

## Notice of General Meeting

**BRISBANE, AUSTRALIA, 26 April 2024:** AnteoTech Ltd (ASX: ADO) (**AnteoTech** or the **Company**) has today released the Notice of General Meeting (**Meeting**).

The General Meeting of Shareholders of AnteoTech will be held at 11:30am Brisbane Time on Tuesday, 28 May 2024 at the offices of Sparke Helmore Lawyers, Level 23, 240 Queen Street, Brisbane City Qld 4000.

A live broadcast of the Meeting will be available at:

<https://sparke.webex.com/sparke/j.php?MTID=mfda53678f900662fcf56006f15489bd0>

Shareholders will be able to view the Meeting live by watching the webcast, but will not be able to ask questions, make comments or vote through the webcast facilities. Voting on the day of the Meeting will only be permissible by securityholders who are physically present at the Meeting. There will be no online voting available at the Meeting.

Attached are copies of documents relating to the General Meeting including the Chairman's letter to shareholders, Notice of Meeting and Proxy Form.

This announcement has been authorised for release by the Board of AnteoTech Ltd.

- ENDS -

**Media and investor enquiries:** On +61 7 3219 0085 or [investors@anteotech.com](mailto:investors@anteotech.com)

**Company and Partnering enquiries:** David Radford, CEO, on + 61 7 3219 0085

For further information, please check our website [www.anteotech.com](http://www.anteotech.com)

### About AnteoTech Ltd (ASX:ADO)

AnteoTech is a revenue-stage company that provides solutions for the clean energy and life sciences markets using our proprietary applied materials technology. In the rapidly growing clean energy market, our lead product Anteo XTM, has been proven to provide significant improvement in anode performance and the Company has partnered with global suppliers to the lithium-ion battery manufacturing industry. The portfolio includes a proprietary high silicon anode, made with unrefined silicon which offers advantages of size, weight and cost. The Life Sciences division services the Point-of-Care and In vitro diagnostics markets; from global diagnostics companies to technology developers. The unique characteristics of AnteoBind™ provides strong advantages in bioconjugation to rapidly speed up testing procedures and improve accuracy.

### AnteoTech - Social Media Policy

AnteoTech is committed to communicating with the investment community through all available channels. Whilst ASX remains the prime channel for market sensitive news, investors and other interested parties are encouraged to follow AnteoTech on LinkedIn. Subscribe to AnteoTech Latest News emails - visit our website at [www.anteotech.com](http://www.anteotech.com) and subscribe to receive our email alert service.

### Forward Looking Statements

This Announcement may contain forward-looking statements, including estimates, projections and other forward-looking information (**Estimates and Projections**). Forward-looking statements can generally be identified by the use of forward-looking words such as "expect", "anticipate", "likely", "intend", "should", "could", "may", "predict", "plan", "propose", "will", "believe", "forecast", "estimate", "target", "outlook", "guidance" and other similar expressions within the meaning of securities laws of applicable jurisdictions and include, but are not limited to, indications of, or guidance or outlook on, future earnings or financial position or performance of AnteoTech. The Estimates and Projections are based on information available to AnteoTech as at the date of the Announcement, are based upon management's current expectations, estimates, projections, assumptions and beliefs in regards to future events in respect to AnteoTech' business and the industry in which it operates which may in time prove to be false, inaccurate or incorrect. The Estimates and Projections are provided as a general guide and should not be relied upon as an indication or guarantee of future performance. The bases for these statements are subject to risk and uncertainties that might be out of control of AnteoTech and may cause actual results to differ from the Announcement. No representation, warranty, or guarantee, whether express or implied, is made or given by AnteoTech in relation to any Estimates and

Projections, the accuracy, reliability, or reasonableness of the assumptions on which the Estimates and Projections are based, or the process of formulating any Estimates and Projections, including that any Estimates and Projections contained in this Announcement will be achieved. AnteoTech takes no responsibility to make changes to these statements to reflect change of events or circumstances after the release.



26 April 2024

Dear Shareholder

You are invited to an Extraordinary General Meeting (EGM) of AnteoTech Ltd (AnteoTech) on Tuesday, 28 May 2024 at 11.30am Brisbane time at the offices of Sparke Helmore Lawyers, Level 23, 240 Queen Street, Brisbane City Qld 4000.

The EGM is being held for shareholders to consider and ratify the allotment and prior issue of Shares under the Placement and Share Purchase Plan (SPP), to approve the issue of New Options under the Placement and SPP, and to approve Directors' participation in the Placement. Please refer to the ASX announcement on 8 April 2024.

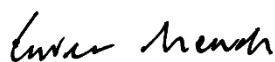
Shareholders will be able to view the Meeting live by watching a live webcast (please see link in the Notice of General Meeting document), but will not be able to ask questions, make comments or vote through the webcast facilities. Voting on the day of the Meeting will only be permissible by securityholders who are physically present at the Meeting. There will be no online voting available at the Meeting. For those not in attendance, voting should take place by lodging a valid proxy within the prescribed timeframe.

The Notice of General Meeting details the formal business to be dealt with at the EGM. You can access the Notice of Meeting and accompanying explanatory memorandum online at the Company's website <https://www.anteotech.com>. A printed copy of the Notice of General Meeting and accompanying material will not be sent to you unless you contact us at [investors@anteotech.com](mailto:investors@anteotech.com).

In order for proxy appointments to be valid for the EGM they must be received no later than 11.30am (Brisbane time), on Sunday, 26 May 2024.

Thank you for your continued support of AnteoTech.

