
INDUSTRIAL MINERALS LTD

ACN 648 183 297

NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:00am (AWST)
DATE: 7 October 2024
PLACE: The Boardroom
Unit 38
460 Stirling Hwy
PEPPERMINT GROVE WA 6011

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5:00pm (AWST) on 5 October 2024.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES – LISTING RULE 7.1

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 7.4 and for all other purposes, Shareholders ratify the issue of 3,876,500 Placement Shares to the Placement Participants on the terms and conditions set out in the Explanatory Statement."

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

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES - LISTING RULE 7.1A

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 7.4 and for all other purposes, Shareholders ratify the issue of 4,498,500 Placement Shares to the Placement Participant on the terms and conditions set out in the Explanatory Statement."

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

3. RESOLUTION 3 – RATIFICATION OF AGREEMENT TO ISSUE NEW OPTIONS TO PLACEMENT

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 7.4 and for all other purposes, Shareholders ratify the agreement to issue 4,187,500 free attaching New Options to the Placement Participants on the terms and conditions set out in the Explanatory Statement."

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

4. RESOLUTION 4 – RATIFICATION OF AGREEMENT TO ISSUE SPP 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 7.4 and for all other purposes, Shareholders ratify the agreement to issue up to 1,250,000 free attaching SPP Options to the SPP Participants on the terms and conditions set out in the Explanatory Statement."

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

5. RESOLUTION 5 – RATIFICATION OF AGREEMENT TO ISSUE NEW OPTIONS TO LEAD MANAGER

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 7.4 and for all other purposes, Shareholders ratify the agreement to issue 1,000,000 New Options to the Evolution Capital Pty Ltd (or its 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 – APPROVAL FOR DIRECTOR PARTICIPATION IN THE PLACEMENT – ASHLEY PATTISON

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

"That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 500,000 Placement Shares and 250,000 free attaching New Options to

Non-Executive Chairman Ashley Pattison (or their nominee) on the terms and conditions set out in the Explanatory Statement."

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

7. RESOLUTION 7 – APPROVAL FOR DIRECTOR PARTICIPATION IN THE PLACEMENT – JEFFREY SWEET

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

"That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 500,000 Placement Shares and 250,000 free attaching New Options to CEO & Managing Director Jeffrey Sweet (or their nominee) on the terms and conditions set out in the Explanatory Statement."

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

8. RESOLUTION 8 – APPROVAL FOR DIRECTOR PARTICIPATION IN THE PLACEMENT – ALEX NEULING

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

"That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 125,000 Placement Shares and 62,500 free attaching New Options to Non-Executive Director Alex Neuling (or their nominee) on the terms and conditions set out in the Explanatory Statement."

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

Voting Prohibition Statements

Resolution 6 – Approval For Director Participation In The Placement – Ashley Pattison	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 6 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 6 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>Provided the Chair is not a Resolution 6 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 7 – Approval For Director Participation In The Placement – Jeffrey Sweet	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 7 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 6 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>Provided the Chair is not a Resolution 7 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 8 – Approval For Director Participation In The Placement – Alex Neuling	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 8 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 6 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and

	<p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>Provided the Chair is not a Resolution 8 Excluded Party, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>
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Voting Exclusion Statements

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

Resolution 1 – Ratification of Prior Issue of Placement Shares – Listing Rule 7.1	A person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.
Resolution 2 – Ratification of Prior Issue of Placement Shares - Listing Rule 7.1A	A person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.
Resolution 3 – Ratification of Agreement to Issue New Options To Placement Participants	A person who participated in the issue or is a counterparty to the agreement being approved (namely a Placement Participant) or an associate of that person or those persons.
Resolution 4 – Ratification of Agreement to Issue SPP	A person who participated in the issue or is a counterparty to the agreement being approved (namely a SPP Participant) or an associate of that person or those persons.
Resolution 5 – Ratification of Agreement to Issue New Options To Lead Manager	A person who participated in the issue or is a counterparty to the agreement being approved (namely Evolution Capital Pty Ltd) or an associate of that person or those persons.
Resolution 6 – Approval For Director Participation In The Placement – Ashley Pattison	Ashley Pattison (or their 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 – Approval For Director Participation In The Placement – Jeffrey Sweet	Jeffrey Sweet (or their 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 – Approval For Director Participation In The Placement – Alex Neuling	Alex Neuling (or their nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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

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

Voting by proxy

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

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

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

Shareholders and their proxies should be aware that:

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

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

You may still attend the Meeting and vote in person even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you actually vote at the Meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that resolution.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the Meeting. If you do not bring your Proxy Form with you, you can still attend the Meeting but representatives from Automic Group will need to verify your identity. You can register from [insert time] on the day of the Meeting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6270 6316.

