
DAVENPORT RESOURCES LIMITED

ACN 153 414 852

NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 3:00pm (WST)
DATE: Tuesday 4 May 2021
PLACE: Level 1
677 Murray Street
WEST PERTH WA 6005

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 3pm AWST on Sunday 2 May 2021.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES

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 issue of 1,111,111 Shares 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 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 Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 8,333,334 Broker Options 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 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 Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 8,333,333 Broker Options 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 – RATIFICATION OF PRIOR ISSUE OF 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 Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 8,333,333 Broker Options 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 – ADOPTION OF INCENTIVE OPTION PLAN

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 7.2 (Exception 13(b)) and for all other purposes, approval is given for the Company to adopt an employee incentive scheme titled Incentive Option Plan and for the issue of securities

under that Option Plan, on the terms and conditions set out in the Explanatory Statement.”

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

6. RESOLUTION 6 – ISSUE OF EXECUTIVE INCENTIVE OPTIONS TO CHRIS GILCHRIST

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

“That, subject to the passing of Resolution 5, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue Executive Incentive Options to Chris Gilchrist (or their nominee) on the terms and conditions set out in the Explanatory Statement.”

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

7. RESOLUTION 7 – ISSUE OF INCENTIVE OPTIONS TO IAN FARMER

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

“That, subject to the passing of Resolution 5, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 1,250,000 Incentive Options to Ian Farmer (or their nominee) on the terms and conditions set out in the Explanatory Statement.”

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

8. RESOLUTION 8 – ISSUE OF INCENTIVE OPTIONS TO REINOUT KOOPMANS

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

“That, subject to the passing of Resolution 5, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 750,000 Incentive Options to Reinout Koopmans (or their nominee) on the terms and conditions set out in the Explanatory Statement.”

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

9. RESOLUTION 9 – ISSUE OF INCENTIVE OPTIONS TO RORY LUFF

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

“That, subject to the passing of Resolution 5, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 750,000

Incentive Options to Rory Luff (or their nominee) on the terms and conditions set out in the Explanatory Statement."

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

10. RESOLUTION 10 – ISSUE OF INCENTIVE OPTIONS TO HANSJORG PLAGGEMARS

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

"That, subject to the passing of Resolution 5, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 750,000 Incentive Options to Hansjorg Plaggemars (or their nominee) on the terms and conditions set out in the Explanatory Statement."

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

11. RESOLUTION 11 – ISSUE OF INCENTIVE OPTIONS TO LEONARD JUBBER

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

"That, subject to the passing of Resolution 5, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 750,000 Incentive Options to Leonard Jubber (or their nominee) on the terms and conditions set out in the Explanatory Statement."

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

12. RESOLUTION 12 – ISSUE OF OPTIONS TO RELATED PARTY – LEONARD JUBBER

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 10.11 and for all other purposes, approval is given for the Company to issue 1,000,000 Options to Leonard Jubber (or their nominee) on the terms and conditions set out in the Explanatory Statement."

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

13. RESOLUTION 13 – CHANGE OF COMPANY NAME

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

"That, for the purposes of section 157(1)(a) of the Corporations Act and for all other purposes, approval is given for the name of the Company to be changed to South Harz Potash Limited."

Dated: 1 April 2021

By order of the Board

**Amanda Wilton-Head
Company Secretary
Davenport Resources Limited**

For personal use only

Voting Prohibition Statements

<p>Resolution 5 – Adoption of Incentive Option Plan</p>	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
<p>Resolution 6 – Issue of Executive Incentive Options to Chris Gilchrist</p>	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 6 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 6 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>Provided the Chair is not a Resolution 6 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
<p>Resolution 7 – Issue of Incentive Options to Ian Farmer</p>	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 7 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 7 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>Provided the Chair is not a Resolution 7 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
<p>Resolution 8 – Issue of Incentive Options to Reinout Koopmans</p>	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be</p>

	<p>given, or an associate of such a related party (Resolution 8 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 8 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>Provided the Chair is not a Resolution 8 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
<p>Resolution 9 – Issue of Incentive Options to Rory Luff</p>	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 9 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 9 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>Provided the Chair is not a Resolution 9 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
<p>Resolution 10 – Issue of Incentive Options to Hansjorg Plaggemaars</p>	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 10 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 10 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>Provided the Chair is not a Resolution 10 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and

