

ASX ANNOUNCEMENT

9 January 2023

General Meeting of Shareholders

Noronex Limited (**ASX: NRX**) (**Company**) provides the following documents regarding a General Meeting of shareholders.

- Letter to shareholders
- Notice of General Meeting
- Sample proxy form

This announcement has been authorised by the Board of Noronex Limited.

For further information please contact:

Sebastian Andre
info@noronexlimited.com.au

9 January 2023

Dear Shareholder

GENERAL MEETING OF SHAREHOLDERS AND ELECTRONIC COMMUNICATIONS

Noronex Limited (the **Company**) (**ASX:NRX**) is convening a General Meeting of shareholders (**Meeting**) on Wednesday, 8 February 2023, at 10:00 am (WST). If you would like to attend, it will be held at Suite 1, 295 Rokeby Road, Subiaco WA 6008. If the above arrangements with respect to the Meeting change, shareholders will be updated via the ASX Market Announcements Platform as well as the Company's website at <https://noronexlimited.com.au/>.

To assist the Company in ensuring that the Meeting is held in compliance with any COVID-19 restrictions at the time of the Meeting, it will be helpful for Shareholders who wish to attend the Meeting in person to register their attendance with the Company at info@noronexlimited.com.au by no later than 5:00 pm (WST) on 1 February 2023. This will greatly assist the Company to manage any amendments required to the meeting format as a result of any changes to government restrictions which may apply at the time of the meeting. The Company will endeavour to adopt a format that will best ensure that all Shareholders who wish to attend are able to participate.

Notice of meeting

In accordance with section 110D(1) of the Corporations Act 2001 (Cth) (Corporations Act), the Company will not be sending hard copies of the notice to shareholders unless a shareholder has requested a hard copy or made an election for the purposes of section 110E of the Corporations Act to receive documents from the Company in physical form. The notice can be viewed and downloaded from the Company's website at <https://noronexlimited.com.au/asx-announcements/> or ASX at www2.asx.com.au.

Voting

Shareholders are encouraged to participate in voting on the resolutions to be considered at the Meeting. To vote by proxy, please complete, sign and return your personalised proxy form in accordance with the instructions set out in the proxy form. Alternatively, you may vote online at <https://investor.automic.com.au/#/loginsah>, or in person by attending the Meeting.

Proxy form instructions (by proxy form or online voting) must be received by the Company's share registry by no later than 10:00 am (WST) on Monday, 6 February 2023. Instructions received after that time will not be valid for the Meeting.

The Company encourages all shareholders to vote prior to the Meeting by returning their proxy voting instructions before the deadline and advises that all voting in respect of resolutions considered at the Meeting will be conducted on a poll.

Electronic communications

The Company encourages all shareholders to communicate with the Company by email at info@noronex.com.au and with Automic (the Company's share registry) at hello@automic.com.au. These methods allow the Company to keep you informed without delay, are environmentally friendly, and reduce the Company's print and mail costs. Please register to receive electronic communications and update your shareholder details online at: <https://investor.automic.com.au/#/signup>.

Sebastian Andre
Company Secretary

NORONEX LIMITED

ACN 609 594 005

GENERAL MEETING

NOTICE OF MEETING AND EXPLANATORY MEMORANDUM

10:00AM (WST), WEDNESDAY, 8 FEBRUARY 2023

Suite 1
295 Rokeby Road,
SUBIACO WA 6008

This Notice of General Meeting and Explanatory Memorandum should be read in their entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

NORONEX LIMITED
ACN 609 594 005
NOTICE OF GENERAL MEETING

Notice is given that a General Meeting of Noronex Limited will be held at Suite 1, 295 Rokeby Road, Subiaco, Western Australia, at 10:00 (WST) on Wednesday, 8 February 2023.

The attached Explanatory Memorandum is provided to supply Shareholders with information to enable them to make an informed decision regarding the resolutions set out in this Notice. The business of the General Meeting affects your shareholding in the Company and your vote is important.

The Explanatory Memorandum is intended to be read in conjunction with, and forms part of, this Notice. Terms and abbreviations used in this Notice are defined in the Glossary contained in the Explanatory Memorandum.

In accordance with the *Corporations Amendment (Meetings & Documents) Act 2022* (Cth), the Company will not dispatch physical copies of the Notice of General Meeting. Instead a copy of the Notice is available to be viewed and/or downloaded on the ASX market announcements platform at <https://www2.asx.com.au/markets/trade-our-cash-market/announcements> and enter 'NRX' at the prompt, or via the Company's website at <https://noronexlimited.com.au/asx-announcements>.

AGENDA

Resolution 1 – Ratification of Previous Issue of Shares under Placement (Listing Rule 7.1)

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

“That under and for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders hereby ratify and approve the issue by the Company of 27,922,951 Shares on the terms and conditions and in the manner described in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or an associate of those persons.

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

- (a) a person as 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 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.

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Resolution 2 – Ratification of Previous Issue of Shares under Placement (Listing Rule 7.1A)

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

“That under and for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders hereby ratify and approve the issue by the Company of 19,077,049 Shares on the terms and conditions and in the manner described in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or an associate of those persons.

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

- (a) a person as 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 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.

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NOTICE OF GENERAL MEETING

Resolution 3 – Approval of Director Participation in Placement – James Thompson

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

“That for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 8,000,000 Shares to Director James Thompson (and/or his nominee(s)) on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of James Thompson or his nominee(s) and any other person who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of those persons.

However, this does not apply to a vote cast in favour of this 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 the 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.

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NOTICE OF GENERAL MEETING

Resolution 4 – Approval of Director Participation in Placement – David Prentice

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

“That for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 800,000 Shares to Director David Prentice (and/or his nominee(s)) on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of David Prentice or his nominee(s) and any other person who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of those persons.

However, this does not apply to a vote cast in favour of this 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 the 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.

