
TASMAN RESOURCES LTD
ACN 009 253 187

**NOTICE OF ANNUAL GENERAL MEETING
OF SHAREHOLDERS**

EXPLANATORY STATEMENT

AND

PROXY FORM

TO BE HELD ON

**29 NOVEMBER 2024
COMMENCING AT 10:30AM**

AT

**LEVEL 15
197 ST GEORGES TERRACE, PERTH
WESTERN AUSTRALIA**

TASMAN RESOURCES LTD
(ACN 009 253 187)

NOTICE OF MEETING

Notice is hereby given that an Annual General Meeting of shareholders of Tasman Resources Ltd (the **Company**) will be held at **Level 15, 197 St Georges Terrace, Perth** on **Friday the 29th of November 2024 at 10:30am**.

AGENDA

1. Annual Reports

To table the Annual Financial Report for the financial year ended 30 June 2024 and the Director's Report and Auditor's Report for that financial year.

2. Resolution 1 – Adoption of Remuneration Report

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

"That for the purposes of section 250R(2) of the Act and for all other purposes, the Company be authorised to adopt the Remuneration Report contained in the Annual Financial Report".

Short Explanation: In accordance with section 249L(2) of the Act, a resolution that the Remuneration Report be adopted must be put to the vote. The effect of section 250R(3) of the Act is that the vote on this Resolution is advisory only and does not bind the Directors or the Company.

The Company will disregard any votes cast (in any capacity) on this Resolution 1 by or on behalf of the members of the Company's key management personnel, details of whose remuneration is included in the Remuneration Report and their closely related parties. However, the Company need not disregard a vote cast by any such person (the voter) if the vote is not cast on behalf of any of these persons and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- (b) the voter is the chair of the meeting and the appointment of the chair as proxy:
 - (i) does not specify the way the proxy is to vote on the resolution; and
 - (ii) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company or, if the Company is part of a consolidated entity, for the entity.

3. Resolution 2 – Election of Director

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

"That Mr Douglas H Solomon being a Director of the Company who retires by rotation pursuant to the Company's Constitution, and being eligible offers himself for re-election is hereby re-elected as a Director of the Company."

4. Resolution 3 – Approval of additional 10% placement capacity

To consider, and if thought fit pass, with or without amendment, the following Resolution as a **special resolution**:

"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given to the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement"

4. Resolution 4 – Approval of amendment of Constitution

To consider, and if thought fit pass, with or without amendment, the following Resolution as a **special resolution**:

"That, pursuant to s.136(2) of the Corporations Act 2001, the Company's constitution be amended, with effect from the end of this meeting, by inserting new clause 114 as set out in the Explanatory Statement"

5. General

To transact any business which may be brought before the meeting in accordance with the Constitution of the Company, the Act, or otherwise.

PROXIES

In accordance with section 249L of the Act, shareholders are advised:

- each shareholder has a right to appoint a proxy;
- the proxy need not be a shareholder of the Company;

- a shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

In accordance with section 250BA of the Act the Company specifies the following for the purposes of receipt of proxy appointments:

Online: <https://investor.automic.com.au/#/loginsah>
 QR Code: Scan the QR Code on the proxy form using the camera from a smartphone
 By hand delivery to: Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
 By post to: Automic, PO Box 5193, Sydney NSW 2001
 By e-mail to: meetings@automicgroup.com.au
 By facsimile to: +61 2 8583 3040

Each shareholder entitled to vote at the General Meeting has the right to appoint a proxy to vote on each particular resolution. A shareholder may specify the way in which the appointed proxy is to vote on a particular resolution or may allow the appointed proxy to vote at its discretion. Where a shareholder appoints the Chairman as their proxy and does not expressly direct the Chairman to vote 'For' or 'Against' a resolution or to abstain from voting on a resolution, the Chairman intends to vote in favour of such resolution. Notwithstanding the Chairman's voting intention, a shareholder can (where they have appointed the Chairman as their proxy) expressly direct the Chairman to vote for or against such resolution, or to abstain from voting on such resolution, by marking the appropriate box on their proxy form. That is, a shareholder can direct the Chairman to vote as their proxy in a manner which is contrary to the Chairman's stated voting intentions. If a shareholder does not mark any of the 'For', 'Against' or 'Abstain' boxes on the proxy form for Resolution 1 (Adoption of Remuneration Report), that shareholder will thereby be taken to have expressly authorised and directed the Chairman to exercise the proxy in respect of Resolution 1 in accordance with the Chairman's stated voting intention (that is, to vote in favour of such resolution) even though that resolution is connected to the remuneration of members of the Company's key management personnel

The instrument appointing the proxy must be received by the Company as provided in its Constitution no later than 48 hours prior to the time of the commencement of the Annual General Meeting.