	<p>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>
<p>Resolution 11 – Issue of Incentive Options to Leonard Jubber</p>	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 11 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 11 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <p>(a) the proxy is either:</p> <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and <p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>Provided the Chair is not a Resolution 11 Excluded Party, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>
<p>Resolution 12 – Issue of Options to Related Party</p>	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <p>(a) the proxy is either:</p> <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and <p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>However, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>

Voting Exclusion Statements

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

Resolution 1 – Ratification of prior issue of Shares	A person who participated in the issue or is a counterparty to the agreement being approved (namely Zenix Nominees Pty Ltd) or an associate of that person or those persons.
Resolution 2– Ratification of prior issue of Broker Options	A person who participated in the issue or is a counterparty to the agreement being approved (namely Euroz Hartleys Limited) or an associate of that person or those persons.
Resolution 3– Ratification of prior issue of Broker Options	A person who participated in the issue or is a counterparty to the agreement being approved (namely Euroz Hartleys Limited) or an associate of that person or those persons.
Resolution 4 – Ratification of prior issue of Broker Options	A person who participated in the issue or is a counterparty to the agreement being approved (namely Euroz Hartleys Limited) or an associate of that person or those persons.
Resolution 5 – Adoption of Incentive Option Plan	A person who is eligible to participate in the employee incentive scheme or an associate of that person or those persons.
Resolution 6 – Issue of Executive Incentive Options to Chris Gilchrist	Any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question (including Chris Gilchrist under resolution 6) or an associate of that person or those persons.
Resolution 7 – Issue of Incentive Options to Ian Farmer	Any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question (including Ian Farmer under resolution 7) or an associate of that person or those persons.
Resolution 8 – Issue of Non-Executive Incentive Options to Reinout Koopmans	Any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question (including Reinout Koopmans under resolution 8) or an associate of that person or those persons.
Resolution 9 – Issue of Non-Executive Incentive Options to Rory Luff	Any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question (including Rory Luff under resolution 9) or an associate of that person or those persons.
Resolution 10 – Issue of Non-Executive Incentive Options to Hansjorg Plaggemaars	Any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question (including Hansjorg Plaggemaars under resolution 10) or an associate of that person or those persons.
Resolution 11 – Issue of Non-Executive Incentive Options to Leonard Jubber	Any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question (including Leonard Jubber under resolution 11) or an associate of that person or those persons.
Resolution 12 – Issue of Options to Leonard Jubber	Leonard Jubber (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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

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

Voting by proxy

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

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

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

Shareholders and their proxies should be aware that:

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

Voting in person

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6145 0291.

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 1 – 4

On 27 November 2020, the Company announced it has received commitments to raise up to \$10,000,000 (before costs) through a placement of approximately 222,388,891 ordinary shares at an issue price of \$0.045 per Share together with 110,444,446 free attaching Options for every two (2) Shares subscribed for and issued (**Placement**).

The Placement to be issued in two tranches:

- (a) the first tranche comprises of 16,666,668 Shares and 8,333,334 Options which were issued on 2 December 2020 (**Tranche 1 Placement**); and
- (b) the second tranche comprises of 205,722,223 Shares and 102,111,112 Options (**Tranche 2 Placement**).

The Company engaged the services of Euroz Hartleys Limited (ACN 104 195 057) (AFSL 230052) (**Euroz Hartleys**) by way of a mandate letter, to jointly manage the issue of the securities under the Tranche 1 Placement and to solely manage the issue of the securities under the Tranche 2 Placement. A summary of the material terms of the Mandate as set out in Schedule 1.

2. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES TO ZENIX

2.1 General

On 25 January 2021, the Company issued 1,111,111 Shares to Zenix Nominees Pty Ltd (**Zenix**) (Euroz Hartleys nominee) in partial consideration for the lead manager services provided by Euroz Hartley (**Zenix Shares**).

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.

The Company obtained approval to increase its limit to 25% at the annual general meeting held on 27 November 2020 (**Meeting**).

The issue of the Zenix Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Zenix 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 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for

such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Zenix Shares.

This Resolution seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Zenix Shares.