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Resolution 5 – Approval of Director Participation in Placement – Robert Klug

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

“That for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 400,000 Shares to Director Robert Klug (and/or his nominee(s)) on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Robert Klug or his nominee(s) and any other person who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of those persons.

However, this does not apply to a vote cast in favour of this 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 the 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.

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Resolution 6 – Approval of Director Participation in Placement – Piers Lewis

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

“That for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 1,000,000 Shares to Director Piers Lewis (and/or his nominee(s)) on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Piers Lewis or his nominee(s) and any other person who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of those persons.

However, this does not apply to a vote cast in favour of this 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 the 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.

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Resolution 7 – Approval of Issue of Shares to Consultants and Employees

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 2,800,000 Shares to consultants and employees of the Company on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of those persons.

However, this does not apply to a vote cast in favour of this 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 the 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.

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Resolution 8 – Approval of Issue of Broker Options

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 10,000,000 Annexure A Options to Westar Capital Ltd (and/or its nominee(s)) on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of those persons.

However, this does not apply to a vote cast in favour of this 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 the 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.

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Resolution 9 – Approval of Issue of Advisor Shares

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 250,000 Shares to Spark Plus Pte Ltd (and/or its nominee(s)) on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of those persons.

However, this does not apply to a vote cast in favour of this 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 the 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.

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Resolution 10 – Approval of Issue of Annexure A Options to Director James Thompson

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 by the Company of up to 1,500,000 Annexure A Options to Director James Thompson and/or his nominee(s) on the terms and conditions and in the manner set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of James Thompson or his nominee(s) and any other person who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of those persons.

However, this does not apply to a vote cast in favour of this 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 the 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.

Voting Prohibition Statement

In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution and:

- (a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution but expressly authorises the Chair to exercise the proxy even if this Resolution is connected directly with the remuneration of a member of the Key Management Personnel.

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Resolution 11 – Approval of Issue of Annexure A Options to Director David Prentice

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 by the Company of up to 1,500,000 Annexure A Options to Director David Prentice and/or his nominee(s) on the terms and conditions and in the manner set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of David Prentice or his nominee(s) and any other person who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of those persons.

However, this does not apply to a vote cast in favour of this 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 the 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.

Voting Prohibition Statement

In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution and:

- (a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution but expressly authorises the Chair to exercise the proxy even if this Resolution is connected directly with the remuneration of a member of the Key Management Personnel.

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Resolution 12 – Approval of Issue of Annexure A Options to Director Robert Klug

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 by the Company of up to 1,500,000 Annexure A Options to Director Robert Klug and/or his nominee(s) on the terms and conditions and in the manner set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Robert Klug or his nominee(s) and any other person who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of those persons.

However, this does not apply to a vote cast in favour of this 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 the 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.

Voting Prohibition Statement

In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution and:

- (a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution but expressly authorises the Chair to exercise the proxy even if this Resolution is connected directly with the remuneration of a member of the Key Management Personnel.

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NOTICE OF GENERAL MEETING

Resolution 13 – Approval of Issue of Annexure A Options to Director Piers Lewis

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 by the Company of up to 1,500,000 Annexure A Options to Director Piers Lewis and/or his nominee(s) on the terms and conditions and in the manner set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Piers Lewis or his nominee(s) and any other person who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of those persons.

However, this does not apply to a vote cast in favour of this 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 the 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.

Voting Prohibition Statement

In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution and:

- (a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution but expressly authorises the Chair to exercise the proxy even if this Resolution is connected directly with the remuneration of a member of the Key Management Personnel.

Other Business

To deal with any other business that may be lawfully brought forward.

NORONEX LIMITED
ACN 609 594 005
NOTICE OF GENERAL MEETING

BY ORDER OF THE BOARD OF DIRECTORS

Sebastian Andre
Company Secretary
4 January 2023

NORONEX LIMITED
ACN 609 594 005
NOTICE OF GENERAL MEETING

Attendance and Voting Eligibility

For the purposes of regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) the Directors have determined that the Shares quoted on the ASX at 4:00pm (WST) on 6 February 2023 will be taken, for the purposes of this General Meeting, to be held by the persons who held them at that time. Accordingly those persons are entitled to attend and vote (if not excluded) at the Meeting.

Proxies

A Shareholder who is entitled to attend and vote has a right to appoint a proxy to attend and vote instead of the Shareholder. A proxy need not be a Shareholder and can be either an individual or a body corporate. If a Shareholder appoints a body corporate as a proxy that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the Meeting, in accordance with section 250D of the Corporations Act; and
- provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the Meeting.

If such evidence is not received before the Meeting, then the body corporate (through) its representative will not be permitted to act as proxy.

A Shareholder that 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 no proportion or number is specified, each proxy may exercise half of the Shareholder's votes. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy your personalised Proxy Form. To appoint a second proxy, you must follow the instructions on the Proxy Form. If the proxy has two or more appointments that specify different ways to vote on a resolution, the proxy must not vote on that resolution on a show of hands.

Proxy Forms (and the power of attorney or other authority, if any, under which a Proxy Form is signed or a certified copy) must be lodged online or received by the Company no later than 48 hours before the commencement of the Meeting by any one of the following means:

Online Proxy Appointment: <https://investor.automic.com.au/#/loginsah>

By Mail to: Automic
GPO Box 5193
SYDNEY NSW 2001

By Fax to: +61 2 8583 3040

By Email to: meetings@automicgroup.com.au

Delivery In Person to: Automic
Level 5
126 Phillip Street
SYDNEY NSW 2000

Further details on how to lodge your Proxy Form can be found on the reverse side of the Proxy Form.

Proxies must be received by the Company no later than 48 hours prior to the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the Meeting.

Proxies given by corporate Shareholders must be executed in accordance with their constitutions, or signed by a duly authorised attorney. A proxy may decide whether to vote on any motion, except where the proxy is required by law or the Constitution to vote, or abstain from voting, in their capacity as proxy.

