



DELTA LITHIUM LIMITED
ACN 107 244 039

NOTICE OF ANNUAL GENERAL MEETING

The annual general meeting of Delta Lithium Limited will be held at The University Club of WA, Hackett Drive, Crawley, Western Australia at 10.00am (AWST) on Wednesday, 29 November 2023 (Meeting)

It may not be possible for Shareholders to physically attend the Meeting. As a result, the Company encourages Shareholders who cannot attend the Meeting in person to vote by directed proxy.

Proxy Forms for the Meeting should be lodged before 10.00am (AWST) on Monday, 27 November 2023.

If the above arrangements with respect to the Meeting change, Shareholders will be updated via the ASX Market Announcements Platform.

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on +61 8 6109 0104.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of shareholders of Delta Lithium Limited ACN 107 244 039 (**Company**) will be held at The University Club of WA, Hackett Drive, Crawley, Western Australia on 29 November 2023 at 10.00am (AWST) (**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 this Notice. We recommend Shareholders read the Explanatory Memorandum in relation to the proposed Resolutions.

The Directors have determined pursuant to regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Monday, 27 November 2023 at 4.00pm (AWST).

The Company advises that a poll will be conducted for all Resolutions.

Terms and abbreviations used in this Notice and the Explanatory Memorandum will, unless the context requires otherwise, have the meaning given to them in Schedule 1.

AGENDA

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2023 together with the declaration of the Directors, the Director's Report, the Remuneration Report and the auditor's report.

1 RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, Shareholders approve the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2023.”

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

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

Voting Prohibition

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter 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:
 - (i) does not specify the way the proxy is to vote on this Resolution; and

- (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

2 RESOLUTION 2 – ELECTION OF DIRECTOR – CHRIS ELLISON

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

“That, for the purposes of clause 14.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Chris Ellison, a Director who was appointed casually on 12 September 2023, retires, and being eligible, is elected as a Director.”

3 RESOLUTION 3 – ELECTION OF DIRECTOR – JOSH THURLOW

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

“That, for the purposes of clause 14.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Josh Thurlow, a Director who was appointed casually on 12 September 2023, retires, and being eligible, is elected as a Director.”

4 RESOLUTION 4 – ELECTION OF DIRECTOR – STEVE KOVAC

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

“That, for the purposes of clause 14.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Steve Kovac, a Director who was appointed casually on 1 August 2023, retires, and being eligible, is elected as a Director.”

5 RESOLUTION 5 – RE-ELECTION OF DIRECTOR – NADER EL SAYED

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

“That, for the purposes of clause 14.2 of the Constitution and for all other purposes, Nader El Sayed, a Director, retires, and being eligible, is re-elected as a Director.”

By order of the Board



Peter Gilford
Company Secretary

Dated 20 October 2023

EXPLANATORY MEMORANDUM

1 INTRODUCTION

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at The University Club of WA, Hackett Drive, Crawley, Western Australia on 29 November 2023 at 10.00am (AWST).

This Explanatory Memorandum forms part of the Notice which should be read in its entirety. This Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

This Explanatory Memorandum does not take into account the individual investment objectives, financial situation and needs of individual Shareholders or any other person. Accordingly, it should not be relied on solely in determining how to vote on the Resolutions and Shareholders should seek their own financial or legal advice.

Certain statements in this Explanatory Memorandum relate to the future. These statements reflect views only as of the date of this Explanatory Memorandum. While the Company believes that the expectations reflected in the forward looking statements are reasonable, neither the Company nor any other person gives any representation, assurance or guarantee that the occurrence of an event expressed or implied in any forward looking statements in this Explanatory Memorandum will actually occur.

This Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Action to be taken by Shareholders
Section 3	Financial Statements and Reports
Section 4	Resolution 1 – Adoption of Remuneration Report
Section 5	Resolutions 2, 3 and 4 – Election of Directors (Chris Ellison, Josh Thurlow and Steve Kovac)
Section 6	Resolution 5 – Re-election of Director (Nader El Sayed)
Schedule 1	Definitions

A Proxy Form is enclosed with the Notice.

2 ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders should read the Notice including this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

The Company advises that a poll will be conducted for all Resolutions.

2.1 Proxies

A Proxy Form is enclosed with the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, to sign and return the Proxy Form to the Company in accordance with the instructions thereon. Returning the Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. Where the proportion or number is not specified, each proxy may exercise half of the votes.

If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that body corporate's representative. The authority may be sent to the Company or its share registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

Proxy Forms must be received by the Company no later than 10.00am (AWST) on Monday, 27 November 2023, being at least 48 hours before the Meeting. Proxy Forms received later than this time will be invalid.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

2.2 Undirected proxies

Any proxy given to a member of the Key Management Personnel or their Closely Related Parties, other than the Chair, for Resolution 1 will not be counted unless Shareholders specify how the proxy is to vote.

