



NOTICE OF 2023 GENERAL MEETING

AND

EXPLANATORY MEMORANDUM

AND

PROXY FORM

Date of Meeting

Friday, 2 June 2023

Time of Meeting

2:00pm WST

Place of Meeting

Level 1, 33 Ord Street
WEST PERTH WA 6005

In accordance with the *Corporations Act 2001* (Cth), the Company will not be sending hard copies of the Notice of Meeting to Shareholders. Instead, Shareholders can access a copy of the Notice at the following link:

<https://www.meteoric.com.au/asx-announcements/>

This Notice of General Meeting 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.

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METEORIC RESOURCES NL
ABN 64 107 985 651
NOTICE OF GENERAL MEETING

Notice is hereby given that the General Meeting of Shareholders of Meteoric Resources NL (**Company**) will be held at Level 1, 33 Ord Street, West Perth WA 6005 on Friday, 2 June 2023 at 2:00pm (WST) (**Meeting**) for the purpose of transacting the following business.

Resolution 1 – Ratification of issue of Performance Shares

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

"That, for the purpose of Listing Rule 7.4, and for all other purposes, Shareholders approve the issue and ratify the issue of 100,000,000 Performance Shares to the Togni Vendors (or their nominee/s), for the purpose and on the terms set out in the Explanatory Memorandum accompanying this Notice of General Meeting".

Voting Exclusion Statement: The Company will disregard any votes cast in favour of this Resolution by or on behalf of the Togni Vendors; Molokai Trading Ltd and Emperor Management Limited and any of their Associates. However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
 - (b) the Chair acting 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
- 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.

Resolution 2 – Approval of Meteoric Long Term Incentive Plan

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

"That, for the purpose of Listing Rule 7.2 Exception 13(b), and for all other purposes, Shareholders approve the adoption of the employee incentive scheme known as the "Meteoric Resources NL Long Term Incentive Plan", a summary of which is set out in the Explanatory Memorandum accompanying this Notice of General Meeting, and the issue of the Equity Securities thereunder, on the terms and conditions set out in the Explanatory Memorandum, as an exception to Listing Rule 7.1."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who is eligible to participate in the employee incentive scheme and any Associate of those persons. However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair acting 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.

Resolution 3 – Ratification of Prior Issue – Placement Shares

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

"That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of:

- (a) 46,850,000 Shares issued under Listing Rule 7.1; and
- (b) 153,150,000 Shares issued under Listing Rule 7.1A,

on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) any person who participated in the issue (or is a counterparty to the agreement being approved); or
- (b) any Associate of any person who participated in the issue (or is a counterparty to the agreement being approved).

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

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

Resolution 4 – Ratification of Prior Issue of Shares to Sprott Capital Partners

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 2,192,000 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) any person who participated in the issue (or is a counterparty to the agreement being approved); or
- (b) any Associate of any person who participated in the issue (or is a counterparty to the agreement being approved).

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

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

A Proxy Form is attached.

To be valid, properly completed Proxy Forms must be received by the Company no later than 2:00pm (WST) on 31 May 2023.

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| • by post to:
Automic
GPO Box 5193
Sydney NSW 2001 | by hand delivery to:
Automic
Level 2, 267 St Georges Terrace
Perth, WA 6005 |
| • by facsimile on +61 2 8583 3040 | by email to: meetings@automicgroup.com.au |

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting.

The Explanatory Memorandum and the Proxy Form are part of this Notice.

For the purposes of regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Company has determined that members holding Shares at 5:00pm (WST) time on 31 May 2023 will be entitled to attend and vote at the Meeting.

Terms used in this Notice will, unless the context otherwise requires, have the same meaning given to them in the glossary contained in the Explanatory Memorandum.

By order of the Board and dated 2 May 2023

Matthew Foy
Company Secretary

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PROXIES

A Shareholder entitled to attend and vote at the Meeting may appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights.

A proxy may, but need not be, a Shareholder of the Company.

The instrument appointing the proxy must be in writing, executed by the appointor or his attorney duly authorised in writing or, if such appointor is a corporation, either under seal or under hand of an officer duly authorised.

The instrument of proxy (and the power of attorney or other authority, if any, under which it is signed) must be lodged by person, post, courier or facsimile and reach the registered office of the Company at least 48 hours prior to the Meeting. For the convenience of Shareholders, a Proxy Form is enclosed.

CORPORATIONS

A corporation may elect to appoint a representative in accordance with the Corporations Act, in which case the Company will require written proof of the representative's appointment, which must be lodged with, or presented to the Company before the Meeting.

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This Explanatory Memorandum has been prepared for Shareholders in connection with the business to be conducted at the General Meeting of the Company to be at Level 1, 33 Ord Street, West Perth WA 6005 on Friday, 2 June 2023 at 2:00pm (WST).