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Proxy Restrictions

Undirected and Directed Proxies

The Company encourages all Shareholders who submit proxies to direct their proxy how to vote on each Resolution.

The Company will not disregard any votes cast on a Resolution by a person if the person is the Chair voting an undirected proxy and their appointment expressly authorises the Chair to exercise the proxy.

If you intend to appoint the Chair as your proxy, you can direct him how to vote by marking the boxes for each Resolution (for example, if you wish to vote "For", "Against" or "Abstain"). If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on any of the Resolutions, by signing and returning the Proxy Form you are considered to have provided the Chair to vote the proxy in accordance with the Chair's intention.

If you intend to appoint a Director (other than the Chair) or another member of the Key Management Personnel, or their Closely Related Parties as your proxy, you must specify how they should vote on Resolutions 10 to 13 inclusive by marking the appropriate box. If you do not do so, your proxy will not be able to exercise your vote for Resolutions 10 to 13 inclusive. If the Chair is your proxy (or if they are appointed by default) but you do not direct them how to vote on a Resolution (that is, you do not mark any of the boxes "For", "Against" or "Abstain" opposite that Resolution), the Chair may then vote as they see fit on that Resolution.

If the Chair is a person referred to in the voting prohibition statement applicable to a Resolution under section 224 of the Corporations Act, the Chair will only be able to cast a vote as proxy for you on the relevant Resolution if you are entitled to vote and have specified your voting intention in the Proxy Form. Shareholders are therefore encouraged to specify their voting intention for every Resolution in the Proxy Form.

If you mark more than one box on an item your vote will be invalid on that item.

In accordance with the Corporations Act, any directed proxies that are not voted on a poll at the meeting will automatically default to the Chair, who is required to vote proxies as directed.

It is the Chair's intention to vote all undirected proxies in favour of all Resolutions including Resolutions 10 to 13 inclusive. In exceptional circumstances, the Chairman may change his/her voting intention on any Resolution. In the event this occurs, an ASX announcement will be made immediately disclosing the reasons for the change

If you have any questions about this Notice or your Proxy Form please contact Company's share registry, Automic at 1300 288 664 or (within Australia) +61 2 9698 5414 (outside Australia), or contact the Company Secretary, Sebastian Andre, on +61 8 6555 2950.

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This Explanatory Memorandum and all attachments are important documents. They should be read carefully.

If you have any questions regarding the matters set out in this Explanatory Memorandum or the preceding Notice, please contact the Company, your stockbroker or other professional adviser.

General Information

This Explanatory Memorandum has been prepared to assist Shareholders to understand the business to be put to Shareholders at the forthcoming General Meeting to be held at 10:00am (WST) on 8 February 2023.

The purpose of the Explanatory Memorandum is to provide Shareholders with information that the Board believes to be material to Shareholders in deciding whether or not to approve the above Resolutions in the Notice (of which this Explanatory Memorandum forms a part).

AGENDA

1 Resolutions 1 and 2 – Ratification of Previous Issue of Shares Under Placement (ASX Listing Rule 7.1 – Resolution 1 and ASX Listing Rule 7.1A – Resolution 2)

1.1 Background

On 18 November 2022 the Company announced that it had receiving commitments for a placement of up to 60,000,000 Shares at an issue price of \$0.025 per Share, to raise up to \$1,500,000 (before costs) (**Placement**). Funds raised by the Company under the Placement will be used to accelerate drilling and exploration activities on the Company's copper projects in Namibia, where the Company controls an exploration package of 6,000km² on the highly prospective Kalahari Copper Belt.

As detailed in the Company's releases dated 18 November 2022 and 28 November 2022 the Company issued 47,000,000 Shares pursuant to the Placement (**Placement Shares**), utilising its existing ASX Listing Rule 7.1 and 7.1A capacity:

- (a) 27,922,951 Placement Shares pursuant to ASX Listing Rule 7.1 (**Placement Part A Issue**); and
- (b) 19,077,049 Placement Shares pursuant to ASX Listing Rule 7.1A (**Placement Part B Issue**),

the Placement Part A Issue and the Placement Part B Issue together being the **Placement Issue**, on 28 November 2022 (**Placement Issue Date**).

Broadly speaking, and subject to a number of exceptions, ASX 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. 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 issue of the Placement Shares does not fit within any of these exceptions and, as it has not yet been approved by Shareholders, it effectively uses up part of the Company's 15% limit in ASX Listing Rule 7.1 and its 10% limit in ASX Listing Rule 7.1A, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under ASX Listing Rule 7.1 for the 12-month period following the Placement Issue Date.

ASX Listing Rule 7.4 provides that an issue of securities made without approval under ASX Listing Rule 7.1 will be treated as having been made with Shareholder approval for the purposes of those Listing Rules if shareholders subsequently approve it and the issue did not breach ASX Listing Rule 7.1, and so does not reduce the entity's capacity to issue further equity securities without shareholder approval under that Listing 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 ASX Listing Rule 7.1. Accordingly, Resolution 1 seeks Shareholder approval for the issue of the 27,922,951 Placement Shares issued pursuant to ASX Listing Rule 7.1, and Resolution 2 seeks Shareholder approval for the issue of

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the 19,077,049 Placement Shares issued pursuant to ASX listing Rule 7.1A, in each case under and for the purposes of ASX Listing Rule 7.4.

If Resolution 1 is passed, the issue of 27,922,951 Placement Shares on the Placement Issue Date will be excluded in calculating the Company's 15% limit under ASX Listing Rule 7.1 effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the Placement Issue Date.

If Resolution 1 is not passed, the issue of 27,922,951 Placement Shares on the Placement Issue Date will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the Placement Issue Date.

If Resolution 2 is passed, the issue of 19,077,049 Placement Shares on the Placement Issue Date will be excluded in calculating the Company's 10% limit under ASX Listing Rule 7.1A effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the Placement Issue Date.