Yours sincerely



Ewen Crouch AM  
Chairman

**AnteoTech Ltd**  
(ABN 75 070 028 625)

## **NOTICE OF GENERAL MEETING AND EXPLANATORY STATEMENT**

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Date of Meeting: Tuesday 28 May 2024  
Time of Meeting: 11:30 (Brisbane time)  
Place of Meeting: Sparke Helmore Lawyers  
Level 23, 240 Queen Street  
Brisbane City Qld 4000

**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.**

# Notice of General Meeting

Notice is hereby given that a General Meeting of Shareholders of AnteoTech Ltd ACN 070 028 625 (**AnteoTech** or **Company**) will be held at 11:30am Brisbane Time on Tuesday, 28 May 2024 at the offices of Sparke Helmore Lawyers, Level 23, 240 Queen Street, Brisbane City Qld 4000 (Meeting).

A live broadcast of the Meeting will be available at:

<https://sparke.webex.com/sparke/j.php?MTID=mfd53678f900662fcf56006f15489bd0>

Shareholders will be able to view the Meeting live by watching the webcast, but will not be able to ask questions, make comments or vote through the webcast facilities. Voting on the day of the Meeting will only be permissible by securityholders who are physically present at the Meeting. There will be no online voting available at the Meeting. For those not in attendance, voting should take place by lodging a valid proxy within the prescribed timeframe.

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

The Directors have determined that pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) the persons eligible to vote at the Annual General Meeting are those who are registered shareholders of the Company as at 7pm (Brisbane time) on Sunday 26 May 2024.

Terms and abbreviations used in this Notice are defined in the Glossary at Annexure A to the Explanatory Statement.

## BUSINESS

### Resolution 1

#### Ratification of prior issue of Placement Shares

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

*That, pursuant to ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue and allotment of 212,000,000 Placement Shares issued at \$0.025 per Share on the terms and conditions set out in the Explanatory Statement to the Notice of Meeting.*

A voting exclusion statement applies to this resolution. Please see VOTING EXCLUSION STATEMENTS below.

### Resolution 2

#### Ratification of prior issue of SPP Shares

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

*That, pursuant to ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue and allotment of up to a maximum of 100,000,000 SPP Shares on the terms and conditions set out in the Explanatory Statement to the Notice of Meeting.*

A voting exclusion statement applies to this resolution. Please see VOTING EXCLUSION STATEMENTS below.

## Resolution 3

### Approval of issue of New Options

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

*That, pursuant to ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue and allotment of up to a maximum of 156,000,000 New Options to Eligible Shareholders, on the terms and conditions set out in the Explanatory Statement to the Notice of Meeting.*

A voting exclusion statement applies to this resolution. Please see VOTING EXCLUSION STATEMENTS below.

## Resolutions 4(a), 4(b), and 4(c)

### Approval of issue of Placement Shares and New Options to Directors

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To consider and, if thought fit, to pass each of the following resolutions as **separate ordinary resolutions**:

- a) *That, pursuant to ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue and allotment of 2,000,000 Placement Shares and 1,000,000 New Options to Ewen Crouch AM (or his nominee), on the terms and conditions set out in the Explanatory Statement to the Notice of Meeting.*
- b) *That, pursuant to ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue and allotment of 1,200,000 Placement Shares and 600,000 New Options to Geoff Cumming (or his nominee), on the terms and conditions set out in the Explanatory Statement to the Notice of Meeting.*
- c) *That, pursuant to ASX Listing Rule 10.11 and for all other purposes, Shareholders of the Company the issue and allotment of 800,000 Placement Shares and 400,000 New Options to Katherine Woodthorpe AO (or her nominee), on the terms and conditions set out in the Explanatory Statement to the Notice of Meeting.*

A voting exclusion statement applies to each of these resolutions. Please see VOTING EXCLUSION STATEMENTS below.

**By order of the Board**



**Andrew Cook**  
**Company Secretary**  
**24 April 2024**

AN EXPLANATORY STATEMENT ACCOMPANIES AND FORMS PART OF THIS NOTICE OF MEETING.  
SHAREHOLDERS SHOULD READ THIS DOCUMENT IN FULL.

## VOTING EXCLUSION STATEMENTS

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

<b>Resolution 1</b>  <b>Ratification of prior issue of Placement Shares</b>	Any person who participated in the Placement or any associate of that person, and any other person who will obtain a material benefit as a result of the ratification of the issue of the Placement Shares (except a benefit solely by reason of being a holder of Shares), and any of their associates.
<b>Resolution 2</b>  <b>Ratification of prior issue of SPP Shares</b>	Any person who participated in the SPP or any associate of that person, and any other person who will obtain a material benefit as a result of the approval of the issue of SPP Shares (except a benefit solely by reason of being a holder of Shares), and any of their associates.
<b>Resolution 3</b>  <b>Approval of issue of New Options</b>	<p>Any person who participated in the Placement or any associate of that person, and any other person who is expected to obtain a material benefit as a result of the issue of New Options (except a benefit solely by reason of being a holder of Shares), and any of their associates.</p> <p>Any person who participated in the SPP or any associate of that person, and any other person who is expected to obtain a material benefit as a result of the approval of the issue of New Options (except a benefit solely by reason of being a holder of Shares), and any of their associates.</p>
<b>Resolutions 4(a), 4(b), and 4(c)</b>  <b>Approval of issue of Placement Shares and New Options to Directors</b>	In respect of each of resolutions 4(a), 4(b), and 4(c) – the person who is to receive the Placement Shares and the New Options (and their nominee, if applicable), or any associate of that person, and any other person who will obtain a material benefit as a result of the issue of such Placement Shares and granting of such New Options (except a benefit solely by reason of being a holder of Shares), and any of their associates.

