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**CLASSIC MINERALS LIMITED ACN 119 484 016**

**NOTICE OF GENERAL MEETING AND  
EXPLANATORY STATEMENT**

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**TIME:** 11.00 am WST

**DATE:** Friday, 26 July 2024

**PLACE:** Conference Room,  
Quest Innaloo  
1 Sunray Drive  
Innaloo WA 6018

*This Notice of Meeting and Explanatory Statement 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.*

*Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (08) 6305 0221.*

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## NOTICE OF GENERAL MEETING

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### TIME AND PLACE OF MEETING

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The General Meeting of the Shareholders of Classic Minerals Limited which this Notice of Meeting relates to will be held at 11.00am WST on Friday, 26 July 2024 at:

**Conference Room,  
Quest Innaloo  
1 Sunray Drive Innaloo WA 6018**

### YOUR VOTE IS IMPORTANT

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

### VOTING IN PERSON

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

### VOTING BY PROXY

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To vote by proxy, please complete and sign the proxy form enclosed and either:

- (a) send the proxy form by post to Classic Minerals Limited, C/- Automic Pty Limited, Locked GPO Box 5193, SYDNEY, NSW 2001; or
- (b) send the proxy form by facsimile to Automic Pty Limited on facsimile number +61 2 9287 0309,
- (c) send the proxy form email to Automic Pty Limited at [meetings@automic.com.au](mailto:meetings@automic.com.au),
- (d) Online: <https://investor.automic.com.au/#/home> with instructions as follows:

Select 'Investor Login' and in the "Single Holding Login" section enter Classic Minerals Limited or the ASX code CLZ in the Issuer name field, your Holder Identification Number (HIN) or Security Reference Number (SRN) (which is shown on the front of your proxy form), postcode and complete the security verification process and click 'Login'. Select the 'Voting' tab and then follow the prompts. You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website;

so that it is received not later than 11.00am WST on 24 July 2024.

Any corporate Shareholder wishing to appoint a person to act as its representative at the Meeting may do so by completing an Appointment of Corporate Representation form or providing their own letter. Shareholders can download and fill out the 'Appointment of Corporate Representation' form from Automic Pty Limited's website – [www.automic.com.au](http://www.automic.com.au). Hover over 'Resources' Select the Investor Services tab and click on 'Forms' and then select 'Holding Management'.

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## NOTICE OF GENERAL MEETING

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### **Proxy forms received later than this time will be invalid.**

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

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

### ***Proxy vote if appointment specifies way to vote***

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- ☐ the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- ☐ if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- ☐ if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- ☐ if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

### ***Transfer of non-chair proxy to chair in certain circumstances***

Section 250BC of the Corporations Act provides that, if:

- ☐ an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the company's members; and
- ☐ the appointed proxy is not the chair of the meeting; and
- ☐ at the meeting, a poll is duly demanded on the resolution; and
- ☐ either of the following applies:
  - the proxy is not recorded as attending the meeting;
  - the proxy does not vote on the resolution,

then the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

### **Voting exclusion statements**

The Listing Rules require that certain persons must not vote, and the Company will disregard any votes cast in favour by or on behalf of:

- the named person or class of persons excluded from voting; or
- an associate of that person or those person,

on the Resolutions to be considered at the Meeting.

However, the Company need not disregard a vote if it is cast in favour of a Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or

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## NOTICE OF GENERAL MEETING

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- (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.

The Company will disregard any votes cast in favour on a Resolution as set out in the table below:

<b>Resolution</b>	<b>Nature of resolution</b>	<b>Persons excluded from voting</b>
1.	Ratification of issue of Shares	Whead Pty Ltd or any associate of Whead Pty Ltd
2.	Ratification of issue of Shares	Gold Processing Equipment Pty Ltd or any associate of Gold Processing Equipment Pty Ltd
3.	Ratification of issue of Shares	Gary Douth or any associate of Gary Douth
4.	Ratification of issue of Shares	Focus Mining Maintenance Solutions Pty Ltd or any associate of Focus Mining Maintenance Solutions Pty Ltd
5.	Ratification of issue of Shares	Gary Douth or any associate of Gary Douth
6.	Ratification of issue of Shares	Goldbridge SL Pty Ltd or any associate of Goldbridge SL Pty Ltd
7.	Ratification of issue of Shares	Whead Pty Ltd or any associate of Whead Pty Ltd
8.	Approval of issue of Shares	LDA Capital Limited and any other person who may obtain a material benefit as a result of the issue of LDA Shares (except a benefit solely by reason of being a Shareholder), and any associate of those persons.