If Resolution 2 is not passed, the issue of 19,077,049 Placement Shares on the Placement Issue Date will be included in calculating the Company's 10% limit in ASX Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the Placement Issue Date.

1.2 ASX Listing Rule Disclosure Requirements

The following information is provided for the purpose of ASX Listing Rule 7.5:

(a) Number and class of securities issued

A total of 47,000,000 Placement Shares were issued as follows:

- 27,922,951 Shares under ASX Listing Rule 7.1 (Resolution 1); and
- 19,077,049 Shares under ASX Listing Rule 7.1A (Resolution 2).

(b) The price or other consideration the entity has received or will receive for the issue

\$0.025 per Share.

(c) The date or dates on which the securities were issued

The Placement Shares were issued on 28 November 2022.

(d) The name of the persons to whom the entity issued the securities or the basis on which those persons were identified or selected

The Placement Shares were issued to existing Shareholders, sophisticated investors and senior management, who are not related parties of the Company or their associates. The investors were identified by Westar Capital Ltd, which acted as Lead Manager to the Placement

(e) The purpose of the issue, including the use (or intended use) of funds raised

Funds raised by the Company under the Placement will be used to accelerate drilling and exploration activities on the Company's copper projects in Namibia, where the Company controls an exploration package of 6,000km² on the highly prospective Kalahari Copper Belt.

(f) If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement

The Placement Shares were not issued under an agreement.

1.3 Directors' Recommendation

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The Directors recommend that Shareholders vote in favour of Resolution 1 as it allows the Company greater flexibility to issue further securities representing up to 15% of the total number of Shares on issue in any 12 month period pursuant to Listing Rule 7.1 without Shareholder approval.

The Directors recommend that Shareholders vote in favour of Resolution 2 as it allows the Company greater flexibility to issue further securities representing up to 10% of the total number of Shares on issue in any 12 month period pursuant to Listing Rule 7.1A without Shareholder approval.

2 Resolutions 3 to 7 – Approval for Director and Management Participation in the Placement

2.1 General

Please see Section 1.1 above for details of the Placement. Unrelated consultants and employees of the Company have agreed to invest at the same price as the Placement, for an aggregate of 2,800,000 Shares (**Consultant and Employee Share Issue**) and this is the subject of Resolution 7.

Each of the Company's Directors also wish to participate in the Placement on the same terms as unrelated participants in the Placement (**Director Participation**), for an aggregate of 10,200,000 Shares (**Director Participation Shares**). As each of the Directors is a related party of the Company, the issue of the Director Placement Shares is subject to Shareholder approval under ASX Listing Rule 10.11, which is sought pursuant to Resolutions 3 to 6 inclusive.

The balance of the Shares to be issued pursuant to the Placement, being 47,000,000 Shares, were issued utilising the Company's existing capacity under ASX Listing Rules 7.1 and 7.1A, as set out in the Company's announcements of 18 November 2022 and 28 November 2022 and are the subject of Resolutions 1 and 2.

Accordingly:

- (a) Resolution 3 seeks Shareholder approval for the issue of up to 8,000,000 Shares to Director James Thompson (and/or his nominee(s));
- (b) Resolution 4 seeks Shareholder approval for the issue of up to 800,000 Shares to Director David Prentice (and/or his nominee(s));
- (c) Resolution 5 seeks Shareholder approval for the issue of up to 400,000 Shares to Director Robert Klug (and/or his nominee(s)); and
- (d) Resolution 6 seeks Shareholder approval for the issue of up to 1,000,000 Shares to Director Piers Lewis (and/or his nominee(s)),

(together, the **Director Placement Shares**) as a result of the Director Participation on the terms set out below.

2.2 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 the Director Placement Shares which constitutes giving a financial benefit and James Thompson, David Prentice, Robert Klug and Piers Lewis are related parties of the Company by virtue of being Directors.

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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 Director Placement Shares will be issued on the same terms as the Shares issued to non-related party participants in the Placement, and as such the giving of the financial benefit to the Directors is on arm's length terms and the exception in section 210 of the Corporations Act applies.

2.3 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:

- (a) a related party (Listing Rule 10.11.1);
- (b) 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 (Listing Rule 10.11.2);
- (c) 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 (Listing Rule 10.11.3);
- (d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or
- (e) 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 (Listing Rule 10.11.5),

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 3 to 6 seek the required Shareholder approval for the Director Participation under and for the purposes of Listing Rule 10.11.

If Resolutions 3 to 6 are passed, the Company will be able to proceed with the issue of the 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). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Placement Securities (because approval is being obtained under Listing Rule 10.11), the issue of the Director Placement Securities will not use up any of the Company's 15% annual placement capacity.

If Resolutions 3 to 6 are not passed, the Company will not be able to proceed with the issue of the relevant Director Participation Securities and the corresponding Placement funds will not be raised by the Company.

2.4 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 3 to 6:

- (a) the Director Placement Shares will be issued to the following persons:
 - (i) James Thompson (and/or his nominee(s)) pursuant to Resolution 3;
 - (ii) David Prentice (and/or his nominee(s)) pursuant to Resolution 4;
 - (iii) Robert Klug (and/or his nominee(s)) pursuant to Resolution 5; and
 - (iv) Piers Lewis (and/or his nominee (s)) pursuant to Resolution 6,