This Explanatory Memorandum should be read in conjunction with, and form part of, the accompanying Notice.

The Directors recommend that Shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolution.

Terms used in this Explanatory Memorandum will, unless the context otherwise requires, have the same meaning given to them in the glossary as contained in this Explanatory Memorandum.

1. Resolution 1 – Ratification of issue of Performance Shares

1.1. General

As announced to ASX on 13 March 2023, the Company has entered into a definitive agreement (**Definitive Agreement**) with Togni S/A – Materiais Refratários (and its various subsidiaries and affiliates) and Etgran Mineração, Importação E Exportação De Produtos Ltda (collectively, **Togni Vendors**) pursuant to which the Company has been granted the exclusive right to explore, develop and mine rare earths minerals on the mining licences that comprise the Caldeira Project.

Pursuant to the terms of the Definitive Agreement, the Company agreed to pay the Togni Vendors the following consideration:

(a) cash consideration of:

- (i) US\$5 million on or before 11 April 2023 (As amended, **Completion**);
- (ii) US\$5 million on or before 2 April 2024;
- (iii) US\$5 million on or before 2 April 2025;
- (iv) US\$5 million on or before 2 April 2026,

to be deemed as advance payments (and therefore offset against) the Royalty;

(b) a royalty of 4.75% payable on rare earths oxide extracted from the Caldeira Project (**Royalty**); and

(c) 100,000,000 performance shares (**Performance Shares**), to be issued on Completion, comprising four tranches and subject to satisfaction of certain performance milestones as set out below:

Tranche	Number of Performance Shares	Performance Milestone
1	25 million Class A Performance Shares	(a) Completion of the acquisition of the Caldeira Project; and (b) delineation on the Caldeira Project of an inferred mineral resource estimate in accordance with the JORC Code of not less than 100Mt at or above a total rare earths oxide grade of 2,500 PPM, by no later than 2 April 2024
2	25 million Class B Performance Shares	Delineation on the Caldeira Project of an indicated and measured mineral resource estimate in accordance with the JORC Code of not less than 200Mt at or above a total rare earths oxide grade of 3,000 PPM, by no later than 2 April 2025
3	25 million Class C Performance Shares	Completion of positive feasibility studies on the Caldeira Project, as evidenced by a decision to mine by the Board, by no later than 2 April 2026
4	25 million Class D Performance Shares	The Company securing funding of not less than A\$125 million for the construction of the first stage of a rare earths processing facility on the Caldeira Project, by no later than 2 April 2027

The Company issued the Performance Shares to the Togni Vendors on Completion, which occurred on 11 April 2023. The Performance Shares were issued using the Company's existing capacity under Listing Rule 7.1.

Accordingly, Resolution 1 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Performance Shares.

1.2. Listing Rule Requirements

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Listing Rule 7.1 provides that, unless an exception applies, a company must not, without prior approval of shareholders, issue or agree to issue Equity Securities if the Equity Securities will in themselves, or when aggregated with the Equity Securities issued by the company during the previous 12 months, exceed 15% of the number of ordinary securities on issue at the commencement of that 12-month period.

The issue of the Performance Shares does not fit within any of the exceptions in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the date of issue of the Performance Shares.

Listing Rule 7.4 sets out an exception to Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made without shareholder approval under Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1 and as such, it does not reduce the Company's capacity to issue further Equity Securities without shareholder approval under that rule.

The Company confirms that in issuing the Performance Shares, the Company did not breach Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

Accordingly, under Resolution 1, the Company seeks from Shareholders approval for, and ratification of, the issue of a total of 100,000,000 Performance Shares under Listing Rule 7.4.

If Resolution 1 is passed, the issue of the Performance Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, 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 Performance Shares.

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

Resolution 1 – Technical information required by Listing Rule 7.5

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

(a) **Identity of the persons to whom securities were issued**

The Performance Shares were issued to nominees of the Togni Vendors. The Togni Vendors are not material investors in the Company.¹

(b) **The number and class of securities issued**

100,000,000 Performance Shares were issued to nominees of the Togni Vendors, pursuant to Listing Rule 7.1.

(c) **A summary of the material terms of the securities**

A summary of the material terms of the Performance Shares is set out in Schedule 1.

(d) **Issue date**

The Company issued the Performance Shares on 11 April 2023.

(e) **Issue price or other consideration**

The Performance Shares were issued as consideration pursuant to the Definitive Agreement, accordingly there was a nil issue price per Performance Share.

(f) **Purpose of the issue**

The Performance Shares were issued as consideration under the Definitive Agreement.

(g) **Relevant agreement**

The Performance Shares were issued pursuant to the Definitive Agreement.

