
BRYAH RESOURCES LIMITED
ACN 616 795 245
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:00am (WST)
DATE: Wednesday, 24 January 2024
PLACE: 191B Carr Place
LEEDERVILLE WA 6007

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4:00pm (WST) on 22 January 2024.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES – LISTING RULE 7.1 (28 NOVEMBER 2023)

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 36,124,771 Shares to the parties and on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF SHARES – LISTING RULE 7.1A (28 NOVEMBER 2023)

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 35,860,528 Shares to the parties and on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

3. RESOLUTION 3 –RATIFICATION OF PRIOR ISSUE OF SHARES – LUKE PATRICK INNES (28 NOVEMBER 2023)

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 2,666,667 Shares to Luke Patrick Innes on 28 November 2023 at an issue price of \$0.017 each for corporate advisory services provided to the Company, on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

4. RESOLUTION 4 – APPROVAL TO ISSUE OPTIONS

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 47,990,199 Options to the parties and on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

5. RESOLUTION 5 – APPROVAL TO ISSUE BROKER OPTIONS

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 4,000,000 Options to SP Corporate Advisory Pty Ltd or its nominee on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

DATED: 19 DECEMBER 2023

By order of the Board

Neville Bassett
Company Secretary

Voting Exclusion Statements

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

Resolutions 1, 2 & 3 – Ratification of prior issue of Shares	A person who participated in the issue or is a counterparty to the agreement being approved (namely the Placement Participants or their nominees) or an associate of that person or those persons.
Resolution 4 – Approval to issue Options	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company, and any associates of those persons).
Resolution 5 – Approval to issue Broker Options	SP Corporate Advisory Pty Ltd or any nominee of SP Corporate Advisory Pty Ltd and any person who will obtain a material benefit as a result of, the proposed issue (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.

You may still attend the meeting and vote in person even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you actually vote at the meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that resolution.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the meeting. If you do not bring your Proxy Form with you, you can still attend the meeting but representatives of the Company will need to verify your identity. You can register from 9:30AM on the day of the meeting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9321 0001.

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. BACKGROUND TO RESOLUTIONS

As announced on 28 November 2023 the Company completed the issue of 71,985,299 Shares to professional and sophisticated investors at an issue price of \$0.017 per Share to raise approximately \$1.223 million (**Placement**), as announced on 21 November 2023. The Placement includes free attaching two (2) for three (3) Options, subject to shareholder approval (Resolution 4).

The Company engaged the services of SP Corporate Advisory Pty Ltd (**Lead Manager**) to manage the Placement (**the Mandate**). Under the Mandate SP Corporate Advisory Pty Ltd is to receive:

- (a) a fee of 6% on all funds introduced; and
- (b) subject to Shareholder approval, 4,000,000 Options (Resolution 5).

On 28 November 2023, the Company issued an aggregate of 71,985,299 Shares, comprising:

- (a) 36,124,771 Shares which were issued pursuant to the Company's capacity under Listing Rule 7.1; and
- (b) 35,860,528 Shares which were issued pursuant to the Company's capacity under Listing Rule 7.1A, which was approved by Shareholders at the annual general meeting held on 20 November 2023.

A further 2,666,667 Shares were issued pursuant to the Company's capacity under Listing Rule 7.1 on 28 November 2023, to Mr Luke Patrick Innes as consideration for corporate advisory services provided to the Company.

Resolutions 1, 2 and 3 seek Shareholder ratification for the prior issue of the Shares, pursuant to Listing Rule 7.4.

Resolution 4 is seeking approval by Shareholders for the proposed issued of up to 47,990,199 Options to subscribers to the Placement on a two (2) Options for three (3) Shares basis.

Resolution 5 is seeking approval by Shareholders for the proposed issue of 4,000,000 Options to SP Corporate Advisory Pty Ltd or its nominee as part consideration under the Mandate, pursuant to Listing Rule 7.1.

The resolutions are proposed as ordinary resolutions and will be passed if more than 50% of the votes cast by Shareholders entitled to vote are in favour of each of the Resolutions.

2. RESOLUTIONS 1 AND 2 – RATIFICATION OF PRIOR ISSUE OF SHARES - LISTING RULES 7.1 AND 7.1A

2.1 General

On 28 November 2023, the Company issued 71,985,299 Shares at an issue price of \$0.017 per Share to raise \$1,223,750.

36,124,771 Shares were issued pursuant to the Company's capacity under Listing Rule 7.1 (being the subject of Resolution 1) and 35,860,528 Shares were issued pursuant to the Company's capacity under Listing Rule 7.1A (being the subject of Resolution 2).

By issuing those Shares utilising these rules, the Company's capacity to issue further equity securities without Shareholder approval within those limits was accordingly reduced.

2.2 Listing Rules 7.1 and 7.1A

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

Under Listing Rule 7.1A however, 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 Company is an eligible entity and sought and received Shareholder approval to increase its limit to 25% at the annual general meeting held on 20 November 2023.