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- each of whom falls within the category set out in Listing Rule 10.11.1 by virtue of being a Director;
- (b) the maximum number of Director Placement Shares to be issued:
 - (i) to James Thompson (and/or his nominee(s)) under Resolution 3 is 8,000,000 Director Placement Shares;
 - (ii) to David Prentice (and/or his nominee(s)) under Resolution 4 is 800,000 Director Placement Shares;
 - (iii) to Robert Klug (and/or his nominee(s)) under Resolution 5 is 400,000 Director Placement Shares; and
 - (iv) to Piers Lewis (and/or his nominee(s)) under Resolution 6 is 1,000,000 Director Placement Shares;
 - (c) the Director Placement Shares 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 Director Placement Shares will be issued no later than one (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);
 - (e) as set out in Section 1.1 above, the Company received commitments to raise up to \$1,500,000 under the Placement (before costs) by the issue of up to 60,000,000 Shares at an issue price of \$0.025 per Share (which includes the proposed issue of the Director Placement Shares). The issue price of the Director Placement Shares is the same issue price as all other Shares issued to other participants in the Placement. The Company will not receive any other consideration for the issue of the Director Placement Shares;
 - (f) the purpose of the issue of the Director Placement Shares is to raise up to an additional \$325,000 (before costs) under the Placement, which the Company intends to use in the manner set out in Section 1.1 above;
 - (g) the Director Placement Shares are not intended to remunerate or incentivize the Directors;
 - (h) the Director Placement Shares are not being issued under an agreement; and
 - (i) voting exclusion statements are included in Resolutions 3 to 6 of the Notice.

3 Resolution 7 – Approval of Issue of Shares to Consultants and Employees

3.1 Background

Resolution 7 seeks Shareholder approval under ASX Listing Rule 7.1 for the issue and allotment of up to 2,800,000 Shares pursuant to the Consultant and Employee Share Issue. The consultants and employees to whom Shares are proposed to be issued under Resolution 7 are not related parties of the Company or their associates.

Broadly speaking, and subject to a number of exceptions, ASX 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 Consultant and Employee Share Issue does not fall within any of these exceptions and exceeds the 15% limit in ASX Listing Rule 7.1. It therefore requires the approval of Shareholders under ASX Listing Rule 7.1. Resolution 7 seeks the required Shareholder approval to the Consultant and Employee Share Issue under and for the purposes of ASX Listing Rule 7.1.

If Resolution 7 is passed, the Company will be able to proceed with the Consultant and Employee Share

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Issue. In addition, the Consultant and Employee Share Issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolution 7 is not passed, and the Company has the requisite capacity under Listing Rule 7.1, the issue of up to 2,800,000 Shares under the Consultant and Employee Share Issue will reduce to that extent the Company's capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1 for 12 months following the issue of up to 2,800,000 Shares under the Consultant and Employee Share Issue. If Resolution 7 is not passed and the Company does not have the requisite capacity under ASX Listing Rule 7.1, the Company will not be able to complete the issue of up to 2,800,000 Shares under the Consultant and Employee Share Issue and no further funds will be raised in this respect.

7.2 ASX Listing Rule 7.3 Disclosure Requirements

The following information is provided for Resolution 7 in accordance with ASX Listing Rule 7.3:

- (a) *The name of the persons to whom the entity will issue the securities or the basis on which those persons were or will be identified or selected*

The Placement Shares will be issued to senior management and sophisticated investors, who are not related parties of the Company or their associates.

- (b) *Number and class of securities the entity will issue*

A maximum of 2,800,000 Shares will be issued, in the proportions set out above.

The Shares issued will rank equally in all respects with all other ordinary shares in the capital of the Company.

- (c) *The date or dates on or by which the entity will issue the securities*

The Shares will be issued by no later than three (3) months after the date of this Meeting (or such later date as may be approved by ASX (including such later date as permitted by any ASX waiver or modification of the ASX Listing Rules).

- (d) *The price or other consideration the entity will receive for the securities*

\$0.025 per Share.

- (e) *The purpose of the issue, including the intended use of any funds raised by the issue*

Funds raised by the Company under the Consultant and Employee Share Issue will be used to accelerate drilling and exploration activities on the Company's copper projects in Namibia, where the Company controls an exploration package of 6,000km² on the highly prospective Kalahari Copper Belt.

- (f) *If the securities are being issued under an agreement, a summary of any material terms of the agreement*

The Shares the subject of the Consultant and Employee Share Issue are not being issued under an agreement.

3.3 Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 7 as it allows the Company greater flexibility to issue further securities representing up to 15% of the total number of Shares on issue in any 12-month period pursuant to Listing Rule 7.1 without Shareholder approval.

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4 Resolution 8 – Approval of Issue of Broker Options

4.1 Background

Resolution 8 seeks Shareholder approval under ASX Listing Rule 7.1 for the issue and allotment of up to 10,000,000 Annexure A Options (exercisable at \$0.075 on or before the date that is two (2) years from the date of their issue at an issue price of \$0.00001 per option) (the **Broker Options**) to Westar Capital Ltd (and/or its nominee(s)) (**Westar**). Westar acted as lead manager to the Placement and the issue of the Broker Options to Westar is proposed in part consideration for services provided by Westar to the Company. Westar is not a related party of the Company.

The Broker Options are proposed to be issued to Westar in accordance with the terms and conditions of a mandate dated 15 November 2022 entered into between the Company and Westar (**Mandate**), under which Westar agreed to act as lead manager to the Placement. Under the terms and conditions of the Mandate, Westar will receive fees equal to 6% of the gross amount raised by the Placement, together with the issue to it of the Broker Options at an issue price of \$0.00001 per Broker Option. The Mandate otherwise contains such terms and conditions, including representations and warranties, as would ordinarily be found in an agreement of its type.

Broadly speaking, and subject to a number of exceptions, ASX 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 proposed issue of Broker Options does not fall within any of these exceptions and exceeds the 15% limit in ASX Listing Rule 7.1. It therefore requires the approval of Shareholders under ASX Listing Rule 7.1. Resolution 8 seeks the required Shareholder approval to the issue of the Broker Options under and for the purposes of ASX Listing Rule 7.1.

If Resolution 8 is passed, the Company will be able to proceed with the issue of the Broker Options. In addition, the 10,000,000 Broker Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolution 8 is not passed, and the Company has the requisite capacity under Listing Rule 7.1, the issue of up to 10,000,000 Broker Options will reduce to that extent the Company's capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1 for 12 months following the issue of up to 10,000,000 Broker Options. If Resolution 8 is not passed and the Company does not have the requisite capacity under ASX Listing Rule 7.1, the Company will not be able to complete the issue of up to 10,000,000 Broker Options to Westar and will not be able to comply with its obligations under the Mandate.