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

a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions on the Proxy Form or given to the attorney to vote in that way;

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

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.

## NOTES

The Notice of Meeting should be read in conjunction with the accompanying Explanatory Statement.

### Important Information for Shareholders about the Company's 2024 General Meeting

This Notice is given based on circumstances as at 24 April 2024. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <https://www.anteotech.com/>. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

### Venue and Voting Information

The General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 11:30am Brisbane Time on Tuesday 28 May 2024 at the offices of Sparke Helmore Lawyers, Level 23, 240 Queen Street, Brisbane City Qld 4000.

### Proxy votes

A Shareholder entitled to attend and vote is entitled to appoint not more than two (2) proxies to attend and vote in their place. Where more than one (1) proxy is appointed, the appointment may specify the proportion or number of votes that the proxy may exercise, otherwise each may exercise half of the votes.

A proxy need not be a Shareholder. A form of proxy must be signed by the Shareholder or the Shareholder's attorney.

Proxies must reach the Company at least forty-eight (48) hours before the meeting at which the person named in the Proxy Form proposes to vote i.e. not later than 11.30am (Brisbane time) on 26 May 2024.

The address for lodgement of proxies is:

Delivery Address	Postal Address	Fax Number	Online
Link Market Services Limited* Parramatta Square Level 22, Tower 6 10 Darcy Street, Parramatta, NSW 2150 *during business hours (Monday to Friday; 9:00am - 5:00pm) AEST	AnteoTech Ltd C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235	+61 2 9287 0309	<a href="http://www.linkmarketservices.com.au">www.linkmarketservices.com.au</a>

### Power of Attorney

If a proxy is signed by a Shareholder's attorney, the Shareholder's attorney confirms that they have received no revocation of authority under which the proxy is executed and the authorities under which the appointment was signed or a certified copy thereof must also be received at least forty eight (48) hours before the meeting.

### Bodies Corporate

A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of a company's Shareholders. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution. The documentation evidencing such appointment should be produced prior to admission to the Meeting.



## **Conduct of the Meeting**

We are committed to ensuring that our shareholder meetings are conducted in a manner that provides those shareholders or their proxy holders who attend the meeting with the opportunity to participate in the business of the meeting in an orderly fashion.

To assist with this and to achieve the objectives of the meeting, we ask that shareholders be courteous and respectful to all shareholders and others attending the meeting by asking concise questions about the matters which are relevant to the business of the meeting.

The Chair of the meeting will exercise his powers to ensure that the meeting is conducted in an orderly and timely fashion in the interests of all attending shareholders.

# Explanatory Statement

## INTRODUCTION

This Explanatory Statement has been prepared to assist Shareholders in considering the Resolutions set out in the Company's Notice of Meeting. This Explanatory Statement forms part of, and should be read in conjunction with, the Company's Notice of Meeting to be held on Tuesday 28 May 2024 at 11:30am (Brisbane time).

Terms used in this Explanatory Statement are defined in the Glossary at Annexure A to this Explanatory Statement.

## RESOLUTION 1

### Ratification of prior issue of Placement Shares

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#### General

As announced on 8 April 2024 the Company received firm commitments of \$5.4 million under a placement to sophisticated and professional investors (**Placement**), including commitments for \$100,000 million from Directors which is subject to shareholder approval. On 15 April 2024 (**Issue Date**), the Company issued 212,000,000 Placement Shares to participants in the Placement (other than Directors) at an issue price of \$0.025 (2.5 cents) per Share. The Placement Shares were issued utilising the Company's existing capacity under ASX Listing Rule 7.1.

Directors' participation in the Placement is subject to approval of the Shareholders – being the subject of Resolution 4.

#### ASX Listing Rules 7.1 and 7.4

This Resolution proposes that Shareholders of the Company approve and ratify the prior issue and allotment of 212,000,000 Placement Shares. These Placement Shares were issued by utilising the Company's existing capacity under Listing Rule 7.1.

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

The issue of the Placement Shares on the Issue Date did not fit within any of the exceptions to Listing Rule 7.1 and therefore, as the issue of those Shares has not been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1. This in turn 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 Date.

Listing Rule 7.4 allows the Shareholders to approve an issue of equity securities after it has been made or agreed to be made. If so approved, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

During this commercialisation phase of the Company, the Directors consider that it is prudent to retain flexibility to issue additional equity securities over the next 12 months without having to obtain Shareholder approval for such issues under Listing Rule 7.1, to cater for capital raising alternatives and corporate transactions should they be required.

To this end, this Resolution seeks Shareholder approval to subsequently approve the issue of those Placement Shares for the purposes of Listing Rule 7.4.

If this Resolution is passed, the issue of such Placement Shares will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12-month period following the Issue Date.

If this Resolution is not passed, the issue of such Placement Shares will be included in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12-month period following the Issue Date.