EXPLANATORY STATEMENT

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

1. BACKGROUND TO THE RESOLUTIONS

1.1 Placement

On 31 July 2024, the Company announced it had received firm commitments from new and existing professional, sophisticated and institutional investors (**Placement Participants**), including senior management of the Company, for a placement of 9,500,000 fully paid ordinary shares in the capital of the Company (**Placement Shares**) at an issue price of \$0.20 per Placement Share, together with one (1) free attaching Option exercisable at \$0.30 each on or before the date that is three (3) years from the date of issue for every two (2) Placement Shares subscribed for and issued (**New Option**), to raise \$1,900,000 (before costs) (**Placement**). The Company's Directors have agreed to subscribe for \$225,000 of Shares under the Placement.

The New Options are proposed to be issued pursuant to a transaction specific prospectus that is expected to be lodged with ASIC and ASX prior to the General Meeting (**Options Prospectus**). The terms and conditions of the New Options are set out in Schedule 1.

On 7 August 2024 the Company issued an aggregate of 8,375,000 Placement Shares to the Placement Participants pursuant to the Company's placement capacity as follows:

- (a) 3,876,500 Shares under ASX Listing Rule 7.1; and
- (b) 4,498,500 Shares under ASX Listing Rule 7.1A.

Resolution 3 seeks shareholder approval for the ratification of the agreement to issue 4,187,500 New Options to Placement Participants pursuant to the Placement.

1.2 Share Purchase Plan

In the same announcement that initially disclosed the Placement, the Company announced that it would be offering Shareholders the opportunity to participate in a share purchase plan (**SPP**) on the same terms as the Placement, to raise up to an additional \$500,000 (before costs), through the issue of 2,500,000 Shares at an issue price of \$0.20 per Share (**SPP Shares**), with the ability to accept oversubscriptions or scale back at the Board's absolute discretion.

Participation in the SPP was optional and open exclusively to Shareholders who were registered holders of Shares at the record date of 5:00pm (WST) on 30 July 2024 (**Record Date**) and whose registered address is in Australia or New Zealand.

The SPP is scheduled to close on Friday, 30 August 2024. The SPP Shares will be issued to eligible participants in the SPP (**SPP Participants**) pursuant to Listing Rule 7.2 (exception 5) and has not utilised any of the Company's placement capacity under Listing Rules 7.1 and 7.1A.

SPP Participants were also entitled to apply for one (1) free attaching New Option for every for every two (2) Shares subscribed for and issued under the SPP, pursuant to an options offer under the Options Prospectus (**SPP Options**).

Resolution 4 seeks shareholder approval for the ratification of the agreement to issue up to 1,250,000 SPP Options to SPP Participants.

1.3 Lead Manager

Evolution Capital Pty Ltd (ACN 652 397 263) (**Evolution Capital** or **Lead Manager**) acted as the lead manager and book runner to the Placement and SPP pursuant to an agreement dated 29 July 2024 (**Lead Manager Mandate**).

Under the Lead Manager Mandate, in consideration for lead manager services provided in relation to the Placement and SPP, the Company agreed to pay or issue the Lead Manager (as the context requires):

- (a) a management fee and selling fee of 6.0% of the amount raised under the Placement (plus GST);
- (b) a cash fee 6.0% of any underwritten amount or any shortfall amount placed from the SPP (plus GST), subject to completion of the SPP; and
- (c) 1,000,000 New Options in the Company.

The Lead Manager Mandate otherwise contains terms and conditions considered standard for an agreement of its kind.

The issue of the New Options to the Lead Manager is subject to Shareholder approval pursuant to Resolution 5 of this Notice.