4.2 ASX Listing Rule 7.3 Disclosure Requirements

The following information is provided for Resolution 8 in accordance with ASX Listing Rule 7.3:

- (a) *The name of the persons to whom the entity will issue the securities or the basis on which those persons were or will be identified or selected*

The Broker Options will be issued to Westar Capital Limited and/or its nominee(s).

- (b) *Number and class of securities the entity will issue*

A maximum of up to 10,000,000 Broker Options will be issued.

- (c) *If the securities are not fully paid ordinary securities, a summary of the material terms of the securities*

The Broker Options (which are Annexure A Options) are exercisable at \$0.075 on or before the date that is two (2) years from the date of their issue, and are otherwise issued on the terms and conditions set out in **Annexure A**.

- (d) *The date or dates on or by which the entity will issue the securities*

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The Broker Options will be issued by no later than three (3) months after the date of this Meeting (or such later date as may be approved by ASX (including such later date as permitted by any ASX waiver or modification of the ASX Listing Rules)).

- (e) *The price or other consideration the entity will receive for the securities*

The Broker Options are being issued issue for a nominal consideration of \$0.00001 per Broker Option, as they are being issued in part consideration for services provided to the Company by Westar as lead manager to the Placement under the Mandate.

- (f) *The purpose of the issue, including the intended use of any funds raised by the issue*

\$100 will be raised by the issue of the Broker Options, which will be used for general working capital. Any funds raised by the exercise of the Broker Options will be used for general working capital.

- (g) *If the securities are being issued under an agreement, a summary of any material terms of the agreement*

The Broker Options are being issued under the Mandate between the Company and Westar, the material terms of which are set out in Section 4.1 above.

4.3 Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 8 as it allows the Company greater flexibility to issue further securities representing up to 15% of the total number of Shares on issue in any 12 month period pursuant to Listing Rule 7.1 without Shareholder approval.

5 Resolution 9 – Approval of Issue of Advisor Shares

5.1 Background

Resolution 9 seeks Shareholder approval under ASX Listing Rule 7.1 for the issue and allotment of up to 250,000 Shares to Spark Plus Pte Ltd (and/or its nominee(s)) in lieu of the payment of cash for advisory services rendered to the Company (**Advisor Shares**).

Broadly speaking, and subject to a number of exceptions, ASX 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 proposed issue of Advisor Shares does not fall within any of these exceptions and exceeds the 15% limit in ASX Listing Rule 7.1. It therefore requires the approval of Shareholders under ASX Listing Rule 7.1. Resolution 9 seeks the required Shareholder approval to the issue of the Advisor Shares under and for the purposes of ASX Listing Rule 7.1.

If Resolution 9 is passed, the Company will be able to proceed with the issue of the Advisor Shares. In addition, the 250,000 Advisor Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolution 9 is not passed, and the Company has the requisite capacity under Listing Rule 7.1, the issue of up to 250,000 Advisor Shares will reduce to that extent the Company's capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1 for 12 months following the issue of up to 250,000 Advisor Shares. If Resolution 9 is not passed and the Company does not have the requisite capacity under ASX Listing Rule 7.1, the Company will not be able to complete the issue of up to 250,000 Advisor Shares.

5.2 ASX Listing Rule 7.3 Disclosure Requirements

The following information is provided for Resolution 9 in accordance with ASX Listing Rule 7.3:

- (a) *The name of the persons to whom the entity will issue the securities or the basis on which those*

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persons were or will be identified or selected

The Advisor Shares will be issued to Spark Plus Pte Ltd and/or its nominee(s).

(b) Number and class of securities the entity will issue

A maximum of up to 250,000 Advisor Shares will be issued.

(c) The date or dates on or by which the entity will issue the securities

The Advisor Shares will be issued by no later than three (3) months after the date of this Meeting (or such later date as may be approved by ASX (including such later date as permitted by any ASX waiver or modification of the ASX Listing Rules).

(d) The price or other consideration the entity will receive for the securities

The Advisor Shares are being issued for a nil issue price in part consideration for services provided to the Company.

(e) The purpose of the issue, including the intended use of any funds raised by the issue

As the Advisor Shares are being issued for a nil issue price in part consideration for services provided to the Company, no funds will be raised by their issue.

(f) If the securities are being issued under an agreement, a summary of any material terms of the agreement

The Advisor Shares are proposed to be issued as part consideration for corporate advisory services provided to the Company by the Advisor in connection with virtual roadshows, pursuant to a mandate agreement between the Company and the Advisor which is for a period of 12 months from March 2022 (subject to extension at the mutual agreement of the parties).

5.3 Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 9 as it allows the Company greater flexibility to issue further securities representing up to 15% of the total number of Shares on issue in any 12 month period pursuant to Listing Rule 7.1 without Shareholder approval.

6 Resolutions 10 – 13 – Approval of Issue of Annexure A Options to Directors

6.1 Background

The Company is proposing to issue a total of 6,000,000 Annexure A Options in aggregate to Directors James Thompson, David Prentice, Robert Klug and Piers Lewis pursuant to Resolutions 10 to 13 (inclusive) respectively.

ASX Listing Rule 10.11 provides that a listed company must not issue or agree to issue equity securities to any of the following persons:

- (a) a related party of the company (ASX Listing Rule 10.11.1);
- (b) a person who is, or was at any time in the six months before the issue or agreement, a substantial (30%+) holder in the company (ASX Listing Rule 10.11.2);
- (c) a person who is, or was at any time in the six 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 (ASX Listing Rule 10.11.3 (ASX Listing Rule 10.11.3));
- (d) an associate of a person referred to in ASX Listing Rules 10.11.1 to 10.11.3 (ASX Listing Rule

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10.11.4); or

- (e) 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 (ASX Listing Rule 10.11.5),

unless it obtains the approval of its shareholders.