The Chairman will call a poll for all resolutions.

A corporation may elect to appoint a representative in accordance with the 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.

For the purposes of Regulation 7.11.37 of the *Corporations Regulations 2001* the Company determines that shareholders holding ordinary shares at 5.00pm WST on 26 November 2024 will be entitled to attend and vote at the Annual General Meeting.

Except where the contrary intention appears, all defined terms used in this Notice of Meeting have the meanings set out in the glossary of the Explanatory Statement accompanying this Notice.

By Order of the Board of Directors

J Scoringe

Company Secretary

Dated this 31st day of October 2024

TASMAN RESOURCES LTD

(ACN 009 253 187)

EXPLANATORY STATEMENT FOR SHAREHOLDERS

This Explanatory Statement is intended to provide shareholders of the Company with sufficient information to assess the merits of each Resolution contained in the accompanying Notice of Annual General Meeting of the Company.

The Directors recommend that shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions. The following information should be noted in respect of the various matters contained in the accompanying Notice of Meeting.

1 – RECEIVE AND CONSIDER THE ANNUAL REPORTS

The first agenda item is to receive and consider the Annual Financial Report, Director's Report and Auditor's Report for the Company for the financial year ended 30 June 2024. No Resolution is required in respect of this agenda item. However, it provides shareholders with the opportunity to ask questions of the Company's Directors and auditors in relation to the Company's results and operations for the financial year.

2 – REMUNERATION REPORT

The Annual Financial Report for the financial year ended 30 June 2024 contains a Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with section 249L(2) of the Act, a resolution that a Remuneration Report be adopted must be put to the vote. However, pursuant to section 250R(3) of the Act, the vote on the Resolution is advisory only and will not require the Directors or the Company to alter any arrangements detailed in the Remuneration Report, should the Resolution not be passed.

Voting exclusion statement

The Company will disregard any votes cast (in any capacity) on Resolution 1 by or on behalf of the members of the Company's key management personnel, details of whose remuneration is included in the Remuneration Report and their closely related parties. However, the Company need not disregard a vote cast by any such person (the voter) if the vote is not cast on behalf of any of these persons and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- (b) the voter is the chair of the meeting and the appointment of the chair as proxy:
 - (i) does not specify the way the proxy is to vote on the resolution; and
 - (ii) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company or, if the Company is part of a consolidated entity, for the entity.

Where the Chairman is appointed as proxy for a shareholder to vote on Resolution 1 and is not expressly directed by such shareholder to vote 'For' or 'Against' this resolution, or to 'Abstain' from voting on this resolution, the Chairman intends to vote in favour of this resolution.

3 – RE-ELECTION OF DIRECTOR

In accordance with the Company's Constitution, Mr Douglas H Solomon retires by rotation and, being eligible, offers himself for re-election as a Director of the Company.

Mr Douglas H Solomon has been a Board member since April 2003. He is a barrister and solicitor with more than 40 years' experience in the areas of mining, corporate, commercial and property law. Mr Douglas H Solomon is a partner in the law firm, Solomon Brothers. He is also a non-executive director of Eden Innovations Ltd and Conico Ltd.

The Board recommends that shareholders vote in favour of this Resolution.

4– APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its shareholders, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less. The Company is an eligible entity for these purposes.

Resolution 3 seeks shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue Equity Securities without shareholder approval.

If resolution 3 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further shareholder approval.

