
NORFOLK METALS LIMITED

ACN 652 438 385

NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:00am (Perth time)

DATE: 11 September 2023

PLACE: 283 Rokeby Road
SUBIACO WA 6008

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 10:00am on 9 September 2023.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – ISSUE OF SHORTFALL OPTIONS TO DIRECTOR – BEN PHILLIPS

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 333,334 Shortfall Options to Mr Ben Phillips (or his nominee) on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement and voting prohibition statement apply to this Resolution. Please see below.

2. RESOLUTION 2 – ISSUE OF SHORTFALL OPTIONS TO DIRECTOR – LEO PILAPIL

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 333,333 Shortfall Options to Mr Leo Pilapil (or his nominee) on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement and voting prohibition statement apply to this Resolution. Please see below.

3. RESOLUTION 3 – ISSUE OF SHORTFALL OPTIONS TO DIRECTOR – PATRICK HOLYWELL

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 333,333 Shortfall Options to Mr Patrick Holywell (or his nominee) on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement and voting prohibition statement apply to this Resolution. Please see below.

Dated: 11 August 2023

By order of the Board

Arron Canicaïs
Company Secretary

Voting Prohibition Statements

Resolution 1 – Issue of Shortfall Options to Director – Ben Phillips	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 1 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 1 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 1 Excluded Party, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy, even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 2 – Issue of Shortfall Options to Director – Leo Pilapil	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 2 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 2 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 2 Excluded Party, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy, even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 3 – Issue of Shortfall Options to Director – Patrick Holywell	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 3 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 3 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 3 Excluded Party, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy, even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolution set out below by or on behalf of the following persons:

Resolution 1 – Issue of Shortfall Options to Director – Ben Phillips	Ben Phillips (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 2 – Issue of Shortfall Options to Director – Leo Pilapil	Leo Pilapil (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 3 – Issue of Shortfall Options to Director – Patrick Holywell	Patrick Holywell (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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

Voting by proxy

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

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

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

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting in person

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary at arron@explorercorporate.com.au.

EXPLANATORY STATEMENT

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

1. RESOLUTIONS 1 - 3 – ISSUE OF SHORTFALL OPTIONS TO DIRECTORS

1.1 General

As announced on 30 May 2023, the Company lodged a prospectus (**Prospectus**) with ASIC for a non-renounceable entitlement issue of one (1) Option in the Company for every three (3) Shares held by eligible shareholders (**Offer**).

Each Option under the Offer had an issue price of \$0.01 and was exercisable at \$0.30 within 3 years of the date of issue.

As disclosed in the Prospectus, any Options not taken up pursuant to the Offer would form a separate shortfall offer which shall remain open for up to three months following the closing of the Offer which occurred on 22 June 2023 (**Shortfall Offer**). The terms and conditions of the Options offered under the Shortfall Offer shall be the same as those Options offered under the Offer.

Furthermore, as announced to the ASX on 27 June 2023, the Directors have agreed, subject to Shareholder approval, to subscribe for an aggregate of 1,000,000 Options under the Shortfall Offer (**Participation**). The Options will be issued to the Directors in the following proportions:

- (a) 333,334 Shortfall Options to be issued to Mr Ben Phillips (or his nominee) at an issue price of \$0.01 to raise \$3,333.34;
- (b) 333,333 Shortfall Options to be issued to Mr Leo Pilapil (or his nominee) at an issue price of \$0.01 to raise \$3,333.33; and
- (c) 333,333 Shortfall Options to be issued to Mr Patrick Holywell (or his nominee) at an issue price of \$0.01 to raise \$3,333.33,

(together, the **Shortfall Options**).

Resolutions 1 to 3 seek Shareholder approval for the issue of the Shortfall Options to the Directors.

1.2 Director Recommendation

Each Director has a material personal interest in the outcome of Resolutions 1 to 3 on the basis that all of the Directors (or their nominees) are to be issued Shortfall Options should Resolutions 1 to 3 be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on Resolutions 1 to 3 of this Notice.

