
TYMLEZ GROUP LIMITED
ACN 622 817 421
NOTICE OF GENERAL MEETING

TIME: 10:30am (AEST)
DATE: 3 October 2023
PLACE: Automic Group, Level 5, 126 Phillip St, Sydney NSW 2000

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.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary by email on jonathan.hart@tymlez.com.

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IMPORTANT INFORMATION

Time and place of Meeting

Notice is hereby given that the meeting of the Company (**Meeting**) will be held at 10:30am (AEST) on 3 October 2023 at Automic Group, Level 5, 126 Phillip St, Sydney NSW 2000.

Your vote is important

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

Voting eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)* that the persons eligible to vote at the Meeting are those who are registered Shareholders at 10:30am (AEST) on 1 October 2023.

Voting by proxy

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

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

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

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

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

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

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

Transfer of non-chair proxy to chair in certain circumstances

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

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

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

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of the Tranche 1 Placement Shares issued pursuant to Listing Rule 7.1 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

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

2. RESOLUTION 2 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of the Tranche 2 Placement Shares in the Company at an issue price of \$0.004 per Share on the terms and conditions set in the Explanatory Statement."

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

3. RESOLUTION 3 – ISSUE OF PLACEMENT OPTIONS

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 212,250,000 Placement Options on the basis of one (1) Placement Option for every one (1) Share issued under the Placement on the terms and conditions set in the Explanatory Statement."

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

4. RESOLUTION 4 – APPROVAL TO ISSUE BROKER OPTIONS

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 37,500,000 Broker Options to Peak Asset Management (or its nominee(s)) on the terms and conditions set in the Explanatory Statement."

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

5. RESOLUTION 5 - PARTICIPATION OF DIRECTOR IN PLACEMENT – FREDDY EL TURK

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 10,000,000 Placement Shares and 10,000,000 Placement Options to Freddy El Turk (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement.

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

6. RESOLUTION 6 - PARTICIPATION OF DIRECTOR IN PLACEMENT – RAFFAELE MARCELLINO

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 5,000,000 Placement Shares and 5,000,000 Placement Options to Raffaele Marcellino (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement.

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

7. RESOLUTION 7 - PARTICIPATION OF DIRECTOR IN PLACEMENT – DARREN SCOTT

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 12,500,000 Placement Shares and 12,500,000 Placement Options to Darren Scott (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement.

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

8. RESOLUTION 8 – ISSUE OF DIRECTOR SECURITIES TO RELATED PARTY – FREDDY EL TURK

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 5,000,000 Shares and 4,000,000 Director Options to Freddy El Turk (or his nominee) on the terms and conditions set out in the Explanatory Statement.

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

9. RESOLUTION 9 – RATIFICATION OF PRIOR ISSUE OF 2,500,000 SHARES

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 2,500,000 Shares issued on 28 December 2022 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

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

10. RESOLUTION 10 – CHANGE OF COMPANY NAME

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

“That, with effect from the date ASIC alters the details of the Company’s registration in accordance with section 157 of the Corporations Act, the name of the Company be changed to NoviqTech Limited.”

Dated: 28 August 2023

By order of the Board

Freddy El Turk
Chief Executive Officer

Voting Exclusion Statements

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

Resolution 1 – Ratification of Prior Issue of Placement Shares	A person who participated in the issue or is a counterparty to the agreement being approved (namely those recipients who participated in the Placement in respect of this Resolution) or an associate of that person or those persons.
Resolution 2 – Issue of Tranche 2 of the Placement Shares	A person who is expected to participate in the Placement, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder ordinary securities in the Company) or an

	associate of that person or those persons.
Resolution 3 – Issue of Placement Options	A person who is expected to participate in the Placement, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder ordinary securities in the Company) or an associate of that person or those persons.
Resolution 4 – Approval to issue Broker Options	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 ordinary securities in the Company) (namely Peak Asset Management) or an associate of that person or those persons.
Resolution 5 – Participation of Director in Placement - Freddy El Turk	Freddy El Turk (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 6 – Participation of Director in Placement - Raffaele Marcellino	Raffaele Marcellino (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 7 – Participation of Director in Placement – Darren Scott	Darren Scott (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

Resolution 8 – Issue of Director Securities to Related Party – Freddy El Turk	Freddy El Turk (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the Options (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 9 – Ratification of prior issue of Placement Shares	A person who participated in the issue or is a counterparty to the agreement being approved (namely those recipients who participated in the issue in respect of this Resolution) or an associate of that person or those persons.