A summary of the material terms of the Definitive Agreement is set out in Schedule 2.

(h) **Voting exclusion**

A voting exclusion statement for Resolution 1 is included in this Notice.

1.3. Directors' Recommendation

¹ ASX consider the following to be material investors:

- (i). a related party of the entity;
 - (ii). a member of the entity's key management personnel;
 - (iii). a substantial holder in the entity;
 - (iv). an adviser to the entity; or
 - (v). an associate of any of the above,
- where such person or entity is being issued more than 1% of the entity's current issued capital.

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The Directors believe that this Resolution is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of Resolution 1.

2. Resolution 2 – Approval of Meteoric Long Term Incentive Plan

2.1. General

Resolution 2 seeks Shareholder approval for the purposes of Listing Rule 7.2 Exception 13(b), to adopt a new employee incentive plan titled the "Meteoric Resources NL Long Term Incentive Plan" (**Plan**), pursuant to which eligible participants may be offered the opportunity to be granted performance rights, options and Shares in the Company (**Incentive Securities**). The Company adopted a previous employee incentive plan on 15 February 2023, however the Directors consider it desirable to adopt a new plan to reflect the recent changes to employee share schemes under the Corporations Act. Such changes include removing the ability to make offers of securities under an employee incentive scheme in reliance on relief in ASIC Class Orders 14/1000 and 14/1001 after 1 March 2023 (**Class Orders**). The relief available under the Class Orders have been replaced by a new regime set out in Division 1A of Part 7.12 of the Corporations Act.

The purpose of the Plan is to:

- (a) reward employees of the Company;
- (b) assist in the retention and motivation of employees of the Company;
- (c) provide an incentive to employees of the Company to grow shareholder value by providing them with an opportunity to receive an ownership interest in the Company; and
- (d) comply with the recent changes to employee share schemes as set out in Division 1A of Part 7.12 of the Corporations Act.

2.2. Listing Rule Requirements

Listing Rule 7.1 provides that, unless an exception applies, a company must not, without prior approval of shareholders, issue or agree to issue Equity Securities if the Equity Securities will in themselves, or when aggregated with the Equity Securities issued by the company during the previous 12 months, exceed 15% of the number of ordinary securities on issue at the commencement of that 12-month period.

Listing Rule 7.2 Exception 13(b) sets out an exception to Listing Rule 7.1. It provides that issues of securities under an employee incentive scheme are not included in a company's 15% limit under Listing Rule 7.1, if within three years before the date of issue, shareholders have approved the issue of securities thereunder as an exception to Listing Rule 7.1.

Accordingly, Resolution 2 seeks approval from Shareholders for adoption of the Plan and the issue of Incentive Securities thereunder for a period of three years from the date of the Meeting, as an exception to Listing Rule 7.1.

If Resolution 2 is passed, the Company will be able to issue Incentive Securities under the Plan to eligible participants over a period of three years from the date of the Meeting without impacting on the Company's ability to issue to up 15% of its total ordinary securities without Shareholder approval in any 12-month period.

If Resolution 2 is not passed, the Company will be able to proceed with the issue of Incentive Securities under the Plan, but the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, 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 Incentive Securities.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Incentive Securities under the Plan to a related party or a person whose relationship with the Company or the related party, is in ASX's opinion, such that Shareholder approval should be obtained.

The following information is provided to Shareholders for the purpose of Listing Rule 7.2 Exception 13(b):

(a) A summary of the material terms of the Plan

A summary of the material terms of the Plan is set out in Schedule 3.

(b) Previous issues of securities

This is the first approval sought under Listing Rule 7.2 Exception 13(b) with respect to the Plan. No Incentive Securities have previously been issued under the Plan as it is a new incentive plan.

(c) Maximum number of securities to be issued

The maximum number of Incentive Securities proposed to be issued under the Plan following Shareholder approval is 100,000,000.

(d) Voting exclusion

A voting exclusion statement for Resolution 2 is included in this Notice.

2.3. Directors' Recommendation

The Directors believe that this Resolution is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of Resolution 2.

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3. Resolutions 3(a) & (b) – Ratification of Prior –ssue - Placement Shares

3.1. General

On 4 April 2023 the Company advised it has received commitments for a placement of 200,000,000 new Shares (**Placement Shares**) at an issue price of \$0.125 to raise \$25,000,000 (before costs) (**Placement**).

Funds from the Placement will be used primarily for exploration and development of the Tier 1 Ionic Adsorption Clay Caldeira REE Project, following payment of the US\$5m Completion payment. The Caldeira REE Project, located in the Minas Gerais State of Brazil, comprises 30 Licence (21 Mining Licences and 9 Mining Licence Applications), 6 of which have had significant REE exploration conducted, including over 13,000m of augur drilling (1,311 holes).

