



NSX Code: AGS

Agri Skylight Limited
ABN 28 611 470 010

Level 6, 505 Little Collins Street
Melbourne Vic 3000
Telephone: 03 8678 4091
Facsimile: 03 8678 1747

23 October 2023

NOTICE OF EXTRAORDINARY GENERAL MEETING AND RELATED DOCUMENTS

Agri Skylight Ltd (NSX:AGS) (**AGS** or the **Company**) advises that the following documents, in relation to an Extraordinary General Meeting of Shareholders were dispatched to Shareholders today in accordance with their communication preferences:

1. Letter to Shareholders;
2. Notice of Extraordinary General Meeting; and
3. Proxy Form.

This announcement has been approved for release by the Board of Agri Skylight.

For further information please contact:

Shelby Coleman
Company Secretary
Agri Skylight Ltd
T: 03 7037 9546



Block Arcade'
Suite 324
Level 3, 96 Elizabeth Street, Melbourne VIC
3000
Telephone 03 8678 4091
Facsimile 03 8678 1747

ABN 28 611 470 010

23 October 2023

Extraordinary General Meeting - Letter to Shareholders

Agri Skylight Ltd (NSX: AGS) (**AGS** or the **Company**) advises that an Extraordinary General Meeting of Shareholders will be held at 10.00am (AEDT) on Wednesday 22 November 2023 as a virtual meeting (**EGM** or **Meeting**).

In accordance with Part 1.2AA of the Corporations Act 2001, the Company will only be dispatching physical copies of the Notice of Meeting (Notice) to Shareholders who have elected to receive the Notice in physical form. For further information on your right to elect to receive documents from the Company electronically or physically, please refer to the Company's website at <https://agriskylight.com>.

The Notice is being made available to Shareholders electronically and can be viewed and downloaded online at <https://agriskylight.com/> or on the Company's NSX market announcements page (NSX: AGS).

This Notice is given based on circumstances as at the date of this letter. Should circumstances change, the Company will make an announcement on the NSX market announcements platform and on the Company's website at <https://agriskylight.com>. Shareholders are urged to monitor the NSX announcements platform and the Company's website.

Your vote is important

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

Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the EGM will need to login to the online meeting platform powered by Automic.

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

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

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

Voting by proxy

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

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

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

The Chair intends to vote all open proxies in favour of all resolutions, where permitted.

Yours Faithfully,

Shelby Coleman
Company Secretary

Agri Skylight Ltd

'Block Arcade' Suite 324 Level 3 ,
96 Elizabeth Street , Melbourne
VIC 3000
ACN: 611 470 010

<https://agriskylight.com/>



AGRI SKYLIGHT LTD

Notice of Extraordinary General Meeting

Explanatory Statement | Proxy Form

Wednesday, 22 November 2023

10.00am (AEDT)

Address

To be held as a **virtual meeting**

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

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Important Information for Shareholders about the Company's EGM

This Notice is given based on circumstances as at 18 October 2023. Should circumstances change, the Company will make an announcement on the NSX market announcements platform and on the Company's website at <https://agriskylight.com/>. Shareholders are urged to monitor the NSX announcements platform and the Company's website.

Venue and Voting Information

The Extraordinary General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10.00am (AEDT) on Wednesday, 22 November 2023 as a **virtual meeting**.

If you wish to virtually attend the EGM (which will be broadcast as a live webinar), please pre-register in advance for the virtual meeting here:

https://us02web.zoom.us/webinar/register/WN_JaqKSrbGSwuN7OVQitvt8Q

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the EGM.

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

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

Questions must be submitted in writing to Ms Shelby Coleman at shelby.coleman@automicgroup.com.au at least 48 hours before the EGM.

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

Your vote is important

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

Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the EGM will need to login to the online meeting platform powered by Automic.

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

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

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

Voting by proxy

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

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

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

Power of Attorney

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

Corporate Representatives

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

Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting of Shareholders of Agri Skylight Ltd ACN 611 470 010 will be held at 10.00am (AEDT) on Wednesday 22 November 2023 as a **virtual meeting (Meeting)**.

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

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Extraordinary General Meeting are those who are registered Shareholders at 7.00pm (AEDT) on Monday, 20 November 2023.