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

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

EXPLANATORY STATEMENT

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

1. RESOLUTIONS 1 - RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES

1.1 General

On 21 July 2023, the Company announced that it had received binding commitments for a placement to raise approximately \$850,000 (before costs) (**Placement**) through the issue of 212,250,000 Shares at \$0.004 each (**Placement Shares**), together with one free attaching Option for every 1 Placement Share subscribed under the Placement (**Placement Options**) to sophisticated and professional investors of Peak Asset Management (**Placement Participants**).

On 7 August 2023, the Company issued 146,000,000 Placement Shares to the Placement Participants whereby 146,000,000 Placement Shares were issued using the Company's placement capacity under Listing Rule 7.1 (**Tranche 1 Placement Shares**).

66,250,000 Placement Shares have not yet been issued. It is anticipated that the 66,250,000 Placement Shares will be issued once the Company receives Shareholder under Resolution 2.

Resolution 2 seeks the approval of Shareholders pursuant to Listing Rule 7.1 for the issue of the 66,250,000 Placement Shares (**Tranche 2 Placement Shares**).

Resolution 3 seeks the approval of Shareholders pursuant to Listing Rule 7.1 for the issue of the 212,250,000 Placement Options (**Placement Options**).

In connection with the Placement, the Company appointed Peak Asset Management (**Peak**) to act as the lead manager of the Placement. The material terms for Peak acting as lead manager (**Lead Manager Mandate**) are that the Company will pay:

- (a) a 2% management fee on the gross proceeds raised under the Placement payable in cash (plus GST);
- (b) a 4% placement fee on the capital introduced in the Placement, payable in cash (plus GST); and
- (c) subject to Shareholder approval (pursuant to Resolution 4), issue 37,500,000 Options to Peak (and or its nominee(s)) on the same terms as the Placement Options (**Broker Options**).

Resolutions 1 to 4 are ordinary resolutions and the Board recommends that Shareholders vote in favour of Resolution 1 to 4.

1.2 Listing Rules 7.1, 7.2 and 7.4

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

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

Listing Rule 7.2 sets out various types of equity issues that are excluded from the operation of Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

Accordingly, Resolution 1 seeks Shareholder approval for the prior issue of the Tranche 1 Placement Shares under and for the purposes of Listing Rule 7.4.

If Resolution 1 is passed, the Tranche 1 Placement Shares will be excluded in calculating the Company's 15% limit under Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the date of issue of the Tranche 1 Placement Shares (being 7 August 2023).

If Resolution 1 is not passed, the Tranche 1 Placement Shares will be included in calculating the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Securities it can issue without Shareholder approval over the 12-month period following the date of issue of the Tranche 1 Placement Shares (being 7 August 2023).

1.3 Specific information required by Listing Rule 7.5 for the Tranche 1 Placement Shares

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the prior issue of the Tranche 1 Placement Shares:

- (a) the Tranche 1 Placement Shares were issued on 20 July 2023, whereby the Tranche 1 Placement Shares were issued within the 15% annual limit permitted under Listing Rule 7.1 without the need for Shareholder approval;
- (b) the Tranche 1 Placement Shares were issued at \$0.004 per Share;
- (c) the Tranche 1 Placement Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;
- (d) the Tranche 1 Placement Shares were issued to the Placement Participants, being investors selected by the Company in consultation with the Company's lead manager, Peak. No Placement Participants are considered to be "material investors" for the purposes of ASX Guidance Note 21, paragraph 7.2. More specifically the Company confirms that none of the recipients will be (other than 10 Bolivianos Pty Ltd):
 - (i) related parties of the Company, members of the Company's key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (e) the proceeds from the issue of the Tranche 1 Placement Shares will be used to drive platform integration using AI for supply chain traceability and working capital purposes; and
- (f) a voting exclusion statement is included in the Notice.