1.4 Director Participation

Subject to Shareholder approval, the Company's Directors wish to participate in the Placement on the same terms as unrelated professional and sophisticated investors in the Placement (**Director Participation**), for an aggregate of up to 1,125,000 Placement Shares, together with 562,500 free attaching New Options, at an issue price of \$0.20 per Share (together, the **Director Participation Securities**) as follows:

- (a) Ashley Pattison (Non-Executive Chairman) proposes to subscribe for \$100,000 under the Placement, comprising 500,000 Placement Shares and 250,000 free attaching New Options (the subject of Resolution 6);
- (b) Jeffrey Sweet (CEO & Managing Director) proposes to subscribe for \$100,000 under the Placement, comprising 500,000 Placement Shares and 250,000 free attaching New Options (the subject of Resolution 7); and
- (c) Alex Neuling (Non-Executive Director) proposes to subscribe for \$25,000 under the Placement, comprising 125,000 Placement Shares and 62,500 free attaching New Options (the subject of Resolution 8).

Messrs Pattison, Sweet and Neuling are herein referred to as the **Related Parties**.

The Options Prospectus is also intended to include an offer of 562,500 New Options to be issued, subject to Shareholder approval, to the Related Parties.

Resolutions 6, 7, and 8 seek shareholder approval for the issue of the Director Participation Securities to the Related Parties under the Placement.

1.5 Use of funds

The Company intends to apply the funds raised under the Placement and the SPP to:

- (a) complete a resource infill drilling program at the Pippingarra and Mukinbudin HPQ Projects, consisting of both RC and diamond drilling. This will allow the Company to prepare a Mineral Resource Estimate and progress through to feasibility level studies;
- (b) progress the HPQ metallurgical process testwork, with samples being sent to leading HPQ Consultants ANZAPLAN, a specialist consultancy with unique expertise in designing flowsheets tailored to remove impurities at trace levels, ensuring that even the most stringent customer requirements are met;
- (c) continue product marketing to advance offtake discussions. The Company will build on the relationships built to date and engage with leading companies in HPQ industries; and
- (d) general working capital and costs of the offer.

2. RESOLUTIONS 1 AND 2 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES - LISTING RULES 7.1 AND 7.1

2.1 General

As set out in Section 1.1, on 7 August 2024 the Company issued an aggregate of 8,375,000 Placement Shares to the Placement Participants pursuant to the Company's placement capacity as follows:

- (a) 3,876,500 Placement Shares pursuant to the Company's capacity under ASX Listing Rule 7.1 (being, the subject of Resolution 1); and
- (b) 4,498,500 Placement Shares pursuant to the Company's 7.1A mandate which was approved by Shareholders at the annual general meeting held on 29 November 2023 (being, the subject of Resolution 2).

The issue of the Placement Shares did not breach Listing Rule 7.1 at the time of the issue.

2.2 Listing Rules 7.1 and 7.1A

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

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

The Company obtained approval to increase its limit to 25% at the annual general meeting held on 29 November 2023.

The issue of the Placement Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of issue of the Placement Shares.

2.3 Listing Rule 7.4

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 that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Shares.

Resolutions 1 and 2 seek Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Shares.

2.4 Technical information required by Listing Rule 14.1A

If Resolutions 1 and 2 are passed, the Placement Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

If Resolutions 1 and 2 are not passed, the Placement Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

2.5 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolutions 1 and 2:

- (a) the Placement Shares were issued to professional and sophisticated investors who are clients of the Lead Manager. The recipients were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the capital raising from non-related parties of the Company;
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients were:
 - (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) 8,375,000 Placement Shares were issued on the following basis:
 - (i) 3,876,500 Shares issued pursuant to Listing Rule 7.1 (ratification of which is sought under Resolution 1); and
 - (ii) 4,498,500 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 2);
- (d) the Placement Shares issued were all 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 Placement Shares were issued on 7 August 2024;
- (f) the issue price was \$0.20 per Placement Shares under both the issue of Shares pursuant to Listing Rule 7.1 and Listing Rule 7.1A. The Company has not and will not receive any other consideration for the issue of the Placement Shares;
- (g) the purpose of the issue of the Placement Shares was to raise \$1,675,000, which was applied in the manner set out in Section 1.5; and
- (h) the Placement Shares were not issued under an agreement.