Evolution Capital, Petra Capital, Euroz Hartleys and Sprott Capital were Co-Managers for the Placement, with Evolution Capital acting as Settlement Agent (the **Co-Managers**). The material terms of the Co-Managers agreement were commissions comprising a 1.0% management fee and a 4.0% selling fee on the Placement. In addition the Company settled \$274,000 of fees in shares at the Placement price.

3.2. ASX Listing Rules 7.1 and 7.1A

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.1A provides that an eligible entity may seek shareholder approval at its annual general meeting to have the additional capacity to issue equity securities during any 12 month period up to that amount which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period, subject to that issue satisfying certain criteria.

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 into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1. Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

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

By ratifying the issue of the Placement Shares, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 and up to the 10% additional placement capacity set out in ASX Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

If Resolutions 3(A) and 3(B) are not passed, the Placement Shares issued under the Placement will be included in the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of issue of such Shares.

3.3. Technical Information required by Listing Rule 14.1A

If Resolutions 3(A) and 3(B) 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 3(A) and 3(B) are not passed, the Placement Shares will be included in calculating the Company's combined 25% limit in Listing Rule 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.

3.4. Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Resolutions 5(A) and 5(B):

- (i) the Placement Shares were issued to sophisticated, professional or other exempt investors, identified by the Co-Managers. Given the stage of development of the Company, the jurisdiction of the assets and size of the placement, the Co-Managers targeted specific institutional groups that would be comfortable with the risk profile of the Company and able to participant in the placement in material manner. None of the subscribers to the Placement were related parties of the Company. No other applicant was a member of the Company's key management personnel, a substantial holder in the Company, an advisor to the entity or an associate of any of these persons and were not issued more than 1% of the entity's current issued capital;

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- (ii) a total of 200,000,000 Placement Shares were issued, as follows:
 - A. 46,850,000 Placement Shares were issued under the Company's Listing Rule 7.1 capacity; and
 - B. 153,150,000 Placement Shares were issued under the Company's Listing Rule 7.1A capacity;
- (iii) the issue price was \$0.125 per Placement Share;
- (iv) 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;
- (v) the Placement Shares were issued on 11 April 2023;
- (vi) the purpose of the issue of the Placement Shares and the intended use of the funds raised under the Placement is summarised in section 3.1 above;
- (vii) the Placement Shares were issued pursuant to a co-manager appointment letter with the Co-Managers, the terms of which have been summarised at 3.1 above; and
- (viii) a voting exclusion statement is set out in Resolutions 3(A) and 3(B) of the Notice.

3.5. Directors' Recommendation

The Directors of the Company believe Resolutions 3(A) and 3(B) is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of this Resolution.

4. Resolution 4 – Ratification of Prior Issue of Shares to Sprott Capital Partners

4.1. General

On 11 April 2023 the Company issued 2,192,000 shares to Sprott Capital Partners in settlement of commission fees pursuant to the Placement (**Fee Shares**). Resolution 4 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Fee Shares.

As summarised in 3.1 above, Sprott Capital Partners were appointed Co-Managers for the Placement, with Evolution Capital acting as Settlement Agent (the Co-Managers). Commissions comprising a 1.0% management fee and a 4.0% selling fee on the Placement amount were paid by the Company. Sprott Capital Partners agreed to take settlement of the commission fees owed (\$274,000) in the form of Fee Shares.

4.2. ASX Listing Rules 7.1 and 7.4

A summary of ASX Listing Rule 7.1 is set out in section 3.2 above.

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 those rules.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

4.3. Technical Information required by ASX Listing Rule 14.1A

If Resolution 4 is passed the Fee Shares issued will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 4 is not passed, the Fee Shares issued will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date.

4.4. Technical Information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 7:

- (a) A total of 2,192,000 Fee Shares were issued to Sprott Capital Partners who is not a related party of the Company nor a member of the Company's key management personnel, a substantial holder in the Company, an advisor to the entity or an associate of any of these persons and were not issued more than 1% of the entity's current issued capital;
- (b) the Company issued 2,192,000 Fee Shares pursuant to existing capacity available under Listing Rule 7.1;

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- (c) The Fee Shares were issued to Sprott Capital Partners pursuant to a Co-Managers agreement for the Placement where the Company agreed to pay commissions comprising a 1.0% management fee and a 4.0% selling fee on the Placement. In addition the Company agreed to settle commission fees owed to Sprott Capital Partners totalling \$274,000 by issuing shares at the Placement price;
- (d) the Fee Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Fee Shares were issued on 11 April 2023 at a deemed issued price of \$0.125 in settlement commission fees associated with the Placement;
- (f) no funds were raised from the issue of Fee Shares; and
- (g) a voting exclusion statement is included in Resolution 4 of the Notice.