2. RESOLUTION 2 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES

2.1 General

As set out above in Section 1.1 above, as part of the Placement, the Company is proposing to issue up to 66,250,000 Tranche 2 Placement Shares to raise up to \$265,000 to the Placement Participants (**Tranche 2 Placement**).

Subject to Shareholder approval, Directors Freddy El Turk, Raffaele Marcellino and Darren Scott will participate in the Tranche 2 Placement for:

- (a) in respect of Freddy El Turk, 10,000,000 Tranche 2 Placement Shares at an issue price of \$0.004 and 10,000,000 Placement Options for a participation of \$40,000;
- (b) in respect of Raffaele Marcellino, 5,000,000 Tranche 2 Placement Shares at an issue price of \$0.004 and 5,000,000 Placement Options for a participation of \$20,000; and
- (c) in respect of Darren Scott, 12,500,000 Tranche 2 Placement Shares at an issue price of \$0.004 and 12,500,000 Placement Options for a participation of \$20,000,

(together, the **Director Participation**).

The participation is the subject of Resolutions 5 to 7. Please refer to Section 5 for further information.

2.2 Technical information required by Listing Rule 14.1A

As summarised in Section 1.2 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of the Tranche 2 Placement Shares does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

If Resolution 2 is passed, the Company will be able to proceed with the issue of the Tranche 2 Placement. In addition, the issue of the Tranche 2 Placement will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the Tranche 2 Placement. The Company will issue the Tranche 2 Placement at a later date when it has sufficient placement capacity to issue the Tranche 2 Placement.

Resolution 2 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Tranche 2 Placement.

2.3 Technical Information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 2:

- (a) the Tranche 2 Placement Shares will be issued to professional and sophisticated investors who are clients of Peak. The recipients will be identified through a bookbuild process, which will involve Peak seeking expressions of interest to participate in the capital raising from non-related parties of the Company. Other than the Director Participation, none of the recipients will be related parties of the Company;
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that other than the Director Participation and 10 Bolivianos Pty Ltd, none of the recipients will be:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) the maximum number of Tranche 2 Placement Shares to be issued is 66,250,000;
- (d) 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;
- (e) the Tranche 2 Placement Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Tranche 2 Placement Shares will occur on the same date;
- (f) the issue price of the Tranche 2 Placement Shares will be \$0.004 per Tranche 2 Placement Share. The Company will not receive any other consideration for the issue of the Tranche 2 Placement Shares;
- (g) the purpose of the issue of the Tranche 2 Placement Shares is to raise capital, which will be applied towards the purposes set out in Section 1.3;
- (h) the Tranche 2 Placement Shares are not being issued under an agreement;
- (i) the Tranche 2 Placement Shares are not being issued under, or to fund, a reverse takeover; and
- (j) a voting exclusion statement is included in Resolution 2 of the Notice.

3. RESOLUTION 3 – APPROVAL TO ISSUE PLACEMENT OPTIONS

3.1 General

As disclosed in Section 1.1 above, the Company is undertaking a Placement. The Placement Options will be issued as free-attaching Options on the terms and conditions set out in Schedule 1. It is also intended that following their issue, subject to meeting the relevant ASX requirements, the Company will apply to ASX for quotation of the Placement Options.

The Company is seeking Shareholder approval for the issue of 212,250,000 Placement Options to professional and sophisticated investors who subscribed to the Placement.

3.2 Listing Rule 7.1

As summarised in Section 1.3 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of the Placement Options does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

3.3 Technical information required by Listing Rule 14.1A

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Placement Options. In addition, the issue of the Placement Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Placement Options. However, given the Placement Shares have already been issued as at the date of the Meeting, the Company will issue the Placement Options at a later date when it has sufficient placement capacity to issue the Placement Options.

Resolution 3 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Placement Options.