### **Information required by ASX Listing Rule 7.5**

The following information is provided to Shareholders for the purposes of Listing Rule 7.5:

- The Placement Shares the subject of Resolution 1 were issued to participants in the Placement, being sophisticated and professional investors (as those terms are defined in the *Corporations Act 2001* (Cth)) and investors in select jurisdictions outside Australia in accordance with applicable laws.
- The Placement was managed by Hawkesbury Partners Pty Limited ACN 159 857 995 and Foster Stockbroking Pty Limited ACN 088 747 148, as joint lead managers, who identified investors through a bookbuild process, seeking expressions of interest for Placement Shares.
- The Company issued 212,000,000 Shares.
- The Shares were fully paid on issue and ranked equally in all aspects with existing fully paid ordinary shares of the Company.
- The Placement Shares the subject of Resolution 1 were issued on 15 April 2024.
- Such Placement Shares were issued at an issue price of \$0.025 (2.5 cents) per Placement Share, which raised \$5.3 million.
- Funds raised from the issue of the Shares have been and will be used by the Company for the following purposes:
  - Clean Energy Technology (**CET**) – Development & Partnering – Anteo X and Ultra-High silicon anode
  - CET – Commercial Operation – Australia and European Union
  - CET – Production Scale up and supporting infrastructure
  - Working Capital
  - Costs of the Placement and SPP

### **Directors' Recommendation**

The Directors unanimously recommend that Shareholders vote for Resolution 1. The Chair intends to vote all undirected proxies in favour of this Resolution.

## **RESOLUTION 2**

### **Ratification of prior issue of SPP Shares**

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#### **General**

This Resolution seeks Shareholder approval to ratify the prior issue and allotment of up to a maximum of 100,000,000 Shares (**SPP Shares**) under the share purchase plan (**SPP**) announced on 8 April 2024. The SPP is conducted under the Prospectus issued by the Company on 19 April 2024 to raise up to \$1,000,000 (with the Company reserving the right to accept oversubscriptions up to \$1,500,000).

If the SPP is fully oversubscribed (and accepted by the Company) a maximum of 100,000,000 SPP Shares will be issued.

As at the date of this Notice, the SPP is scheduled to close on 3 May 2024 with SPP Shares intended to be issued on 8 May 2024. As the SPP has not closed as at the date of this Notice, and as the Company will not know the level of participation in the SPP, Resolution 2 seeks to ratify the maximum number of Shares that may be issued under the SPP.

### **ASX Listing Rule 7.1**

This Resolution proposes that Shareholders of the Company approve and ratify the prior issue and allotment of up to a maximum of 100,000,000 SPP Shares. The SPP Shares will be issued utilising the Company's existing capacity under Listing Rule 7.1 – which as explained in respect of Resolution 1, broadly speaking, and subject to a number of exceptions, limits the amount of equity securities that the Company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

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

During this commercialisation phase of the Company, the Directors consider that it is prudent to retain flexibility to issue additional equity securities over the next 12 months without having to obtain Shareholder approval for such issues under Listing Rule 7.1, to cater for capital raising alternatives and corporate transactions should they be required.

To this end, this Resolution seeks Shareholder approval to subsequently approve the issue of SPP Shares for the purposes of Listing Rule 7.4.

If this Resolution is passed, the issue of SPP Shares under the SPP will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rules 7.1 without Shareholder approval over the 12-month period following their date of issue.

If this Resolution is not passed, the issue of SPP Shares under the SPP will be included in calculating the Company's 15% capacity to issue equity securities under Listing Rules 7.1 without Shareholder approval over the 12-month period following their date of issue.

### **Information required by ASX Listing Rule 7.5**

The following information is provided to Shareholders for the purposes of Listing Rule 7.5:

- The SPP Shares will be issued to Eligible Shareholders whose applications are accepted in whole or in part.
- A maximum of 100,000,000 SPP Shares may be issued under the SPP.
- The SPP Shares will be fully paid on issue and rank equally in all aspects with existing fully paid ordinary shares of the Company.
- As at the date of the Notice the SPP Shares are expected to be issued on or around 8 May 2024.
- Each of the SPP Shares will be issued at an issue price of \$0.025 (2.5 cents) per SPP Share, which will raise a maximum of \$2,500,000 (before costs) if oversubscriptions of \$1,500,000 are received and accepted.
- Funds raised from the issue of the SPP Shares have been and will be used by the Company for the purposes outlined in this Explanatory Statement in respect of Resolution 1.

- Clean Energy Technology (**CET**) – Development & Partnering – Anteo X and Ultra-High silicon anode
- CET – Commercial Operation – Australia and European Union
- CET – Production Scale up and supporting infrastructure
- Working Capital
- Costs of the Placement and SPP

### **Directors' Recommendation**

The Directors unanimously recommend that Shareholders vote for Resolution 2. The Chair intends to vote all undirected proxies in favour of this Resolution.

## **RESOLUTION 3**

### **Approval of issue of New Options**

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#### **General**

Under the terms of the Placement and SPP each Placement Participant and each SPP Participant is to receive one (1) attaching option for every two (2) Shares issued under the Placement and the SPP, with each option exercisable at \$0.035 (3.5 cents) and with an expiry of 2 years from the date of issue (**New Options**).

This Resolution seeks Shareholder approval to issue and allot up to a maximum number of 156,000,000 New Options (representing 106,000,000 New Options to Placement Participants (other than Directors) and up to 50,000,000 New Options under the SPP assuming the SPP if fully oversubscribed).

If New Options are exercised on or before the date which is 12 months from their date of issue, exercising optionholders will be issued one (1) Share and also one (1) free attaching bonus option exercisable at \$0.05 and expiring on 30 April 2027 (**Bonus Option**) (subject to the Company having sufficient capacity under the Listing Rules to issue Bonus Options).

As at the date of the Notice the Company does not have sufficient capacity under the Company's 15% capacity under Listing Rule 7.1 to issue the New Options, nor is the Company able to utilise its additional 10% capacity under Listing Rule 7.1A. As such Shareholder approval is sought to the issue of the New Options.

Shareholders should note that if New Options are not issued Bonus Options cannot be issued, as the issue of Bonus Options is dependent on exercise of New Options as outlined above.