4.5. Directors' Recommendation

The Directors of the Company believe Resolution 4 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of this Resolution.

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SCHEDULE 1 – TERMS OF THE PERFORMANCE SHARES

The terms and conditions of the Performance Shares are as follows:

(a) **(Expiry Date)** The expiry date for each class of Performance Shares is set out below:

Class of Performance Shares	Expiry Date	Performance Milestone
Class A	2 April 2024	(a) Completion of the acquisition of the Caldeira Project; and (b) delineation on the Caldeira Project of an inferred mineral resource estimate in accordance with the JORC Code of not less than 100Mt at or above a total rare earths oxide grade of 2,500 PPM, by no later than 2 April 2024
Class B	2 April 2025	Delineation on the Caldeira Project of an indicated and measured mineral resource estimate in accordance with the JORC Code of not less than 200Mt at or above a total rare earths oxide grade of 3,000 PPM, by no later than 2 April 2025
Class C	2 April 2026	Completion of positive feasibility studies on the Caldeira Project, as evidenced by a decision to mine by the Board, by no later than 2 April 2026
Class D	2 April 2027	The Company securing funding of not less than A\$125 million for the construction of the first stage of a rare earths processing facility on the Caldeira Project, by no later than 2 April 2027

(b) **(Notification to holder):** Meteoric shall immediately notify the holder of a Performance Share in writing when the relevant performance milestone (**Performance Milestone**) has been satisfied. The Performance Milestones for each class of Performance Shares are set out in section 1.1 of the Notice and repeated at paragraph (a) above.

(c) **(Conversion):** Subject to paragraph (q), upon satisfaction of the applicable Performance Milestone, each Performance Share will at the election of the holder convert into one share in the Company (**Meteoric Share**). Conversion of Performance Shares can be made by the holder providing written notice to Meteoric.

(d) **(Escrow):** Each Meteoric Share issued to the Togni Vendors on conversion of a Performance Share will be subject to escrow for a 12-month period commencing on the date of issue of the Meteoric Share.

(e) **(Change of Control):**

(i) Subject to paragraph (e)(ii) below, in the circumstance of a "Change of Control Event" (as defined below) of Meteoric occurring, the relevant Performance Milestone is deemed to be automatically satisfied and each Performance Share will, at the election of the holder, convert into one Meteoric Share.

For the purposes of this clause, a "**Change in Control Event**" means:

(A) the occurrence of:

- i. the offeror under a takeover bid pursuant to Chapter 6 of the *Corporations Act 2001* (Cth) (**Corporations Act**) in respect of the Meteoric Shares announcing that it has achieved acceptances in respect of more than 50% of all Shares; and
- ii. that takeover bid being, or having become or been declared, unconditional; or

(B) the coming into effect, pursuant to section 411(10) of the Corporations Act, of the order of the court made under section 411(4)(b) of the Corporations Act in respect of a members scheme of arrangement under Part 5.1 of the Corporations Act under which all Meteoric Shares are to be either cancelled or transferred to a third

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party (but not a scheme of arrangement for the purposes of a corporate restructure (including change of domicile, consolidation, sub-division, reduction or return) of the issued capital of Meteoric).

