

GENERAL MEETING - NOTICE AND PROXY FORM

Dear Shareholder,

Notice is given that the General Meeting (Meeting) of Shareholders of Blaze Minerals Limited (ASX: BLZ) ("Blaze" or the "Company") will be held as follows:

Time and date: 10:00am (Perth time) on 15 July 2024

Location: Level 3, 88 William Street Perth WA 6000

In accordance with the Corporations Act 2001 (Cth), the Company will not be dispatching physical copies of the Notice of General Meeting (Notice) to shareholders unless a shareholder has previously requested a hard copy. Instead, a copy of the Notice is available at the following link on ASX: <https://www.asx.com.au/markets/trade-our-cash-market/announcements.blz>

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.

In order to receive electronic communications from the Company in the future, please update your shareholder details online at <https://investor.automic.com.au/#/home> and log in with your unique shareholder identification number and postcode (or country for overseas residents).

You may vote by attending the Meeting in person, by proxy or by appointing an authorised representative.

Shareholders are encouraged to vote online at <https://investor.automic.com.au/#/loginsah> or by returning the enclosed proxy form by:

Post to: Automic
GPO Box 5193
Sydney NSW 2001

Email to: meetings@automicgroup.com.au

Your proxy voting instruction must be received by 10:00am (WST) on 13 July 2024, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

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.

Yours sincerely

Sonu Cheema

Company Secretary

BLAZE MINERALS LIMITED
ACN 074 728 019
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:00 AM WST

DATE: 15 July 2024

PLACE: Level 3, 88 William Street Perth WA 6000

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

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

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 10:00 AM WST on 13 July 2024.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – ISSUE OF NEW OPTIONS UNDER THE PRIORITY OFFER

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 213,689,655 New Options 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 – PARTICIPATION OF MATHEW WALKER IN THE PRIORITY OFFER

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

"That, subject to and conditional upon the passing of Resolution 1, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 4,482,759 New Options to Mathew Walker (or his nominee) 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 – PARTICIPATION OF DAVID PRENTICE IN THE PRIORITY OFFER

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

"That, subject to and conditional upon the passing of Resolution 1, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 10,344,828 New Options to David Prentice (or his nominee) 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 – PARTICIPATION OF SIMON COXHELL IN THE PRIORITY OFFER

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

"That, subject to and conditional upon the passing of Resolution 1, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 21,482,759 New Options to Simon Coxhell (or his nominee) 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 – ISSUE OF DIRECTOR OPTIONS TO RELATED PARTY – MATHEW WALKER

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 10.11 and for all other purposes, approval is given for the Company to issue up to 25,000,000 Director Options to Mathew Walker (or his nominee) on the terms and conditions set out in the Explanatory Statement."

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

Dated: 6 June 2024

By Order of the Board



Sonu Cheema
Company Secretary

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 – Issue of New Options under the Priority Offer	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 2 – Participation of Mathew Walker in the Priority Offer	Mathew Walker (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 3 – Participation of David Prentice in the Priority Offer	David Prentice (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 4 – Participation of Simon Coxhell in the Priority Offer	Simon Coxhell (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 5 – Issue of Director Options to Related Party – Mathew Walker	Mathew Walker (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or 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 (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (2) 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 of Meeting please do not hesitate to contact the Company Secretary on +61 8 6489 1600.

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 RESOLUTIONS

1.1 Priority Offer

As announced on 3 May 2024 and 29 May 2024, the Company's BLZOB class of quoted Options (**BLZOB Options**) expired on 31 May 2024 (**Expiry Date**).

Subject to Shareholder approval, the Company is proposing to issue up to 213,689,655 Options exercisable at \$0.01 expiring on 31 December 2027 (**New Options**) to all Australian and New Zealand resident holders of the BLZOB Options (**Eligible Participants**) on the basis of 20 New Options for every 29 BLZOB Options held by Eligible Participants on the Expiry Date at an issue price of \$0.0005 per New Option (**Priority Offer**).

The Company anticipates lodging a prospectus with ASIC in relation to the Priority Offer prior the date of the Meeting (**Prospectus**).