Shareholder approval is not specifically sought in respect of Bonus Options under Listing Rule 7.1 as any issue of securities under the Listing Rule requires securities to be issued within 3 months of the date of approval by Shareholders. The issue of Bonus Shares will be dependent on the timing of exercise of New Options by Shareholders (which must be exercised within 12 months of the date New Options are granted) and so the Company is unable to ascertain whether Bonus Options will be issued within the 3 month period prescribed under Listing Rule 7.1.

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

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

During this commercialisation phase of the Company, the Directors consider that it is prudent to retain flexibility to issue additional equity securities over the next 12 months without having to obtain Shareholder approval for such issues under Listing Rule 7.1, to cater for capital raising alternatives and corporate transactions should they be required.

To this end, Resolution 3 seeks Shareholder approval to approve the issue of the New Options under and for the purposes of Listing Rule 7.1.

If Resolution 3 is passed, the issue of New Options will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12-month period following their date of issue.

The Company's ability to issue Bonus Options depends on the outcomes of Resolutions 1, 2 and 3 as well as the actual number of Shares issued under the SPP, as the Company can only issue Bonus Options if there is sufficient capacity under the Company's 15% capacity under Listing Rule 7.1.

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

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

- New Options are to be issued to Placement Participants and SPP Participants.
- The maximum number of New Options to be issued to Placement Participants (excluding Directors) and SPP Participants is 156,000,000 New Options.
- These New Options are intended to be issued not later than 5 days after the date Resolution 3 is passed (but in any case, within 3 months of Shareholder approval being obtained by the Company).
- The New Options are issued for nil cash consideration as they are free attaching on the basis of one (1) attaching New Option for every two (2) Placement Shares or SPP Shares issued. Accordingly, no funds will be raised from the issue of New Options.
  - The issue of New Options is under the terms of the Placement and SPP – being one (1) New Option for every two (2) Shares issued to Placement Participants and SPP Participants. Funds raised from the exercise of New Options are intended to be applied for the following purposes:
    - Clean Energy Technology (CET) – continue development & partnering – Anteo X and Ultra-High silicon anode
    - CET – continue commercial operations for Australia and international expansion of sales capabilities
    - CET – continue production scale up and supporting infrastructure
    - Working capital
- The capital structure of the Company assuming the SPP is subscribed to \$1,000,000 (and assuming no oversubscriptions), the issue of New Options under Resolution 3 and approval of the issue of Placement Shares and New Options to Directors under Resolutions 4(a), (b) and (c), is set out below:

Details	Shares	Options
On issue at the date of the Notice of Meeting	2,408,442,432 <sup>1</sup>	181,828,936
Shares to be issued to Directors who participated in the Placement	4,000,000	-
New Shares to be issued under the SPP	40,000,000 <sup>2</sup>	-
Maximum no. of New Options to be issued under the Placement	-	108,000,000 <sup>2</sup>
Maximum no. of New Options to be issued under the SPP	-	20,000,000 <sup>3</sup>
Options issued to the Lead Managers under the Placement	-	12,500,000
<b>Total on issue completion of the Placement and SPP</b>	<b>2,452,442,432</b>	<b>322,328,936</b>

*Notes*

1: Includes 212,000,000 Shares issued under the Placement.

2: Includes 2,000,000 New Options that would be issued to Directors if Resolutions 4(a), (b) and (c) are passed.

3: Assumes \$1,000,000 received under the SPP and no oversubscriptions

### Directors' Recommendation

The Directors recommend Shareholders vote for Resolution 3. The Chair intends to vote all undirected proxies in favour of this Resolution.

## RESOLUTION 4(a), 4(b), and 4(c)

### Approval of issue of Placement Shares and New Options to Directors

#### General

Mr Ewen Crouch AM, Dr Geoffrey Cumming, and Dr Katherine Woodthorpe AO have provided funding commitments under the Placement for \$50,000, \$30,000 and \$20,000, respectively (**Director Placement Participants**).

The Placement Shares and New Options proposed under Resolutions 4(a), 4(b), and 4(c) will be subscribed for on the same terms and conditions as those offered to all other Placement Participants.

As such Resolutions 4(a), 4(b), and 4(c) seek Shareholder approval to issue and allot up to a maximum of 4,000,000 Placement Shares to the Directors and 2,000,000 New Options to the Directors issued pursuant to the Placement, being specifically:

- Resolution 4(a): 2,000,000 Placement Shares and 1,000,000 New Options to be issued to Mr Ewen Crouch AM (or his nominee);
- Resolution 4(b): 1,200,000 Placement Shares and 600,000 New Options to be issued to Dr Geoffrey Cumming (or his nominee); and
- Resolution 4(c): 800,000 Placement Shares and 400,000 New Options to be issued to Dr Katherine Woodthorpe AO (or her nominee).

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

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

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

The proposed issue of Placement Shares and New Options to Director Placement Participants constitutes the giving of a financial benefit for the purposes of the Chapter 2E of the Corporations Act.

A “related party” for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company or an entity controlled by a director of a public company.

The Directors (other than the Director Placement Participants) have formed the view that the giving of this financial benefit is on arm’s length terms, as the securities proposed to be issued are on the same terms as those offered to non-related parties under the Placement. Accordingly, they consider that the proposed issue of these Placement Shares and New Options to the Director Placement Participants fall within the “arm’s length terms” exception as set out in section 210 of the Corporations Act. Therefore, the proposed issue of Placement Shares and New Options to the Director Placement Participants requires Shareholder approval under Listing Rule 10.11 only.

### **Listing Rule 10.11**

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to, relevantly here, a related party or their associates without Shareholder approval.

