

Dear Shareholder

Annual General Meeting – Notice of Meeting and Proxies

Notice is given that the Annual General Meeting (**Meeting**) of Shareholders of Helix Resources Limited (ACN 009 138 738) (**Company**) will be held as follows:

Time and date: 1:00pm (Perth time) on Tuesday, 19 November 2024
Virtually: via Microsoft Teams

Notice of Meeting

In accordance with the *Corporations Act 2001* (Cth) the Company will not be dispatching physical copies of the Notice of Meeting unless individual shareholders have made a valid election to receive documents in hard copy. Instead, the Notice of Meeting and accompanying explanatory statement (**Meeting Materials**) are being made available to shareholders electronically and can be viewed and downloaded from:

- the Company's website at <https://investorhub.helixresources.com.au/announcements>; and
- the ASX market announcements page under the Company's code "HLX".

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Notice of Meeting.

Participation and voting at the Meeting or by proxy

The Meeting will be virtually accessible to all Shareholders, and will allow Shareholders, as a whole, a reasonable opportunity to participate without being physically present at the Meeting.

The technology used to hold the Meeting will be reasonable and, Shareholders entitled to attend and vote at the Meeting, will be able to:

- view the Meeting live;
- exercise a right, orally and in writing, to ask questions and make comments; and
- cast votes in real time on a poll during the Meeting.

Shareholders are encouraged to vote by lodging a proxy form.

Lodgement of a Proxy Form will not preclude a Shareholder from participating and voting on a live poll at the virtual Meeting.

The Directors instruct all Shareholders who would like to have their vote counted to either:



JOIN THE HELIX RESOURCES INTERACTIVE INVESTOR HUB

Visit <https://investorhub.helixresources.com.au/welcome> for Helix's interactive Investor Hub

Helix Resources Ltd ABN 27 009 138 738 | Level 4 225 St Georges Terrace, Perth WA 6000 | +61 8 93212644

ASX: HLX & HLXO



- vote by lodging a Proxy Form prior to 1.00pm (Perth time) on 17 November 2024 (**Proxy Cut-Off Time**) (recommended). Shareholders are strongly urged to vote by lodging a Proxy Form prior to the Meeting and to appoint the Chair as their proxy; or
- contact the Company Secretary at bdonovan@arguscorp.com.au prior to the Proxy Cut-Off Time if they wish to participate in the virtual Meeting and vote live on a poll at the virtual Meeting, at which point the Company will email you a personalised poll form for the purpose of voting on a poll at the virtual Meeting. The personalised poll form must be completed and returned to the Company after the poll has been called during the Meeting and prior to the close of polling. During the Meeting, the Chair will notify you when and how you are able to complete and return the personalised poll form.

Proxy forms can be lodged:

- **Online:** <https://investor.automic.com.au/#/loginsah>
- **By mail:** Automic, GPO Box 5193, Sydney NSW 2001
- **In-person:** Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
- **By fax:** +61 2 8583 3040
- **By mobile:** Scan the QR Code on your Proxy Form and follow the prompts

In order for your proxy to be valid, your Proxy Form (and any power of attorney under which it is signed) must be received by the Proxy Cut-Off Time. **Proxies received after this time will be invalid.**

The Meeting Materials should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Authorised for release by:

Ben Donovan
Company Secretary
Helix Resources Limited



ABN: 27 009 138 738
ASX: HLX



Contact Details:
Helix Resources Limited
Level 4, 225 St Georges Terrace,
Perth, WA, 6000

PO Box 7237
Cloisters Square PO
Perth, WA 6850

Email: helix@helixresources.com.au
Web: www.helixresources.com.au
Tel: +61 (0)8 9321 2644



Board of Directors:

Mike Rosenstreich – Non-executive Chair
Kylie Prendergast – Managing Director
Emmanuel Correia – Non-executive Director

Company Secretary – Ben Donovan
Chief Financial Officer – Michelle Kennedy



Investor Contact:

Kylie Prendergast

Media Contact:

David Tasker
Chapter One Advisers
Email: dtasker@chapteroneadvisors.com.au
Tel: 0433 112 936



**Helix Resources Limited
ACN 009 138 738**

Notice of Annual General Meeting

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

Time and date: 1:00pm (AWST) on Tuesday, 19 November 2024

Virtually: via Microsoft Teams

The Notice of Annual General Meeting should be read in its entirety.

If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other suitably qualified professional advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company by telephone on (08) 9321 2644.

Shareholders are urged to attend or vote by lodging the proxy form made available with the Notice.

Helix Resources Limited
ACN 009 138 738
(Company)

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Shareholders of Helix Resources Limited (**Company**) will be held virtually via Microsoft Teams on Tuesday, 19 November 2024 at 1:00pm (AWST) (**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 Meeting are those who are registered as Shareholders on Sunday, 17 November 2024 at 4:00pm (AWST).

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

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

Agenda

1 Annual Report

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

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

2 Resolutions

Resolution 1 – Remuneration Report

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

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

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

Resolution 2 – Re-election of Director – Emmanuel Correia

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

'That, for the purpose of Listing Rule 14.5, Clause 14.2 of the Constitution and for all other purposes, Emmanuel Correia retires and, being eligible and offering himself for re-election, is

re-elected as a Director of the Company, on the terms and conditions in the Explanatory Memorandum.'

Resolution 2 is supported by the Board. Your Board (other than Mr Correia who has a personal interest in the outcome of this Resolution) recommends that Shareholders vote FOR this Resolution 2.

Resolution 3 – Appointment of Auditor

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

'That, for the purposes of section 327B(1)(b) of the Corporations Act and for all other purposes, BDO Audit Pty Ltd, having consented in writing to act in the capacity of auditor of the Company, be appointed as auditor to the Company, with effect from the close of the Meeting, on the terms and conditions in the Explanatory Memorandum.'

Resolution 4 – Approval of 10% Placement Capacity

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

'That pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum.'

Resolution 5 – Ratification of issue of Placement Shares

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

'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 166,666,667 Placement Shares issued under Listing Rule 7.1 on the terms and conditions in the Explanatory Memorandum.'

Resolution 6 – Ratification of issue of Placement Options

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

'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 83,333,333 Placement Options issued under Listing Rule 7.1 on the terms and conditions in the Explanatory Memorandum.'