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## NOTICE OF GENERAL MEETING

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Notice is given that a General Meeting of Shareholders of Classic Minerals Limited will be held at the Quest Innaloo, Conference Room, 1 Sunray Drive, Innaloo at 11.00am WST on Friday, 26 July 2024.

The Explanatory Statement annexed to this Notice of Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Statement and the proxy form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders at the close of business on 24 July 2024.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

### AGENDA

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#### **Resolution 1. Ratification of Prior Issue of Shares to Whead Pty Ltd**

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

*“That the issue 12,500,000 Shares to Whead Pty Ltd is approved under and for the purposes of Listing Rule 7.4.”*

#### **Resolution 2. Ratification of Prior Issue of Shares to Gold Processing Equipment Pty Ltd**

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

*“That the issue of 10,000,000 Shares to Gold Processing Equipment Pty Ltd is approved under and for the purposes of Listing Rule 7.4.”*

#### **Resolution 3. Ratification of Prior Issue of Shares Gary Douch**

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

*“That the issue of 900,000 Shares to Gary Douch is approved under and for the purposes of Listing Rule 7.4.”*

#### **Resolution 4. Ratification of Prior Issue of Shares to Focus Mining Maintenance Solutions Pty Ltd**

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

*“That the issue of 2,500,000 Shares to Focus Mining Maintenance Solutions Pty Ltd is approved under and for the purposes of Listing Rule 7.4.”*

#### **Resolution 5. Ratification of Prior Issue of Shares Gary Douch**

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

*“That the issue of 1,225,000 Shares to Gary Douch is approved under and for the purposes of Listing Rule 7.4.”*

#### **Resolution 6. Ratification of Prior Issue of Shares Goldbridge SL Pty Ltd**

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

*“That the issue of 8,000,000 Shares to Goldbridge SL Pty Ltd is approved under and for the purposes of Listing Rule 7.4.”*

#### **Resolution 7. Ratification of Prior Issue of Shares to Whead Pty Ltd**

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

*“That the issue 80,000,000 Shares to Whead Pty Ltd is approved under and for the purposes of Listing Rule 7.4.”*

#### **Resolution 8. Approval for issue of Shares to LDA Capital Pty Ltd**

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

*“That the issue of up to 400,000,000 Shares to LDA Capital Pty Ltd (or its nominee) is approved under and for the purposes of Listing Rule 7.1.”*

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**NOTICE OF GENERAL MEETING**

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**DATED: 27 June 2024**  
**BY ORDER OF THE BOARD**  
**John Lester**  
**Chairman**  
**CLASSIC MINERALS LIMITED**

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the General Meeting of Classic Minerals Limited to be held at Quest Innaloo, Conference Room, 1 Sunray Drive, Innaloo at 11.00am WST on Friday, 26 July 2024.

The Ratification purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting (of which this Explanatory Statement forms a part).

### 1. Resolutions 1 to 7 – Approval of Prior Issues of Securities

#### 1.1 Background

During the period 4 April 2024 to 20 June 2024, the Company issued 115,125,000 Shares without disclosure to investors and/or creditors under the exceptions provided in section 708 of the Corporations Act. The investors and/or creditors were not related parties of the Company. The Company had sufficient placement capacity under Listing Rule 7.1 for all the issues of Shares.

#### 1.2 Corporations Act

None of the allottees the subject of Resolutions 1 to 7 in conjunction with any of their associates, hold, either before, during, or after any of the issues the subject of Resolutions 1 to 7, more than 20% of the issued capital of the Company.