2.2 Technical information required by Listing Rule 14.1A

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

If this Resolution is not passed, the Zenix Shares will be included in calculating the Company's 15% limit in Listing Rule 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 Zenix Shares.

2.3 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 this Resolution:

- (a) 1,111,111 Shares were issued to Zenix Nominees Pty Ltd (Euroz Hartleys nominee);
- (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) 1,111,111 Zenix Shares were issued and the Zenix 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;
- (d) the Zenix Shares were issued on 25 January 2021;
- (e) the Zenix Shares were issued at a nil issue price, as part consideration for corporate advisory services provided by Zenix Nominees Pty Ltd. The Company has not and will not receive any other consideration for the issue of the Zenix Shares;
- (f) the purpose of the issue of the Zenix Shares was to satisfy the Company's obligations under the Mandate; and
- (g) the Zenix Shares were issued to Zenix Nominees Pty Ltd under the Mandate. A summary of the material terms of the Mandate is set out in Schedule 1.

3. RESOLUTION 2 TO 4 – RATIFICATION OF PRIOR ISSUE OF BROKER OPTIONS TO EUROZ HARTLEYS

3.1 General

On 25 January 2021, the Company issued a total of 25,000,000 Options to Euroz Hartleys in partial consideration for the lead manager services provided by Euroz Hartleys (**Broker Options**) comprising of the issues as set out in the table below.

Resolution Number	Number	Broker Options
2	8,333,334	Exercisable at \$0.0675 each on or before 25/01/24
3	8,333,333	Exercisable at \$0.09 each on or before 25/01/24
4	8,333,333	Exercisable at \$0.1125 each on or before 25/01/24

The full terms and conditions of the Broker Options as set out in the Schedule 2.

A summary of ASX Listing Rule 7.1 is set out in Section 2.1 above.

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

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Broker Options.

Resolutions 2 to 4 seek Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Broker Options.

3.2 Technical information required by Listing Rule 14.1A

If Resolutions 2 to 4 are passed, the Broker Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Broker Options.

If these Resolutions are not passed, the Broker Options will be included in calculating the Company's 15% limit in Listing Rule 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 Broker Options.

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 these Resolutions:

- (a) the Broker Options were issued to Euroz Hartleys (or its nominee/s);
- (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) the 25,000,000 Broker Options were issued as follows:

Resolution Number	Number of Broker Options	Broker Options
2	8,333,334	Exercisable at \$0.0675 each on or before 25/01/24
3	8,333,333	Exercisable at \$0.09 each on or before 25/01/24
4	8,333,333	Exercisable at \$0.1125 each on or before 25/01/24

- (d) on the terms and conditions set out in Schedule 2;
- (e) the Broker Options were issued on 25 January 2021;
- (f) the Broker Options were issued at a nil issue price, in consideration for the services provided by Euroz Hartleys. The Company has not and will not receive any other consideration for the issue of the Broker Options (other than in respect of funds received on exercise of the Broker Options);
- (g) the purpose of the issue of the Broker Options was to satisfy the Company's obligations under the Mandate; and
- (h) the Broker Options were issued to under the Mandate. A summary of the material terms of the Mandate is set out in Schedule 1.

4. RESOLUTION 5 – ADOPTION OF INCENTIVE OPTION PLAN

4.1 General

This Resolution seeks Shareholder approval for the adoption of the employee incentive scheme titled "Incentive Option Plan" (**Option Plan**) and for the issue of Options under the Option Plan in accordance with Listing Rule 7.2 (Exception 13(b)).

The objective of the Option Plan is to attract, motivate and retain key employees and the Company considers that the adoption of the Option Plan and the future issue of Options under the Option Plan will provide selected employees with the opportunity to participate in the future growth of the Company.

As summarised in Section 2.1 above, 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 shares it had on issue at the start of that period.

Listing Rule 7.2 (Exception 13(b)) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three years before the date of issue of the securities, the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as exception to Listing Rule 7.1.

Exception 13(b) is only available if and to the extent that the number of equity securities issued under the scheme does not exceed the maximum number set out in the entity's notice of meeting dispatched to shareholders in respect of the meeting at which shareholder approval was obtained pursuant to Listing Rule 7.2. Exception 13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

If this Resolution is passed, the Company will be able to issue Options under the Option Plan to eligible participants over a period of 3 years. The issue of any Options to eligible participants under the Option Plan (up to the maximum number of Options stated in Section 4.2 below) will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

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

If this Resolution is not passed, the Company will be able to proceed with the issue of Options under the Option Plan to eligible participants, but any issues of Options will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the Options.