The number of New Options to be offered includes an aggregate of 36,310,345 New Options to be issued to Mathew Walker, David Prentice and Simon Coxhell (or their nominees) (**Related Parties**) for which Shareholder approval is separately sought under ASX Listing Rule 10.11 pursuant to Resolutions 2 to 4.

The purpose of the issue of the New Options is to enable the holders of the BLZOB Options to continue to participate in the ongoing development of the Company.

To the extent that the Priority Offer is not fully subscribed by Eligible Participants, it is proposed that remaining New Options will be placed to unrelated parties of the Company (who are not persons listed in ASX Listing Rule 10.11) at the discretion of the Directors.

1.2 Director Offer

The Company proposes to issue Director Mathew Walker 25,000,000 Options on the same terms as the New Options (**Director Options**) in addition to the New Options issued to him under the Priority Offer (**Director Offer**). The Director Offer will be made under the Prospectus.

The Company is seeking Shareholder approval for the issue of the Director Options pursuant to Resolution 5 below.

2. RESOLUTION 1 - ISSUE OF NEW OPTIONS UNDER THE PRIORITY OFFER

2.1 General

Resolution 1 seeks Shareholder approval pursuant to Listing Rule 7.1 to issue 213,689,655 New Options to unrelated Eligible Participants (**Unrelated Parties**) under the Priority Offer.

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 securities it had on issue at the start of that 12 month period.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

The Company obtained approval to increase its limit to 25% at the annual general meeting held on 24 November 2023.

The proposed issue of the New Options to the Unrelated Parties under the Priority Offer does not fit within any of the exceptions set out in Listing Rule 7.2. While the issue does not exceed the 15% limit in Listing Rule 7.1 and can therefore be made without breaching 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 under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder approval pursuant to Listing Rule 7.1 so that it does not use up any of its 15% placement capacity under Listing Rule 7.1.

2.3 Technical information required by Listing Rule 14.1A

If Resolution 1 is passed, the Company will be able to proceed with the issue of the New Options to the Unrelated Parties. In addition, the issue of the New Options to the Unrelated Parties 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 Resolution 1 is not passed, the Company will not be able to proceed with the issue of the New Options to Unrelated Parties and the Unrelated Parties will not be issued any New Options in replacement for their existing BLZOB Options.

2.4 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 1:

- (a) the New Options will be issued to the Unrelated Parties. Any New Options not subscribed for by Eligible Participants will be placed to unrelated parties of the Company (who are not persons listed in ASX Listing Rule 10.11) at the discretion of the Directors;
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) the maximum number of New Options to be issued to the Unrelated Parties is 213,689,655 New Options under Resolution 1;

- (d) the terms and conditions of the New Options to be issued to the Unrelated Parties are set out in Schedule 1;
- (e) the New Options to be issued to the Unrelated Parties will be issued no later than 3 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) and it is intended that issue of the New Options to the Unrelated Parties will occur on the same date;
- (f) the issue price of the New Options to be issued to the Unrelated Parties will be \$0.0005 per New Option. The Company will not receive any other consideration in respect of the issue of the New Options to be issued to the Unrelated Parties (other than in respect of funds received on exercise of these New Options);
- (g) the purpose of the issue of the New Options to the Unrelated Parties is to enable the Unrelated Parties to continue to participate in the ongoing development of the Company and raise approximately \$106,845 to be applied towards general working capital of the Company; and
- (h) the New Options are not being issued to the Unrelated Parties under an agreement. Any New Options not subscribed for by Eligible Participants will be placed to unrelated parties of the Company (who are not persons listed in ASX Listing Rule 10.11) at the discretion of the Directors and will also not be issued under an agreement;
- (i) the New Options to be issued to the Unrelated Parties are not being issued under, or to fund, a reverse takeover; and
- (j) a voting exclusion statement is included in Resolution 1 of the Notice.

3. RESOLUTIONS 2 TO 4 – PARTICIPATION OF RELATED PARTIES IN THE PRIORITY OFFER

3.1 General

As set out in Section 1.1, the Company has agreed, subject to obtaining Shareholder approval, to issue an aggregate of 36,310,345 New Options to the Related Parties under the Priority Offer on the terms and conditions set out below.