1.3 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The Participation will result in the issue of Shortfall Options which constitutes giving a financial benefit. Mr Philips, Mr Pilapil and Mr Holywell are related parties of the Company by virtue of being Directors.

As the Shortfall Options are proposed to be issued to all of the Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue of the Shortfall Options. Accordingly, Shareholder approval for the issue of Shortfall Options in respect of the Participation is sought in accordance with Chapter 2E of the Corporations Act.

1.4 Listing Rule 10.11

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

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

unless it obtains the approval of its shareholders.

The Participation falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolutions 1 to 3 seek the required Shareholder approval for the Participation under and for the purposes of Listing Rule 10.11.

1.5 Technical information required by Listing Rule 14.1A

If Resolutions 1 to 3 are passed, the Company will be able to proceed with the issue of the Shortfall Options under the Participation within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules).

If Resolutions 1 to 3 are not passed, the Company will not be able to proceed with the issue of the Shortfall Options under the Participation.

1.6 Technical Information required by Listing Rule 10.13 and section 219 of the Corporations Act

Pursuant to and in accordance with Listing Rule 10.13 and section 219 of the Corporations Act, the following information is provided in relation to Resolutions 1 to 3:

- (a) the Shortfall Options will be issued to the Directors and will be comprised of the following:
- (i) 333,334 Shortfall Options to be issued to Mr Ben Phillips (or his nominee) at an issue price of \$0.01 to raise \$3,333.34;
 - (ii) 333,333 Shortfall Options to be issued to Mr Leo Pilapil (or his nominee) at an issue price of \$0.01 to raise \$3,333.33; and
 - (iii) 333,333 Shortfall Options to be issued to Mr Patrick Holywell (or his nominee) at an issue price of \$0.01 to raise \$3,333.33,
- each of whom falls within the category set out in Listing Rule 10.11.1 by each being a Director.
- (b) the maximum number of Shortfall Options to be issued is 1,000,000 and will be allocated in the proportions set out above;
- (c) the terms and conditions of the Shortfall Options are set out in Schedule 1;
- (d) the Shortfall Options will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Shortfall Options will occur on the same date;
- (e) the purpose of the issue of Shortfall Options is to allow the Directors to participate in the Shortfall Offer. The funds raised through the issue of the Shortfall Options will be put towards the expenses of the Offer and for working capital purposes;
- (f) the Directors will participate in the Shortfall Offer on the same terms as the non-related parties who took part in the Shortfall Offer;
- (g) the Company does not consider that there are any significant opportunity costs to the Company or benefits forgone by the Company in issuing the Shortfall Options to the Directors upon the terms proposed;
- (h) the total remuneration package for each of the Directors in the previous financial year and the proposed total remuneration package for the current financial year are set out below:

Director	FY ended 2023	FY ending 2024
Ben Phillips ¹	\$135,000	\$120,000
Patrick Holywell ²	\$48,000	\$48,000
Leonardo Pilapil ³	\$93,326	\$36,000

Notes:

1. Mr Phillips received director and consulting fees of \$135,000 (excluding GST) and share based payments of \$32,947 for FY2023. Remuneration for FY2024 shall comprise of salary of \$120,000 and share based payments of \$Nil.
 2. Mr Holywell received director and consulting fees of \$48,000 (excluding GST) and share based payments of \$32,947 for FY2023. Remuneration for FY2024 shall comprise of salary of \$48,000 and share based payments of \$Nil.
 3. Mr Pilapil received director and consulting fees of \$90,326 (excluding GST) and share based payments of \$32,947 for FY2023. Remuneration for FY2024 shall comprise of salary of \$36,000 and share based payments of \$Nil.
- (i) the issue price of the Shortfall Options will be \$0.01 per Shortfall Option, being the issue price of the Options issued to other participants in the Shortfall Offer, to raise \$10,000. The Company will not receive any other consideration in respect of the issue of the Shortfall Options in respect of the Participation, other than the funds received on exercise of the Shortfall Options;
- (j) the Shortfall Options in respect of the Participation are not being issued under an agreement;
- (k) the relevant interests of the Directors in securities of the Company are set out below:

As at the date of this Notice

Director	Shares ¹	Options	Performance Rights
Ben Phillips ¹	1,575,000	2,635,666	560,000
Patrick Holywell ²	Nil	930,000	Nil
Leonardo Pilapil ³	Nil	830,000	Nil

Post issue of Shortfall Options to Directors

Director	Shares ¹	Options	Performance Rights
Ben Phillips	1,575,000	2,969,000	560,000
Patrick Holywell	Nil	1,263,333	Nil
Leonardo Pilapil	Nil	1,163,333	Nil

Notes:

1. Fully paid ordinary shares in the capital of the Company (ASX:NFL).
 2. Comprising, 1,442,001 Shares, 2,130,000 unquoted Options, 505,666 quoted Options and 560,000 Performance Rights held indirectly by Bob Alfred Pty Ltd <The Bob Alfred A/C>, an entity of which Mr Phillips is a director and beneficiary and 75,000 Shares held indirectly by Deep36 Pty Ltd <Deep Super A/C>, an entity of which Mr Phillips is a director and beneficiary.
 3. 930,000 Options held indirectly by PCTV Pty Ltd <Taurus A/C>, an entity of which Mr Holywell is a director and beneficiary.
 4. Comprising, 500,000 Options held indirectly by Worldview Investments Pty Ltd <Primavera Fresh Family Trust>, an entity of which Mr Pilapil is a director and beneficiary and 330,000 Options held directly by Mr Pilapil.
- (l) if the Shortfall Options issued to the Directors are exercised, a total of 1,000,000 Shares would be issued. This will increase the number of Shares

on issue from 33,000,000 (being the total number of Shares on issue as at the date of this Notice) to 34,000,000 (assuming that no Shares are issued and no convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 2.94%, comprising 0.98% by Mr Phillips, 0.98% by Mr Holywell, and 0.98% by Mr Pilapil;

- (m) the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price	Date
Highest	\$0.37	3 November 2022
Lowest	\$0.12	20 March 2023, 30 December 2022
Last	\$0.135	21 July 2023

- (n) based on the last closing price of the NFLO Options on the ASX of \$0.05 per Option on 21 July 2023, the value of the Shortfall Options (being the nature of the financial benefit) to be issued to each Director is \$16,666;
- (o) the Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolutions 1 to 3; and
- (p) voting exclusion statements are included in Resolutions 1 to 3 to the Notice.

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities & Investments Commission.

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

Board means the current board of directors of the Company.

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

Chair means the chair of the Meeting.

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

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

Company means Norfolk Metals Limited (ACN 652 438 385).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

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

Offer means the offer pursuant to the Prospectus of a non-renounceable entitlement issue of one (1) Option in the Company for every three (3) Shares held by eligible shareholders.

Option means an option to acquire a Share with the terms and conditions set out in Schedule 1.

Optionholder means a holder of an Option.

Prospectus means the prospectus lodged with ASX on 30 May 2023 in respect of the Offer.

Proxy Form means the proxy form accompanying the Notice.

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

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

Shortfall Offer means the shortfall offer pursuant to the Prospectus.

Shortfall Options has the meaning given to it at Section 1.1.

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

SCHEDULE 1 – TERMS AND CONDITIONS OF SHORTFALL OPTIONS

The terms and conditions of the Shortfall Options are as follows:

(a) **Entitlement**

Each Option entitles the holder to subscribe for one (1) Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.30 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00pm (WST) on 29 June 2026 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

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

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within 5 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company

must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

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

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) **Change in exercise price**

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

(l) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

Proxy Voting Form

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

Holder Number:

Your proxy voting instruction must be received by **10.00am (WST) on Saturday, 9 September 2023**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at

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

or scan the QR code below using your smartphone

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

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

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

AUTOMIC

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

[illegible]

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 2 and 3 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 2 and 3 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

Resolutions	For	Against	Abstain
1. Issue of Shortfall Options to Director – Ben Phillips	☐	☐	☐
2. Issue of Shortfall options to Director – Leo Pilapil	☐	☐	☐
3. Issue of Shortfall Options to Director – Patrick Holywell	☐	☐	☐

[illegible]