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

Resolutions

Ratification of Prior Issue of Shares

1. Resolution 1 – Ratification of Prior Issue of Shares

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

“That, for the purposes of NSX Listing Rule 6.25(1) and for all other purposes, the Shareholders ratify the allotment and prior issue of 1,118,654 fully paid ordinary shares issued on 18 September 2023 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 1 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Issue of Securities

2. Resolution 2 – Approval of issue of Fully Paid Ordinary Shares to Zulkifli Bin Mohd Sharif

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

“That, for the purposes of NSX Listing Rules 6.25(1), 6.44 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 881,346 fully paid ordinary shares to Zulkifli Bin Mohd Sharif (or their nominee), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of:

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

However, this does not apply to a vote cast in favour of Resolution 2 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

3. **Resolution 3** – Approval of issue of Promoter Shares to Muhammad Zakiyuddin Bin Abdul Azih

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

“That, for the purposes of NSX Listing Rule 6.25(1) and for all other purposes, the Shareholders of the Company approve the issue and allotment of 251,429 Promoter Shares to Muhammad Zakiyuddin Bin Abdul Azih (or their nominee), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

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

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

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

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

NSX Listing Rule 6.25 (Additional 10% Capacity)

4. **Resolution 4 – NSX Listing Rule 6.25 Approval of Future Issue of Securities**

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

That for the purposes of sub-rule (1) of rule 6.25 of the NSX Listing Rules, and for all other purposes, the Company be authorised to issue up to 857,635 additional new shares during the 12-month period following the conclusion of the Meeting.

BY ORDER OF THE BOARD

Ms Shelby Coleman
Company Secretary

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Extraordinary General Meeting to be held at 10.00am (AEDT) on Wednesday, 22 November 2023 as a **virtual meeting**.

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

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

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

Resolutions

Ratification of Prior Issue of Shares

Resolution 1 – Ratification of Prior Issue of Shares

Background

As announced by the Company on 18 September 2023, the Company had received firm commitments to raise A\$140,000 before costs via a two-tranche placement (**Placement**) to a professional and sophisticated investor of fully paid ordinary shares at a price of \$0.07 per Share.

The first tranche raised \$78,306 through the issue of 1,118,654 Shares which were issued on 18 September 2023 using the Company's capacity under Listing Rule 6.25 (**Tranche 1 Placement Shares**). The second tranche proposes the issue of 881,346 Fully paid ordinary shares for consideration of \$61,694 (**Tranche 2 Placement Shares**). Approval for the issue of the Tranche 2 Shares is being sought pursuant to Resolution 2 of this Notice of Meeting.

Listing Rule 6.25

This Resolution proposes that Shareholders of the Company approve and ratify the prior issue and allotment of 1,118,654 Tranche 1 Shares which were issued on 18 September 2023 (**Issue Date**).

Subject to certain circumstances, outlined under NSX Listing Rule 6.25(2), NSX Listing Rule 6.25(1) prevents a company from issuing or agreeing to issue new securities or other securities with rights of conversion such as a convertible note, in any twelve-month period which amount to more than 15% of the Company's ordinary securities on the issue without shareholder approval.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval.

To this end, this Resolution seeks Shareholder approval to subsequently approve the issue of 1,118,654 Shares.

If this Resolution is passed, the issue of 1,118,654 Shares will be excluded in calculating the Company's 15% capacity to issue equity securities under NSX Listing Rule 6.25(1) without Shareholder approval over the 12-month period following the Issue Date.

If this Resolution is not passed, the issue of 1,118,654 Shares will be included in calculating the Company's 15% capacity to issue equity securities under NSX Listing Rule 6.25(1) without Shareholder approval over the 12-month period following the Issue Date.

Information required by NSX Listing Rule 6.25

The following information is provided to Shareholders for the purposes of Listing Rule 6.25.

- a. The Tranche 1 Placement Shares were issued to a professional and sophisticated investor, Zulkifli Bin Mohd Sharif. The Placement participant was not a related party of the Company, a member of KMP, a substantial holder in the Company, an adviser to the Company or an associate of any of them.
- b. The Company issued 1,118,654 Tranche 1 Placement Shares.
- c. The Shares were fully paid on issue and ranked equally in all respects with all existing fully paid ordinary shares previously issued by the Company.
- d. The Tranche 1 Placement Shares were issued on 18 September 2023.
- e. Each of the Tranche 1 Placement Shares were issued at an issue price of \$0.07 per share, which raised \$78,306 (before costs).
- f. Funds raised from the issue of the Shares have been and will be used by the Company for general working capital and to strengthen the Company's balance sheet.
- g. The Tranche 1 Placement Shares were not issued under an agreement.

Directors' recommendation

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

Issue of Securities

Resolution 2 – Approval of Issue of Fully Paid Ordinary Shares to Zulkifli Bin Mohd Sharif

Background

As announced by the Company on 18 September 2023, the Company raised A\$140,000 before costs via a two-tranche placement to a professional and sophisticated investor of fully paid ordinary shares at a price of \$0.07 per Share.