Resolutions 2 to 4 seek Shareholder approval for the issue of the New Options to the Related Parties.

3.2 Chapter 2E of the Corporations Act

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 of New Options to the Related Parties under the Priority Offer constitutes giving a financial benefit and each of the Related Parties is a related party of the Company by virtue of being a Director.

In respect of Resolution 2, the Directors (other than Mr Walker who has a material personal interest in Resolution 2) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 2 because the New Options issued to Mr Walker will be issued on the same terms as the New Options issued to the Unrelated Parties under the Priority Offer and as such, the giving of the financial benefit is on arm's length terms.

In respect of Resolution 3, the Directors (other than Mr Prentice who has a material personal interest in Resolution 3) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 3 because the New Options issued to Mr Prentice will be issued on the same terms as the New Options issued to the Unrelated Parties under the Priority Offer and as such, the giving of the financial benefit is on arm's length terms.

In respect of Resolution 4, the Directors (other than Mr Coxhell who has a material personal interest in Resolution 4) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 4 because the New Options issued to Mr Coxhell will be issued on the same terms as the New Options issued to the Unrelated Parties under the Priority Offer and as such, the giving of the financial benefit is on arm's length terms.

3.3 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 securities 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 of New Options to the Related Parties under the Priority Offer 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.

Resolutions 2 to 4 seek the required Shareholder approval for the issue of the New Options to the Related Parties under and for the purposes of Listing Rule 10.11.

3.4 Technical information required by Listing Rule 14.1A

Subject to the passing of Resolution 1, if Resolutions 2 to 4 are passed, the Company will be able to proceed with the issue of the New Options to the Related Parties 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 of the New Options to the Related Parties (because approval is being obtained under Listing Rule 10.11), the issue of the Options will not use up any of the Company's 15% annual placement capacity.

If Resolution 2 to 4 are not passed, the Company will not be able to proceed with the issue of the New Options to the Related Parties and the Related Parties will not be issued any New Options in replacement for their existing BLZOB Options.

Resolutions 2 to 4 are conditional on Resolution 1 also being passed. Therefore, if Resolution 1 is not passed, the Board will not be able to proceed with the issue of New Options to the Related Parties under Resolutions 2 to 4.

3.5 Technical Information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolutions 2 to 4:

- (a) the New Options will be issued to the Related Parties as follows:
 - (i) Mathew Walker (or his nominee) pursuant to Resolution 2;
 - (ii) David Prentice (or his nominee) pursuant to Resolution 3; and
 - (iii) Simon Coxhell (or his nominee) pursuant to Resolution 4,each of whom falls within the category set out in Listing Rule 10.11.1 by virtue of being a Director;
- (b) the maximum number of New Options to be issued to the Related Parties, being the nature of the financial benefit proposed to be given, is 36,310,345 New Options comprising:
 - (i) 4,482,759 New Options to Mathew Walker (or his nominee) pursuant to Resolution 2;
 - (ii) 10,344,828 New Options to David Prentice (or his nominee) pursuant to Resolution 3; and
 - (iii) 21,482,759 New Options to Simon Coxhell (or his nominee) pursuant to Resolution 4;
- (c) the terms and conditions of the New Options to be issued to the Related Parties are on the same terms as the New Options to be issued to the Unrelated Parties under the Priority Offer and are set out in Schedule 1;
- (d) the New Options to be issued to the Related Parties will be issued no later than 1 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) and it is intended that issue of the New Options to the Related Parties will occur on the same date;

- (e) the issue price of the New Options to be issued to the Related Parties will be \$0.0005 per New Option. The Company will not receive any other consideration in respect of the issue of the New Options to be issued to the Related Parties (other than in respect of funds received on exercise of these New Options);
- (f) the purpose of the issue of the New Options to be issued to the Related Parties is to allow the Related Parties to participate in the Priority Offer on the same terms as Unrelated Parties and raise approximately \$18,155 to be applied towards general working capital of the Company;
- (g) the issue of the New Options to the Related Parties are not intended to remunerate or incentivise the Related Parties;
- (h) the New Options are not being issued to the Related Parties under an agreement; and
- (i) a voting exclusion statement is included in Resolutions 2 to 4 of the Notice.