Resolution 7 – Ratification of issue of Underwriter Options to Mahe Capital

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

'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes,

Shareholders ratify the issue of 51,877,750 Underwriter Options issued under Listing Rule 7.1 to Mahe Capital (or its nominee/s) on the terms and conditions in the Explanatory Memorandum.'

Resolution 8 – Election of non-Board endorsed candidate – Kevin Lynn

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

'That, for the purpose of Clause 14.3 of the Constitution and for all other purposes, Kevin Lynn, being eligible, is elected as a Director of the Company, on the terms and conditions in the Explanatory Memorandum.'

Resolution 8 is not supported or endorsed by the Board. Your Board recommends that Shareholders vote AGAINST this Resolution 8.

Resolution 9 – Election of non-Board endorsed candidate – Michael Povey

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

'That, for the purpose of Clause 14.3 of the Constitution and for all other purposes, Michael Povey, being eligible, is elected as a Director of the Company, on the terms and conditions in the Explanatory Memorandum.'

Resolution 9 is not supported or endorsed by the Board. Your Board recommends that Shareholders vote AGAINST this Resolution 9.

Resolution 10 – Election of non-Board endorsed candidate – David Scoggin

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

'That, for the purpose of Clause 14.3 of the Constitution and for all other purposes, David Scoggin, being eligible, is elected as a Director of the Company, on the terms and conditions in the Explanatory Memorandum.'

Resolution 10 is not supported or endorsed by the Board. Your Board recommends that Shareholders vote AGAINST this Resolution 10.

Voting exclusions

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

- (a) **Resolution 3:** if at the time of the Meeting, the Company is proposing to make an issue of Equity Securities under the 10% Placement Capacity, by or on behalf of any persons who are expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder), or any associate of those persons.

- (b) **Resolution 5:** by or on behalf of any person who participated in the issue of these Placement Shares, or any of their respective associates.
- (c) **Resolution 6:** by or on behalf of any person who participated in the issue of these Placement Options, or any of their respective associates.
- (d) **Resolution 7:** by or on behalf of Mahe Capital (or its nominee/s), and any other person who participated in the issue of the Underwriter Options, or any of their respective associates.

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

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

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

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

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

However, the above prohibition does not apply if:

- (c) the proxy is the Chair; and

- (d) 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.

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

BY ORDER OF THE BOARD

Ben Donovan
Company Secretary
Helix Resources Limited
Dated: 14 October 2024

Helix Resources Limited
ACN 009 138 738
(Company)

Explanatory Memorandum

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held virtually via Microsoft Teams on Tuesday, 19 November 2024 at 1:00pm (AWST).

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

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

Section 2	Action to be taken by Shareholders
Section 4	Resolution 1 – Remuneration Report
Section 5	Resolution 2 – Re-election of Director – Emmanuel Correia
Section 6	Resolution 3 – Appointment of Auditor
Section 7	Resolution 4 – Approval of 10% Placement Capacity
Section 8	Resolution 5 – Ratification of issue of Placement Shares
Section 9	Resolution 6 – Ratification of issue of Placement Options
Section 10	Resolution 7 – Ratification of issue of Underwriter Options to Mahe Capital
Section 11	Resolutions 8, 9 and 10 – Election of non-Board endorsed candidates – Kevin Lynn, Michael Povey and David Scoggin
Schedule 1	Definitions
Schedule 2	Nomination of Auditor
Schedule 3	Terms and Conditions of Quoted Options
Schedule 4	Candidate nominations

A Proxy Form is made available at the end of the Explanatory Memorandum.

2. **Action to be taken by Shareholders**

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

2.1 **No voting in person**

Please refer to the information below on how Shareholders can participate in the Meeting.

As Shareholders will not be entitled to physically attend the Meeting, it will be deemed to be held at the registered office of the Company in accordance with section 249RA(1)(c) of the Corporations Act.

2.2 **Attending the Meeting virtually**

Shareholders will be able to attend the Meeting by going to Microsoft Teams using their web browser or internet enabled device. To join the webinar facility, Shareholders need to enter the following link into your browser: https://teams.microsoft.com/l/meetup-join/19%3ameeting_ODI3Y2RjZjgtN2Y1Ny00MGJiLTlkZmltMGE1MTVIMmE2NmQ5%40thead.v2/0?context=%7b%22Tid%22%3a%221dc58bf2-2efa-463a-81e2-6f9c09e2812d%22%2c%22Oid%22%3a%22705821de-9fc8-4363-9925-2f63377fdf3a%22%7d

Attendee registration by the above webinar teleconferencing facility will be available 30 minutes prior to the beginning of the Meeting being 12:30pm (AWST) on the day of the Meeting.

The Meeting will be virtually accessible to all Shareholders, and will allow Shareholders, as a whole, a reasonable opportunity to participate without being physically present at the Meeting.

The technology used to hold the Meeting will be reasonable and, Shareholders entitled to attend and vote at the Meeting, will be able to:

- (a) view the Meeting live;
- (b) exercise a right, orally and in writing, to ask questions and make comments; and
- (c) cast votes in real time on a poll during the Meeting.

2.3 **Voting at the virtual Meeting**

Shareholders must contact the Company Secretary at bdonovan@arguscorp.com.au prior to 1.00pm (AWST) on 17 November 2024 if they wish to participate in the virtual Meeting and vote live on a poll at the virtual Meeting. The Company will then email you a personalised poll form for the purpose of voting on a poll at the virtual Meeting. The personalised poll form must be completed and returned to the Company after the poll has been called during the Meeting and prior to the close of polling. During the Meeting, the Chair will notify you when and how you are able to complete and return the personalised poll form.

2.4 Voting by proxy

Shareholders are encouraged to vote by completing a Proxy Form attached to this Notice.

Lodgement of a Proxy Form will not preclude a Shareholder from participating and voting on a live poll at the virtual Meeting.

The Directors instruct all Shareholders who would like to have their vote counted to either:

- (a) vote by lodging a Proxy Form prior to 1.00pm (AWST) on 17 November 2024 (**Proxy Cut-Off Time**) (recommended). Shareholders are strongly urged to vote by lodging a Proxy Form prior to the Meeting and to appoint the Chair as their proxy; or
- (b) contact the Company Secretary at bdonovan@arguscorp.com.au prior to the Proxy Cut-Off Time if they wish to participate in the virtual Meeting and vote live on a poll at the virtual Meeting, at which point the Company will email you a personalised poll form for the purpose of voting on a poll at the virtual Meeting. The personalised poll form must be completed and returned to the Company after the poll has been called during the Meeting and prior to the close of polling. During the Meeting, the Chair will notify you when and how you are able to complete and return the personalised poll form.