- (ii) The maximum number of Performance Shares that can be converted into Meteoric Shares under paragraph (e)(i) upon a Change of Control Event must not exceed 10% of the issued Share capital of Meteoric (as at the date of the Change of Control Event).
 - (f) **(Lapse of a Performance Share):** Any Performance Share that has not been converted into a Meteoric Share prior to the applicable Expiry Date specified in paragraph (a) will automatically lapse.
 - (g) **(Share ranking):** All Meteoric Shares issued upon the conversion of Performance Shares on satisfaction of the applicable Performance Milestone will upon issue rank pari passu in all respects with other Meteoric Shares.
 - (h) **(Application to ASX):** The Performance Shares will not be quoted on ASX. Meteoric must apply for the official quotation of a Meteoric Share issued on conversion of a Performance Share on ASX within the time period required by the Listing Rules.
 - (i) **(Timing of issue of Shares on Conversion):** Within 10 business days after date that Performance Shares are converted, Meteoric will:
 - (i) issue the number of Meteoric Shares required under these terms and conditions in respect of the number of Performance Shares converted;
 - (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if Meteoric 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 Meteoric Shares does not require disclosure to investors; and
 - (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Meteoric Shares issued pursuant to the conversion of the Performance Shares.
- If a notice delivered under paragraph (i)(ii) for any reason is not effective to ensure that an offer for sale of the Meteoric Shares does not require disclosure to investors, Meteoric 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 Meteoric Shares does not require disclosure to investors.
- (j) **(Transfer of Performance Shares):** The Performance Shares are not transferable.
 - (k) **(Participation in new issues):** A Performance Share does not entitle a holder (in their capacity as a holder of a Performance Share) to participate in new issues of capital offered to holders of Meteoric Shares such as bonus issues and entitlement issues.
 - (l) **(Reorganisation of capital):** If at any time the issued capital of Meteoric is reconstructed, all rights of a holder will be changed in a manner consistent with the applicable Listing Rules and the Corporations Act at the time of reorganisation.
 - (m) **(Adjustment for bonus issue):** If Meteoric makes a bonus issue of Meteoric Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the number of Meteoric Shares or other securities which must be issued on the conversion of a Performance Share will be increased by the number of Meteoric Shares or other securities which the holder would have received if the holder had converted the Performance Share before the record date for the bonus issue.
 - (n) **(Adjustment for rights issue):** If the Company makes an issue of Shares pro rata to existing Shareholders, there will be no adjustment of the number of Shares which must be issued on the exercise of the Performance Shares.
 - (o) **(Adjustments for reorganisation):** If there is any reorganisation of the issued share capital of the Company, the rights of the holder may be varied to comply with the Listing Rules which apply to a reorganisation of capital at the time of the reorganisation.
 - (p) **(Dividend and Voting Rights):** The Performance Shares do not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends.
 - (q) **(Deferral of conversion if resulting in a prohibited acquisition of Shares):** If the conversion of a Performance Share would result in any person being in contravention of section 606(1) of the Corporations Act (**General Prohibition**) then the conversion of that Performance Share shall be deferred until such later time or times that the conversion would not result in a contravention of the General Prohibition. For the avoidance of doubt, a Performance Share will not lapse in the event that the Shares the subject of a conversion are deferred in accordance with this clause (q). In assessing whether a conversion of a Performance Share would result in a contravention of the General Prohibition:
 - (i) holders may give written notification to Meteoric if they consider that the conversion of a Performance Share may result in the contravention of the General Prohibition. The absence of such written notification from the holder will entitle Meteoric

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to assume the conversion of a Performance Share will not result in any person being in contravention of the General Prohibition; and

- (ii) Meteoric may (but is not obliged to) by written notice to a holder request a holder to provide the written notice referred to in paragraph (q)(i) within seven days if Meteoric considers that the conversion of a Performance Share may result in a contravention of the General Prohibition. The absence of such written notification from the holder will entitle Meteoric to assume the conversion of a Performance Share will not result in any person being in contravention of the General Prohibition.
- (r) **(No rights to return of capital):** A Performance Share does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
- (s) **(Rights on winding up):** A Performance Share does not entitle the holder to participate in the surplus profits or assets of Meteoric upon winding up of Meteoric.
- (t) **(ASX Listing Rule compliance):** The board of Meteoric reserves the right to amend any term of the Performance Shares to ensure compliance with the Listing Rules.
- (u) **(No other rights):** A Performance Share gives the holder no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

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SCHEDULE 2 – TERMS OF THE DEFINITIVE AGREEMENT

The material terms of the Definitive Agreement are as follows:

- (a) **(Grant):** The Togni Vendors grant Meteoric the exclusive right to explore, develop and mine rare earth minerals on the 30 mining licences that comprise the Caldeira Project. The right also applies to any mining licences within a 10km radius of the outer boundary of the Caldeira Project acquired by either the Company or the Togni Vendors.
- (b) **(Consideration):** As consideration for the grant of the exclusive right to mine and explore for minerals on the Caldeira Project, the Company agrees to pay the Togni Vendors the following consideration:
- (i) cash consideration of:
 - (A) US\$5 million on or before 11 April 2023 (As amended, **.Completion**);
 - (B) US\$5 million on or before 2 April 2024;
 - (C) US\$5 million on or before 2 April 2025;
 - (D) US\$5 million on or before 2 April 2026,to be deemed as advance payments (and therefore offset against) the Royalty;
 - (ii) upon production commencing at the Caldeira Project and subject to payment of the cash consideration, a royalty of 4.75% payable on rare earths oxide extracted from the Caldeira Project (**Royalty**). In the first four years of production, the Company agrees to pay the Royalty based on a monthly minimum of 210 tons of product per month, even if production is less than this amount. On and from the fifth year of production, the Company agrees to pay the Royalty based on a monthly minimum of 420 tons per month of product, even if production is less than this amount; and
 - (iii) 100,000,000 Performance Shares, to be issued following Completion in four tranches and subject to satisfaction of the performance milestones outlined in section 1.1.
- (c) **(Minimum Expenditure):** Meteoric agrees to expend a minimum of US\$5m per year on the Caldeira Project in the first two years following execution of the Definitive Agreement, and US\$2.5m for each year thereafter. Any expenditure in excess of the Minimum Expenditure per year will count towards the Minimum Expenditure for the following year.
- (d) **(Production):** Meteoric agrees to commence production at the Caldeira Project within four years of the date of the Definitive Agreement, failing which it will make payments of US\$600,000 per month to the Togni Vendors. The monthly payments are deemed to be payments of the Royalty in advance and will be offset against the Royalty.
- If the Company has not commenced production at the Caldeira Project within eight years of the Definitive Agreement, then the Agreement will be terminated.
- (e) **(Services):** The Togni Vendors have agreed to assist the Company with respect to exploration and development of the Caldeira Project, including assistance in securing all mining licences and permits necessary to explore, develop and mine at the Caldeira Project.
- (f) **(Perfection of title)** The Togni Vendors agree to do all things necessary to assist the Company in perfecting its title to the rare earths minerals at the Project.
- (g) **(Governing law):** The governing law is the law of Brazil.
- (h) **(Other):** [The Definitive Agreement contains other terms, including representations and warranties, that are standard for an agreement of its nature].