3.4 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 3:

- (a) the Placement Options will be issued as free attaching Options to professional and sophisticated investors. The recipients were identified through a bookbuild process, which involved Peak, to participate in the capital raising from other than the Director Participation, non-related parties of the Company;
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that other than the Director Participation and 10 Bolivianos Pty Ltd, none of the recipients will be:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) the maximum number of Placement Options to be issued is 212,250,000. The terms and conditions of the Placement Options are set out in Schedule 1;
- (d) the Placement Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Placement Options will occur on the same date;
- (e) as the Placement Options are free attaching Options issued for every one (1) Placement Share subscribed for under the Placement, the Company will not receive

- any consideration for the issue of the Placement Options (other than in respect of funds received on exercise of the Placement Options);
- (f) the purpose of the Placement was to raise \$850,000. The Company intends to apply the fund raised from the issue in the manner set out in Section 1.3;
 - (g) the Placement Options are not being issued under an agreement; and
 - (h) the Placement Options are not being issued under, or to fund, a reverse takeover.

4. RESOLUTION 4 – APPROVAL TO ISSUE BROKER OPTIONS

4.1 General

The Company has entered into an agreement to issue 37,500,000 Broker Options to Peak (or its nominees) in part consideration for acting as lead manager to the Placement (**Broker Options**).

As summarised in Section 1.2 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue on the start of that period.

The proposed issue of the Broker Options does not fit within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

4.2 Technical Information required by Listing Rule 14.1A

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Broker Options. In addition, the issue of the Broker Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the Broker Options. Should the issue not proceed, the Company will have to renegotiate the terms of the Lead Manager Mandate.

Resolution 4 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Broker Options.

4.3 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 4:

- (a) the Broker Options will be issued to Peak (and or its nominees(s));
- (b) the maximum number of Broker Options to be issued is 37,500,000. The terms and conditions of the Broker Options are set out in Schedule 1. For the avoidance of doubt, the Broker Options will be on the same terms as the Placement Options;
- (c) the Broker Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Broker Options will occur on the same date;
- (d) the Broker Options will be issued at a nil price in part consideration for acting as lead manager to the Placement under the Lead Manager Mandate;
- (e) the purpose of the issue of the Broker Options is to satisfy the Company's obligations under the Lead Manager Mandate;
- (f) the Broker Options are being issued to Peak or its nominee(s) under the Lead Manager Mandate. A summary of the Lead Manager Mandate is set out in Section 1.1; and
- (g) the Broker Options are not being issued under, or to fund, a reverse takeover.

5. RESOLUTIONS 5 TO 7 – DIRECTOR PARTICIPATION IN TRANCHE 2 OF THE PLACEMENT

5.1 General

As set out in Section 2.1 above, Directors Freddy El Turk, Raffaele Marcellino and Darren Scott wish to participate in the Placement (**Director Participation**). The Director Participation will be on the same terms as unrelated participants in the Placement.

Accordingly, the Company is seeking:

- (a) Shareholder approval under Resolution 5 for the issue of 10,000,000 of the Tranche 2 Placement Shares and 10,000,000 of the Placement Options to Freddy El Turk (or his nominee);
- (b) Shareholder approval under Resolution 6 for the issue of 5,000,000 of the Tranche 2 Placement Shares and 5,000,000 of the Placement Options to Raffaele Marcellino (or his nominee); and
- (c) Shareholder approval under Resolution 7 for the issue of 12,500,000 of the Tranche 2 Placement Shares and 12,500,000 of the Placement Options to Darren Scott (or his nominee);

(together, the **Tranche 2 Director Placement Securities**),

on the terms set out below.

5.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

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

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

The Director Participation will result in the issue of Tranche 2 Director Placement Securities which constitutes giving a financial benefit and Freddy El Turk, Raffaele Marcellino and Darren Scott are related parties of the Company by virtue of being Directors of the Company.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Director Participation because the Tranche 2 Director Placement Shares will be issued to the Directors (or their nominees) on the same terms as Shares issued to non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

5.3 Listing Rule 10.11

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

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

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

Resolutions 5 to 7 seeks Shareholder approval for the Director Participation under and for the purposes of Listing Rule 10.11.

5.4 Technical information required by Listing Rule 14.1A

If Resolutions 5 to 7 are passed, the Company will be able to proceed with the issue of the Tranche 2 Director Placement Securities under the Director Participation within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and will raise additional funds which will be used in the manner set out in Section 1.3 above.