The first tranche raised \$78,306 for 1,118,654 Tranche 1 Placement Shares which were issued on 18 September 2023 using the Company's capacity under Listing Rule 6.25. The second tranche proposes the issue of 881,346 Shares for consideration of \$61,694.

This Resolution 2 seeks Shareholder approval under NSX Listing Rules 6.25 and 6.44 to issue and allot 881,346 Tranche 2 Placement Shares pursuant to Tranche 2 of the Placement.

Listing Rule 6.25

This Resolution proposes that Shareholders of the Company approve the issue and allotment of 881,346 Tranche 2 Placement Shares.

Subject to certain circumstances, outlined under NSX Listing Rule 6.25(2), NSX Listing Rule 6.25(1) prevents a company from issuing or agreeing to issue new securities in any twelve-month period which amount to more than 15% of the Company's ordinary securities on issue without shareholder approval.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval.

To this end, this Resolution seeks Shareholder approval to the issue and allot the Tranche 2 Placement Shares. If this Resolution is passed, the Company will be able to proceed with the proposed issue of the Tranche 2 Placement Shares.

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue of Tranche 2 Placement Shares and as such, the Company will not receive \$61,694 in consideration.

Listing Rule 6.44

NSX Listing Rule 6.44 requires that subject to certain exceptions, a listed entity must obtain the

approval of shareholders by special resolution for any issue of equity securities to a Related Party or a person nominated by NSX.

The issue of Tranche 2 Placement Shares to Zulkifli Bin Mohd Sharif requires Shareholder approval under NSX Listing Rule 6.44 because Zulkifli Bin Mohd Sharif is a related party of the Company by virtue of being a substantial shareholder as at the date of this Notice (holding more than 5% of the Shares on issue).

Information required by NSX Listing Rule 6.25 and 6.44

The following information is provided to Shareholders for the purposes of Listing Rule 6.44.

- a. The Tranche 2 Placement Shares will be issued to a professional and sophisticated investor, Zulkifli Bin Mohd Sharif, who is a substantial shareholder of the Company (as at the date of this Notice of Meeting) and became a substantial shareholder following completion of the first tranche of the Placement. Mr Sharif was not and is not, a member of KMP, an adviser to the Company or an associate of any of them.
- b. The maximum number of Tranche 2 Placement Shares to be issued to Mr Sharif under Resolution 2 is 881,346.
- c. The Tranche 2 Placement Shares issued will be fully paid ordinary shares in the capital of the Company, issued on the same terms and conditions as the Company's existing Shares.
- d. The Tranche 2 Placement Shares will be issued within 12 months of Shareholder approval being obtained by the Company (or otherwise, as determined by the NSX in the exercise of their discretion).
- e. Each of the Tranche 2 Placement Shares will be issued at an issue price of \$0.07 per share, to raise \$61,694 (before costs)
- f. Funds raised from the issue of the Shares will be used by the Company for general working capital and to strengthen the Company's balance sheet.
- g. The Tranche 2 Placement Shares will not be issued under an agreement.

Directors' Recommendation

The Board of Directors recommend Shareholders vote for this Resolution.

Resolution 3 – Approval of Promoter Shares to Muhammad Zakiyuddin Bin Abdul Azih

Background

Resolution 3 seeks Shareholder approval for the issue of 251,429 fully paid ordinary shares at an issue price of \$0.07 (7 cents) per share to Muhammad Zakiyuddin Bin Abdul Azih as consideration for services rendered in promoting the Company and introducing new investors (**Promoter Shares**).

The Company announced on 11 January 2023 that it had raised A\$300,000 through the issue of convertible notes to a professional and sophisticated investor. The Company further announced on 18 September 2023, the two tranche Placement to raise up to \$140,000 (before costs)

Mr Muhammad Zakiyuddin Bin Abdul Azih introduced the investors for both the Convertible Notes and Placement and the Company proposes to issue the Promoter Shares for consideration of these services.

Listing Rule 6.25

This Resolution proposes that Shareholders of the Company approve the issue and allotment of 251,429 Promoter Shares.

Subject to certain circumstances, outlined under NSX Listing Rule 6.25(2), NSX Listing Rule 6.25(1) prevents a company from issuing or agreeing to issue new securities in any twelve-month period which amount to more than 15% of the Company's ordinary securities on issue without shareholder approval.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval.

To this end, this Resolution seeks Shareholder approval to the issue and allot the Promoter Shares.

If this Resolution is passed, the Company will be able to proceed with the proposed issue of the Promoter Shares.

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

Information required by NSX Listing Rule 6.25

The following information is provided to Shareholders for the purposes of Listing Rule 6.25.