4.2 Technical information required by Listing Rule 7.2 (Exception 13)

Pursuant to and in accordance with Listing Rule 7.2 (Exception 13), the following information is provided in relation to this Resolution:

- (a) a summary of the key terms and conditions of the Option Plan is set out in Schedule 3;
- (b) the Company adopted a Director and Senior Management Fee and Remuneration Sacrifice Share Plan (**Share Plan**) on 20 July 2020, since being approved by Shareholders on 20 July 2020 the Company has issued a total of 3,176,100 Shares;
- (c) the Company has not issued any Options under the Option Plan as this is the first time that Shareholder approval is being sought for the adoption of the Option Plan; and
- (d) the maximum number of Securities proposed to be issued under the Option Plan, following Shareholder approval, is 21,160,451 Options. It is not envisaged that the maximum number of Securities for which approval is sought will be issued immediately.

5. RESOLUTIONS 6 TO 11 – ISSUE OF RELATED PARTY EXECUTIVE INCENTIVE OPTIONS AND INCENTIVE OPTIONS

5.1 Background

The Company has agreed, subject to obtaining Shareholder approval and to the adoption of the Option Plan (refer to Resolution 5 above), to issue incentive Options to Messrs Gilchrist, Farmer Koopmans, Luff, Plaggemars and Jubber (or their nominees) (**Related Parties**) pursuant to the Option Plan (the subject of Resolutions 5) and on the terms and conditions set out below.

This Resolution seeks Shareholder approval for the issue of Options to both executive and non-executive directors, comprising of:

- (a) that number of Options which, when multiplied by the 20-day VWAP of Shares immediately prior to the issue date, is equal to 50% of Mr Gilchrist's cash salary component being \$300,000 to Mr. Gilchrist (**Executive Incentive Options**); and
- (b) 4,250,000 Options to Messrs Farmer Koopmans, Luff, Plaggemars and Jubber (**Non-Executive Incentive Options**),

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

As at the date of this Notice, based on the 20-day VWAP calculation as set out above Mr Gilchrist's shall receive approximately 1,689,189 Executive Incentive Options.

5.2 Chapter 2E of the Corporations Act

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

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

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

The issue of the Incentive Options to the Related Parties constitutes giving a financial benefit and each of the Related Parties is a related party of the Company by virtue of being a Director.

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

5.3 Listing Rule 10.14

Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire equity securities under an employee incentive scheme without the approval of the holders of its ordinary securities:

- 10.14.1 a director of the entity;
- 10.14.2 an associate of a director of the entity; or
- 10.14.3 a person whose relationship with the entity or a person referred to in Listing Rules 10.14.1 to 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by security holders.

5.4 Technical information required by Listing Rule 14.1A

If Resolutions 6 to 11 are passed, the Company will be able to proceed with the issue of the Incentive Options to the Related Parties under the Option Plan within three years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Incentive Options (because approval is being obtained under Listing Rule 10.14), the issue of the Incentive Options will not use up any of the Company's 15% annual placement capacity.

If Resolutions 6 to 11 are not passed, the Company will not be able to proceed with the issue of the Incentive Options to the Related Parties under the Option Plan and may need to seek to remunerate the Related Parties by another means.

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

Pursuant to and in accordance with the requirements of Listing Rule 10.15 and section 219 of the Corporations Act, the following information is provided in relation to Resolutions 6 to 11:

- (a) the Incentive Options will be issued to the following persons:
- (i) Dr Chris Gilchrist (or their nominee) pursuant to Resolution 6;
 - (ii) Mr Ian Farmer (or their nominee) pursuant to Resolution 7;
 - (iii) Dr Reinout Koopmans (or their nominee) pursuant to Resolution 8;
 - (iv) Mr Rory Luff (or their nominee) pursuant to Resolution 9;
 - (v) Mr Hansjorg Plaggemars (or their nominee) pursuant to Resolution 10; and
 - (vi) Mr Leonard Jubber (or their nominee) pursuant to Resolution 11,
- each of whom falls within the category set out in Listing Rule 10.14.1 by virtue of being a Director;