As approval pursuant to Listing Rule 7.1 is not required for the issue of the Tranche 2 Director Placement Securities in respect of the Director Participation (because approval is being obtained under Listing Rule 10.11), the issue of the Tranche 2 Director Placement Securities will not use up any of the Company's 15% annual placement capacity.

If Resolutions 5 to 7 are not passed, the Company will not be able to proceed with the issue of the Tranche 2 Director Placement Securities under the Director Participation and the relevant Placement funds will not be raised from the Directors.

5.5 Technical information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolutions 5 to 7:

- (a) the Tranche 2 Director Placement Securities will be issued to Freddy El Turk, Raffaele Marcellino and Darren Scott (or their nominees), who each fall within the category set out in Listing Rule 10.11.1, as each of them is a related party of the Company by virtue of being a Director;
- (b) the maximum number of Placement Shares and Placement Options to be issued is:
 - (i) 10,000,000 Placement Shares and 10,000,000 Placement Options to Freddy El Turk;
 - (ii) 5,000,000 Placement Shares and 5,000,000 Placement Options to Raffaele Marcellino; and
 - (iii) 12,500,000 Placement Shares and 12,500,000 Placement Options to Darren Scott;
- (c) the Placement Options forming part of the Tranche 2 Director Placement Securities will be issued on the terms and conditions set out in Schedule 1 (being the same terms and conditions as the Placement Options). The Shares issued on exercise of the Placement Options 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 Director Placement Securities will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated the Tranche 2 Director Placement Securities under the Director Participation will be issued on the same date as the other Tranche 2 Placement Shares and the other Placement Options;
- (e) the issue price will be \$0.004 per Share and nil per Option as the Options will be issued free attaching with the Shares on a 1 for 1 basis. The Company will not receive any other consideration for the issue of the Shares;
- (f) the purpose of the issue of Shares under the Director Participation is to raise capital, to be applied towards the purposes set out in Section 1.3 above;
- (g) the issue of the Tranche 2 Director Placement Securities under the Director Participation is not intended to remunerate or incentivise the Directors;

- (h) the Placement Shares and Placement Options are not being issued under an agreement; and
- (i) voting exclusion statements are included in Resolutions 5 to 7.

6. RESOLUTION 8 – ISSUE OF DIRECTOR SECURITIES TO RELATED PARTY – FREDDY EL TURK

6.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue 5,000,000 Shares to Freddy El Turk (or his nominee), on the terms and conditions set out below.

Resolution 8 seeks Shareholder approval for the issue of the 5,000,000 Shares to Freddy El Turk (or his nominee).

Under Freddy El Turk's terms of engagement as Chief Executive Officer and Acting Chief Technology Officer he will receive a base salary of \$275,000 per annum (no additional director fees). Further subject to Shareholder approval under this Resolution 8:

- (a) Freddy El Turk (or his nominee) will receive 5,000,000 Shares (to be voluntary escrowed for 24 months from date of issue) (**Director Shares**); and
- (b) Freddy El Turk (or his nominee) will be issued incentive options that vest if and when the Company achieves a VWAP over 15 consecutive trading days of: \$0.02, \$0.04, \$0.06 and \$0.08 (each a performance condition). At each of these performance conditions, \$40,000 of Director Options will be issued at an exercise price of the 15-day VWAP prior to the performance condition being met (**Director Options**),

(together the Director Shares and Director Options are the **Director Securities**).

A full summary of the main terms of the employment agreement with Freddy El Turk (**Employment Agreement**) is as follows:

Name & Position	Freddy El Turk, Chief Executive Officer (and Acting CTO)
Commencement Date	28 June 2023
Term	No fixed term, ongoing until terminated by either party in accordance with the employment contract
Remuneration	Base salary of \$275,000 per annum (no additional director fees). Subject to Tymlez Group Limited having obtained any necessary shareholder approval and/or regulatory approval under the ASX Listing Rules and/or Corporations Act, 5,000,000 shares in TYMLEZ Group Limited (to be escrowed for 24 months from date of issue). If the shareholders do not approve the proposed allotment of shares, then the Employee and Tymlez Group will need to renegotiate additional remuneration.
Incentive Options	TYMLEZ will grant Mr Turk a LTI in the form of an Incentive Options Agreement whereby share options will vest if and when the TYMLEZ share price achieves a VWAP over 15 consecutive trading days of: 0.02c; 0.04c, 0.06c and 0.08c (each a performance condition). At each of these performance conditions, AUD\$40,000 of incentive share options will be issued at an exercise price of 15-day VWAP prior to the performance condition being met.
Termination	Either party may terminate the employment agreement by providing two months' notice in writing. TYMLEZ retains the right to terminate immediately without notice in the case of serious or wilful misconduct.
Post-Employment	Mr El Turk is subject to a post-employment Restraint period of 3, 6, 9 or 12 months, whichever the court considers reasonable in the circumstances, including non-solicitation and non-compete conditions.
Other Terms	Mr El Turk's employment agreement otherwise contains standard terms and conditions for agreements of its nature, including

6.2 Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

- (a) obtain Shareholder approval in the manner set out in section 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of the Director Securities to Freddy El Turk constitutes giving a financial benefit and Freddy El Turk is a related party of the Company by virtue of being a Director.

The Directors (other than Freddy El Turk who has a material personal interest in Resolution 8) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Director Securities because the agreement to issue the Director Securities, reached as part of the remuneration package for Freddy El Turk, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

6.3 Listing Rule 10.11

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

- (c) a related party (Listing Rule 10.11.1);
- (d) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (30%+) in the company (Listing Rule 10.11.2);
- (e) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (10%+) in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);
- (f) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or
- (g) a person whose relationship with the company or a person referred to in Listing Rule 10.11.1 or 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.11.5),

unless it obtains the approval of its shareholders.

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

Resolution 8 seeks the required Shareholder approval for the issue of the Director Securities under and for the purposes of Listing Rule 10.11.

6.4 Technical information required by Listing Rule 14.1A

If Resolution 8 is passed, the Company will be able to proceed with the issue of the Director Securities to Freddy El Turk (or his respective nominees) within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Securities (because approval is being obtained under Listing Rule 10.11), the issue of the Director Securities will not use up any of the Company's 15% placement capacity.

If Resolution 8 is not passed, the Company will not be able to proceed with the issue of the Director Securities and will likely be required to renegotiate the employment contract of Freddy El Turk.

6.5 Technical information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 8:

- (a) the Director Securities will be issued to Freddy El Turk (or his nominee) who falls within the category set out in Listing Rule 10.11.1 as Freddy El Turk is a related party of the Company by virtue of being a Director;
- (b) the maximum number of Director Shares to be issued to Freddy El Turk is 5,000,000 Director Shares and the maximum number of Director Options to be issued to Freddy El Turk is 4,000,000;
- (c) the terms and conditions of the Director Options are set out in Section 6.1 and Schedule 2;
- (d) the Director Securities will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by an ASX waiver or modification of the Listing Rules) and it is intended that issue of the Director Securities will occur on the same date;
- (e) the issue price of the Director Securities will be nil. The Company will not receive any other consideration in respect of the issue of the Director Securities;
- (f) the purpose of the issue of the Director Securities is to provide a performance linked incentive component in the remuneration package for Freddy El Turk to motivate and reward their performance as a Director and to provide cost effective remuneration to Freddy El Turk, enabling the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Freddy El Turk;
- (g) the current total remuneration package for Freddy El Turk including the issue of the Director Securities pursuant to this Resolution 8 is \$275,000 per annum; and
- (h) the Director Securities are being issued to Freddy El Turk under his Employment Agreement with the Company. A summary of the material terms of the Freddy El Turk Employment Agreement is set out in Section 6.1.

7. RESOLUTION 9 – RATIFICATION OF PRIOR ISSUE OF 2,500,000 SHARES

7.1 General

As announced by the Company on 28 December 2022, the Company issued 2,500,000 Shares utilising the Company's existing capacity under Listing Rule 7.1.

The Company raised \$50,000 by way of a placement to sophisticated investors at \$0.02 per share.

7.2 ASX Listing Rule 7.1

This Resolution proposes that Shareholders of the Company approve and ratify the prior issue and allotment of 2,500,000 Shares, which was issued on 28 December 2022 (**Issue Date**).