3. RESOLUTION 3 – RATIFICATION OF AGREEMENT TO ISSUE NEW OPTIONS TO PLACEMENT

3.1 General

As set out in Section 1.1, Placement Participants were entitled to apply for one (1) free attaching New Option for every for every two (2) Shares subscribed for and issued under the Placement.

Resolution 3 seeks Shareholder approval for the ratification of the agreement to issue 4,187,500 New Options to Placement Participants in accordance with Listing Rule 7.4.

The issue of the New Options did not breach Listing Rule 7.1 at the time of the issue.

3.2 Listing Rules 7.1 and 7.1A

As summarised in Section 2.1 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 securities it had on issue at the start of that 12 month period.

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

The Company obtained approval to increase its limit to 25% at the annual general meeting held on 29 November 2023.

The agreement to issue the New Options does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by 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 date of the agreement to issue the New Options.

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 that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the New Options.

Resolution 3 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the agreement to issue the New Options to the Placement Participants.

3.3 Technical information required by Listing Rule 14.1A

If Resolution 3 is passed, the New Options will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the New Options.

If Resolution 3 is not passed, the New Options will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12-month period following the date of issue of the New Options.

3.4 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 3:

- (a) the New Options will be issued to professional and sophisticated investors who are clients of the Lead Manager. The recipients were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the capital raising from non-related parties of the Company;
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients were:
 - (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 agreement to issue the New Options was entered into on 31 July 2024 and it is intended that the New 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 the issue of the New Options will occur on the same date;
- (d) the maximum number of New Options to be issued is 4,187,500;
- (e) the New Options will be issued on the terms and conditions set out in Schedule 1;
- (f) the issue price of the New Options will be nil as they will be issued free attaching with the Placement Shares on a 1 for 2 basis. The Company will not receive any other consideration for the issue of the New Options (other than in respect of funds received on exercise of the New Options);
- (g) the purpose of the issue of the New Options is to satisfy the Company's obligations under the Placement; and

- (h) the New Options were not issued under an agreement.

4. RESOLUTION 4 – RATIFICATION OF AGREEMENT TO ISSUE SPP OPTIONS

4.1 General

As set out in Section 1.2, SPP Participants were entitled to apply for one (1) free attaching SPP Option for every for every two (2) SPP Shares subscribed for and issued under the SPP.

Resolution 4 seeks Shareholder approval for the ratification of the agreement to issue 1,250,000 SPP Options to SPP Participants in accordance with Listing Rule 7.4.

The issue of the SPP Options did not breach Listing Rule 7.1 at the time of the issue.

4.2 Listing Rules 7.1 and 7.1A

As summarised in Section 2.1 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 securities it had on issue at the start of that 12 month period.

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

The Company obtained approval to increase its limit to 25% at the annual general meeting held on 29 November 2023.

The agreement to issue the SPP Options does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by 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 date of the agreement to issue the SPP Options.

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 that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the SPP Options.

Resolution 4 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the agreement to issue the SPP Options to the SPP Participants.

4.3 Technical information required by Listing Rule 14.1A

If Resolution 4 is passed, the SPP Options will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the SPP Options.

If Resolution 4 is not passed, the SPP Options will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12-month period following the date of issue of the SPP Options.

4.4 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 4:

- (a) the SPP Options will be issued to SPP Participants on the basis of one (1) free attaching New Option for every for every two (2) Shares subscribed for and issued under the SPP;

- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients were:
 - (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 agreement to issue the SPP Options was entered into on 31 July 2024 and it is intended that the SPP 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 the issue of the SPP Options will occur on the same date;
- (d) the maximum number of SPP Options to be issued is 1,250,000;
- (e) the SPP Options will be issued on the terms and conditions set out in Schedule 1;
- (f) the issue price of the SPP Options will be nil as they will be issued free attaching with the SPP Shares on a 1 for 2 basis. The Company will not receive any other consideration for the issue of the SPP Options (other than in respect of funds received on exercise of the SPP Options);
- (g) the purpose of the issue of the SPP Options is to satisfy the Company's obligations under the SPP; and
- (h) the SPP Options were not issued under an agreement.

5. RESOLUTION 5 – RATIFICATION OF AGREEMENT TO ISSUE NEW OPTIONS TO LEAD MANAGER

5.1 General

As set out in Section 1.3, the Company has agreed to issue 1,000,000 New Options to the Lead Manager pursuant to the Lead Manager Mandate.

