

LETTER TO SHAREHOLDERS REGARDING GENERAL MEETING

Dear Shareholder

Viking Mines Limited (ASX: VKA) ("**Viking**" or "**the Company**") will be holding a general meeting of shareholders at 10:00am (WST) on Wednesday, 12 February 2025 ("**Meeting**") at 15-17 Old Aberdeen Place, West Perth WA 6005.

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 previously requested a hard copy of the Notice 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://vikingmines.com/recent-asx-announcements/> or ASX at <https://www2.asx.com.au>.

A copy of your personalised proxy form is enclosed for your convenience. Please complete and return the attached proxy form to the Company's share registry, Automic Group Pty Ltd by:

post to: Automic
 GPO Box 5193
 Sydney NSW 2001
email to: meetings@automicgroup.com.au
fax to: +61 2 8583 3040

Proxy votes may also be lodged online using the following link:

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

Your proxy voting instruction must be received by 10:00am (WST) on 10 February 2025, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

The Notice of Meeting is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser.

If you have any difficulties obtaining a copy of the Notice of Meeting please contact the Company's share registry, Automic Group Pty Ltd on, 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

The Company strongly encourages all shareholders to submit their directed proxy votes in advance of the Meeting. The Company also encourages shareholders to submit question in advance of the Meeting, however, questions may also be raised during the Meeting.



END

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

Julian Woodcock
Managing Director and CEO
Viking Mines Limited

For further information, please contact:

Viking Mines Limited
Michaela Stanton-Cook - Company Secretary
08 6245 0870



ACN 126 200 280

NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:00am (WST)

DATE: Wednesday, 12 February 2025

PLACE: 15-17 Old Aberdeen Place, West Perth WA 6005

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4:00pm (WST) on Monday, 10 February 2025.

Shareholders are urged to vote by lodging the Proxy Form.

AGENDA

RESOLUTION 1

Ratification of Prior Issue of 159,296,380 Placement Shares – Listing Rule 7.1

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

“That, for the purposes of Listing Rule 7.4, Shareholders ratify the prior issue of 159,296,380 Placement Shares issued under Listing Rule 7.1 and on the terms and conditions set out in the Explanatory Statement.”

Note: This Resolution is subject to the voting exclusions set out on page 3.

RESOLUTION 2

Ratification of Prior Issue of 106,259,176 Placement Shares – Listing Rule 7.1A

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

“That, for the purposes of Listing Rule 7.4, Shareholders ratify the prior issue of 106,259,176 Placement Shares issued under Listing Rule 7.1A and on the terms and conditions set out in the Explanatory Statement.”

Note: This Resolution is subject to the voting exclusions set out on page 3.

RESOLUTION 3

Approval to Issue Lead Manager Options

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

“That for the purpose of Listing Rule 7.1, approval is given for the Company to issue 50,000,000 Lead Manager Options to Euroz Hartleys Limited (or its nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

Note: This Resolution is subject to the voting exclusions set out on page 3.

VOTING EXCLUSIONS

RESOLUTION 1

Ratification of Issue of Placement Shares - Listing Rule 7.1

The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of any person who participated in the Placement, or any of their respective associates.

However, the Company will not disregard a vote cast in favour of Resolution 1 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the written direction given to the proxy or attorney to vote on the Resolution in this way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, pursuant to an express authorisation to exercise the proxy 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 this Resolution; and
 - (ii) the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

RESOLUTION 2

Ratification of Issue of Placement Shares - Listing Rule 7.1A

The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of any person who participated in the Placement, or any of their respective associates.

However, the Company will not disregard a vote cast in favour of Resolution 2 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the written direction given to the proxy or attorney to vote on the Resolution in this way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, pursuant to an express authorisation to exercise the proxy 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 this Resolution; and
 - (ii) the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

RESOLUTION 3

Approval to Issue Lead Manager Options

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Euroz Hartleys Limited (or its nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the Lead Manager Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

However, the Company will not disregard a vote cast in favour of Resolution 3 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the written direction given to the proxy or attorney to vote on the Resolution in this way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, pursuant to an express authorisation to exercise the proxy 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 this Resolution; and
 - (ii) the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

IMPORTANT INFORMATION

Time and place of Meeting

Notice is given that the Meeting will be held at 15-17 Old Aberdeen Place, West Perth WA 6005 on 12 February 2025 at 10:00am (WST).

