



## **Notice of Extraordinary General Meeting**

**The General Meeting of the Company will be held at the Quest, 54 Kings Park Road, West Perth, Western Australia on Friday 22<sup>nd</sup> April 2022 at 11.00 am (WST).**

**THE COMPANY IS TAKING PRECAUTIONS TO FACILITATE AN IN PERSON MEETING IN ACCORDANCE WITH COVID-19 RESTRICTIONS. IF THE SITUATION IN RELATION TO COVID-19 CHANGES IN A WAY AFFECTING THE ABILITY TO FACILITATE AN IN PERSON MEETING, THE COMPANY WILL PROVIDE AN UPDATE AHEAD OF THE MEETING BY WAY OF AN ASX ANNOUNCEMENT.**

This Notice of Extraordinary General Meeting (**Notice**) should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional advisor prior to voting.

**Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on (08) 6244 5136.**

**Shareholders are urged to attend or vote by lodging the proxy form attached to this Notice.**

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**Ardea Resources Limited**  
**ACN 614 289 342**

**Notice of Extraordinary General Meeting**

Notice is hereby given that an extraordinary general meeting of Shareholders of Ardea Resources Limited (**Company**) will be held at the offices of the Company at Quest, 54 Kings Park Road, West Perth, Western Australia, on Friday 22 April 2022 at 11.00am (WST) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form, form part of the Notice.

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 (WST) on 20 April 2022.

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**Agenda**

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**Resolution 1 – Ratification of prior Share issue under Placement (LR 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 ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 16,824,532 Shares on the terms and conditions set out in the Explanatory Statement.”*

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

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**Resolution 2 – Ratification of prior Share issue under Placement (LR 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 ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 13,883,021 Shares on the terms and conditions set out in the Explanatory Statement.”*

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

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**Resolution 3A – Approval for issue of Shares to Director under Placement (LR 10.11) – Mr Ian Buchhorn**

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, approval is given for the Company to issue 150,000 Shares to Mr Ian Buchhorn (or his nominee) on the terms and conditions set out in the Explanatory Statement.”*

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

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**Resolution 3B – Approval for issue of Shares to Director under Placement (LR 10.11) – Mr Andrew Penkethman**

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, approval is given for the Company to issue 28,572 Shares to Mr Andrew Penkethman (or his nominee) on the terms and conditions set out in the Explanatory Statement.”*

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

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**Resolution 3C – Approval for issue of Shares to Director under Placement (LR 10.11) – Mr Mathew Longworth**

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, approval is given for the Company to issue 21,428 Shares to Mr Mathew Longworth (or his nominee) on the terms and conditions set out in the Explanatory Statement.”*

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

**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:

<b>Resolutions 1 and 2 – Ratification of prior Share issue under Placement – Listing Rules 7.1 and 7.1A</b>	The Placement Participants and any other person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.
<b>Resolution 3A – Approval for issue of Shares to Director under Placement – Mr Ian Buchhorn</b>	Mr Ian Buchhorn (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
<b>Resolution 3B – Approval for issue of Shares to Director under Placement – Mr Andrew Penkethman</b>	Mr Andrew Penkethman (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
<b>Resolution 3C – Approval for issue of Shares to Director under Placement (LR 10.11) – Mr Mathew Longworth</b>	Mr Mathew Longworth (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

The above voting exclusions do not apply to a vote cast in favour of the relevant 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**

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Shareholders are encouraged to vote by voting online or by completing a Proxy Form.

Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Lodgement instructions (which include the ability to lodge proxies electronically) are set out in the Proxy Form.

Proxy Forms can be lodged:

Email:	meetings@automicgroup.com.au
By mail:	Share Registry – Automic Group Pty Ltd, GPO Box 5193, Sydney NSW 2001
By fax:	+61 2 8583 3040
By phone:	1 300 288 664 (Within Australia) +61 2 9698 5414 (Overseas)

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**

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

Given the current COVID-19 circumstances and in the interests of public health and safety of our Shareholders, the Company will implement arrangements to allow Shareholders to physically attend the Meeting in accordance with any applicable COVID-19 protocols and government advice. If you attend the Meeting in person, you will be required to adhere to COVID-19 protocols at the time of the Meeting.

If the situation in relation to COVID-19 changes in a way affecting the ability to facilitate an in person meeting, the Company will provide an update ahead of the meeting by way of an ASX announcement.

### **BY ORDER OF THE BOARD**

Andrew Penkethman

Managing Director

**Ardea Resources Limited**

Dated: 17 March 2022

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## Explanatory Statement

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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.

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### 1. Background to Resolutions

As announced on 22 February 2022, the Company launched an equity raising to raise up to \$21,500,000 (before costs) for nickel sulphide drilling, regional exploration, feasibility study programs and working capital.