2.3 Listing Rule 7.4

Listing Rule 7.4 provides that where an entity in a general meeting ratifies the previous issue of securities made pursuant to 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 under Listing Rule 7.1, thereby "refreshing" the Company's capacity under Listing Rule 7.1. A note to Listing Rule 7.4 also provides it can also be used to ratify a previous issue of securities made with approval pursuant to Listing Rule 7.1A.

By ratifying these previous issues, the Company will retain the flexibility to issue equity securities in the future within the limits of Listing Rules 7.1 and 7.1A up to its 15% capacity and 10% capacity, respectively, without needing to seek further Shareholder approval.

Accordingly, these resolutions seek shareholder approval to allow the Company to refresh its 15% share issue capacity (Resolution 1) and 10% share issue capacity (Resolution 2).

The issue of Shares the subject of Resolutions 1 and 2 did not breach Listing Rule 7.1 at the time the issued occurred.

2.4 Technical information required by Listing Rule 14.1A

If Resolutions 1 and 2 are passed, the 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 Shares.

If either Resolutions 1 and/or 2 are not passed, the Company's ability to issue new securities without shareholder approval will be restricted until the previous issue/s are ratified at a subsequent meeting or 12 months from the date of issue of the Shares.

2.5 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 Resolutions 1 and 2:

- (a) The Shares were issued to non-related party investors identified by the Lead Manager and the Company, who were "Sophisticated Investors" within the meaning of section 708(8) of the Corporations Act or other investors to whom the Company may issue Shares without a disclosure document pursuant to section 708 of the Corporations Act (**Placement Participants**). The recipients were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the capital raising from non-related parties of the Company.
- (b) In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients were:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) 71,985,299 Shares were issued on the following basis:
 - (i) 36,124,771 Shares issued pursuant to Listing Rule 7.1 (ratification of which is sought under Resolution 1); and
 - (ii) 35,860,528 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 2);
- (d) the 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 Shares were issued on 28 November 2023;
- (f) the issue price was \$0.017 per Share under both the issue of Shares pursuant to Listing Rule 7.1 and Listing Rule 7.1A. The Company has not and will not receive any other consideration for the issue of the Shares;
- (g) the purpose of the issue of the Shares was to raise \$1,223,750, which will be applied towards:

- Fast tracking the Lake Johnston Lithium exploration;
 - Design and conduct exploration activities on Lake Johnston Li-Ni Project including soils program, geophysics, mapping, and maiden drilling program;
 - Obtaining approvals associated with conducting exploration activities; and
 - General working capital.
- (h) the Shares were not issued under an agreement; and
- (i) A voting exclusion statement is included in the Notice.

2.6 Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolutions 1 and 2 as it will refresh the Company's issuing capacities under Listing Rule 7.1 and give the Company the flexibility to raise additional working capital through the offer and issue of Equity Securities, if and as required.

3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF SHARES – LUKE PATRICK INNES

3.1 General

Resolution 3 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of 2,666,667 Shares on 28 November 2023 at \$0.017 per Share to Luke Patrick Innes <The Luke Innes Services A/C>, in satisfaction of corporate advisory services fees.

If Resolution 3 is passed, the Shares issued to Luke Patrick Innes will be excluded in calculating the Company's 15% limit under Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the date of issue of Shares (having been issued on 28 November 2023).

If Resolution 3 is not passed, the Shares issued to Luke Patrick Innes will be included in calculating the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

3.2 Regulatory Requirements

The regulatory requirements relevant to a ratification of the prior issue of Equity Securities are as outlined in Section 2.2 and 2.3 above.

The issue of Shares the subject of Resolution 3 did not breach Listing Rule 7.1 at the time the issued occurred.

3.3 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 3:

- (a) The names of the persons to whom the securities were issued or the basis on which those persons were determined:

The Shares were issued to Luke Patrick Innes <The Luke Innes Services A/C>, a non-Related Party of the Company.

- (b) The number and class of securities issued:

2,666,667 Shares (being fully-paid ordinary shares in the Company, issued on the same terms and conditions as, and ranking equally with, the Company's existing Shares).

- (c) The date on which the securities were issued;

28 November 2023.

- (d) The price or other consideration received:

The Shares were issued as consideration for the provision of corporate advisory services by Luke Patrick Innes. The Company did not receive any monetary consideration from the issue.

The Shares were issued at a deemed issue price of \$0.017 per Share.

- (e) The purpose of the issue and the intended use of any funds raised by the issue:

The purpose of the issue was as part payment for corporate advisory services provided by Luke Patrick Innes to the Company. No funds were raised from the issue.

- (f) If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement:

The Shares were not issued under an agreement.

- (g) A voting exclusion statement:

A voting exclusion statement is included in the Notice above.

3.4 Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 3 as it will refresh the Company's issuing capacities under Listing Rule 7.1 and give the Company the flexibility to raise additional working capital through the offer and issue of Equity Securities, if and as required.