Any undirected proxy given to the Chair for Resolution 1 by a Shareholder entitled to vote on Resolution 1 will be voted by the Chair in favour of that Resolution, in accordance with the express authorisation on the Proxy Form (even though Resolution 1 is connected directly or indirectly with the remuneration of members of Key Management Personnel, which includes the Chair). The Chair intends to vote all valid undirected proxies for all other Resolutions in favour of those Resolutions.

Shareholders are therefore encouraged to closely review the instructions on the Proxy Form and to direct their proxy as to how to vote on all Resolutions.

2.3 Attendance at the Meeting

If it becomes necessary or appropriate to make alternative arrangements to those detailed in this Notice, Shareholders will be updated via the ASX announcements platform and on the Company's website at <https://deltalithium.com.au/>.

3 FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2023 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at <https://deltalithium.com.au/financial-reports/>.

4 RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

4.1 Background

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and other Key Management Personnel of the Company. The Remuneration Report is part of the Directors' Report contained in the annual financial report of the company for a financial year.

The Chair must allow a reasonable opportunity for its Shareholders to ask questions about or make comments on the Remuneration Report at the Meeting.

4.2 **Voting consequences**

The Corporations Act provides that a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

4.3 **Previous voting results**

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, a Spill Resolution is not relevant for this Meeting.

4.4 **Board recommendation**

The Board recommends that Shareholders vote in favour of Resolution 1.

5 RESOLUTIONS 2, 3 AND 4 – ELECTION OF DIRECTORS (CHRIS ELLISON, JOSH THURLOW AND STEVE KOVAC)

5.1 **General**

Clause 14.4 of the Constitution allows the Directors to appoint at any time a person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the clause 14.4 of the Constitution and Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Accordingly:

- (a) Resolutions 2 and 3 provide that Chris Ellison and Josh Thurlow (as applicable), each having been appointed by the Directors in accordance with the Constitution on 12 September 2023; and
- (b) Resolution 4 provides that Steve Kovac, having been appointed by the Directors in accordance with the Constitution on 1 August 2023,

retire in accordance with clause 14.4 of the Constitution and Listing Rule 14.4 and being eligible, seek election from Shareholders.

If Resolutions 2, 3 and 4 are passed, Messrs Ellison, Thurlow and Kovac will each, as applicable, be a Director, subject to retirement or certain other events, for the next three years (as applicable). If Resolution 2, 3 and 4 are not passed, Messrs Ellison, Thurlow and Kovac will each, as applicable, continue to no longer be a Director following that Director's retirement (as applicable).

Resolutions 2, 3 and 4 are ordinary resolutions.

The Chair intends to direct all proxies in favour of Resolutions 2, 3 and 4.

5.2 Qualifications and other material directorships

Chris Ellison

Chris Ellison is the founding shareholder of each of the three original subsidiary companies of Mineral Resources Limited (Crushing Services International Pty Ltd, PIHA Pty Ltd and Process Minerals International Pty Ltd). He has over 40 years of experience in the mining contracting, engineering and resource processing industries within Australia. Since 2013, Chris Ellison has also served as Honorary Consul for New Zealand within Western Australia. Chris Ellison is a director of Mineral Resources Limited and non-executive Chairman of the Company.

Josh Thurlow

Josh Thurlow commenced in the role of Chief Executive – Lithium with Mineral Resources Limited in September 2022, and is responsible for the continued growth of their world class lithium assets and partnerships. With over 20 years' experience in the mining and resources sectors across Asia Pacific, Africa and North America, Josh Thurlow's expertise spans corporate strategy, social responsibility, business development and growth, and operations leadership. Josh Thurlow was previously our Executive General Manager Project Development – overseeing all aspects of planning, development, and social responsibility for MinRes' mining projects, and prior to joining MinRes, held key leadership roles with Newcrest Mining, Aeris Resources Limited, and BHP. Josh Thurlow is a qualified mining engineer and holds a Master of Business Administration from Melbourne Business School.

Steve Kovac

Steve Kovac is the current Chief Executive Officer of Idemitsu Australia Pty Ltd. Steve Kovac holds a Bachelor of Engineering (Mining), an MBA and is a Graduate of the Australian Institute of Company Directors. Over his 23-year career in the mining sector Steve Kovac has had extensive technical and operational experience at a site level, holding senior management and executive level roles for the past 14 years. Steve Kovac is also a Non-Executive Director of Critical Minerals Group Ltd (ASX:CMG), a Non-Executive Director of Veeco Group Pty Ltd, an alternate Director of Low Emission Technology Australia and an Executive Committee member of New South Wales Minerals Council. He is a member of the Australian Institute of Mining and Metallurgy and the Mine Managers Association of Australia.

5.3 Independence

Chris Ellison and Josh Thurlow are employees of Mineral Resources Limited and/or its subsidiaries. Through its subsidiary Lithium Resources Operations Pty Ltd, Mineral Resources Limited is a substantial shareholder of the Company. If elected, the Board considers that Chris Ellison and Josh Thurlow will not be independent Directors.