All of the 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 Ordinary Shares did not fit within any of the exceptions to Listing Rule 7.1 and, as it has not been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the Issue Date.

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.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

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

If this Resolution is passed, the issue of 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 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.

7.3 Information required by ASX Listing Rule 7.5

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

- (a) The Shares were issued to sophisticated investors.
- (b) The Company issued 2,500,000 Shares.
- (c) The Shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (d) The Shares were issued on 28 December 2022.
- (e) Each of the Shares were issued at an issue price of \$0.02 per Ordinary Share, which raised \$50,000.
- (f) Funds raised from the issue of the Shares have been and will be used by the Company for product development, marketing and working capital.

8. RESOLUTION 10 - CHANGE OF COMPANY NAME

The Directors have determined to change the name of the Company to "NoviqTech Limited". Resolution 10 seeks Shareholder approval for the change of name in accordance with section 157 of the Corporations Act.

Resolution 10 is a special resolution.

The change of name of the Company will take effect when ASIC alters the details of the Company's registration.

It is proposed the Company's ASX Listing code will also be changed from "TYM" to "NVQ".

9. ENQUIRIES

Shareholders are required to contact the Company Secretary via email to Jonathan.hart@tymlez.com if they have any queries in respect of the matters set out in this Notice.

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities & Investments Commission.

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

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

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

Chair means the chair of the Meeting.

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

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

Company means TYMLEZ Group Limited (ACN 622 817 421).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

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

Explanatory Statement means the explanatory statement accompanying the Notice.

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

Meeting has the meaning given in the introductory paragraph of the Notice.

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

Option means an option to acquire a Share.

Placement has the meaning given in Section 1.1.

Proxy Form means the proxy form accompanying the Notice.

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

Section means a section of the Explanatory Statement.

Security means a security issued or to be issued in the capital of the Company, including a Share or an Option.

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

Shareholder means a registered holder of a Share.

Trading Day means a day other than a Saturday, Sunday, New Year's Day, Good Friday, Easter Monday, Christmas Day and any other day that ASX may declare and publish is not a trading day.

AEST means Australian Eastern Standard Time as observed in Sydney, New South Wales.

SCHEDULE 1 – TERMS AND CONDITIONS OF THE PLACEMENT OPTIONS

The following terms apply to the unlisted Placement Options.

a) Entitlement

Each Placement Option entitles the holder to subscribe for one (1) fully paid ordinary share upon exercise of the Placement Option.

b) Exercise Price

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

c) Expiry Date

Each Placement Option will expire at 5.00pm AEST on 21 July 2026 (**Expiry Date**). A Placement Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

d) Exercise Period

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

e) Notice of Exercise

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

f) Exercise Date

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

g) Timing of issue of Shares on exercise

Within five (5) Business Days after the Exercise Date, the Company will:

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

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

h) Shares issued on exercise

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

i) Reconstruction of capital

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

j) Participation in new issues

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

k) Change in exercise price

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

l) Transferability

The Placement Options are transferable subject to approval of the Company, and any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

m) Quotation

Subject to meeting the spread and holder requirements of the ASX Listing Rules, the Company will apply for quotation of the Options on ASX.

SCHEDULE 2 – TERMS AND CONDITIONS OF THE DIRECTOR OPTIONS

1. Entitlement

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

2. Exercise Price

Each Director Option will have an exercise price as set out in Section 6.1 (**Exercise Price**).

3. Vesting Conditions

Each Director Option will have vesting conditions as set out in Section 6.1.

4. Expiry Date

Each Director Option will have an expiry date of 29 June 2025.

5. Exercise Period

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

6. Notice of Exercise

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

7. Exercise Date

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

8. Timing of issue of Shares on exercise

Within 15 Business Days after the Exercise Date, the Company will:

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

If a notice delivered under 8(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

9. Shares issued on exercise

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

10. Reconstruction of capital

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

11. Participation in new issues

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

12. Change in exercise price

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

13. Transferability

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

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

Holder Number:

Your proxy voting instruction must be received by **10.30am (AEDT) on Sunday, 1 October 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/#/login>

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.



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