Proxy Forms can be lodged:

Online: <https://investor.automic.com.au/#/loginsah>

By mail: Automic, GPO Box 5193, Sydney NSW 2001

In-person: Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

By fax: +61 2 8583 3040

By mobile: Scan the QR Code on your Proxy Form and follow the prompts

In order for your proxy to be valid, your Proxy Form (and any power of attorney under which it is signed) must be received by the Proxy Cut-Off Time. Proxies received after this time will be invalid.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

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

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

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

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

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members
- (b) the appointed proxy is not the chair of the meeting;
- (c) at the meeting, a poll is duly demanded on the resolution; and
- (d) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

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

2.5 Chair's voting intentions

The Chair intends to exercise all available proxies in **FAVOUR** of all Resolutions, other than Resolution 8, Resolution 9 and Resolution 10 which the Chair intends to exercise all available proxies **AGAINST** this Resolution, unless the Shareholder has expressly indicated a different voting intention. In exceptional circumstances, the Chair of the Meeting may change their voting intention on any Resolution, in which case an ASX announcement will be made.

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

2.6 Submitting questions

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

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

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

3. Annual Report

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

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

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

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

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

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

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

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

4. Resolution 1 – Remuneration Report

4.1 General

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

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

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

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

The Company's Remuneration Report did not receive a Strike at the 2023 annual general meeting held on 20 November 2023. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2025 annual general meeting, this may result in the re-election of the Board.

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

4.2 Additional information

Resolution 1 is an ordinary resolution.

Given the personal interests of all Directors in the outcome of this Resolution, the Board declines to make a recommendation to Shareholders regarding this Resolution.

5. Resolution 2 – Re-election of Director – Emmanuel Correia

5.1 General

Clause 14.2 of the Constitution requires that one third of the Directors (excluding the Managing Director and any Directors seeking election under Clause 14.4 of the Constitution) must retire at each annual general meeting (or if that is not a whole number, the whole number nearest to one third). The Directors to retire are those who have held their office as Director for the longest period since their last election.

Pursuant to Clause 14.2, a director who retires in accordance with Clause 14.2 of the Constitution holds office until the conclusion of the meeting at which that director retires but is eligible for re-election and that re-election takes effect at the conclusion of the meeting.

Messrs Michael Rosenstreich (Non-Executive Chair) and Emmanuel Correia (Non-Executive Director) were each last elected as a Director at the Company's 2023 annual general meeting. Accordingly, Mr Correia has agreed to retire by rotation at this Meeting and, being eligible, seeks re-election pursuant to Resolution 2.

If Resolution 2 is passed, Emmanuel Correia will retire at the conclusion of the Meeting and will be immediately re-elected as a Director.

If Resolution 2 is not passed, Emmanuel Correia will retire at the conclusion of the Meeting and will not be re-elected as a Director at this Meeting.

5.2 Emmanuel Correia

Mr Correia is a highly credentialed director with over 25 years' public company and corporate finance experience. He has extensive capital markets experience having managed numerous capital raisings and IPOs for junior ASX listed companies, as well as providing critical services such as corporate strategy, M&A and governance advice.

Mr Correia was a founding director of broking and advisory firm Peloton Capital and Peloton Advisory and was also a founder of Cardrona Capital which specialised in providing advisory services to the 5 small/mid cap market in Australia before being acquired by a UK-backed private advisory firm seeking expanded capabilities in Australia.

Mr Correia is currently a director of several resources-focused public companies, including BPM Minerals Ltd (ASX:BPM) and Top End Energy Ltd (ASX:TEE).

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

Mr Correia has been a Director of the Company since 1 November 2023.

If re-elected, Mr Correia is considered by the Board (with Mr Correia abstaining) to be an independent Director. Mr Correia is not considered by the Board to hold any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the entity as a whole rather than in the interests of an individual security holder or other party.

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

5.3 **Board Recommendation**

The Board (other than Mr Correia who has a personal interest in the outcome of this Resolution) supports the re-election of Mr Correia for the following reasons:

- (a) Mr Correia has specialist ECM experience having managed numerous capital raisings and IPOs for junior ASX listed companies, as well as currently acting as a director of several resources-focused public companies; and
- (b) Mr Correia's extensive financial and ECM experience and knowledge is an important addition to the Board's existing skills and experience, and his continuing role as a member of the Board will benefit the Company.

5.4 **Additional information**

Resolution 2 is an ordinary resolution.

Shareholders should refer to Section 11 of this Notice for the implications of voting on this Resolution in relation to the Proportional Takeover Offer.

The Board (other than Mr Correia who has a personal interest in the outcome of this Resolution) recommends that Shareholders vote in favour of this Resolution.

6. **Resolution 3 – Appointment of Auditor**

6.1 **General**

As announced on 21 June 2024, the Company appointed BDO Audit Pty Ltd (**BDO Audit**) as the new auditor of the Company following the resignation of BDO Audit (WA) Pty Ltd (**BDO WA**) after receiving consent from ASIC on 20 June 2024 to resign as the Company's auditor in accordance with section 329(5) of the Corporations Act.

The change to the Company's auditor is a result of BDO WA restructuring its audit practice whereby the Company's audits will be conducted by BDO Audit, an authorised audit company, rather than BDO WA. In effect, there will be no change to the auditor of the Company.

Under section 327C(2) of the Corporations Act, any auditor appointed under section 327C(1) of the Corporations Act holds office until the company's next annual general meeting. The Company is therefore required to appoint an auditor of the Company to fill the vacancy in the office of auditor at this annual general meeting pursuant to section 327B of the Corporations Act.

In accordance with section 328B(1) of the Corporations Act, the Company has sought and obtained a nomination from a Shareholder for BDO Audit to be appointed as the Company's auditor. A copy of this nomination is attached to this Notice at Schedule 2.

BDO Audit has given its written consent to act as the Company's auditor.