If resolution 3 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without shareholder approval set out in Listing Rule 7.1

The following information is provided in accordance with Listing Rule 7.3A:-

1. This 7.1A mandate will be valid from the date of this Annual General Meeting (assuming this Resolution 3 is passed) and will expire on the first to occur of:
 - 1.1. the date that is 12 months after the date of this Annual General Meeting;
 - 1.2. the time and date of the Company's next annual general meeting;
 - 1.3. the time and date of the approval by the shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking);
2. Any Equity Securities issued under this 7.1A mandate must be in an existing quoted class of Equity Securities and must be issued at a minimum price of 75% of the volume weighted average market price for Equity Securities in the relevant class, calculated over the 15 trading days on which trades in that class where recorded immediately before:
 - 2.1. the date on which the price at which the Equity Securities to be issued is agreed by the Company and the recipient of the Equity Securities; or
 - 2.2. if the Equity Securities are not issued within 10 trading days of the date in paragraph 2.1, the date on which the Equity Securities are issued.
3. The Company intends to use the funds raised by an issue of Equity Securities under this 7.1A mandate for general working capital; extension of its existing investment in Eden Innovations Ltd as may be required from time to time; and mining exploration activities in currently held and/or potential future tenements.
4. If this mandate is approved, any issue of Equity Securities under this 7.1A mandate will dilute the economic and voting interest of shareholders who do not receive any Equity Securities under the issue. Existing shareholders should also note the risk that:
 - 4.1. the market price for Equity Securities may be significantly lower on the issue date than on the date the 7.1A mandate is approved; and
 - 4.2. the Equity Securities may be issued at a price that is at a discount to the market price for those Equity Securities on the issue date.

The table below shows the dilution of the economic and voting interest of existing shareholders of the Company, calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the number of Shares on issue as at the date of this Notice and the closing market price of the Shares on the ASX on 30 September 2024. It also shows the voting dilution impact if the number of Shares on issue increases and the economic dilution where there are changes in the issue price of the Shares issued under the 7.1A mandate.

Number of Shares on Issue* (Variable A in Listing Rule 7.1.A.2)		Shares Issued under Listing Rule 7.1A mandate (10% of the then issued shares on issue)	Total Shares on Issue after Shares issued under Listing Rule 7.1A mandate	Dilution		
				Issue Price		
				\$0.0025	\$0.005	\$0.0075
				50% Decrease	(see (1) below)	50% increase
				Funds Raised		
Current (as at date of this Notice)	805,249,611	80,524,961	885,774,572	\$201,312	\$402,625	\$603,937
50% increase	1,207,874,417	120,787,442	1,328,661,858	\$301,969	\$603,937	\$905,906
100% increase	1,610,499,222	161,049,922	1,771,549,144	\$402,625	\$805,250	\$1,207,874

*The number of shares on issue (variable A in the formula) as at the date of this Notice could increase as a result of the issue of Shares that are made under the Company's 15% issuing capacity under Listing Rule 7.1, that are issued without shareholder approval under an exemption in Listing Rule 7.2 (such as under a pro rata rights issue), that are issued with shareholder approval under Listing Rule 7.1 or that are issued consequent upon the exercise of options currently on issue by the Company.

The above table has been prepared on the following assumptions and basis:

- (1) The issue price of \$0.005 was the closing market price of the Shares on ASX on 30 September 2024;
- (2) That the Company issues the maximum possible number of Equity Securities under the 7.1A mandate and that the issue of Equity Securities under the 7.1A mandate consists only of Shares.
- (3) The table set out above does not govern any dilution pursuant to approvals under Listing Rule 7.1.

- (4) The table assumes the Company has not issued any Equity Securities in the 12 months prior to this meeting that were not issued under an exemption in Listing Rule 7.2, with approval under Listing Rule 7.1 or ratified under Listing Rule 7.4
- (5) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (6) The above table does not show the dilution that any one particular shareholder will be subject to. All shareholders should consider the dilution caused to their own shareholding having regard to their own specific circumstances.
5. The Company's allocation policy for issues under this 7.1A mandate has not yet been determined. The recipients could consist of current shareholders or new investors (or both). The Company will determine the recipients at the time of the issue under this 7.1A mandate, having regard to the following factors:
 - 5.1. the purpose of the issue;
 - 5.2. the effect of the issue of the new Equity Securities on the control of the Company;
 - 5.3. the circumstances of the Company, including but not limited to the financial position and solvency of the Company;
 - 5.4. prevailing market conditions; and
 - 5.5. advice from corporate, financial and broking advisers (if applicable).
6. The Company has not issued or agreed to issue any equity securities under Listing Rule 7.1A.2 in the 12 months preceding the date of this Annual General Meeting.
7. At the time of dispatching this Notice the Company is not proposing to make an issue of Equity Securities under this 7.1A mandate (and accordingly a voting exclusion statement is not included in this Notice).