4. RESOLUTION 4 – APPROVAL TO ISSUE OPTIONS

4.1 General

Resolution 4 of the Notice proposes the grant of up to 47,990,199 Options to the parties that subscribed for Shares the subject to Resolutions 1 and 2, on the basis of two (2) free Options for every three (3) Shares subscribed for and issued.

As summarised in Section 2.2 above, 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.

The effect of Resolution 4 will be to allow the Directors to issue the Options without using the Company's 15% annual placement capacity and the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue. Alternatively, the issue may still proceed, subject to available capacity under Listing Rule 7.1, but it will reduce, to that extent, the Company's capacity to issue equity securities without shareholder approval under Listing Rule 7.1 for 12 months following the issue.

4.2 Technical information required by Listing Rule 7.3

In compliance with the information requirements of Listing Rule 7.3 members are advised of the following particulars in relation to the proposed issue of options:

(a) Maximum number of Options to be issued:

Up to 47,990,199 (ASX:BYHO)

(b) Date by which the Company will issue the Options:

No later than three months after the date of the meeting.

(c) Price at which Options to be issued:

The Options are being issued free as part of the securities package paid for by subscribers to the placement of Shares on 28 November 2023 and which is more particularly described in section 2 above.

(d) Names of the allottees:

The allottees are as described in section 2.5 (a).

(e) Terms of issue:

The Options will be issued on the terms and conditions set out in Annexure A.

(f) Intended use of funds raised:

The Options will be issued free of charge. There are no funds being raised from the issue as the Options will be issued as part of the securities package paid for by subscribers to the placement of Shares on 28 November 2023, and which are being granted on the basis of two (2) Options for every three (3) Share subscribed for and issued.

(g) Date of issue:

The issue of Options will occur on one date, no later than three months after the date of the Meeting.

(h) A voting exclusion statement:

A voting exclusion statement is included in the Notice above.

4.3 Directors' Recommendation

The Directors unanimously recommend Shareholders vote in favour of Resolution 4 as it will enable the Company to fulfill its obligations under the Placement.

5. RESOLUTION 5 – APPROVAL TO ISSUE OPTIONS TO LEAD MANAGER

5.1 General

Resolution 5 seeks Shareholder approval for the issue of 4,000,000 Options to SP Corporate Advisory Pty Ltd or its nominee, in part payment of fees to the Lead Manager for the the Placement (the details of the Placement are set out in Section 1 above).

As summarised in Section 2.2 above, 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.

If Resolution 5 is passed, the Options will be excluded in calculating the Company's 15% limit in Listing Rules 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 Options.

If Resolution 5 is not passed, the Options will not be issued and will be included in calculating the Company's combined 15% limit in Listing Rules 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Options.

5.2 Technical information required by ASX Listing Rule 7.3

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

- (a) the Options will be issued to SP Corporate Advisory Pty Ltd (or its nominee(s)), a non-Related Party of the Company;
- (b) 4,000,000 Options (ASX:BYHO) will be issued;
- (c) A summary of the material terms of the Options are as described in section 4.2 (e);
- (d) the Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Options will occur on the same date;
- (e) the Options will be issued for nil cash consideration as part payment in satisfaction of the services provided by SP Corporate Advisory Pty Ltd as lead manager for the Placement. The Company has not and will not

receive any other consideration for the issue of the Options (other than in respect of funds received on exercise of the Options);

- (f) the purpose of the issue of the Options is to satisfy the Company's obligations under the Lead Manager Mandate;
- (g) the Options will be issued to SP Corporate Advisory Pty Ltd under the Lead Manager Mandate. A summary of the material terms of the Lead Manager Mandate is set out in Section 1; and
- (h) A voting exclusion statement is included in the Notice.

5.3 Directors Recommendation

The Directors unanimously recommend Shareholders vote in favour of Resolution 5 as it will enable the Company to fulfill its obligations under the Mandate.

GLOSSARY

\$ means Australian dollars.

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.

Company means Bryah Resources Limited (ACN 616 795 245).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Equity Security has the meaning as given to that term in Listing Rule 19.12.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

Lead Manager means SP Corporate Advisory Pty Ltd (ACN 669 429 092).

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.

Option means a listed option (BYHO) with an exercise price of \$0.035, expiring 1 December 2025 and otherwise on the terms and conditions set out in Annexure A.

Optionholder means a holder of an Option.

Placement means the placement of 71,985,299 new shares at an issue price of \$0.017 per share, to raise \$1,223,750 (before costs).

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.

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

ANNEXURE A – TERMS AND CONDITIONS OF OPTIONS

(a) Entitlement

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

(b) Exercise Price

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.035 (**Exercise Price**).

(c) Expiry Date

Each Option will expire at 5:00pm (AWST) on the 1 December 2025 (**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 this section 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 Option holder are to be changed in a manner consistent with the Corporations Act and the 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 their 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.

Your proxy voting instruction must be received by **10.00am (AWST) on Monday, 22 January 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 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/#/loginsah> or scan the QR code below using your smartphone

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



BY MAIL:

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