Resolution 3 seeks Shareholder approval to appoint BDO Audit as the Company's auditor under section 327B of the Corporations Act, which requires shareholder approval for the appointment of a new auditor to fill a vacancy at the Company's annual general meeting.

If Resolution 3 is passed, the appointment of BDO Audit as the Company's new auditor will take effect at the close of this Meeting.

If Resolution 3 is not passed the Company will need to appoint a new auditor other than BDO Audit.

6.2 Additional information

Resolution 3 is an ordinary resolution.

The Board recommends Shareholders vote in favour of this Resolution 3.

7. Resolution 4 – Approval of 10% Placement Capacity

7.1 General

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

Resolution 4 seeks Shareholder approval by way of a special resolution to provide the Company the ability to issue Equity Securities under the 10% Placement Capacity during the 10% Placement Period (refer to Section 7.2(f) below). The number of Equity Securities to be issued under the 10% Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 7.2(c) below).

If Resolution 4 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in the Listing Rules 7.1 and 7.1A during the 10% Placement Period without any further Shareholder approval.

If Resolution 4 is not passed, the Company will not be able to access the 10% Placement Capacity to issue Equity Securities without Shareholder approval provided for in Listing Rule

7.1A. The Company will therefore remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

7.2 **Listing Rule 7.1A**

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

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

The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a market capitalisation of approximately \$13.1 million, based on the closing price of Shares \$0.004 on 8 October 2024.

(b) **What Equity Securities can be issued?**

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

As at the date of the Notice, the Company has on issue two quoted classes of Equity Securities, being Shares and quoted Options.

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

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

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

Where:

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

- (A) plus the number of fully paid Shares issued in the Relevant Period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;
- (B) plus the number of fully paid Shares issued in the Relevant Period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - (1) the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or
 - (2) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
- (C) plus the number of fully paid Shares issued in the Relevant Period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:

- (1) the agreement was entered into before the commencement of the Relevant Period; or
- (2) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
- (D) plus the number of partly paid Shares that became fully paid Shares in the Relevant Period;
- (E) plus the number of fully paid Shares issued in the Relevant Period with approval under Listing Rule 7.1 or Listing Rule 7.4; and
- (F) less the number of fully paid Shares cancelled in the Relevant Period.

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

D = is 10%.

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

(d) What is the interaction with Listing Rule 7.1?

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

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

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

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued,

(Minimum Issue Price).

(f) When can Equity Securities be issued?

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

- (i) the date that is 12 months after the date of the Meeting;
- (ii) the time and date of the Company's next annual general meeting; or

- (iii) the time and date of Shareholder approval of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(10% Placement Period).

(g) What is the effect of Resolution 4?

The effect of Resolution 4 will be to allow the Directors of the Company to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without further Shareholder approval or using the Company's 15% annual placement capacity under Listing Rule 7.1.

7.3 Specific information required by Listing Rule 7.3A

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

(a) Final date for issue

The Company will only issue the Equity Securities under the 10% Placement Capacity during the 10% Placement Period (refer to Section 7.2(f) above).

(b) Minimum issue price

Where the Company issues Equity Securities under the 10% Placement Capacity, it will only do so for cash consideration and the issue price will be not less than the Minimum Issue Price (refer to Section 7.2(e) above).

(c) Purposes of issues under 10% Placement Capacity

The Company may seek to issue Equity Securities under the 10% Placement Capacity for cash consideration in order to raise funds for continued investment in the Company's current assets, the acquisition of new assets or investments (including expenses associated with such an acquisition), and/or for general working capital.

(d) Risk of economic and voting dilution

Shareholders should note that there is a risk that:

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

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

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

The below table shows the dilution of existing Shareholders based on the current market price of Shares and the current number of Shares for 'A' calculated in accordance with the formula in Listing Rule 7.1A.2 (see Section 7.2(c) above) as at the date of the Notice (**Variable A**), with:

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

Shares (Variable A in Listing Rule 7.1A.2)	Dilution			
	Issue price per Share	\$0.002 50% decrease in Current Market Price	\$0.004 Current Market Price	\$0.008 100% increase in Current Market Price
3,264,193,683 Shares Variable A	10% Voting Dilution	326,419,368 Shares	326,419,368 Shares	326,419,368 Shares
	Funds raised	\$652,839	\$1,305,677	\$2,611,355
4,896,290,525 Shares 50% increase in Variable A	10% Voting Dilution	489,629,053 Shares	489,629,053 Shares	489,629,053 Shares
	Funds raised	\$979,258	\$1,958,516	\$3,917,032
6,528,387,366 Shares 100% increase in Variable A	10% Voting Dilution	652,838,737 Shares	652,838,737 Shares	652,838,737 Shares
	Funds raised	\$1,305,677	\$2,611,355	\$5,222,710

Notes:

1. The table has been prepared on the following assumptions:
 - (a) the issue price is the current market price \$0.004, being the closing price of the Shares on ASX on 8 October 2024, being the latest practicable date before finalising this Notice;
 - (b) Variable A comprises of 3,264,193,683 existing Shares on issue as at the date of this Meeting, assuming the Company has not issued any Shares in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with Shareholder approval under Listing Rule 7.1 or 7.4;
 - (c) the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity;
 - (d) no convertible securities (including any issued under the 10% Placement Capacity) are exercised or converted into Shares before the date of the issue of the Equity Securities; and
 - (e) the issue of Equity Securities under the 10% Placement Capacity consists only of Shares. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.

2. The number of Shares on issue (ie Variable A) may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue, scrip issued under a takeover offer or upon exercise of convertible securities) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting.
3. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
4. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.
5. The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

(e) Allocation policy

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

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

The allottees under the 10% Placement Capacity have not been determined as at the date of the Notice but may include existing substantial Shareholders and/or new investors who are not related parties of or associates of a related party of the Company.

(f) Issue of Equity Securities in the past 12 months

The Company previously obtained Shareholder approval under Listing Rule 7.1A at its 2023 annual general meeting held on 20 November 2023.

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

(g) Voting exclusion statement

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

However, in the event that between the date of this Notice and the date of the Meeting, the Company proposes to make an issue of Equity Securities under Listing

Rule 7.1A to one or more existing Shareholders, those Shareholders' votes will be excluded under the voting exclusion statement in the Notice.