Your vote is important

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

Voting in person

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

Voting by proxy

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

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

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

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

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

Transfer of non-chair proxy to Chair in certain circumstances: Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the Chair of the meeting; and

- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting; or
 - the proxy does not vote on the resolution,

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

Chair's voting intentions

The Chair intends to vote all undirected proxies **IN FAVOUR** of each resolution. In exceptional circumstances, the Chair may change his voting intention on any Resolution, in which case an ASX announcement will be made.

Corporate representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Act authorising him or her to act as that company's representative. The authority can be mailed or faxed to the Company at least 48 hours before the Meeting. Alternatively, this document can be lodged at the registration desk on the day of the Meeting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6245 0870.

BY ORDER OF THE BOARD



Michaela Stanton-Cook
Company Secretary
14 January 2025

EXPLANATORY STATEMENT

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

RESOLUTIONS 1 AND 2 - RATIFICATION OF ISSUE OF PLACEMENT SHARES - LISTING RULE 7.1 AND 7.1A

Background

On 18 November 2024, the Company announced receipt of binding commitments from sophisticated and professional investors to raise \$A2.39 million (before costs) under a placement of fully paid ordinary shares (**Placement**).

Completion of the Placement occurred on 26 November 2024 and the Company issued 265,555,556 fully paid ordinary shares using its available capacity under Listing Rules 7.1 and 7.1A (**Placement Shares**).

Funds raised from the Placement will be used to progress exploration activities on the Company's projects, including a drill programme on the First Hit Gold Project, and for general corporate and working capital purposes.

The Company engaged the services of Euroz Hartleys Limited (ACN 104 195 057) to act as lead manager to the Placement (**Lead Manager**) and has agreed, subject to shareholder approval sought pursuant to Resolution 3, to issue to the Lead Manager (or its nominee) 50,000,000 unlisted options exercisable at \$0.03 each with an expiry date of 3 years from the date of issue (**Lead Manager Options**).

General

On 26 November 2024, the Company issued a total of 265,555,556 Placement Shares. The Placement Shares were issued at \$0.009 per Share as follows:

- a) 159,296,380 Placement Shares pursuant to the Company's capacity under Listing Rule 7.1 (ratification

which is sought pursuant to Resolution 1); and

- b) 106,259,176 Placement Shares pursuant to the Company's capacity under Listing Rule 7.1A (ratification of which is sought pursuant to Resolution 2). The Company obtained Listing Rule 7.1A approval at the annual general meeting held on 13 November 2024.

The issue of the Placement Shares did not breach Listing Rules 7.1 and 7.1A at the time of issue.

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 period.

Under Listing Rule 7.1A however, an eligible entity can seek approval from its shareholders, 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 the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% placement limit under Listing Rules 7.1 and 7.1A. This reduces 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.

Listing Rule 7.4

Listing Rule 7.4 allows 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 be 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 would having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is

seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Shares.

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

Information required by Listing Rule 14.1A

If Resolutions 1 and 2 are passed, the Placement Shares will be excluded from the calculation of the Company's combined 25% limit under 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 the calculation of the Company's combined 25% limit under Listing Rules 7.1 and 7.1A, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

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 ratification of the issue of the Placement Shares:

- a) The Placement Shares were issued to professional and sophisticated investors who are clients of the Lead Manager, none of whom are a related party of the Company or a Material Investor.
- b) A total of 265,555,556 Placement Shares were issued on 26 November 2024 on the following basis:
 - (i) 159,296,380 Placement Shares issued pursuant to Listing Rule 7.1 (ratification of which is sought pursuant to Resolution 1); and
 - (ii) 106,259,176 Placement Shares issued pursuant to Listing Rule 7.1A

(ratification of which is sought under Resolution 2).

- c) The Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- d) The Placement Shares were issued for an issue price of \$0.009 per Placement Share.
- e) The purpose of the issue of the Placement Shares has been outlined above and the Placement Shares were not issued under an agreement.
- f) A voting exclusion statement is included in this Notice.

Directors' Recommendation

The Board recommends Shareholders vote in favour of Resolutions 1 and 2.

RESOLUTION 3 - APPROVAL TO ISSUE LEAD MANAGER OPTIONS

General

As outlined above, the Company entered into an agreement to issue 50,000,000 unlisted options, exercisable at \$0.03 each with an expiry date of 3 years from the date of issue, to the Lead Manager (or its nominee) as part consideration for lead manager services provided during the Placement referred to in Resolutions 1 and 2 and as set out above (**Lead Manager Options**).

Listing Rule 7.1 is also summarised above.

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

The proposed terms of the Lead Manager Options are detailed in Schedule 1.

Information required by Listing Rule 14.1A

If Resolution 3 is passed, the issue of up to 50,000,000 Lead Manager Options can proceed.

