu Securities will be issued at the same time.
Price or other consideration the Company will receive for the Securities	The In-Lieu Shares will be issued at a deemed issue price of \$0.016 per Share in lieu of the Fees outstanding as outlined in Section 6.1 above. The In-Lieu Options will be issued for nil per Option as the Options will be issued free-attaching to the In-Lieu Shares on a 1:5 basis.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy accrued fees owed to the Participating Directors for the periods outlined in Section 6.1 above.
Remuneration	The total remuneration package for each of the proposed recipients for the previous financial year and the proposed total remuneration package for the current financial year are set out below:

REQUIRED INFORMATION	DETAILS		
	Related Party	Current Financial Year ending 30 June 2025	Previous Financial Year ended 30 June 2024
	Winton Willesee	\$35,000 ¹	\$35,000 ¹
	Wayne Best	\$250,875	\$234,375 ²
	Notes: 1. Directors' fees/salary. 2. Comprising directors fees/salary of \$225,000, a superannuation payment of \$24,750, a leave entitlement payment of \$6,354 and an equity-based payment of \$(21,729). An entity associated with Mr Willesee provides Company Secretarial, Accounting and other services to the Company and is entitled to be paid fees of \$11,000 (plus GST) per month for those services.		
Summary of material terms of agreement to issue	The In-Lieu Securities are being issued pursuant to an agreement between the Company and Participating Directors and there are no other material terms in respect of the agreement for their issue.		
Voting exclusion statements	Voting exclusion statements apply to these Resolutions.		
Voting prohibition statements	Voting prohibition statements apply to these Resolutions.		

GLOSSARY

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Capital Raising has the meaning given in Section 1.3.

Chair means the chair of the Meeting.

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

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

Company means Nanollose Limited (ACN 601 676 377).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Dutch Ink means Dutch Ink (2010) Pty Ltd (ACN 145 338 825).

Entitlement Offer has the meaning given in Section 1.1.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Fees has the meaning given in Section 6.1.

In-Lieu Options has the meaning given in Section 6.1.

In-Lieu Securities has the meaning given in Section 6.1.

In-Lieu Shares has the meaning given in Section 6.1.

Strategic Agreement has the meaning given in Section 1.2.

Strategic Options has the meaning given in Section 1.2.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the Listing Rules of ASX.

Material Person means a related party of the Company, member of the Key Management Personnel, substantial holder of the Company, adviser of the Company or associate of any of these parties.

Meeting means the meeting convened by the Notice.

Notice means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Participating Directors has the meaning given in Section 6.1.

Performance Right means a right to acquire a Share subject to satisfaction of performance milestones.

Placement has the meaning given in Section 1.1.

Placement Participants has the meaning given in Section 1.1.

Placement Options has the meaning given in Section 1.1.

Placement Shares has the meaning given in Section 1.1.

Proxy Form means the proxy form accompanying the Notice.

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

Section means a section of the Explanatory Statement.

Security means a Share, Option or Performance Right (as applicable).

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

Shareholder means a registered holder of a Share.

Strategic Investors has the meaning given in Section 1.2.

Tranche 1 Placement Options has the meaning given in Section 1.1.

Tranche 1 Placement Participants has the meaning given in Section 1.1.

Tranche 1 Placement Shares has the meaning given in Section 1.1.

Tranche 2 Placement Options has the meaning given in Section 1.1.

Tranche 2 Placement Participants has the meaning given in Section 1.1.

Tranche 2 Placement Securities has the meaning given in Section 4.1.

Tranche 2 Placement Shares has the meaning given in Section 1.1.

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – TERMS AND CONDITIONS OF OPTIONS

The terms and conditions of the Placement Options, Strategic Options and In-Lieu Options are as follows:

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be:

- (i) \$0.025 if the Option is exercised on or before 30 April 2026;
 - (ii) \$0.035 if the Option is exercised after 30 April 2026 but on or before 30 April 2027;
 - (iii) \$0.045 if the Option is exercised after 30 April 2027 but on or before 30 April 2028;
- (together, the **Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on 30 April 2028 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

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

(e) **Notice of Exercise**

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

(f) **Exercise Date**

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

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

Within five Business Days after the Exercise Date, the Company will:

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

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

(h) **Shares issued on exercise**

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

(i) **Quotation of Shares issued on exercise**

Application will be made by the Company to ASX for quotation of the Shares issued upon exercise of the Options.

(j) **Reconstruction of capital**

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

(k) **Participation in new issues**

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

(l) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(m) **Transferability**

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

(n) **Quotation**

The Options will be unquoted.

Your proxy voting instruction must be received by **12.30pm (AWST) on Tuesday, 18 February 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
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Sydney NSW 2000

BY EMAIL:

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BY FACSIMILE:

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All enquiries to Automic:

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