Resolution 5 seeks Shareholder approval for the ratification of the agreement to issue 1,000,000 New Options to the Lead Manager in accordance with Listing Rule 7.4.

The issue of the New Options did not breach Listing Rule 7.1 at the time of the issue.

5.2 Listing Rules 7.1 and 7.1A

As summarised in Section 2.1 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 securities it had on issue at the start of that 12 month period.

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

The Company obtained approval to increase its limit to 25% at the annual general meeting held on 29 November 2023.

The agreement to issue the New Options does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by 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 date of the agreement to issue the New Options.

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 that rule.

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

Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the New Options.

Resolution 5 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the agreement to issue the New Options to the Lead Manager.

5.3 Technical information required by Listing Rule 14.1A

If Resolution 4 is passed, the New Options will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the New Options.

If Resolution 4 is not passed, the New Options will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the New Options.

5.4 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 5:

- (a) the New Options will be issued to Evolution Capital (or its nominee/s) pursuant to the terms of the Lead Manager Mandate;
- (b) the agreement to issue the New Options was entered into on 31 July 2024 and it is intended that the New 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 the issue of the New Options will occur on the same date;
- (c) the maximum number of New Options to be issued is 1,000,000;
- (d) the New Options will be issued on the terms and conditions set out in Schedule 1;
- (e) the issue price of the New Options will be nil as they will be issued to the Lead Manager in consideration for lead management, and broker services pursuant to the Lead Manager Mandate. The Company will not receive any other consideration for the issue of the New Options (other than in respect of funds received on exercise of the New Options);
- (f) the purpose of the issue of the New Options is to satisfy the Company's obligations under the Lead Manager Mandate; and
- (g) the New Options will be issued the Lead Manager under the Lead Manager Mandate. A summary of the material terms of the Lead Manager Mandate is set out in Section 1.3.

6. RESOLUTIONS 6, 7, AND 8 – APPROVAL FOR DIRECTOR PARTICIPATION IN THE PLACEMENT

6.1 General

As set out in Section 1.4, Resolutions 6, 7, and 8 seek shareholder approval for the issue of the Director Participation Securities to the Related Parties under the Placement.

Should Resolutions 6 to 8 be passed, it is proposed that the Company will receive an aggregate of \$225,000 from the Director Participation to be applied in the manner set out in Section 1.5.

6.2 Director Recommendation

- (a) Jeffrey Sweet is an executive Director of the Company and therefore Melanie Leighton, believes that the issue of the Director Participation Securities to Jeffrey Sweet is in line with Recommendation 8.2 of the 4th edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations;

- (b) Melanie Leighton acknowledges that the issue of the Director Participation Securities to Non-Executive Chairman Ashley Pattison and Non-Executive Director Alex Neuling is contrary to Recommendation 8.2 of the 4th edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations. However, Melanie Leighton considers the issue of Director Participation Securities to the Messrs Pattison and Neuling to be reasonable in the circumstances for the reasons set out in Sections 6.6(g) to 6.6(i);
- (c) Melanie Leighton recommends that Shareholders vote in favour of Resolutions 6 to 8 for the reasons set out in Sections 6.6(g) to 6.6(i). In forming their recommendation, Melanie Leighton considered the experience of the Related Parties, the current market price of Shares, the current market standards and practices when determining the number of Director Participation Securities to be issued to each of the Related Parties, as well as the exercise price and expiry date of the New Options; and
- (d) each Director (other than Melanie Leighton) has a material personal interest in the outcome of Resolutions 6 to 8 on the basis that the Directors (other than Melanie Leighton) (or their nominees) are to be issued Director Participation Securities on the same terms and conditions should Resolutions 6 to 8 be passed. For this reason, the Directors (other than Melanie Leighton) do not believe that it is appropriate to make a recommendation on Resolutions 6 to 8 of this Notice.

6.3 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 Director Participation Securities which constitutes giving a financial benefit. Messrs Pattison, Sweet and Neuling are related parties of the Company by virtue of being Directors.

As the Director Participation Securities are proposed to be issued to all of the Directors other than Melanie Leighton, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue of the Director Participation Securities. Accordingly, Shareholder approval for the issue of up to 1,125,000 Placement Shares and 562,500 New Options in respect of the Director Participation is sought in accordance with Chapter 2E of the Corporations Act.