The equity raising is being undertaken by way of a placement of up to 30,707,553 Shares (**Placement Shares**) to sophisticated, professional and institutional investors, none of whom were related parties of the Company (**Placement Participants**) to raise up to approximately \$21,500,000 (before costs) at a price of \$0.70 per Placement Share (**Placement**).

Subject to Shareholders approving Resolutions 3A, 3B and 3C, Messrs Ian Buchhorn, Andrew Penkethman and Mathew Longworth (and/or their nominees) (**Director Participants**) intend to subscribe in aggregate for a further 200,000 Placement Shares, at an issue price of \$0.70 per Share, raising a further \$140,000 (**Director Placement**).

The Placement Shares and Director Placement Shares have or will be issued as follows:

- (a) 16,824,532 Placement Shares were issued on 1 March 2022 to Placement Participants other than Director Participants pursuant to the Company's capacity under Listing Rule 7.1 (the subject of Resolution 1);
- (b) 13,883,021 Placement Shares were issued on 1 March 2022 to Placement Participants pursuant to the Company's capacity under Listing Rule 7.1A (the subject of Resolution 2), which was approved by Shareholders at the Company's Annual General Meeting held on 29 November 2021;
- (c) 150,000 Placement Shares will be issued approximately one week after the date of the Meeting to Ian Buchhorn, subject to Shareholders approving Resolution 3A);
- (d) 28,572 Placement Shares will be issued approximately one week after the date of the Meeting to Andrew Penkethman, subject to Shareholders approving Resolution 3B); and
- (e) 21,428 Placement Shares will be issued approximately one week after the date of the Meeting to Mathew Longworth, subject to Shareholders approving Resolution 3C).

Petra Capital Pty Limited (**Petra**) acted as the sole lead manager and sole bookrunner to the Placement. Petra was paid a management fee of up to 6% of the funds raised under the Placement.

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### 2. Resolutions 1 and 2 – Ratification of prior Share issues under Placement

#### 2.1 General

As set out in Section 1 above, on 1 March 2022, the Company issued:

- (a) 16,824,532 Placement Shares under Listing Rule 7.1; and

(b) 13,883,021 Placement Shares under Listing Rule 7.1A,

to Placement Participants at an issue price of \$0.70 per Share, to raise \$21,500,000 (before costs).

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

## **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 have an additional placement capacity broadly equivalent to 10% of its fully paid ordinary issued capital.

The Company obtained approval to utilise the additional 10% placement capacity at the Annual General Meeting held on 29 November 2021.

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 the placement capacity available under Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rules 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, 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 15% and 10% limits under Listing Rules 7.1 and 7.1A respectively, 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 the Placement Shares issued under the Company's placement capacity and the subject of Resolutions 1 and 2:

- (a) the Placement Shares were issued to professional and sophisticated investors who were identified through a bookbuild process, which involved the Company seeking expressions of interest to participate in the Placement from non-related parties of the Company via its lead manager and bookrunner, Petra;
- (b) the Company confirms that no Shareholders became substantial Shareholders of the Company by subscribing for Placement Shares totalling more than 1% of the Company's current issued capital;
- (c) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the remaining recipients of Placement Shares of the Company's current issued capital (i.e. not including those referred to in paragraph 2.5(b) above) are:
  - (i) a related party of the Company;
  - (ii) Key Management Personnel;
  - (iii) a substantial holder of the Company;
  - (iv) an adviser to the Company; or
  - (v) an associate of any of the above,(each a **Material Person**), who will be issued more than 1% of the Company's current issued capital under the Placement, save for Altor Capital Management Pty Ltd and its associates, which act as strategic advisers to the Company and collectively subscribed for 1,571,431 Placement Shares;
- (d) the Placement Shares were issued on the following basis:
  - (i) 16,824,532 Shares issued pursuant to Listing Rule 7.1 (ratification of which is sought under Resolution 1); and
  - (ii) 13,883,021 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 2);
- (e) 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;
- (f) the Placement Shares were issued on 1 March 2022;
- (g) the issue price was \$0.70 per Placement Share 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;
- (h) the purpose of the issue of the Placement Shares was to raise funds which will be applied towards for nickel sulphide drilling, regional exploration, feasibility study programs and working capital; and



- (i) a voting exclusion statement for Resolutions 1 and 2 are included in the Agenda of this Notice.

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### 3. Resolutions 3A, 3B and 3C – Approval for issues of Shares to Directors under Placement

#### 3.1 General

As noted in Section 1 above, Directors Ian Buchhorn, Andrew Penkethman and Mat Longworth wish to participate (directly and/or through their nominees) in the Placement on the same terms as the Placement Participants. As such they have paid the funds for the Director Placement Shares to the Company at the same time as the Placement Participants and these are held in trust by the Company until such time as the Shareholders approval is received. Further details in respect of the intended Director Placement are set out in the table below.