Steve Kovac is an employee of the Idemitsu Australia Pty Ltd. Through its subsidiary Idemitsu Mt Ida Pty Ltd, Idemitsu Australia Pty Ltd is a substantial shareholder of the Company. If elected, the Board considers that Steve Kovac will not be an independent Director.

5.4 Other material information

The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. These include checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. The Company undertook such checks prior to the appointment of Chris Ellison, Josh Thurlow and Steve Kovac.

Chris Ellison has confirmed that he considers he will have sufficient time to fulfil his responsibilities as non-executive Chairman of the Company and does not consider that any other commitment will interfere with his availability to perform his duties as non-executive Chairman.

Each of Josh Thurlow and Steve Kovac has confirmed that he considers that he will have sufficient time to fulfil his responsibilities as non-executive Director and does not consider that any other commitment will interfere with his availability to perform his duties as non-executive Director.

5.5 **Board recommendation**

The Board (excluding Chris Ellison) recommends that Shareholders vote in favour of Resolution 2.

The Board (excluding Josh Thurlow) recommends that Shareholders vote in favour of Resolution 3 .

The Board (excluding Steve Kovac) recommends that Shareholders vote in favour of Resolution 4.

6 RESOLUTION 5 – RE-ELECTION OF DIRECTOR (NADER EL SAYED)

6.1 **General**

Clause 14.2 of the Constitution requires that at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of three, then the number nearest one-third (rounded down to the nearest whole number), shall retire from office, provided always that no Director (except a managing director) shall hold office for a period in excess of three years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

Resolution 5 provides that Nader El Sayed, who has served as a Director since 1 March 2021 and was last elected at the Company's annual general meeting held on 18 November 2021, retire in accordance with the Constitution and being eligible, seek re-election from Shareholders.

If Resolution 5 is passed, Nader El Sayed will be a Director, subject to retirement or certain other events, for the next three years. If Resolution 5 is not passed, Nader El Sayed will continue to no longer be a Director following that his retirement.

Resolution 5 is an ordinary resolution.

The Chair intends to direct all proxies in favour of Resolution 5.

6.2 **Qualifications and other material directorships**

Nader El Sayed is currently the Chief Executive Officer of Multiplant Holdings, a mining and civil services business in Western Australia. His previous roles include a senior management position with KPMG providing assurance, capital markets and other advisory services to key Australian and international resource companies. Nader El Sayed brings a wealth of risk management, corporate governance, strategic and financial experience to the Board. Nader El Sayed holds a Bachelor of Commerce (Banking & Finance), Masters (Accounting) and has completed the Australian Institute of Chartered Accountants program.

6.3 **Independence**

Nader El Sayed has no interests, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interest of the Company as a whole rather than in the interests of an individual security holder or other party.

If re-elected, the Board considers Nader El Sayed will be an independent Director.

6.4 **Board recommendation**

The Board (excluding Nader El Sayed) recommends that Shareholders vote in favour of Resolution 5.

Schedule 1

Definitions

In the Notice and this Explanatory Memorandum, words importing the singular include the plural and vice versa.

Annual Report means the annual financial report of the Company for the year ended 30 June 2023.

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

Auditor's Report means the auditor's report contained in the Annual Report.

AWST means Western Standard Time, being the time in Perth, Western Australia.

Board means the board of directors of the Company.

Chair means the person appointed to chair the Meeting convened by the Notice.

Closely Related Party means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

Company means Delta Lithium Limited (ACN 107 244 039).

Company Secretary means the company secretary of the Company.

Constitution means the constitution of the Company (as amended from time to time).

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

Director means a director of the Company.

Directors' Report means the annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities.

Explanatory Memorandum means the explanatory memorandum which forms part of 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 has the meaning in the introductory paragraph of the Notice.

Notice means the notice of meeting which comprises of the notice, agenda, Explanatory Memorandum and Proxy Form.

Proxy Form means the proxy form attached to the Notice.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

Resolution means a resolution contained in the Notice.

Schedule means a schedule to this Explanatory Memorandum.

Section means a section of this Explanatory Memorandum.

Shareholder means a shareholder of the Company.

Spill Meeting has the meaning given in Section 4.2.

Spill Resolution has the meaning given in Section 4.2.

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AWST) on Monday, 27 November 2023.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

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Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 183421

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Delta Lithium Limited hereby appoint

☐ the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Delta Lithium Limited to be held at The University Club of WA, Hackett Drive, Crawley, WA 6009 on Wednesday, 29 November 2023 at 10:00am (AWST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	☐	☐	☐
Resolution 2	Election of Director - Chris Ellison	☐	☐	☐
Resolution 3	Election of Director - Josh Thurlow	☐	☐	☐
Resolution 4	Election of Director - Steve Kovac	☐	☐	☐
Resolution 5	Re-election of Director - Nader El Sayed	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

DLI

304254A



Computershare