- (b) the maximum number of Incentive Options to be issued to the Related Parties (being the nature of the financial benefit proposed to be given) is set out in the table below:

Resolution	Related Party	Executive Incentive Options	Non-Executive Incentive Options	Total
6	Dr Chris Gilchrist (or his nominee)	That number of Options which, when multiplied by the 20-day VWAP of Shares immediately prior to the issue date, is equal to 50% of Mr Gilchrist's cash salary of \$300,000.	Nil	That number of Options which, when multiplied by the 20-day VWAP of Shares immediately prior to the issue date, is equal to 50% of Mr Gilchrist's cash salary of \$300,000.
7	Mr Ian Farmer (or his nominee)		1,250,000	1,250,000
8	Dr Reinout Koopmans (or his nominee)		750,000	750,000
9	Mr Rory Luff (or his nominee)		750,000	750,000
10	Mr Hansjorg Plaggemars (or his nominee)		750,000	750,000
11	Mr Leonard Jubber		750,000	750,000

- (c) as this is the first time that the Shareholder approval is being sought for the adoption of the Option Plan, no Options have been previously issued under the Option Plan;
- (d) a summary of the material terms and conditions of the executive Incentive Options is set out in Schedule 5;
- (e) a summary of the material terms and conditions of the non-executive Incentive Options is set out in Schedule 6;
- (f) the Company has agreed to issue the Incentive Options to the Related Parties subject to Shareholder approval for the following reasons:
- (i) the deferred taxation benefit which is available to the Related Parties in respect of an issue of Incentive Options is also beneficial to the Company as it means the Related Parties are not required to immediately sell the Incentive Options to fund a tax liability (as would be the case in an issue of Shares where the tax liability arises upon issue of the Shares) and will instead, continue to hold an interest in the Company; and

- (ii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Incentive Options on the terms proposed;
- (g) the number of Incentive Options to be issued to each of the Related Parties has been determined based upon a consideration of:
- (i) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company;
 - (ii) the remuneration of the Related Parties; and
 - (iii) incentives to attract and ensure continuity of service/retain the service of the Related Parties who have appropriate knowledge and expertise, while maintaining the Company's cash reserves.

The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Incentive Options upon the terms proposed;

- (h) the total remuneration package for each of the Related Parties for the previous financial year and the proposed total remuneration package for the current financial year are set out below:

Related Party	Current Financial Year	Previous Financial Year
Ian Farmer ¹	\$188,140	Nil
Chris Gilchrist ²	\$396,631	\$361,262
Reinout Koopmans ³	\$91,883	\$36,240
Mr Rory Luff ⁴	\$61,383	\$33,942
Hansjorg Plaggemars ⁵	\$61,383	\$26,442
Mr Leonard Jubber ⁶	\$73,083	Nil

Notes:

1. Comprising Directors' fees of \$61,250, and share-based payments of \$126,890 (including an increase of \$46,250, being the value of the Incentive Options as at the date of this Notice).
2. Comprising Directors' fees/salary of \$297,500 and share-based payments of \$88,750 (including an increase of \$62,500, being the value of the Incentive Options).
3. Comprising Directors' fees/salary of \$56,375 and share-based payments of \$31,875 (including an increase of \$27,750, being the value of the Incentive Options).
4. Comprising Directors' fees of \$21,000 and share-based payments of \$36,750 (including an increase of \$27,750, being the value of the Incentive Options).
5. Comprising Directors' fees of \$21,000 and share-based payments of \$36,750 (including an increase of \$27,750, being the value of the Incentive Options).
6. Comprising Directors' fees/salary of \$13,333 and share-based payments of \$59,750 (including an increase of \$27,750, being the value of the Incentive Options).