4– RESOLUTION 4 – APPROVAL OF AMENDMENT OF CONSTITUTION

Resolution 4 seeks the approval of Shareholders to amend the Company's Constitution to include a new clause 114, which is set out below in full.

The purpose of the amendment is to enable the Directors, should they consider it is in the best interest of the Company to do so at any time in the future (and subject to the Company first obtaining any approvals, including under the Listing Rules, which may be required), to distribute some or all of the shares which it holds in ASX listed Eden Innovations Ltd (ASX Code: EDE) to its Shareholders in-specie.

Whilst no decision has been made to proceed with such an in-specie distribution, the possibility of the Company wishing to separate itself from Eden Innovations Ltd (and thereafter not be required to consolidate the financial statements of the Eden Group into the Company's accounts) at some time in the future may arise, and in that case the new clause 114 in the Constitution would be necessary to enable that to occur.

Proposed new clause

Pursuant to clause 50 of the Company's Constitution, the Company may reduce or alter its share capital in any manner provided for in the Act. Clause 97(1) of the Constitution allows the Board to pay a dividend wholly or in part by the distribution of specific assets.

In summary, proposed new clause 114 allows the Directors to effect a capital reduction by the distribution of specific assets, including shares in another company. In relation to an in-specie distribution of shares in another company, new clause 114(b) provides that each Shareholder:

- (a) is deemed to have agreed to become a member of that other company and be bound by the constitution of that other company; and
- (b) appoints the Company and its officers as the Shareholder's attorney to do all things reasonably required to transfer the shares in that other company to the Shareholder.

Proposed new clauses 114(c) to (e) give the Directors ancillary powers in relation to an in-specie distribution, including making a cash payment to a Shareholder instead of transferring shares if the distribution would otherwise be illegal or would be impracticable or unreasonable (for example, where Shareholders reside overseas).

The whole text of the proposed new clause 114 is set out below. Any Shareholder wishing to obtain a copy of the proposed amended Constitution should contact the Company and a copy will be provided free of charge.

"114. Distribution of specific assets

- (a) *When resolving to pay a dividend or to return capital by a reduction of capital, a buyback or otherwise, the Directors may:*
 - (i) *resolve that the dividend or return of capital be satisfied either wholly or partly by the distribution of specific assets to some or all of the persons entitled to the dividend or return of capital, including shares, debentures or other securities of the Company or any other body corporate or trust; and*
 - (ii) *direct that the dividend or return of capital payable in respect of any particular shares be satisfied wholly or partly by such distribution, and that the dividend or return of capital payable in respect of other shares be paid in cash.*
- (b) *If a dividend or a return of capital of the Company includes a distribution of shares or other securities in*

another body corporate:

- (i) *each Member is deemed to have agreed to become a member of that body corporate and be bound by the constitution of that other body corporate;*
 - (ii) *each Member also appoints the Company and each of its directors and officers ("Attorney") jointly and severally as the Member's attorney to do all such acts, matters and things reasonably required to transfer or vest title in the shares or other securities in that other body corporate to the Member and for no other purpose. Without limitation, the Attorney may:*
 - (A) *agree to the Member becoming a shareholder or security holder of that other body corporate;*
 - (B) *agree to the Member being bound by the constitution of that other body corporate; and*
 - (C) *execute any transfer of shares or other securities or other document required to give effect to the distribution of shares or other securities to that Member;*
 - (iii) *the Attorney is not and will not become liable to any Member for anything the Attorney does or fails to do under this authority in good faith and the Member releases the Attorney from and indemnifies it against any such liability; and*
 - (iv) *any binding instruction or notification between the Member and the Company (including any instructions relating to payment of dividends or to communications from the Company) will be deemed to be a similarly binding instruction or notification to the other body corporate until that instruction or notification is revoked or amended in writing agreed to the other body corporate (to the maximum extent permitted under the laws of Australia, or the other body corporate's constitution).*
- (c) *In relation to any decision to pay a dividend or to return capital by a reduction of capital, buy-back or otherwise, the Directors may:*
 - (i) *settle any difficulty that arises in making the distribution as they think expedient and in particular:*
 - (A) *make cash payments in cases where Members are entitled to fractions of shares, debentures or other securities;*
 - (B) *decide how fractions of shares and other securities are to be rounded and that amounts or fractions of less than a particular value decided by the Directors may be disregarded in order to appropriately adjust the rights of all parties;*
 - (C) *withhold assets, cash, shares, debentures or other securities where the Company is required to make a payment in respect of the Member to a government or taxing authority in relation to the distribution or issue;*
 - (D) *decide to make distributions by disregarding transfers of shares or aggregating parcels of shares where they form the opinion that shareholdings have been split or aggregated to obtain the benefit of rounding on fractions of shares; and*
 - (E) *for an electronic transfer, if no account is nominated, or payment is rejected or refunded, the Company may credit the amount to an account of the Company until the Member nominates a valid account;*
 - (ii) *fix the value for distribution of any specific assets or any part of those assets;*
 - (iii) *pay cash or issue shares, debentures or other securities to any Member in order to adjust the rights of all parties;*
 - (iv) *sell or cause to be sold any specific assets distributed (or which, save for the operation of this Clause 114(c)(iv), would otherwise have been distributed) to any Members (or group of Members) determined by the Board in any way and on such terms as the Board determines in its discretion including by transferring the assets to a nominee or agent determined by the Board to sell those*