Director	Subscription Amount (A\$)	Director Placement Shares
Ian Buchhorn	\$105,000	150,000
Andrew Penkethman	\$20,000	28,572
Mathew Longworth	\$15,000	21,428

Resolutions 3A, 3B and 3C seek Shareholder approval for the purposes of Listing Rule 10.11 for the issue of the Director Placement Shares to the Director Participants (or their nominees).

#### 3.2 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 Placement will result in the issue of Shares which constitutes giving a financial benefit and the recipients of the Shares are related parties of the Company under section 228 of the Corporations Act by virtue of being Directors of the Company, entities controlled by Directors of the Company, or parents of Directors of the Company.

The Directors (other than Mr Ian Buchhorn who has a material personal interest in Resolution 3A) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 3A because the Shares will be issued to Mr Ian Buchhorn (or his nominee) on the same terms as the Shares issued to the non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

The Directors (other than Mr Andrew Penkethman who has a material personal interest in Resolution 3B) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 3B because the Shares will be issued to Mr Andrew

Penkethman (or his nominee) on the same terms as the Shares issued to the non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

The Directors (other than Mr Mathew Longworth who has a material personal interest in Resolution 3C) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 3C because the Shares will be issued Mr Mathew Longworth (or his nominee) on the same terms as the Shares issued to the non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

### **3.3 Listing Rule 10.11**

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

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

unless it obtains the approval of its shareholders.

The issue of the Director Placement Shares under the Director Placement 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. Accordingly, Resolutions 3A, 3B and 3C seek the approval of Shareholders for the issue of the Director Placement Shares under the Director Placement as noted in Section 3.1 above, for the purposes of Listing Rule 10.11.

### **3.4 Technical information required by Listing Rule 14.1A**

If Resolutions 3A, 3B and 3C are passed, the Company will be able to proceed with the issue of the Director Placement Shares under the Director Placement 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).

If Resolutions 3A, 3B and 3C are not passed, the Company will not be able to proceed with the issue of the Director Placement Shares under the Director Placement.

### **3.5 Technical information required by Listing Rule 10.13**

Pursuant to and in accordance with listing Rule 10.13, the following information is provided in relation to the proposed issue of the Director Placement Shares the subject of Resolutions 3A, 3B and 3C:

- (a) the Shares will be issued to:

- (i) Mr Ian Buchhorn (or his nominee) in respect of Resolution 3A;
- (ii) Mr Andrew Penkethman (or his nominee) in respect of Resolution 3B;
- (iii) Mr Mathew Longworth (or his nominee) in respect of Resolution 3C,

who falls within the category set out in Listing Rule 10.11.1, as the entity is a related party of the Company by virtue of being an entity controlled by a Director;

- (b) the maximum aggregate number of Shares to be issued to the Director Participants (or their nominee) is set out in the table below:

<b>Director</b>	<b>Director Placement Shares</b>
Ian Buchhorn	150,000
Andrew Penkethman	28,572
Mathew Longworth	21,428

- (c) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares 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 to the Listing Rules) and it is anticipated that the Shares will be issued on the same date approximately one week after the Meeting;
- (e) the issue price will be \$0.70 per Share, being the same issue price as Shares issued to the other participants in the Placement. The Company will not receive any other consideration for the issue of the Shares;
- (f) the purpose of the issue of Shares under the Director Placement is to raise capital, which the Company intends to use in the manner set out in Section 1 above;
- (g) the Shares to be issued under the Director Placement are not intended to remunerate or incentivise Mr Ian Buchhorn, Mr Penkethman or Mr Longworth;
- (h) the Shares are not being issued under an agreement; and
- (i) voting exclusion statements for Resolution 3A, 3B and 3C are included in the Agenda of this Notice.

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## GLOSSARY

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**\$** 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.

**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.

**Company** means Ardea Resources Limited (ACN 614 289 342).

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

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

**Director Participants** means Messrs Ian Buchhorn, Andrew Penkethman and Mathew Longworth.

**Director Placement** has the meaning given in Section 1.

**Director Placement Shares** means the 200,000 Shares to be issued to the Directors under the Director Placement, subject to Shareholder approval.

**Directors** means the current directors of the Company.

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

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

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

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

**Petra** means Petra Capital

**Placement Shares** means the 30,707,553 Shares issued at a price of \$0.70 to raise approximately \$21,500,000 (before costs).

**Placement Participants** means the sophisticated, professional and institutional investors that subscribed for Placement Shares, none of whom are related parties of the Company.

**Proxy Form** means the proxy form accompanying the Notice.

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

**Section** means a section of the Explanatory Statement.

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

**Shareholder** means a registered holder of a Share.

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

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

Holder Number:

Your proxy voting instruction must be received by **11.00am (WST) on Wednesday, 20 April 2022**, 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 VOTE ONLINE

**Vote online at <https://investor.automic.com.au/#/loginsah>**

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

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



## SUBMIT YOUR PROXY VOTE BY PAPER

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>.