- (i) The value of the Incentive Options is as follows:

Related Party	Value (\$)
Chris Gilchrist	62,500
Ian farmer	46,250
Reinout Koopmans	27,750
Rory Luff	27,750
Hansjorg Plaggemars	27,750
Leonard Jubber	27,750
Total	\$219,750

The pricing methodology is set out in Schedule 4;

- (j) the Incentive Options will be issued to the Related Parties no later than 3 years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated the Incentive Options will be issued on one date;
- (k) the issue price of the Incentive Options will be nil, as such no funds will be raised from the issue of the Incentive Options (other than in respect of funds received on exercise of the Incentive Options);
- (l) the purpose of the issue of the Incentive Options is to provide a performance linked incentive component in the remuneration package for the Related Parties to align the interests of the Related Parties with those of Shareholders, to motivate and reward the performance of the Related Parties in their roles as Directors and to provide a cost effective way from the Company to remunerate the Related Parties, which will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Parties;
- (m) a summary of the material terms and conditions of the Option Plan is set out in Schedule 3;
- (n) no loans are being made to the Related Parties in connection with the acquisition of the Incentive Options;
- (o) details of any Incentive Options issued under the Option Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14;
- (p) any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Incentive Options under the Option Plan after Resolution 5 is approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14;

- (q) the relevant interests of the Related Parties in securities of the Company as at the date of this Notice are set out below:

Related Party	Shares ¹	Options	Performance Rights
Ian Farmer	444,444	7,222,222	Nil
Chris Gilchrist	3,416,966	706,349	1,980,000
Reinout Koopmans	3,416,431	Nil	693,000
Rory Luff	26,299,502	7,606,746	693,000
Hansjorg Plaggemars	997,930	222,222	693,000
Leonard Jubber	Nil	Nil	Nil

Notes:

1. Fully paid ordinary shares in the capital of the Company (ASX: DAV).

- (r) if the Incentive Options issued to the Related Parties are exercised, a total of approximately 5,939,189 Shares would be issued. This will increase the number of Shares on issue from 423,146,536 (being the total number of Shares on issue as at the date of this Notice) to 429,148,255 (assuming that no Shares are issued and no convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 1.38%, comprising 0.29% by Ian Farmer, Chris Gilchrist 0.39% by Reinout Koopmans, 0.17% by Rory Luff, 0.17% by Hansjorg Plaggemars and 0.17% by Leonard Jubber.

By way of example, based on the above 20-Day VWAP calculation set out above, in the event that Dr Gilchrist were to be issued the Executive Incentive Options as of the date of this Notice, the following number of Executive Incentive Options would be issued:

VWAP	20-Day VWAP \$	Executive Incentive Options	Value (\$)
50% decrease	0.0444	3,378,378	67,568
Current	0.0888	1,689,189	62,500
100% increase	0.1776	844,595	68,412

The market price for Shares during the term of the Incentive Options would normally determine whether the Incentive Options are exercised. If, at any time any of the Incentive Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the Incentive Options, there may be a perceived cost to the Company;

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

	Price	Date
Highest	\$0.08	4 March 2021
Lowest	\$0.03	13, 16, 17, 30, 31 March 2020
Last	\$0.084	29 March 2021

- (t) each Director has a material personal interest in the outcome of Resolutions 6 to 11 on the basis that all of the Directors (or their nominees) are to be issued Incentive Options should Resolutions 6 to 11 be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on Resolutions 6 to 11 of this Notice; and
- (u) the Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolutions 6 to 11.

6. RESOLUTION 12 – ISSUE OF OPTIONS TO RELATED PARTY – LEONARD JUBBER

6.1 General

As announced on 1 March 2021, the Company has appointed Mr Leonard Jubber as a director of the Company. Pursuant to this letter of appointment, the Company has agreed to:

- (a) pay a directors fee of \$40,000;
- (b) subject to obtaining shareholder approval, issue 750,000 Incentive Options (the subject of Resolution 11) to Leonard Jubber (or his nominee); and
- (c) subject to obtaining shareholder approval, issue 1,000,000 Options (the subject of this Resolution) to Leonard Jubber (or his nominee) on the terms and conditions set out below.

Mr Jubber's letter of appointment otherwise contains such other terms considered standard for an agreement of this nature.

This Resolution seeks Shareholder approval for the issue of the 1,000,000 Options (**Options**) to Leonard Jubber (or his nominee) on the terms and conditions set out below.

6.2 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 5.2 above.

The issue of Options to Leonard Jubber (or his nominee) constitutes giving a financial benefit and Leonard Jubber is a related party of the Company by virtue of being a Director.

The Directors (other than Leonard Jubber who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of Options because the agreement to issue the Options, reached as part of the remuneration package

for Leonard Jubber, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

6.3 Listing Rule 10.11

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

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

unless it obtains the approval of its shareholders.