#### 1.3 Listing Rule 7.4

Resolutions 1 to 7 seek Shareholder ratification of issues of Shares pursuant to Listing Rule 7.4. The Shares issued are “Equity Securities” for the purposes of the Listing Rules. Resolutions 3 to 6 pertain to ratification of Shares issued under L.R. 7.1 (15% capacity) and Resolutions 1, 3 and 7 pertain to ratification of Shares issued under L.R. 7.1A (10% capacity).

Broadly speaking, and subject to a number of exceptions, Listing Rules 7.1 and 7.1A in combination limit the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 25% of the fully paid ordinary securities it had on issue at the start of that period. The issues of Shares to investors and creditors referred to above do not fit within any of these exceptions and, as those issues have not yet been approved by shareholders, they effectively use up part of the 15% limit in Listing Rule 7.1 and 10% limit in Listing Rule 7.1A, reducing the Company’s capacity to issue further Equity Securities without shareholder approval under Listing Rules 7.1 and 7.1A for the 12-month period following the dates of the issues of Shares.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 or 7.1A (as applicable) and so does not reduce the company’s capacity to issue further Equity Securities without shareholder approval under those rules.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain prior shareholder approval for such issues. To this end, Resolutions 1 to 7 seek Shareholder approval for the issues of Shares to investors and creditors under and for the purposes of Listing Rule 7.4.

If each of Resolutions 1 to 7 is passed, the issues of Shares to investors and creditors 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 it can issue without shareholder approval over the 12-month period following the issues of Shares to investors and creditors.

If any of Resolutions 1 to 7 is not passed, the Shares issued in respect of that Resolution will be included in calculating the Company’s 15% limit in Listing Rule 7.1 or 10% limit in Listing Rule 7.1A (as applicable), effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the date of that issue of Shares.

Relevant information for the purposes of the Listing Rules is provided at section 1.4 below.

#### 1.4 Technical information required by Listing Rule 7.5 for the ratification of issues of Securities:

Resolution	Issued to	Number of securities	Dilutionary Effect	Deemed Price	Value	Date	Purpose
1.	Whead Pty Ltd	12,500,000 Shares	1.654%	\$ 0.0040	\$50,000.00	04/06/2024	Capital Raising. Funds applied for working capital at Forrestania gold project and Kat Gap. (7.1A)
2.	Gold Processing Equipment Pty Ltd	10,000,000 Shares	1.324%	\$ 0.0027	\$27,000.00	21/06/2024	Capital Raising. Funds applied for working capital at Forrestania gold project and Kat Gap. (7.1A)
3.	Gary Doutch	900,000 Shares	0.119%	\$ 0.0060	\$6,300.00	22/05/2024	Creditor Payment. The Company did not raise any funds from this issue of shares as they were issued to satisfy a payment to a creditor, for project management and labour at Kat Gap. (7.1)
4.	Focus Mining Maintenance Solutions Pty Ltd	2,500,000 Shares	0.331%	\$ 0.0060	\$15,000.00	22/05/2024	Creditor Payment. The Company did not raise any funds from this issue of shares as they were issued to satisfy a payment to a creditor, for implementation of the yard and workshops in Perth and Kat Gap for HS&E works. (7.1)
5.	Gary Doutch	1,225,000 Shares	0.162%	\$ 0.0040	\$4,900.00	14/06/2024	Creditor Payment. The Company did not raise any funds from this issue of shares as they were issued to satisfy a payment to a creditor, for project management and labour at Kat Gap. (7.1)
6.	Goldbridge SL Pty Ltd	8,000,000 Shares	1.059%	\$ 0.0027	\$21,600.00	21/06/2024	Creditor Payment. The Company did not raise any funds from this issue of shares as they were issued to satisfy a payment to a creditor, for machinery hire at Kat Gap. (7.1)
7.	Whead Pty Ltd	80,000,000 Shares	10.588%	\$ 0.001875	\$150,000.00	25/06/2024	Capital Raising. Funds applied for working capital at Forrestania gold project and Kat Gap. (50,000,000 issued under 7.1 and 30,000,000 issued under 7.1A)

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.