assets on behalf of such Members, and distributing to such Members their proportion of the net proceeds of that sale (as determined by the Board);

- (v) *authorise any person to make, on behalf of the Members, or a particular Member, entitled to any specific assets, cash, shares, debentures or other securities as a result of the decision, and as each Member's agent and attorney, an agreement (including in writing) with the Company or another person which provides, as appropriate, for the distribution or issue to them of the assets, cash, shares, debentures or other securities and by applying to them their respective proportions of the amount resolved to be distributed.*
- (d) *Any agreement made under an authority referred to in clause 114(c)(v) is effective and binds all Members concerned.*
- (e) *Further to clause 114(c)(iv), instead of making a distribution or issue of specific assets, shares, debentures or other securities to a particular Member, the Directors may make a cash payment to that Member or allocate some or all of the assets, shares, debentures or other securities to a nominee or agent to be sold on behalf of, and for the benefit of, or in respect of, that Member, if:*
 - (i) *the distribution or issue would otherwise be illegal or unlawful;*
 - (ii) *the distribution or issue would give rise to parcels of securities which do not constitute a marketable parcel;*
 - (iii) *in the Directors' discretion, the distribution or issue would, for any reason, be impracticable or unreasonable; or*
 - (iv) *the Member so agrees.*
- (f) *Nothing in any of clauses 114(a) to (e) above limits anything in any of those other clauses.*

Corporations Act 2001

Pursuant to section 136(2) of the Corporations Act, a company may modify its constitution by special resolution. The Board recommends that Shareholders vote in favour of this Resolution 4.

GLOSSARY OF TERMS

In this Explanatory Statement and accompanying Notice of Meeting the following words and expressions have the following meanings:

"Act" means Corporations Act 2001 (Cth);

"ASIC" means Australian Securities and Investments Commission;

"ASX" means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange, as the context requires;

"Board" means the board of Directors of the Company;

"Company" or "Tasman" means Tasman Resources Ltd (ACN 009 253 187);

"Constitution" means the Constitution of the Company;

"Director" means a director of the Company;

"Equity Securities" means, in accordance with the Listing Rules:

- (a) a share;
- (b) a unit;
- (c) an option over an issued or unissued share or unit;
- (d) a right to an issued or unissued share or unit;
- (e) an option over, or a right to, a security referred to in (c) or (d) above;
- (f) a convertible security;
- (g) any security that ASX decides to classify as an equity security;
- (h) but not a security ASX decides to classify as a debt security;

"Explanatory Statement" means the information attached to the Notice of Meeting which provides information to shareholders about the Resolutions contained in the Notice of Meeting;

"Listing Rules" means the ASX Listing Rules and **"Listing Rule"** has a corresponding meaning;

"Notice" or "Notice of Meeting" means the notice of meeting which accompanies this Explanatory Statement; and unless the contrary intention appears, terms defined in the Notice of Meeting have the same meaning in this Explanatory Statement.

Proxy Voting Form

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

Your proxy voting instruction must be received by **10.30am (AWST) on Wednesday, 27 November 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



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