6.4 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 6, 7, and 8 seek the required Shareholder approval for the Director Participation under and for the purposes of Listing Rule 10.11.

6.5 Technical information required by Listing Rule 14.1A

If each of Resolutions 6, 7, and 8 are passed, the Company will be able to proceed with the issue of the Placement Shares and New Options 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). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Placement Shares and New Options in respect of the Participation (because approval is being obtained under Listing Rule 10.11), the issue of the Shares will not use up any of the Company's 15% annual placement capacity.

If any of Resolutions 6, 7, and 8 are not passed, the Company will not be able to proceed with the issue of the Placement Shares and New Options under the Director Participation and would not raise \$225,000 of the Placement.

Resolutions 7(a) to 7(d) seek approval for individual issues and are not dependent on one another.

6.6 Technical Information required by Listing Rule 10.13 and section 219 of the Corporations Act

Pursuant to and in accordance with Listing Rule 10.13 and section 219 of the Corporations Act, the following information is provided in relation to Resolutions 6, 7, and 8:

- (a) the Director Participation Securities will be issued to the Related Parties (or their nominee/s), each of whom fall within the category set out in Listing Rule 10.11.1 by virtue of each Related Party being a current director of the Company;
- (b) the maximum number of Director Participation Securities to be issued is 1,125,000 Placement Shares, together with 562,500 free attaching New Options, at an issue price of \$0.20 per Share (being the nature of financial benefit proposed to be given);
- (c) the Director Participation Securities will be issued to the Related Parties (or their nominee/s) in the proportions set out in Section 6.1;
- (d) the Placement Shares will be fully paid ordinary shares in the capital of the Company and be issued on the same terms and conditions as the Company's existing fully paid ordinary shares;
- (e) the New Options will be issued on the terms and conditions set out in Schedule 1;
- (f) the Director Participation 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 intended that issue of the Shares will occur on the same date;
- (g) the purpose of the issue of Director Participation Securities is to allow the Related Parties to participate in the Placement set out in Section 1.1, the funds raised will be put towards the activities set out in Section 1.1;
- (h) the Related Parties will participate in the Placement on the same terms as the unrelated institutional, professional and sophisticated investors who took part in the Placement. Consequently, the number of Director Participation Securities to be issued to the Related Parties has been determined based upon the number of Shares to be issued pursuant to the institutional, professional and sophisticated investors who took part in the Placement;
- (i) the Company does not consider that there are any significant opportunity costs to the Company or benefits forgone by the Company in issuing the Director Participation Securities to the Related Parties upon the terms proposed;

- (j) the total remuneration package for each of the Directors in the previous financial year and the proposed total remuneration package for the current financial year are set out below:

RELATED PARTY	PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2023	PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2024	CURRENT FINANCIAL YEAR ENDED 30 JUNE 2025
Ashley Pattison	\$94,220 ¹	\$93,240 ¹	\$93,660 ¹
Jeffrey Sweet	\$536,750 ²	\$264,000 ¹	\$267,600 ¹
Alex Neuling	\$52,580 ¹	\$53,280 ¹	\$53,520 ¹

Notes:

1. Comprising Director's salary and fees.
 2. Comprising Director's salary and fees of \$264,000 and share-based payment of \$272,750.
- (k) the issue price of the Related Party Shares will be \$0.20 per Share, being the issue price of the Placement Shares issued to other unrelated institutional, professional and sophisticated participants in the Placement. The Company will not receive any other consideration in respect of the issue of the Director Participation Securities in respect of the Director Participation;
- (l) the Director Participation Securities in respect of the Director Participation are not being issued under an agreement;
- (m) the relevant interests of the Related Parties in securities of the Company are set out below:

As at the date of this Notice

RELATED PARTY	SHARES ¹	OPTIONS	UNDILUTED	FULLY DILUTED
Ashley Pattison ²	4,890,000	Nil	6.34%	6.14%
Jeffrey Sweet ³	4,075,000	1,250,000	5.28%	6.69%
Alex Neuling ⁴	300,000	Nil	0.39%	0.38%