The proposed issues of Annexure A Options the subject of Resolutions 10 to 13 inclusive, to Messrs Thompson, Prentice, Klug and Lewis fall within ASX Listing Rule 10.11.1 above as Messrs Thompson, Prentice, Klug and Lewis are each directors of the Company. As the proposed issues do not fall within any of the exceptions in ASX Listing Rule 10.12 they therefore require the approval of Shareholders under ASX Listing Rule 10.11.

Resolutions 10 to 13 inclusive seek the required Shareholder approval for the issue of Annexure A Options to Messrs Thompson, Prentice, Klug and Lewis under and for the purposes of ASX Listing Rule 10.11.

If Resolutions 10 to 13 inclusive are each passed, the Company will be able to proceed to issue the respective Annexure A Options to Messrs Thompson, Prentice, Klug and Lewis.

If Resolutions 10 to 13 inclusive are not passed, the Company will not be able to proceed to issue the respective Annexure A Options to Messrs Thompson, Prentice, Klug and Lewis.

6.2 Terms and Conditions of the Annexure A Options

The Annexure A Options are exercisable at \$0.075 on or before the date that is two (2) years from the date of their issue at an issue price of \$0.00001 per option. The terms and conditions of the Annexure A Options are summarised in **Annexure A**.

The Annexure A Options are proposed to be issued at a price of \$0.00001 per Annexure A Option. Funds raised by the issue of the Annexure A Options will be used for general working capital.

6.3 ASX Listing Rule 7.1

Broadly speaking, and subject to a number of exemptions, ASX 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 issue of Annexure A Options to Messrs Thompson, Prentice, Klug and Lewis with Shareholder approval pursuant to ASX Listing Rule 10.11 falls within Exception 14 to ASX Listing Rule 7.1 and therefore Shareholder approval is not required under ASX Listing Rule 7.1 to issue the Annexure A Options to Messrs Thompson, Prentice, Klug and Lewis and/or their nominee(s) as approval is being obtained under ASX Listing Rule 10.11.

Shareholders should note that the issue of securities to Messrs Thompson, Prentice, Klug and Lewis and/or their nominee(s) will not be included in the 15% calculation for the purposes of ASX Listing Rule 7.1.

6.4 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit (which includes the issue of options) to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the nominated exceptions of Chapter 2E of the Corporations Act; or
- (b) prior Shareholder approval is obtained for the giving of the financial benefit.

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For the purposes of Chapter 2E, each Director is considered to be a related party of the Company. The proposed issue of Annexure A Options to Directors and/or their nominee(s) involves the provision of a financial benefit to a related party of the Company.

It is the view of the Directors that the proposed grant of Annexure A Options pursuant to Resolutions 10 to 13 inclusive, falls within the exception under section 211 of the Corporations Act (reasonable remuneration) given the circumstances of the Company and the positions held by Messrs Thompson, Prentice, Klug and Lewis. Accordingly, the Directors have determined not to seek Shareholder approval under section 208 of the Corporations Act for the grant of the Annexure A Options to Messrs Thompson, Prentice, Klug and Lewis pursuant to Resolutions 10 to 13 respectively.

The Company acknowledges that the proposed issue of Annexure A Options to non-executive directors is not in accordance with the suggested guidelines in the Corporate Governance Principles and Recommendations (4th Edition) with respect to non-executive director remuneration, in particular granting performance based remuneration. The Board has concluded that the totality of Messrs Thompson, Prentice, Klug and Lewis' remuneration packages, including the equity component of Annexure A Options now to be considered for approval by Shareholders, is fair and reasonable in the circumstances of the Company given its size and stage of development, market practice of other companies in the mineral exploration industry and given the necessity to attract and retain the highest calibre of skilled professionals, including non-executive directors, to the Company whilst maintaining the Company's cash reserves, and in light of Messrs Thompson, Prentice, Klug and Lewis' management experience and knowledge of the mineral exploration industry.

The annual remuneration packages including any superannuation and non-cash benefits payable to each Director is as follows:

Director	Position	Remuneration	Estimated value of Annexure A Options to be issued⁽¹⁾
James Thompson	Executive Director	\$160,000	\$6,690
David Prentice	Non-Executive Chairman	\$60,000	\$6,690
Robert Klug	Non-Executive Director	\$44,000	\$6,690
Piers Lewis	Non-Executive Director	\$40,000	\$6,690

(1) Refer to **Annexure B** of this Explanatory Memorandum for the Black & Scholes option valuation of the Annexure A Options and the assumptions used.

As at the date of this Notice, the relevant interests of Messrs Thompson, Prentice, Klug and Lewis in the Company are as follows:

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Director	Shares ⁽¹⁾	Options
James Thompson	29,310,291	2,000,000
David Prentice	1,200,000	200,000
Robert Klug	400,000	-
Piers Lewis	1,433,333	283,333

- (1) Excluding any Shares that may be issued to the Directors pursuant to Resolutions 3 to 6 inclusive, if approved by Shareholders at the Meeting.

6.4 ASX Listing Rule Disclosure Requirements

Pursuant to and in accordance with ASX Listing Rule 10.13 the following information is provided in relation to the Shareholder approval sought under ASX Listing Rule 10.11 pursuant to Resolutions 10 to 13 inclusive:

(a) *Name of the persons*

Resolution 10 – James Thompson and/or his nominee(s).
Resolution 11 – David Prentice and/or his nominee(s).
Resolution 12– Robert Klug and/or his nominee(s).
Resolution 13 – Piers Lewis and/or his nominee(s).

(b) *Which category of Listing Rules 10.11.1 – 10.11.5 the person falls within and why*

Each of Messrs Thompson, Prentice, Klug and Lewis is a Director and is therefore a related party of the Company for the purposes of ASX Listing Rule 10.11.1.