The Director Placement Participants are each related parties for the purposes of Listing Rule 10.11. The proposed issue to the Director Placement Participants does not fall within any of the exceptions in Listing Rule 10.12, and therefore requires the approval of the Company’s Shareholders under Listing Rule 10.11.

As such Resolutions 4(a), 4(b) and 4(c) seeks the required Shareholder approval to issue Placement Shares and New Options to the Director Placement Participants under Listing Rule 10.11.

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

If Resolutions 4(a), (4(b), and 4(c) (or any of them) are passed, the Company will be able to proceed with the proposed Placement Shares and New Options to the Director or Directors in respect of whom the relevant resolution is passed.

If one or more of Resolutions 4(a), (4(b), and 4(c) is not passed, then the Participating Directors of the Company who are the subject of the resolutions which were not passed will not be able to participate in the Placement and therefore will not receive Placement Shares and New Options. The passing of any of Resolutions 4(a), (4(b), and 4(c) is independent of the other Resolutions proposed and therefore approval of each of Resolutions 4(a), (4(b), and 4(c) is not dependent on approval of any other of those resolutions.

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

The following information in relation to the issue of Placement Shares and New Options to the Director Placement Participants is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- The proposed allottees are:
  - Mr Ewen Crouch AM (or his nominee);



- Dr Geoffrey Cumming (or his nominee); and
- Dr Katherine Woodthorpe AO (or her nominee).
- The maximum number of Placement Shares to be issued to Director Placement Participants is 4,000,000 (in aggregate).
- The maximum number of New Options to be issued to Director Placement Participants is 2,000,000 (in aggregate).
- The Placement Shares will be fully paid on issue and rank equally in all aspects with all existing Shares.
- The Placement Shares and New Options are intended to be issued no later than 5 days after the date of Shareholder approval, and in any case within 1 month of Shareholder approval.
- The Placement Shares will be offered at an issue price of \$0.025 (2.5 cents) per Share.
- The New Options will be offered for nil cash consideration as they are attaching options on the basis of one (1) New Option for every two (2) Placement Shares subscribed for under the Placement. If the New Options are exercised on or before the date which is 12 months from their date of issue Director Placement Participants who exercise their New Options will be issued one (1) Share and also one (1) Bonus Option (subject to the Company having sufficient capacity under the Listing Rules to issue Bonus Options).
- Accordingly, no funds will be raised from the issue of New Options and Bonus Options to Director Placement Participants.
- Funds raised from the issue of the Placement Shares will be used for the purposes as outlined in the Explanatory Statement in respect of Resolution 1. Funds raised from the exercise of the New Options will be used for the purposes as outlined in the Explanatory Statement in respect of Resolution 3.
- The Placement Shares and New Options will not be issued under an agreement, but rather a funding commitment provided by the Director Placement Participants.
- The issue of the Placement Shares and New Options are not intended to remunerate or incentivise the Director Placement Participants. Their participation in the Placement is voluntary and each is paying the full subscription price for their Placement Shares in accordance with the terms of the Placement.

#### **Directors' Recommendation**

The Directors (excluding Ewen Crouch) unanimously recommend that Shareholders vote in favour of Resolution 4(a).

The Directors (excluding Geoffrey Cumming) unanimously recommend that Shareholders vote in favour of Resolution 4(b).

The Directors (excluding Katherine Woodthorpe) unanimously recommend that Shareholders vote in favour of Resolution 4(c).

The Chair intends to vote all undirected proxies in favour of Resolutions 4(a), 4(b), and 4(c).

## ANNEXURE A – GLOSSARY

**ASIC** means the Australian Securities and Investments Commission.

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

**ASX Listing Rules** or **Listing Rules** means the Listing Rules of ASX.

**Board** means the board of directors of the Company.

**Bonus Option Cut-Off Date** means the date which is 12 months from the date of issue of the New Options.

**Bonus Options** means free attaching options issued on the exercise of New Options on or before the Bonus Option Cut-Off Date, exercisable at \$0.05 (5 cents) per Bonus Option and expiring on 30 April 2027, the terms of which are set out at Annexure B.

**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.

**Chairman** means the chairman of the Meeting.

**Company** or **Anteo** means AnteoTech Ltd (ABN 75 070 028 625).

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

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

**Director Placement Participants** means Mr Ewen Crouch AM, Dr Geoffrey Cumming, and Dr Katherine Woodthorpe AO.

**Directors** mean the directors of the Company.

**Eligible Shareholder** means:

- (a) a participant in the Placement;
- (b) in respect of the SPP, a Shareholder who is the registered holders of Shares at 7,00pm (AEST) on 5 April 2024 with a registered address in Australia or New Zealand, provided that such Shareholder is not in the United States or acting for the account or benefit of a person in the United States.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

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

**Notice** means the Notice of Meeting of which this Explanatory Statement forms part.

**New Option** one (1) free attaching option for every two (2) Shares issued under the Placement and the SPP exercisable at \$0.035 (3.5 cents) per New Option and with an expiry of 2 years from the date of issue, the terms of which are set out at Annexure B.