7.4 Additional information

Resolution 4 is a **special** resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

In considering whether to vote in favour of this Resolution, Shareholders should also be aware that one of the conditions of the Proportional Takeover Offer is that, amongst other things, the Company does not issue shares, or grants an option over its shares, or agrees to make such an issue or grant such an option, prior to the close of the offer period (**Prescribed Occurrence**). If the Company issues Shares or Options under Listing Rule 7.1A during the offer period of the Proportional Takeover Offer, the offer may not proceed unless the Prescribed Occurrence is waived by Acta. Refer to Section 11 for further information on the Proportional Takeover Offer.

The Board recommends that Shareholders vote in favour of Resolution 4.

8. Resolution 5 – Ratification of issue of Placement Shares

8.1 Background

On 22 April 2024, the Company announced the Entitlement Offer to raise up to approximately \$2.32 million (before costs), together with the Shortfall Offer and Underwriter Offer.

On 20 May 2024, the Company announced that applications under the Shortfall Offer exceeded the amount of available shortfall and, to accommodate some of the excess demand, the Board exercised its discretion to accept oversubscriptions to raise an additional \$500,000 (before costs) on the same terms as the Entitlement Offer (**Placement**).

On 21 May 2024, the Company issued the following Securities under the Placement without Shareholder approval using the Company's available placement capacity under Listing Rule 7.1:

- (a) 166,666,667 Shares at an issue price of \$0.003 per Share (**Placement Shares**); and
- (b) 83,333,333 Quoted Options on the basis of one (1) free attaching Quoted Option for every two (2) Placement Shares subscribed for (**Placement Options**).

Resolution 5 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Placement Shares.

8.2 Listing Rules 7.1 and 7.4

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

The issue of the Placement Shares does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's placement capacity under Listing Rule 7.1. This reduces the Company's capacity

to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue of the Placement Shares.

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

The effect of Shareholders passing Resolution 5 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 5 is passed, 166,666,667 Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 5 is not passed, 166,666,667 Placement Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 166,666,667 Equity Securities for the 12-month period following the issue of those Placement Shares.

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

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

- (a) The Placement Shares were issued to certain Eligible Shareholders that subscribed for new Shares under the Shortfall Offer in exceedance of the shortfall available under the Shortfall Offer and received a personalised application form to apply for Placement Shares and Quoted Options under the Placement Offer, as well as sophisticated investors introduced by Mahe Capital (**Placement Participants**), none of whom is a related party of the Company or a Material Investor. The Placement Participants were determined by the Company in consultation with Mahe Capital.
- (b) A total of 166,666,667 Placement Shares were issued using the Company's available placement capacity under Listing Rule 7.1.
- (c) The Placement Shares are fully paid and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Placement Shares were issued on 21 May 2024 at an issue price of \$0.003 each.
- (e) The proceeds from the issue of the Placement Shares (together with the funds raised under the Entitlement Offer and Shortfall Offer) have been or are intended to be used towards:
 - (i) drilling;
 - (ii) costs associated with target generation and geophysics;
 - (iii) general working capital; and
 - (iv) expenses of the Offers.

- (f) There are no other material terms to the agreement for the subscription of the Placement Shares.
- (g) A voting exclusion statement is included in the Notice.

8.4 Additional information

Resolution 5 is an ordinary resolution.

If the Company issues Shares or Options under Listing Rule 7.1 during the offer period of the Proportional Takeover Offer, then the offer may not proceed unless the Prescribed Occurrence is waived by Acta. Refer to Section 11 for further information on the Proportional Takeover Offer.

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

9. Resolution 6 – Ratification of issue of Placement Options

9.1 Background

Background to the issue of 83,333,333 Placement Options is set out in Section 8.1 above.

Resolution 6 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Placement Options.

9.2 Listing Rules 7.1 and 7.4

A summary of Listing Rules 7.1 and 7.4 is in Section 8.2 above.

The issue of the 83,333,333 Placement Options does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's placement capacity under Listing Rule 7.1. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue of the 83,333,333 Placement Options.

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

If Resolution 6 is passed, 83,333,333 Placement Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 6 is not passed, 83,333,333 Placement Options will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 83,333,333 Equity Securities for the 12 month period following the issue of those Placement Options.

9.3 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Placement Options:

- (a) The Placement Options were issued to the Placement Participants, which were identified in the manner summarised in Section 8.3(a) above.
- (b) A total of 83,333,333 Placement Options were issued using the Company's available placement capacity under Listing Rule 7.1.
- (c) The Placement Options are exercisable at \$0.006 each on or before 21 May 2027 and are otherwise subject to the terms and conditions in Schedule 3.
- (a) The Placement Options were issued on 21 May 2024.
- (b) The Placement Options were issued as free-attaching Quoted Options to the Placement Shares. Accordingly, no funds were raised by the issue of the Placement Options.
- (c) There are no other material terms to the agreement for the subscription of the Placement Options.
- (d) A voting exclusion statement is included in the Notice.

9.4 **Additional information**

Resolution 6 is an ordinary resolution.

If the Company issues Shares or Options under Listing Rule 7.1 during the offer period of the Proportional Takeover Offer, then the offer may not proceed unless the Prescribed Occurrence is waived by Acta. Refer to Section 11 for further information on the Proportional Takeover Offer.

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

10. **Resolution 7 – Ratification of issue of Underwriter Options to Mahe Capital**

10.1 **Background**

The Entitlement Offer was partially underwritten by Mahe Capital for up to \$1,500,000, pursuant to the terms of the Underwriting Agreement. A summary of the material terms and conditions of the Underwriting Agreement is set out in Section 10.2 below.

As partial consideration for the provision of underwriting and lead managerial services provided by Mahe Capital in connection with the Entitlement Offer, the Company agreed to issue Mahe Capital 18,000,000 Quoted Options, plus an additional 12 Quoted Options for every \$1.00 raised under the Offers. The total amount raised under the Offers was \$2,823,146 (before costs).

On 21 May 2024, the Company issued 51,877,750 Quoted Options (**Underwriter Options**) to Mahe Capital (or its nominee/s) using the Company's available placement capacity under Listing Rule 7.1.

Resolution 7 seeks Shareholder approval pursuant to Listing Rule 7.4 to ratify the issue of the Underwriter Options.