If Resolution 3 is not passed, the Company will be unable to proceed with the issue of the Lead Manager Options and will instead be required to find another method to satisfy the consideration under the agreement with the Lead Manager.

Information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Lead Manager Options:

- a) The Lead Manager Options will be issued to Euroz Hartleys Limited (or its nominee(s)). None of the recipients will be a related party of the Company or a Material Investor.
- b) A maximum of 50,000,000 Lead Manager Options will be issued. The terms and conditions of the Lead Manager Options are set out in Schedule 1.
- c) The Lead Manager Options will be unquoted options exercisable at \$0.03 and expiring 3 years from date of issue.
- d) The Lead Manager Options will be issued no later than 3 months after the date of the Meeting (or other such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that the issue of the Lead Manager Options will occur on the same date.
- e) The Lead Manager Options will be issued for \$0.0001 per option as they are being issued in part consideration for lead manager services provided by Euroz Hartleys Limited in relation to the Placement.
- f) The purpose of the issue of the Lead Manager Options is to satisfy the Company's obligations under the lead manager agreement.

g) A summary of the material terms of the agreement pursuant to which the Lead Manager Options will be issued is as follows:

- (i) Provision of corporate advice in relation to the Placement;
- (ii) a monthly advisory fee of \$5,000 per month for 12 months (exclusive of GST);
- (iii) an amount equal to 6% of funds raised under the Offers;
- (iv) subject to Shareholder approval, 50,000,000 Lead Manager Options, with an exercise price of \$0.03 and expiry date of 3 years from their date of issue.

The fees set out in items (ii) and (iii) above were paid to Euroz Harleys Limited in cash at completion of the Placement.

h) A voting exclusion statement is included in this Notice.

Directors' Recommendation

The Board recommends Shareholders vote in favour of Resolution 3.

GLOSSARY

\$ means Australian dollars.

General Meeting or **Meeting** means the meeting convened by the Notice, and any other adjournment thereof.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

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

Board means the current board of directors of the Company.

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

Chair means the chair of the Meeting.

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

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

Company means Viking Mines Limited (ACN 126 200 280).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

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.

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.

Material Investor means, in relation to the Company:

- (a) a related party;
- (b) Key Management Personnel;
- (c) a substantial Shareholder;
- (d) an advisor; or
- (e) an associate of the above,

who received or will receive Securities in the Company which constitute more than 1% of the Company's anticipated capital structure at the time of issue.

Meeting means the general meeting convened by the Notice.

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

Option means an option to acquire a Share.

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.

Schedule means a schedule to the Notice.

Securities means any Equity Securities of the Company (including Shares, Options, Performance Rights and/or Performance Shares).

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

Shareholder means a registered holder of a Share.

Trading Day has the meaning given in the ASX Listing Rules.

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

SCHEDULE 1- TERMS AND CONDITIONS OF THE OPTIONS

The following terms and conditions apply to the Lead Manager Options (**Options**):

- (a) Each Option entitles the holder to subscribe for one Ordinary Share upon exercise of the Option. The exercise price for each Option is \$0.03 (**Exercise Price**).
- (b) The Options are exercisable at any time on or from the date of issue until the Expiry Date, which will be three (3) years from the date of issue (**Exercise Period**).
- (c) The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
- (d) A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).
- (e) Within 5 Business Days after the later of the following:
 - (i) the Exercise Date; and
 - (ii) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,but in any case, no later than 5 Business Days after the Exercise Date, the Company will:
 - (iii) issue the number of Ordinary Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
 - (iv) 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 Ordinary Shares does not require disclosure to investors; and
 - (v) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Ordinary Shares issued pursuant to the exercise of the Options.

If a notice delivered under paragraph (e)(iii) for any reason is not effective to ensure that an offer for sale of the Ordinary 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 Ordinary Shares does not require disclosure to investors.
- (f) Ordinary Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
- (g) If admitted to the official list of ASX at the time, the Company will apply for quotation of the Ordinary Shares issued upon the exercise of the Options.
- (h) If at any time the issued capital of the Company is reconstructed, all rights of an 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.
- (i) There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
- (j) An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
- (k) The Company will not apply for quotation of the Options on ASX.
- (l) The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.
- (m) Despite any other term, the Options may not be exercised if such exercise would cause the holder to breach the Corporations Act or the ASX Listing Rules (including, without limitation, Chapter 6 of the Corporations Act).



Viking Mines Limited | ABN 38 126 200 280

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 (AWST) on Monday, 10 February 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



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)