The Board recommends that Shareholders vote in favour of Resolutions 1 to 7.

#### 1.5 Voting Exclusion Statement

A voting exclusion statement is included in the Notice in respect of each of Resolutions 1 to 7.



## 2. Resolution 8 – Approval to issue Shares to LDA Capital

### 2.1 Background<sup>1</sup>

On 15 December 2022, the Company announced that it had entered into an agreement with LDA Capital, pursuant to which the Company secured the right to require LDA Capital to subscribe for up to \$15 million in new Shares by way of the Company exercising put options (**Put Option Agreement**). A summary of the material terms of the Put Option Agreement were included in the announcement.

The Put Option Agreement provides the Company with the flexibility to issue Shares to LDA Capital over the next three years at the Company's discretion and to receive funds for the issue of those Shares.

Since 15 December 2022, the Company has made various calls on LDA Capital. At present LDA Capital is holding, on account, 51,000,000 shares.

Resolution 8 seeks Shareholder approval for the issue of up to 400,000,000 Shares to LDA Capital (**LDA Shares**) to provide funding for development of the Company's Kat Gap gold project. The LDA Shares to be approved are for further Shares to be issued to LDA Capital under future anticipated call notices.

### 2.2 Requirement for shareholder approval

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. The issue of the LDA Shares does not fit within any of these exceptions.

Whilst some of the LDA Shares could be issued using the Company's 15% capacity, the Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain shareholder approval under Listing Rule 7.1. To do this, the Company is asking Shareholders to approve the issue of all the LDA Shares under Listing Rule 7.1 so that it does not use up any of the 15% limit on issuing Equity Securities without shareholder approval set out in Listing Rule 7.1.

If Resolution 8 is passed, the issue of the LDA Shares can proceed without using up any of the Company's 15% limit on issuing Equity Securities without shareholder approval set out in listing rule 7.1.

If Resolution 8 is not passed, the Company will not issue the LDA Shares and will explore alternative sources of funding.

The Board recommends that Shareholders vote in favour of Resolution 12.

### 2.3 Technical information required by Listing Rule 7.3 for the approval of issue of LDA Shares

Pursuant to Listing Rule 7.3, the following information is provided in respect of Resolution 12:

- (a) The LDA Shares will be issued to LDA Capital (or its nominee).
- (b) The maximum number of LDA Shares to be issued is 400,000,000.
- (c) LDA Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (d) The LDA Shares will be issued on a date which will be not more than 3 months after the date of the Meeting (or such later date permitted by any ASX waiver or modification of the Listing Rules).
- (e) The amount of funds that will be received on issue of the LDA Shares will be dependent on the issue price, being 90% of the 30-day VWAP of shares as at the date immediately prior to the Company issuing the LDA Shares (**Issue Price**). As examples:

Issue Price	Amount raised
\$0.0036	\$1,440,000
\$0.0035	\$1,400,000
\$0.00034	\$1,360,000

<sup>1</sup> ASX Announcement 15 December 2022.

- (f) The purpose of the issue is to raise working capital for the Kat Gap gold project<sup>2</sup>.
- (g) The securities are being issued under the LDA Capital transaction, the material terms of which are set out in Annexure A.
- (h) LDA Capital currently holds 51,000,000 shares representing 9.26% of the Company's issued capital.
- (i) Dilutive effect – if:
  - (i) all Shares the subject of previous approval and Resolution 8 are issued; and
  - (ii) no other Shares are issued to 3<sup>rd</sup> parties; and
  - (iii) LDA Capital does not sell any Shares,

the effect on the Company's capital structure will be as follows:

	<b>LDA Capital</b>	<b>Company</b>
<b>Shares currently held / on issue</b>	51,000,000 (9.26%)	561,028,732
<b>Shares on issue if balance of Shares approved to date are issued to LDA Capital</b>	451,000,000(44.56%)	1,012,028,732
<b>Shares on issue if all Resolution 8 Shares are issued to LDA Capital</b>	451,000,000(44.56%)	1,012,028,732

(\*However, under the Put Option Agreement, the Company is precluded from making ANY call on LDA Capital which would have the effect of LDA Capital holding more than 19.99% of the total shares on issue in the Company.)