10.2 **Summary of Underwriting Agreement and Lead Manager Mandate**

By way of an agreement between the Company and Mahe Capital (**Underwriting Agreement**) and a mandate letter signed by the Company (**Lead Manager Mandate**), the Company appointed Mahe Capital for the provision of underwriting and lead managerial services in connection with the Entitlement Offer.

Pursuant to the Underwriting Agreement, the Company agreed to pay the following fees to Mahe Capital (or its nominee/s) for the provision of lead managerial and underwriting services:

- (a) 18,000,000 Quoted Options, plus an additional 12 Quoted Options for every \$1.00 raised under the Offers;
- (b) \$60,000, which, on mutual agreement between the Company and Mahe Capital, may be satisfied by the issue of Shares under the Shortfall Offer;
- (c) a fee equal to 1% of gross proceeds raised under the Offers, which, on mutual agreement between the Company and Mahe Capital, may be satisfied by the issue of Shares under the Shortfall Offer;
- (d) a cash fee equal to 5% of the Underwritten Amount; and
- (e) a cash fee equal to 5% of the gross proceeds of any shortfall Shares placed beyond the Underwritten Amount. This will apply to any amount that might be placed in addition to the amount raised under the Entitlement Offer and Shortfall Offer,

(collectively, the **Underwriter Fee**).

The Underwriting Agreement contains additional provisions, including warranties and indemnities in respect of the Company, which are considered standard for agreements of this nature.

Pursuant to the Lead Manager Mandate, the Company has agreed to offer Mahe Capital the lead role in any future capital raisings undertaken by the Company within six months of completion of the Offers.

Summaries of the Underwriting Agreement and Lead Manager Mandate are set out in sections 5.3 and 5.4 of the Company's Prospectus.

10.3 **Listing Rule 7.1 and 7.4**

A summary of Listing Rules 7.1 and 7.4 is contained in Section 8.2 above.

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

The effect of Shareholders passing Resolution 7 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 7 is passed, the 51,877,750 Underwriter Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity

Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 7 is not passed, the 51,877,750 Underwriter Options will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 51,877,750 Equity Securities for the 12-month period following the issue of the Underwriter Options.

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

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the issue of the Underwriter Options:

- (a) The Underwriter Options were issued to Mahe Capital (or its nominee/s), who is not a related party of the Company but is a Material Investor as they are an adviser to the Company and the Underwriter Options comprises more than 1% of the Company's current issued capital.
- (b) A total of 51,877,750 Underwriter Options were issued using the Company's available placement capacity under Listing Rule 7.1.
- (c) The Underwriter Options are exercisable at \$0.006 each on or before 21 May 2027 and are otherwise subject to the terms and conditions in Schedule 3.
- (d) The Underwriter Options were issued on 21 May 2024.
- (e) The Underwriter Options were issued with a nil issue price as partial consideration for the provision of underwriting and lead managerial services provided by Mahe Capital in connection with the Entitlement Offer. Accordingly, no funds were raised by the issue of the Underwriter Options.
- (f) A summary of the material terms of the Underwriting Agreement, pursuant to which the Underwriter Options were issued, is set out in Section 10.2 above.
- (g) A voting exclusion statement is included in the Notice.

10.5 **Additional information**

Resolution 7 is an ordinary resolution.

If the Company issues Shares or Options under Listing Rule 7.1 during the offer period of the Proportional Takeover Offer, then the offer may not proceed unless the Prescribed Occurrence is waived by Acta. Refer to Section 11 for further information on the Proportional Takeover Offer.

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

11. **Resolutions 8, 9 and 10 – Election of non-Board endorsed candidates – Kevin Lynn, Michael Povey and David Scoggin**

11.1 **General**

Resolutions 8, 9 and 10 are not supported or endorsed by the Board.

Clause 14.3 of the Constitution provides that a person may be elected as a Director at a general meeting if that person or some Shareholder intending to propose his or her nomination has, at least 30 Business Days before the meeting, left at the registered office of the Company a notice in writing duly signed by the nominee giving his or her consent to the nomination and signifying his or her candidature for the office or the intention of the Shareholder to propose the person.

The Company has received a signed notice from each of Kevin Lynn, Michael Povey and David Scoggin (together, the **Candidates**) consenting to be put forth for election as a Director at the Meeting (**Election Notices**). Each of the Candidates have failed to provide any biographical details or any reasons as to why they believe they are a suitable candidate to be a Director.

Director appointments are a continuing responsibility of the Board, and the Board periodically reflects on its future needs and the skills and experience currently represented amongst its Directors.

In considering new Director appointments, the Board's usual practice is to conduct searches for the most suitable candidates having the skills, expertise and personal characteristics that best complement the existing Directors and enhance and add value to the Board's overall effectiveness. In the appointment of Dr Kylie Prendergast as a non-executive director, the Board appointed an executive search firm to ensure that it was canvassing a wide field of the most appropriately qualified candidates.

Based on the information received, the Board can not undertake a proper review in order to determine whether the Candidates have the skills necessary to assist the Board in progressing the Company's development as a mineral exploration ASX-listed entity.

Based on the publicly available information, the Board considers that each of the Candidates' skill set and experience would not add to the effectiveness of the existing Board in executing the current strategy and will increase administration and Director fees unnecessarily given the current Board has the required expertise.

Further, the Election Notices were given to the Company by Michael Povey, who is the sole director and shareholder of Acta Investment Group Pty Ltd (**Acta**). On 30 August 2024, Acta announced its intention to make a proportional off-market takeover offer to acquire 25% of all Shares that Acta and its associates do not currently hold or control for \$0.005 per Share (**Proportional Takeover Offer**). The Proportional Takeover Offer is unsolicited and highly conditional in nature, and is not an offer to acquire all Shares held by Shareholders.

One of the conditions of the Proportional Takeover Offer is that a majority of the Directors are nominees of Acta or its associates, and with current Non-Executive Director Emmanuel Correia up for re-election at this Meeting (the subject of Resolution 2), there is the possibility that following the Meeting the Candidates may comprise a majority of the Directors on the Board (in the event that Resolution 2 is not passed and Resolutions 8, 9 and 10 are passed).

Based on the change in substantial holding notice lodged by Acta with ASX on 23 September 2024, Acta and its associates hold a voting power of 15.85% and therefore even if all Shareholders accepted the Proportional Takeover Offer, it is expected that on completion of the offer Acta and its associates would have a voting power of less than 50.1% (being the usual threshold to achieve control).