(c) *The number and class of securities being issued to the person*

Each of Messrs Thompson, Prentice, Klug and Lewis is proposed to be issued up to 1,500,000 Annexure A Options pursuant to Resolutions 10 to 13 respectively.

(d) *If the securities are not fully paid ordinary securities, a summary of the material terms of the securities*

The terms and conditions of the Annexure A Options are set out in **Annexure A**.

(e) *The date by which the entity will issue the securities, which must not be more than one month after the date of the meeting*

The Annexure A Options will be issued within one month of the date of the Meeting.

(f) *The price or other consideration the entity will receive for the issue*

The Annexure A Options are proposed to be issued at a price of \$0.00001 per Annexure A Option.

(g) *The purpose of the issue, including the intended use of funds raised*

Any funds received by the Company as a result of the Annexure A Options issue and upon exercise of the Annexure A Options will be used for general exploration and development work on the Company's projects and for working capital purposes.

Enquiries

Shareholders are invited to contact the Company Secretary, Sebastian Andre, on +61 8 6555 2950 if they have any queries in respect of the matters set out in this Notice.

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GLOSSARY

In this Explanatory Memorandum and Notice of General Meeting:

\$ means Australian dollars.

2022 Annual Report means the annual report of the Company including the reports of the Directors and auditor and the financial statements of the Company for the financial year ended 30 June 2022, which can be downloaded from the ASX announcements platform.

Annexure A Options means an Option issued on the terms and conditions set out in Annexure A to this Explanatory Memorandum.

ASIC means the Australian Securities and Investments Commission.

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

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

Board means the board of Directors.

Broker Options is defined in Section 4.1 of this Explanatory Memorandum.

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

Chair means the chairperson of the Meeting.

Closely Related Party is defined in respect of a member of Key Management Personnel as:

- a spouse or child of the member;
- a child of the member's spouse;
- a dependent of the member or the member's spouse;
- anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- a company the member controls; or
- a person prescribed by regulations that may be made for this purpose.

Company or **Noronex** means Noronex Limited (ACN 609 594 005).

Constitution means the constitution of the Company.

Corporations Act means the *Corporations Act 2001* (Cth) and any regulations made under it, each as amended from time to time.

Director means a director 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 Memorandum means the explanatory memorandum that accompanies and forms part of the Notice.

Key Management Personnel has the same meaning given in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).

Mandate is defined in Section 4.1 of this Explanatory Memorandum.

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

Notice or **Notice of Meeting** means the notice of General Meeting accompanying this Explanatory Memorandum.

Option means an option to acquire a Share.

Placement is defined in Section 1.1 of this Explanatory Memorandum.

Proxy Form means the proxy form attached to the Notice.

Remuneration Report means that section of the Directors' report contained in the 2022 Annual Report, under the heading 'Remuneration Report', prepared in accordance with Section 300A of the Corporations Act.

Resolution means a resolution contained in the Notice.

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

Shareholder means the holder of a Share.

Westar is defined in Section 4.1 of this Explanatory Memorandum.

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

Where a word or phrase is given a defined meaning, another part of speech or other grammatical form in respect of that word or phrase has a corresponding meaning.

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Annexure A – Terms and Conditions of the Annexure A Options

The terms and conditions of the Annexure A Options are set out below:

(a) Entitlement

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

(b) Exercise Price

Subject to paragraph (j), the amount payable upon exercise of each Annexure A Option will be \$0.075 (**Exercise Price**).

(c) Expiry Date

Each Annexure A Option will expire at 5:00 pm (WST) on the date which is two (2) years from the date of issue (**Expiry Date**). An Annexure A Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) Exercise Period

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

(e) Notice of Exercise

The Annexure A Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Annexure A Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Annexure A 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 Annexure A Option being exercised in cleared funds (**Exercise Date**).

(g) Quotation

Application will be made by the Company to ASX for official quotation of the Shares issued upon the exercise of the Annexure A Options. No application will be made to ASX for quotation of the Annexure A Options.

(h) 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 Annexure A 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 Annexure A Options.

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If a notice delivered under paragraph (h)(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.

(i) Shares issued on exercise

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

(j) Reconstruction of capital

If at any time the issued capital of the Company is reconstructed, all rights of an Annexure A Option holder 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 Annexure A Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Broker Options without exercising the Broker Options.

(l) Change in exercise price

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

(m) Transferability

The Annexure A Options are not transferable except with the approval of Company directors and subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

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Annexure B – Estimated Value of Annexure A Options proposed to be issued to Directors (Resolutions 10 to 13 inclusive)

Using the Black & Scholes option valuation model and based on the assumptions set out below, the Annexure A Options proposed to be issued pursuant to Resolutions 10 to 13 inclusive were ascribed the following values:

Assumptions:	James Thompson	David Prentice	Robert Klug	Piers Lewis
Number of Annexure A Options	1,500,000	1,500,000	1,500,000	1,500,000
Valuation date	23 December 2022	23 December 2022	23 December 2022	23 December 2022
Market price of Shares	\$0.03	\$0.03	\$0.03	\$0.03
Exercise Price	\$0.075	\$0.075	\$0.075	\$0.075
Expiry date (length of time from issue)	2 years	2 years	2 years	2 year
Risk free interest rate	2.99%	2.99%	2.99%	2.99%
Volatility (discount)	100%	100%	100%	100%
Indicative value per Annexure A Option	\$0.00446	\$0.00446	\$0.00446	\$0.00446
Total Value of Annexure A Options	\$6,690	\$6,690	\$6,690	\$6,690

Note: The valuation noted above is not necessarily the market price that the Annexure A Options could be traded at and is not automatically the market price for taxation purposes.



Noronex Limited | ABN 609 594 005

Proxy Voting Form

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

Your proxy voting instruction must be received by **10.00am (WST) on Monday, 6 February 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.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE: <https://automicgroup.com.au/>

PHONE: 1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