- (j) If the additional Shares for which approval is sought are issued, at the current share price the Company may expect to raise approx. \$1,360,000. Below is a proposed use of funds:

<b>Proposed Use of Funds - Kat Gap Gold Project</b>	
Infill drilling at Kat Gap	\$300,000
Infill drilling at Forresteria	\$200,000
Field costs	\$ 50,000
Plant assembly & infrastructure	\$250,000
Upgrade to plant	\$560,000
	<b>\$ 1,360,000</b>

- (k) a voting exclusion statement is included in the Notice.

<sup>2</sup> ASX Announcement 15 December 2022

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## Glossary

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**ASX** means ASX Limited (ACN 008 624 691).

**Board** means the board of Directors.

**Chair** or **Chairman** means the person appointed to chair the Meeting convened by this Notice.

**Company** or **Classic Minerals** means Classic Minerals Limited ACN 119 484 016.

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

**Director** means a director of the Company.

**Equity Securities** has the meaning given to that term in Chapter 19 of the Listing Rules.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**General Meeting** or **Meeting** means the general meeting of the Company to be held on 25 July 2024.

**LDA Capital** means LDA Capital Limited, a company registered in the United States.

**Listing Rules** means the listing rules of ASX and any other rules of the ASX which are applicable while the entity is admitted to the official list of the ASX, each as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

**Notice of Meeting** or **Notice** means the notice of the General Meeting attached to this Explanatory Statement.

**Proxy Form** means the proxy form attached to the Notice.

**Put Option Agreement** has the meaning given in Section 2.1 of the Explanatory Statement. The material terms of the Put Option Agreement are set out in Annexure A.

**Resolution** means a resolution contained in the Notice.

**Securities** has the meaning given to that term in Chapter 19 of the Listing Rules.

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

**Shareholder** means a holder of a Share.

**WST** means Western Standard Time.

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## Annexure A – terms of Put Option Agreement

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The key terms and conditions of the Put Option Agreement (**Agreement**) are as follows:

### 1. Term

Classic may access equity capital by exercising put options under the Agreement at the Company's election for a period of three years from the date of execution of the Agreement.

### 2. Facility Limit

The Company may draw down an aggregate amount of up to A\$15 million under the Agreement. The Company can draw down funds during the term of the Agreement by issuing ordinary shares of the Company (**Shares**) for subscription by LDA Capital.

### 3. Conditions

The Company may issue put option notices to LDA Capital pursuant to which LDA Capital must subscribe for and pay for those Shares on closing, subject to the satisfaction of certain conditions precedent, including requirements for the Company to have released applicable Corporations Act and ASX filings on the ASX.

### 4. Put option limits

The number of Shares subject to a put option notice is limited to a maximum of 10 times the average daily number of the Company's Shares traded on the ASX during the 15-trading day period before the issue of the notice.

### 5. Pricing

The issue price of the Shares will be 90% of the higher of the average VWAP of Shares in the 30-trading day period prior to the issue of the put option notice by Classic (subject to any applicable adjustments) and the minimum acceptable price notified to LDA Capital by the Company in the put option notice. The VWAP calculation is subject to adjustment as a result of certain events occurring including trading volumes falling below an agreed threshold level or a material adverse event occurring in relation to the Company.

### 6. Fees

The Company has agreed to pay an option premium fee to LDA Capital of A\$300,000, payable within 12 months of the date of execution of the Agreement. Classic will also cover LDA Capital's legal costs (capped at US\$25,000).

In addition, the Company has agreed to issue to LDA Capital 59,614,678 options, exercisable at \$0.01385 (being 125% of the 5-day VWAP as at market close on 13 December 2022) with an expiry date 3 years from issue.

Your proxy voting instruction must be received by **11.00am (AWST) on Wednesday, 24 July 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://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:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto: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)