Accordingly, the Board is of the opinion that the reason each of the Candidates have consented to be put forth for election as a Director at this Meeting is to allow Acta and its associates to obtain effective control of the Company through obtaining Board control without acquiring a controlling stake in the Company, whether by way of a takeover offer for more than 50% of Shares or a scheme of arrangement, that would see all other Shareholders receive a fair and reasonable offer for all of their Shares, including an appropriate control premium.

In considering Resolutions 8, 9 and 10, Shareholders should be aware that if any of the Resolutions are rejected or if Resolution 2 (Re-election of Director – Emmanuel Correia) is passed, then the condition noted above, in relation to a majority of the Directors being nominees of Acta or its nominees, may not be able to be satisfied. If this occurs, the Proportional Takeover Offer may not proceed unless Acta elects to waive the condition.

The Company has not yet received Acta's bidder's statement in relation to the Proportional Takeover Offer (**Bidder's Statement**). Once the Company receives the Bidder's Statement, it will carefully consider the information and release a formal response in the form of a target's statement in accordance with the Corporations Act (**Target's Statement**) in due course. The Target's Statement will also contain the Board's recommendation and other important information regarding the Proportional Takeover Offer. Shareholders should carefully consider the Bidder's Statement and the Target's Statement in relation to the Proportional Takeover Offer.

For these reasons, the Board is unanimously of the belief that it is **not in the best interests of the Company and its Shareholders that any of the Candidates be elected as a Director and recommends that Shareholders vote against each of Resolution 8, 9 and 10.**

11.2 **Additional information**

The Chair intends to vote all undirected proxies **AGAINST** Resolution 8, 9 and 10.

Copies of each Candidate's nomination and consent to act are attached to this Notice in Schedule 4.

Each of Resolution 8, 9 and 10 is an ordinary resolution.

Schedule 1 Definitions

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

\$ or A\$	means Australian Dollars.
10% Placement Capacity	has the meaning given in Section 7.
10% Placement Period	has the meaning given in Section 7.2(f).
Annual Report	means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2024.
ASX	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
Auditor's Report	means the auditor's report contained in the Annual Report.
AWST	means Australian Western Standard Time, being the time in Perth, Western Australia.
Board	means the board of Directors.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Clause	means a clause of the Constitution.
Company	means Helix Resources Limited ACN 009 138 738.
Constitution	means the Constitution of the Company, as amended.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth), as amended.
Director	means a director of the Company.
Directors' Report	means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
Eligible Shareholder	has the meaning given to that term in the Prospectus.
Entitlement Offer	means the renounceable offer made under the Prospectus of new Shares to eligible Shareholders in the proportion of one (1) new Share for every three (3) existing Shares held on the record date and one (1) free attaching Quoted Option for every two (2) new Shares issued.
Equity Security	has the same meaning as in the Listing Rules.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
Financial Report	means the financial report contained in the Annual Report.

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.
Mahe Capital	means Mahe Capital Pty Ltd (ACN 634 087 684).
Material Investor	means, in relation to the Company: <ul style="list-style-type: none"> (a) a related party; (b) Key Management Personnel; (c) a substantial Shareholder; (d) an advisor; or (e) an associate of the above, who received or will receive Securities which constituted more than 1% of the Company's issued capital.
Meeting	has the meaning given in the introductory paragraph of the Notice.
Minimum Issue Price	has the meaning given in Section 7.2(e).
Notice	means this notice of annual general meeting.
Offers	means, collectively, the Entitlement Offer, Shortfall Offer, Underwriter Offer and Placement Offer, and Offer means any one of those Offers, as applicable.
Option	means an option, giving the holder the right, but not an obligation, to acquire a Share at a predetermined price and within a specified time in the future.
Placement	has the meaning given in Section 8.1.
Placement Offer	has the meaning given to that term in the Prospectus.
Placement Shares	has the meaning given in Section 8.1.
Placement Options	has the meaning given in Section 8.1.
Prescribed Occurrence	has the meaning given in Section 7.4.
Proportional Takeover Offer	has the meaning given in Section 11.1.
Prospectus	means the Company's prospectus dated 19 April 2024, as supplemented by the Company's supplementary prospectus dated 20 May 2024.
Proxy Form	means the proxy form made available with this Notice.

Quoted Options	means the quoted Options issued in connection with the Offers, exercisable at \$0.006 each on or before 21 May 2027 and otherwise subject to the terms and conditions in Schedule 3.
Relevant Period	has the same meaning as in the Listing Rules.
Remuneration Report	means the remuneration report of the Company contained in the Annual Report.
Resolution	means a resolution referred to in the Notice.
Schedule	means a schedule to the Notice.
Section	means a section of the Explanatory Memorandum.
Securities	means any Equity Securities of the Company (including Shares and Options).
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.
Shortfall Offer	means the Shortfall Offer made under the Prospectus.
Trading Day	has the meaning given in the Listing Rules.
Underwriting Agreement	has the meaning given in Section 10.2.
Underwriter Offer	means the Underwriter Offer made under the Prospectus.
Underwriting Options	has the meaning given in Section 10.1 .
Underwritten Amount	means \$1,500,000.
VWAP	has the meaning given to the term 'volume weighted average market price' in the Listing Rules.

Schedule 2 Nomination of Auditor

9 October 2024

The Board of Directors
Helix Resources Limited
Level 4, 225 St Georges Terrace
Perth WA 6000

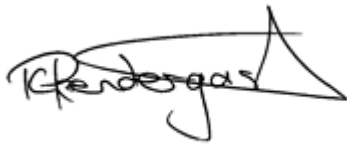
Dear Directors

Nomination of Auditor

In accordance with the provision of section 328B(1) of the *Corporations Act 2001* (Cth) (**Act**), I, Dr Kylie Prendergast, being a shareholder of Helix Resources Limited (**Company**), hereby nominate BDO Audit Pty Ltd to fill the office of auditor of the Company.

Please distribute copies of this notice of this nomination as required by section 328B(3) of the Act.

Yours sincerely

A handwritten signature in black ink, appearing to read 'K Prendergast', with a large, stylized flourish extending from the end.