4. RESOLUTION 5– ISSUE OF DIRECTOR OPTIONS TO RELATED PARTIES

4.1 General

As set out in Section 1.2 above, the Company intends to issue Mathew Walker the Director Options under the Director Offer in addition to the New Options to be issued to him under the Priority Offer.

Accordingly, Resolution 5 seeks Shareholder approval for the issue of up to a total of 25,000,000 Director Options to Mathew Walker (or his nominees), as a result of the Director Offer on the terms set out below.

4.2 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in 3.2 above.

The Director Offer will result in the issue of Director Options which constitutes giving a financial benefit and Mathew Walker is a related party of the Company by virtue of being a Director.

The Board (other than Mr Walker who has a material personal interest in the Resolution) considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of Director Options under the Director Offer because the agreement to issue the Director Options was negotiated on an arm's length basis.

4.3 Listing Rule 10.11

A summary of Listing Rule 10.11 is set out in Section 3.3 above.

The Director Offer 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.

Resolution 5 seeks Shareholder approval for the Director Offer under and for the purposes of Listing Rule 10.11.

4.4 Technical information required by Listing Rule 14.1A

If Resolution 5 is passed, the Company will be able to proceed with the issue of the Director Options under the Director Offer 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 of the Director Options in respect of the Director Offer (because approval is being obtained under Listing Rule 10.11), the issue of the Director Options will not use up any of the Company's 15% annual placement capacity.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of the Director Options under the Director Offer.

4.5 Technical Information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 5:

- (a) the Director Options will be issued to Mathew Walker (or his nominee) who falls within the category set out in Listing Rule 10.11.1 by virtue of being a Director;
- (b) the maximum number of Director Options to be issued to Mathew Walker (or his nominee), being the nature of the financial benefit proposed to be given, is 25,000,000 Director Options;
- (c) the terms and conditions of the Director Options are set out in Schedule 1;
- (d) the Director Options will be issued no later than 1 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) and it is intended that issue of the Director Options will occur on the same date;
- (e) the issue price will be \$0.0005 per Director Option, being the same issue price as New Options under the Priority Offer. The Company will not receive any other consideration for the issue of the Director Options (other than in respect of funds received on exercise of the Director Options);
- (f) the purpose of the issue of the Director Options raise approximately \$12,500 in addition to the funds raised under the Priority Offer to be applied towards general working capital of the Company;
- (g) the issue of the Director Options to Mathew Walker is not intended to remunerate or incentivise Mr Walker;
- (h) the Director Options are not being issued under an agreement; and
- (i) a voting exclusion statement is included in Resolution 5 of the Notice.

GLOSSARY

\$ means Australian dollars.

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.

BLZOB Options has the meaning given to it in Section 1.1.

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.

Chair means the chair of the Meeting.

Company means Blaze Minerals Limited (ACN 074 728 019).

Constitution means the Company's constitution.

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

Director Options has the meaning given to it in Section 1.2.

Director Offer has the meaning given to it in Section 1.2.

Directors means the current directors of the Company.

Eligible Participants has the meaning given to it in Section 1.1.

Expiry Date means 31 May 2024.

Explanatory Statement means the explanatory statement accompanying the Notice.

General Meeting or **Meeting** means the meeting convened by the Notice.

Listing Rules means the Listing Rules of ASX.

New Options has the meaning given to it in Section 1.1.

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

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Priority Offer has the meaning given to it in Section 1.1.

Prospectus has the meaning given to it in Section 1.1.

Proxy Form means the proxy form accompanying the Notice.

Related Parties means Mathew Walker, David Prentice and Simon Coxhell.

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.

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

Shareholder means a registered holder of a Share.

Unrelated Parties has the meaning given to it in Section 2.1.

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

SCHEDULE 1 – TERMS OF NEW OPTIONS AND DIRECTOR OPTIONS

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.01 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on 31 December 2027 (**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.

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 **10.00am (AWST) on Saturday, 13 July 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://automic.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)