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SCHEDULE 3 – TERMS OF THE PLAN

The Directors have adopted the Plan, to enable eligible persons to be granted options, performance rights and Shares (**Awards**), the principal terms of which are summarised below:

- (a) **(Eligibility)** The Board may, in its absolute discretion, invite an “Eligible Person” to participate in the Plan. An “Eligible Person” means a person that is a “primary participant” (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company or an associated body corporate and has been determined by the Board to be eligible to participate in the Plan from time to time.
- (b) **(Offer)** Following determination that an Eligible Person may participate in the Plan, the Board may make an offer to that person by an offer letter setting out the terms of the offer and any Conditions which may apply to the offer or the Awards (**Offer Letter**).
- (c) **(Issue Cap)** Unless the Company is unlisted or the Company constitution provides otherwise, the Company must not make an offer of Awards for monetary consideration under the Plan, where the total number of Shares to be issued under the Plan (**Plan Shares**) (or that will be issued upon conversion of convertible securities to be issued), when aggregated with the number of Plan Shares that may be issued as a result of offers made under the Plan, at any time during the previous 3 year period, would exceed 5% of the total number of Shares on issue at the date of the offer.

The Plan does not contain an issue cap on the number of Awards that may be issued for no monetary consideration, however the Board have decided to impose a cap of 100,000,000 Awards where no consideration is payable. This does not include the issue of Awards that are otherwise approved by Shareholders.

- (d) **(Disclosure)** All offers of Awards under the Plan for no monetary consideration are made pursuant to Division 1A of Part 7.12 of the Corporations Act and accordingly the Company will not issue a disclosure document for such an offer.

If the Company makes an offer to issue Awards under the Plan for monetary consideration, the Company will comply with the disclosure requirements in Division 1A of Part 7.12 of the Corporations Act.

- (e) **(Nature of Awards)** Each option or performance right entitles the holder, to subscribe for, or be transferred, one Share. Any Shares acquired as an Award or pursuant to the exercise of an Award will rank equally with all existing Shares from the date of acquisition.
- (f) **(Vesting)** Awards may be subject to exercise conditions, performance hurdles or vesting conditions (**Conditions**). These Conditions must be specified in the Offer Letter to Eligible Persons. In the event that a takeover bid for the Company is declared unconditional, there is a change of control in the Company, or if a merger by way of a scheme of arrangement has been approved by a court, then the Board may determine that:
 - (i) all or a percentage of unvested options will vest and become exercisable;
 - (ii) all or a percentage of performance rights will be automatically exercised; and
 - (iii) any Shares issued or transferred to a holder under the Plan that have restrictions (on their disposal, the granting of any security interests in or over, or otherwise on dealing with), will be free from any restrictions on disposal.
- (g) **(Exercise Period)** The period during which a vested Award may be exercised will commence when all Conditions have been satisfied, waived by the Board, or are deemed to have been satisfied under the rules of the Plan and the Company has issued a vesting notification to the holder, and ends on the Expiry Date (as defined at (j)(iv) below).
- (h) **(Disposal restrictions)** Awards granted under the Plan may not be assigned, transferred, novated, encumbered with a security interest (such as a mortgage, charge, pledge, lien, encumbrance or other third party interest of any nature) over them, or otherwise disposed of by a holder, other than to a nominated party (such as an immediate family member, trustee of a trust or company) in accordance with the Plan, unless:
 - (i) the prior consent of the Board is obtained; or
 - (ii) such assignment or transfer occurs by force of law upon the death of a holder to the holder's legal personal representative.
- (i) **(Cashless exercise)** Optionholders may, at their election, elect to pay the exercise price for an option by setting off the exercise price against the number of Shares which they are entitled to receive upon exercise of the option (**Cashless Exercise Facility**). By using the Cashless Exercise Facility, the optionholder will receive Shares to the value of the surplus after the exercise price has been set off.