- a. The Promoter Shares will be issued to Muhammad Zakiyuddin Bin Abdul Azih. Muhammad Zakiyuddin Bin Abdul Azih was not and is not a related party of the Company, a member of KMP, a substantial holder in the Company, an adviser to the Company or an associate of any of them.
- b. The maximum number of Promoter Shares to be issued to Mr Azih under Resolution 3 is 251,429.
- c. The Promoter Shares issued will be fully paid ordinary shares in the capital of the Company, issued on the same terms and conditions as the Company's existing Shares. The Promoter Shares will be issued with 12 months of Shareholder approval being obtained by the Company (or otherwise, as determined by the NSX in the exercise of their discretion).
- d. The Promoter Shares will be offered for nil cash consideration.
- e. Funds will not be raised from the issue of these Promoter Shares as this issue is proposed to be made in consideration for services rendered in promoting the Company and the introduction of new investors
- f. The Promoter Shares will not be issued under an agreement.

Directors' Recommendation

The Board of Directors recommend Shareholders vote for this Resolution.

NSX Listing Rule 6.25 (Additional 10% Capacity)

Resolution 4 – NSX Listing Rule 6.25 Approval of Future Issue of Securities

Background

This Resolution seeks shareholder approval under NSX Listing Rule 6.25 to allow the Company to issue up to 10% of its ordinary securities on issue as at the date of this Notice, in addition to the Company's existing 15% capacity under Listing Rule 6.25.

NSX Listing Rule 6.25

Listing Rule 6.25 allows an entity to issue (or agree to issue) equity securities up to 15% of the Company's ordinary securities on issue in any 12-month period without the approval of the Shareholders of the Company. If the Company wishes to issue equity securities above its 15%

capacity, the Company must obtain shareholder approval at a general meeting prior to the issue, unless an exception applies.

As at the date of this Notice, the Company has on issue 8,576,350 fully paid ordinary shares, therefore, subject to Shareholder approval being obtained under this Resolution, the Company will have the capacity to issue up to 857,635 equity securities in addition to the capacity available under its existing 15% capacity.

Details regarding the purposes for which any particular issue under this Resolution is made will be detailed in an announcement to the NSX at the time the issue of securities is made.

Offers made under this Resolution may be made to persons (excluding any related parties) including professional and sophisticated investors or any other person to whom the Company is able to make an offer of equity securities.

If this Resolution is passed, the Company will have the ability to issue up to 10% of its issued capital as at the date of this Notice without further Shareholder approval (being 857,635 equity securities) and therefore allow it to take advantage of opportunities to obtain further funds if required and available in the future.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without Shareholder approval and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in NSX Listing Rule 6.25.

The following information in relation to the issue of equity securities under this Resolution is provided to Shareholders for the purposes of Listing Rule 6.25:

- a) The identity of the allottees of equity securities under this Resolution will be determined at the time the Company decides to make an issue of equity securities.
- b) The maximum number of equity securities to be issued is up to 10% of the Company's ordinary securities on issue as at the date of this Notice, being 857,635 equity securities.
- c) The equity securities will be issued within 12 months of Shareholder approval being obtained by the Company.
- d) The issue price of the equity securities to be issued under this Resolution will be determined at the time of issue, having regard to proximate trading prices of the Company's Shares quoted on the NSX. In some circumstances, the Company may issue equity securities under this Resolution for non-cash consideration (for example, in lieu of cash payments to consultants and advisors).
- e) If the equity securities are Shares, the Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- f) If the equity securities are Shares, funds raised from the issue of the Shares will be used by the Company for working capital purposes and to strengthen the Company's balance sheet.

Directors' Recommendation

The Board recommends that shareholders vote in favour this resolution.

Enquiries

Shareholders are asked to contact the Company Secretary on shelby.coleman@automicgroup.com.au if they have any queries in respect of the matters set out in these documents.

Glossary

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

ASIC means Australian Securities and Investment Commission.

Associate has the meaning given to it by the NSX Listing Rules.

Board means the current board of Directors of the Company.

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

Chair means the person chairing the Meeting.

Closely Related Party of a member of the KMP means:

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

Company means Agri Skylight Limited ACN 611 470 010.

Constitution means the Company's constitution.

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

Director means a current director of the Company.

Dollar or "\$" means Australian dollars.

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

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

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

NSX means National Stock Exchange of Australia Limited ACN 000 902 063 or the financial market operated by it, as the context requires, of 1 Bligh Street, Sydney, NSW 2000.

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

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

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

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

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

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

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

Shareholder means a holder of a Share.

Share Registry means Automic Pty Ltd.

Trading Day has the meaning given to that term in NSX Definitions, Business Rules & Listing Rules.

Your proxy voting instruction must be received by **10.00am (AEDT) on Monday, 20 November 2023**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/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)