Dr Kylie Prendergast

Schedule 3 Terms and Conditions of Quoted Options

The terms and conditions of the Quoted Options (referred to in this Schedule 3 as **Options**) are as follows:

- (a) **(Entitlement)**: Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
- (b) **(Exercise Price)**: The Options have an exercise price of \$0.006 per Option (**Exercise Price**).
- (c) **(Expiry Date)**: The Options expire at 5.00pm (AWST) on the date 3 years after the date of issue. 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 and from time to time on or prior to the Expiry Date.
- (e) **(Quotation of the Options)**: It is the Company's current intention to seek quotation of the Options. There is no certainty that quotation of the Options will be granted. The quotation of the Options will be subject to the Company offering the Options under a prospectus prepared in accordance with Chapter 6D of the Corporations Act and lodged with ASIC and satisfying the quotation conditions set out in the Listing Rules.
- (f) **(Notice of Exercise)**: The Options may be exercised 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.

The Options held by each holder may be exercised in whole or in part, and if exercised in part, at least 100,000 must be exercised on each occasion.

Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at 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 5 Business Days after the Exercise Date the Company will:
 - (i) allot and 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) of the Corporations Act; 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.
- (h) **(Transferability)**: The Options are freely transferable from the date of issue, subject to any restriction or escrow arrangements imposed by ASX or under Australian securities laws and paragraph (i) below.
- (i) **(Restrictions on transfer of Shares)**: If the Company is required but unable to give ASX a notice under paragraph (g)(ii), or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, Shares issued on exercise of Options may not be traded and will be subject to a holding lock until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act.

- (j) **(Shares issued on exercise):** Shares issued on exercise of the Options will rank equally with the then Shares of the Company.
- (k) **(Quotation of Shares on exercise):** If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options in accordance with the Listing Rules.
- (l) **(Reconstruction of capital):** If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.
- (m) **(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.
- (n) **(Change in exercise price):** There will be no change to the exercise price of the Options or the number of Shares over which the Options are exercisable in the event of the Company making a pro-rata issue of Shares or other securities to the holders of Shares in the Company (other than a bonus issue).
- (o) **(Adjustment for bonus issues of Shares):** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):
 - (i) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and
 - (ii) no change will be made to the Exercise Price.
- (p) **(Takeovers prohibition):**
 - (i) the issue of Shares on exercise of the Options is subject to and conditional upon the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act; and
 - (ii) the Company will not be required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Options.
- (q) **(No other rights):** An Option does not give a holder any rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

Schedule 4 Candidate nominations

Nomination and consent to act as Director

The Directors
Helix Resources Limited ACN 009 138 738 (Company)
Level 4, 225 St Georges Terrace
Perth WA 6000
Copy by email: helix@helixresources.com.au

I, Kevin Martin Lynn:

- a) refer to the upcoming annual general meeting of the Company to be held on Monday 11 November 2024 (AGM) and the ASX announcement of the Company dated 23 September 2024 confirming that the re-election and appointment of directors will be an item of business at the AGM and confirming the closing date for receipt of nominations from persons wishing to be considered for election as a director as Monday 30 September 2024;
- b) propose my nomination for appointment as a director of the Company at the AGM;
- c) for the purposes of clause 14.3 of the constitution of the Company and for all other purposes:
 - i. signify my candidature for office at the AGM and any adjourned meeting of that AGM; and
 - ii. consent to being nominated for appointment as a director of the Company; and
- d) for the purposes of section 201D(1) of the *Corporations Act 2001* (Cth) and for all other purposes, consent to act as a director of the Company.

For the purposes of the *Corporations Act 2001* (Cth), my personal details are:

Given and family names Kevin Martin Lynn

Former given and family names (if any) Nil

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Dated: 26 September 2024



Kevin Martin Lynn

Nomination and consent to act as Director

The Directors
Helix Resources Limited ACN 009 138 738 (Company)
Level 4, 225 St Georges Terrace
Perth WA 6000
Copy by email: helix@helixresources.com.au

I, Michael George Frederick Povey:

- a) refer to the upcoming annual general meeting of the Company to be held on Monday 11 November 2024 (AGM) and the ASX announcement of the Company dated 23 September 2024 confirming that the re-election and appointment of directors will be an item of business at the AGM and confirming the closing date for receipt of nominations from persons wishing to be considered for election as a director as Monday 30 September 2024;
- b) propose my nomination for appointment as a director of the Company at the AGM;
- c) for the purposes of clause 14.3 of the constitution of the Company and for all other purposes:
 - i. signify my candidature for office at the AGM and any adjourned meeting of that AGM; and
 - ii. consent to being nominated for appointment as a director of the Company; and
- d) for the purposes of section 201D(1) of the *Corporations Act 2001* (Cth) and for all other purposes, consent to act as a director of the Company.

For the purposes of the *Corporations Act 2001* (Cth), my personal details are:

Given and family names Michael George Frederick Povey

Former given and family names (if any) n/a

██████████	██████████
██████████	████████████████████
██████████████████	██
██████████	██████████████████

Dated: 26th September 2024



Michael George Frederick Povey

Nomination and consent to act as Director

The Directors
Helix Resources Limited ACN 009 138 738 (**Company**)
Level 4, 225 St Georges Terrace
Perth WA 6000
Copy by email: helix@helixresources.com.au

I, David Brian Scoggin:

- a) refer to the upcoming annual general meeting of the Company to be held on Monday 11 November 2024 (**AGM**) and the ASX announcement of the Company dated 23 September 2024 confirming that the re-election and appointment of directors will be an item of business at the AGM and confirming the closing date for receipt of nominations from persons wishing to be considered for election as a director as Monday 30 September 2024;
- b) propose my nomination for appointment as a director of the Company at the AGM;
- c) for the purposes of clause 14.3 of the constitution of the Company and for all other purposes:
 - i. signify my candidature for office at the AGM and any adjourned meeting of that AGM; and
 - ii. consent to being nominated for appointment as a director of the Company; and
- d) for the purposes of section 201D(1) of the *Corporations Act 2001* (Cth) and for all other purposes, consent to act as a director of the Company.

For the purposes of the *Corporations Act 2001* (Cth), my personal details are:

Given and family names

David Brian Scoggin

Former given and family names (if any)

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Dated: 26 September 2024



David Brian Scoggin

Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Your proxy voting instruction must be received by **1.00pm (AWST) on Sunday, 17 November 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



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

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

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