If an optionholder elects to use the Cashless Exercise Facility, the optionholder will only be issued that number of Shares (rounded down to the nearest whole number) as are equal to the value of the difference between the exercise price otherwise payable for the options

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and the then market value of the Shares at the time of exercise (determined as the volume weighted average price on the ASX over the five trading days prior to providing a notice of exercise).

- (j) **(Lapse)** Unvested Awards will, subject to Board discretion, generally lapse on the earlier of:
- (i) the cessation of employment, engagement or office of the holder;
 - (ii) the day the Board makes a determination that all unvested Awards and vested options of the holder will lapse because, in the opinion of the Board the holder has acted fraudulently or dishonestly, or is in material breach of his or her duties or obligations to the Company;
 - (iii) if any applicable Conditions are not achieved by the relevant time;
 - (iv) if the Board determines that any applicable Conditions have not been met and cannot be met prior to the date that is 5 years from the grant date of an Award or any other date determined by the Board and as specified in the Offer (**Expiry Date**); or
 - (v) the Expiry Date.

Where a holder of Awards ceases to be employed or engaged by the Company and is not a "Bad Leaver" (as that term is defined in the Plan), and the Awards have vested, they will remain exercisable until the Awards lapse in accordance with the Plan rules or if they have not vested, the Board will determine as soon as reasonably practicable after the date the holder ceases to be employed or engaged, how many (if any) of those holder's Awards will be deemed to have vested and exercisable.

Where a holder becomes a "Bad Leaver" (as that term is defined in the Plan), all Awards, unvested or vested, will lapse on the date of the cessation of employment, engagement or office of that holder.

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GLOSSARY

In this Explanatory Memorandum and the Notice, the following terms have the following meanings unless the context otherwise requires:

A\$	means Australian dollars
Associate	has the meaning given to that term in the Listing Rules.
ASX	means ASX Ltd ABN 98 008 624 691 and, where the context requires, the Australian Securities Exchange operated by ASX Ltd.
Board	means the board of Directors of the Company.
Caldeira Project	means the Caldeira Project located in Minas Gerais, Brazil.
Chair	means Chair of the Meeting.
Class Orders	ASIC Class Orders 14/1000 and 14/1001.
Co-Managers	has the meaning given in section 3.1 of the Notice.
Company or Meteoric	means Meteoric Resources NL ABN 64 107 985 651.
Completion	means completion pursuant to the Definitive Agreement, to occur on 11 April 2023.
Corporations Act	means <i>Corporations Act 2001</i> (Cth).
Definitive Agreement	means the agreement dated 10 March 2023 between the Company and the Togni Vendors for the exclusive right to explore, develop and mine rare earths minerals at the Caldeira Project.
Director	means a director of the Company.
Equity Securities	has the meaning given to that term in the Listing Rules.
Explanatory Memorandum	means this information attached to the Notice, which provides information to Shareholders about the Resolution contained in the Notice.
Fee Shares	has the meaning given in section 4.1 of the Notice.
Incentive Securities	means performance rights, options and Shares (as applicable) which may be offered to eligible participants pursuant to the Plan.
JORC Code	JORC Code means the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves prepared by The Joint Ore Reserve Committee of The Australasian Institute of Mining and Metallurgy, the Australian Institute of Geoscientists and the Minerals Council of Australia 2012 edition.
Listing Rules	means the listing rules of ASX.
Meeting	means the general meeting of Shareholders as convened pursuant to the Notice.
Notice or Notice of Meeting	means the Notice of General Meeting accompanying this Explanatory Memorandum.
Performance Share	has the meaning given in section 1.1 of the Notice.
Placement	has the meaning given in section 3.1 of the Notice.
Placement Shares	has the meaning given in section 3.1 of the Notice.
Plan	the Meteoric Resources NL Long Term Incentive Plan, the subject of Resolution 2.
Proxy Form	means the proxy form attached to the Notice.
Resolution	means a resolution contained in the Notice.
Royalty	means the 4.75% royalty payable on rare earths minerals produced by the Company at the Caldeira Project.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.

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Togni Vendors	means Togni S/A – Materiais Refratários (and various subsidiaries and affiliates) and Etgran Mineração, Importação E Exportação De Produtos Ltda.
US\$	means United States dollars.
WST	means Australian Western Standard Time.

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 **2.00pm (WST) on Wednesday, 31 May 2023**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at

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

or scan the QR code below using your smartphone

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



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