Post issue of Shares to Related Parties

RELATED PARTY	SHARES ¹	OPTIONS	UNDILUTED	FULLY DILUTED
Ashley Pattison	5,390,000	250,000	6.89%	7.15%
Jeffrey Sweet	4,575,000	1,500,000	5.93%	7.63%
Alex Neuling	425,000	62,500	0.55%	0.61%

Notes:

1. Fully paid ordinary shares in the capital of the Company (ASX: IND).
2. Comprising 75,000 Shares held directly by Mr Pattison and 4,815,000 Shares held indirectly by Tristar Nominees Pty Ltd, an entity of which Mr Pattison controls. Refer to Appendix 3Y dated 13 August 2024.
3. Comprising 4,075,000 Shares and 1,250,000 unquoted options exercisable at \$0.40 on or before 30 November 2025 held indirectly by Gundara Enterprises Pty Ltd, an entity of which Mr Sweet controls. Refer to Appendix 3Y dated 9 May 2024.
4. Comprising 300,000 Shares held indirectly by Pinvestment Pty Ltd <Neuling Family Trust> , an entity of which Mr Neuling controls. Refer to Appendix 3Y dated 9 May 2024

- (n) assuming no Options are exercised, no convertible securities are converted or other Shares issued and the maximum number of Placement Shares as set out above are issued to the Related Parties, the number of Shares on issue would increase from 77,135,000 (being the number of Shares on issue as at the date of this Notice) to 78,260,000 and the shareholding of existing Shareholders would be diluted by 1.44%. Further, assuming no Options are exercised, no convertible securities are converted or other Shares issued and the maximum number of Placement Shares as set out above are issued, in the event all the New Options issued pursuant to Resolutions 6 to 8 were exercised the number of Shares on issue would increase to 78,822,500 and the shareholding of existing Shareholders would be diluted by an aggregate of 2.14%, comprising 0.96% by Ashley Pattison, 0.96% by Jeffrey Sweet and 0.24% by Alex Neuling;

- (o) the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	PRICE	DATE
Highest	\$1.33	6 November 2023
Lowest	\$0.12	23 April 2024
Last	\$0.19	26 August 2024

- (p) the Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolutions 6, 7, and 8; and
- (q) a voting exclusion statement is included in Resolutions 6, 7, and 8 to the Notice.

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities & Investments Commission.

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

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 Industrial Minerals Ltd (ACN 648 183 297).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Director Participation has the meaning given in Section 6.1.

Director Participation Securities has the meaning given in Section 6.1.

Evolution Capital means Evolution Capital Pty Ltd (ACN 652 397 263), otherwise referred to as the **Lead Manager**.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

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

Lead Manager Mandate has the meaning given in Section 1.3.

Listing Rules means the Listing Rules of ASX.

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

New Option means a free-attaching option to acquire a Share with the terms and conditions set out in Schedule 1.

Optionholder means a holder of an Option.

Options Prospectus has the meaning given in Section 1.1.

Placement has the meaning given in Section 1.1.

Placement Participants has the meaning given in Section 1.1.

Placement Shares has the meaning given in Section 1.1.

Proxy Form means the proxy form accompanying the Notice.

Record Date means 5:00pm (WST) on 30 July 2024, as is set out in Section 1.2.

Related Parties mean Messrs Pattison, Sweet and Neuling, as set out in Section 6.1.

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

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

SPP means the share purchase place set out in Section 1.1.

SPP Options has the meaning given in Section 1.2.

SPP Participants has the meaning given in Section 1.2.

SPP Shares has the meaning given in Section 1.2.

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

SCHEDULE 1 – TERMS AND CONDITIONS OF THE NEW OPTIONS

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.30 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on the date that is three (3) years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

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

(e) **Notice of Exercise**

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

(f) **Exercise Date**

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

(g) **Timing of issue of Shares on exercise**

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

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

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

(h) **Shares issued on exercise**

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

(i) **Quotation of Shares issued on exercise**

Application will be made by the Company to ASX for quotation of the Shares issued upon exercise of the Options.

(j) **Reconstruction of capital**

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

(k) **Participation in new issues**

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

(l) **Change in exercise price**

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

(m) **Transferability**

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

Proxy Voting Form

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

Your proxy voting instruction must be received by **01.00pm (AWST) on Saturday, 05 October 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



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