**Placement** means the placement to sophisticated and professional investors announced on 8 April 2024.

**Placement Participants** means participants in the Placement.

**Placement Shares** means Shares issued or to be issued under the Placement.

**Prospectus** means the prospectus of the Company dated 19 April 2024 and lodged with ASIC that same day.

**Proxy Form** means the proxy form for the General Meeting accompanying the Notice.

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

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

**Shareholders** means shareholders of the Company.

**SPP** means the share purchase plan conducted under the Prospectus.

**SPP Participant** means an Eligible Shareholder whose is issued SPP Shares.

**SPP Shares** means Shares issued or to be issued under the SPP.

# ANNEXURE B – Terms of New Options and Bonus Options

## Terms of New Options

Each New Option issued by the Company entitles its holder to subscribe for one fully-paid ordinary share in the capital of the Company on the following terms and conditions:

- (a) New Options are each exercisable at a price of \$0.035 (3.5 cents) at any time from the date of issue of the New Options up to their expiry two years after the date of issue (inclusive), but not thereafter (such period for exercise being the **New Option Exercise Period**).
- (b) Each New Option entitles the holder to subscribe for one fully paid ordinary share (**Share**).
- (c) No amount is payable on issue of the New Options.
- (d) The Company must give each New Option holder a holding statement or confirmation stating:
  - the number of New Options issued to the New Option holder;
  - the exercise price of the New Options; and
  - the date of issue of the New Options and the New Option expiry period.
- (e) The Company will maintain a register of holders of New Options in accordance with section 168(1)(b) of the *Corporations Act 2001* (Cth).
- (f) The New Options will be fully transferrable, subject to registration of the transfer by the Company. For such time as the Company is listed, the Listing Rules will apply to the New Options.
- (g) The Company will apply for quotation of the New Options on ASX.
- (h) New Options do not carry any dividend entitlement until they are exercised. Subject to the Constitution, Shares issued on exercise of New Options rank equally with other issued Shares from the date they are issued by the Company.
- (i) A New Option holder is not entitled to participate in any new issue of securities to existing Shareholders unless the New Option holder has exercised its New Options before the record date for determining entitlements to the new issue of securities and participates as a result of holding Shares.
- (j) While the Company is listed on ASX, the Company must give a New Option holder, if required by the Listing Rules, notice of:
  - the proposed terms of the issue or offer proposed referred to under paragraph (i); and
  - the right to exercise their New Options under before the relevant record date.
- (k) If the Company makes a bonus issue of Shares or other securities to Shareholders (except an issue in lieu of dividends or by way of dividend reinvestment) and no Share has been issued in respect of a New Option before the record date for determining entitlements to the issue, then the number of underlying Shares over which the New Option is exercisable is increased by the number of Shares which the New Option holder would have received if the New Option holder had exercised the New Option before the record date for determining entitlements to the issue, in accordance with the Listing Rules.
- (l) If the Company makes a pro rata issue of Shares (except a bonus issue) to existing Shareholders (except an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) and no Share has been issued in respect of the New Option before the record date for determining entitlements to the issue, the Company may elect to reduce the exercise price of each New Option in accordance with the Listing Rules.

- (m) If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, then the rights of the New Option holder (including the number of New Options to which each New Option holder is entitled and the exercise price) is changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
- (n) Any calculations or adjustments which are required to be made will be made by the Board and will, in the absence of manifest error, be final and conclusive and binding on the Company and the New Option holder.
- (o) The Company must within a reasonable period give to each New Option holder notice of any change under paragraphs (k) to (m) (inclusive) to the exercise price of any New Options held by a New Option holder or the number of Shares for which the New Option holder is entitled to subscribe on exercise of a New Option.
- (p) When exercising New Options, a New Option holder must give the Company or its share registry a Notice of Exercise of New Options form (to be provided by the Company or share registry), together with payment of the exercise monies payable to the Company in connection with the New Options being exercised.
- (q) The New Options are exercisable on any Business Day during the New Option Exercise Period. A New Option holder may only exercise New Options in multiples of 50,000 (or such other multiple as the Company may permit), unless the New Option holder exercises all of its New Options.
- (r) If a New Option holder exercises less than the total number of its New Options, the Company must issue the New Option holder a new holding statement for the remaining number of New Options held by the New Option holder.
- (s) New Options will be deemed to be exercised on the date that the Notice of Exercise of New Option Form is received by the Company in accordance with paragraphs (p) and (q). The Company shall within 5 Business Days after the receipt of such notice and cleared funds, issue Shares in respect of the New Options exercised and dispatch a shareholder statement to the holder.
- (t) The Company will apply to ASX for official quotation of the Shares issued on exercise of the New Options.
- (u) If required by the Listing Rules, the Company will advise holders at least 20 Business Days before the impending expiry of their New Options and will advise the due date for payment, the amount of money payable on exercise, the consequences of non-payment and such other details as the Listing Rules then prescribe, so as to enable holders to determine whether or not to exercise their New Options during the New Option Exercise Period.
- (v) The rights and obligations of New Option holders are governed by the laws of Queensland. Each New Option holder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Queensland.

## Terms of Bonus Options

Each Bonus Option issued by the Company entitles its holder to subscribe for one fully-paid ordinary share in the capital of the Company on the following terms and conditions:


- (a) Bonus Options are each exercisable at a price of \$0.05 (5 cents) per Bonus Option at any time from the date of issue of the Bonus Options up to their expiry of 30 April 2027 but not thereafter (such period for exercise being the **Bonus Option Exercise Period**).
- (b) Each Bonus Option entitles the holder to subscribe for one fully paid ordinary share (**Share**).

- (c) No amount is payable on issue of the Bonus Options. Bonus Options will only be issued if New Options are issued and if the New Options are exercised within 12 months of the date of issue of New Options.
- (d) The Company must give each Bonus Option holder a holding statement or confirmation stating:
- the number of Bonus Options issued to the Bonus Option holder;
  - the exercise price of the Bonus Options; and
  - the date of issue of the Bonus Options and the Bonus Option expiry period.
- (e) The Company will maintain a register of holders of Bonus Options in accordance with section 168(1)(b) of the *Corporations Act 2001* (Cth).
- (f) The Bonus Options will be fully transferrable, subject to registration of the transfer by the Company. For such time as the Company is listed, the Listing Rules will apply to the Bonus Options.
- (g) The Company will not apply for quotation of Bonus Options on ASX.
- (h) Bonus Options do not carry any dividend entitlement until they are exercised. Subject to the Constitution, Shares issued on exercise of Bonus Options rank equally with other issued Shares from the date they are issued by the Company.
- (i) A Bonus Option holder is not entitled to participate in any new issue of securities to existing Shareholders unless the Bonus Option holder has exercised its Bonus Options before the record date for determining entitlements to the new issue of securities and participates as a result of holding Shares.
- (j) While the Company is listed on ASX, the Company must give an Bonus Option holder, if required by the Listing Rules, notice of:
- the proposed terms of the issue or offer referred to under paragraph (i) above; and
  - the right to exercise their Bonus Options before the relevant record date.
- (k) If the Company makes a bonus issue of Shares or other securities to Shareholders (except an issue in lieu of dividends or by way of dividend reinvestment) and no Share has been issued in respect of a Bonus Option before the record date for determining entitlements to the issue, then the number of underlying Shares over which the Bonus Option is exercisable is increased by the number of Shares which the Bonus Option holder would have received if the Bonus Option holder had exercised the Bonus Option before the record date for determining entitlements to the issue, in accordance with the Listing Rules.
- (l) If the Company makes a pro rata issue of Shares (except a bonus issue) to existing Shareholders (except an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) and no Share has been issued in respect of the Bonus Option before the record date for determining entitlements to the issue, the Company may elect to reduce the exercise price of each Bonus Option in accordance with the Listing Rules.
- (m) If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, then the rights of the Bonus Option holder (including the number of Bonus Options to which each Bonus Option holder is entitled and the exercise price) is changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
- (n) Any calculations or adjustments which are required to be made will be made by the Board and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Bonus Option holder.

- (o) The Company must within a reasonable period give to each Bonus Option holder notice of any change under paragraphs (k) to (m) above (inclusive) to the exercise price of any Bonus Options held by an Bonus Option holder or the number of Shares for which the Bonus Option holder is entitled to subscribe on exercise of a Bonus Option.
- (p) When exercising Bonus Options, a Bonus Option holder must give the Company or its share registry a Notice of Exercise of Bonus Options form (to be provided by the Company or share registry), together with payment of the exercise monies payable to the Company in connection with the Bonus Options being exercised.
- (q) The Bonus Options are exercisable on any Business Day during the Bonus Option Exercise Period. A Bonus Option holder may only exercise Bonus Options in multiples of 50,000 (or such other multiple as the Company may permit), unless the Bonus Option holder exercises all of its Bonus Options.
- (r) If a Bonus Option holder exercises less than the total number of its Bonus Options, the Company must issue the Bonus Option holder a new holding statement for the remaining number of Bonus Options held by the Bonus Option holder.
- (s) Bonus Options will be deemed to be exercised on the date that the Notice of Exercise of Bonus Option Form is received by the Company in accordance with paragraphs (p) and (q). The Company shall within 5 Business Days after the receipt of such notice and cleared funds, issue Shares in respect of the Bonus Options exercised and dispatch a shareholder statement to the holder.
- (t) The Company will apply to ASX for official quotation of the Shares issued on exercise of the Bonus Options.
- (u) If required by the Listing Rules, the Company will advise holders at least 20 Business Days before the impending expiry of their Bonus Options and will advise the due date for payment, the amount of money payable on exercise, the consequences of non-payment and such other details as the Listing Rules then prescribe, so as to enable holders to determine whether or not to exercise their Bonus Options during the Bonus Option Exercise Period.
- (v) The rights and obligations of Bonus Option holders are governed by the laws of Queensland. Each Bonus Option holder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Queensland.

## LODGE YOUR VOTE


### ONLINE

 <https://investorcentre.linkgroup.com>

### BY MAIL

 AnteoTech Ltd  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia

### BY FAX

 +61 2 9287 0309

### BY HAND

 Link Market Services Limited  
Parramatta Square, Level 22, Tower 6,  
10 Darcy Street, Parramatta NSW 2150

### ALL ENQUIRIES TO

 Telephone: 1300 554 474 Overseas: +61 1300 554 474

## LODGE A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **11:30am (Brisbane time) on Sunday, 26 May 2024**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



### ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

### QR Code



## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

NAME SURNAME  
ADDRESS LINE 1  
ADDRESS LINE 2  
ADDRESS LINE 3  
ADDRESS LINE 4  
ADDRESS LINE 5  
ADDRESS LINE 6



X99999999999

## PROXY FORM

I/We being a member(s) of AnteoTech Ltd and entitled to attend and vote hereby appoint:

### APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

**OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the **11:30am (Brisbane time) on Tuesday, 28 May 2024 at Sparke Helmore Lawyers, Level 23, 240 Queen Street, Brisbane City Qld 4000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

### VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an ☒.

#### Resolutions

- 1 Ratification of prior issue of Placement Shares
- 2 Ratification of prior issue of SPP Shares
- 3 Approval of issue of New Options
- 4a Approval of issue of Placement Shares and New Options to Director - Ewen Crouch
- 4b Approval of issue of Placement Shares and New Options to Director - Geoff Cumming
- 4c Approval of issue of Placement Shares and New Options to Director - Katherine Woodthorpe

For Against Abstain\*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



\* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

ADO PRX2401N