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

This Resolution seeks the required Shareholder approval for the issue of the Options under and for the purposes of Listing Rule 10.11.

6.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue of the Options to Leonard Jubber within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Options (because approval is being obtained under Listing Rule 10.11), the issue of the Options will not use up any of the Company's 15% annual placement capacity.

If this Resolution is not passed, the Company will not be able to proceed with the issue of the Options and will need to renegotiate the terms of Leonard Jubber's appointment.

6.5 Technical Information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to this Resolution:

- (a) the Options will be issued to Leonard Jubber (or his nominee), who falls within the category set out in Listing Rule 10.11.1 as Leonard Jubber is a related party of the Company by virtue of being a Director;
- (b) the maximum number of Options to be issued is 1,000,000;

- (c) the terms and conditions of the Options are set out in Schedule 7;
- (d) the Options will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Options will occur on the same date;
- (e) the issue price for the Options will be nil. The Company will not receive any other consideration in respect of the issue of the Options (other than in respect of funds received on exercise of the Options) for services provided by Leonard Jubber as Non-Executive Director;
- (f) the purpose of the issue of the Options is to provide a performance linked incentive component in the remuneration package for Leonard Jubber to motivate and reward their performance as a Director and to provide cost effective remuneration to Leonard Jubber, enabling the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Leonard Jubber;
- (g) the current total remuneration package for Leonard Jubber is as follows:

Director	Remuneration
Leonard Jubber	\$40,000

If the Options are issued, the total remuneration package of Leonard Jubber will increase by \$32,000 to \$73,083, being the value of the Options (based on the Black Scholes methodology); and

- (h) the Options are being issued to Leonard Jubber in accordance with the terms of the letter of appointment. A summary of the material terms of the Mr Jubber's appointment letter is out in Section 6.1 above.

7. RESOLUTION 13 – CHANGE OF COMPANY NAME

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name.

This Resolution seeks the approval of Shareholders for the Company to change its name to "South Harz Potash Limited".

The Board proposes this change of name on the basis that it believes the proposed name more accurately reflects the future operations of the Company.

The proposed name has been reserved by the Company with ASIC and if this Resolution is passed, the Company will lodge a copy of the special resolution with ASIC following the Meeting in order to effect the change.

If this Resolution is passed the change of name will take effect when ASIC alters the details of the Company's registration.

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities & Investments Commission.

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

Board means the current board of directors of the Company.

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

Chair means the chair of the Meeting.

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

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

Company means Davenport Resources Limited (ACN 153 414 852).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the Listing Rules of ASX.

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

Option means an option to acquire a Share with the terms and conditions set out in Schedule 2.

Optionholder means a holder of an Option.

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.

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SCHEDULE 1 – MATERIAL TERMS OF THE MANDATE

1. Euroz Hartleys Placement Mandate Letter – Placement

The Company also engaged Euroz Hartleys by way of a mandate letter (**Mandate**) to act as joint lead manager and corporate advisor in relation to the Placement. The material terms of the Euroz Hartleys Placement Mandate Letter are set out below:

(a) **Fees**

The Company agrees to pay the following fees to Euroz Hartleys:

(i) **Success Fee**

On completion of the Initial Placement, the Company will pay:

- (A) **Transaction Management Fee:** a transaction management fee of \$100,000 (with up to \$50,000 being payable in Shares);
- (B) **Capital Raising Fee:** a capital raising fee of approximately \$510,000 (plus GST) being 6% of the gross proceeds subscribed for through Euroz Hartleys; and
- (C) **Option Fee:** the issue of 25,000,000 Options to Euroz Hartleys (or its nominees),

(together, the **Success Fee**).

(b) **Expenses**

The Company agrees to reimburse Euroz Hartleys for all reasonable costs and expenses incurred in connection with performing its services under this Euroz Hartleys Placement Mandate Letter, Euroz Hartleys is required to seek approval from the Company prior to incurring expenses in excess of \$2,000.

(c) **Term**

The term of Euroz Hartleys' appointment is for a period of 12 months. In the event that a capital raising occurs (or is expected to occur) with the period that is two months prior to the expiry of the term (or after the expiry of the term), the term will automatically be extended by an additional 6 months.

(d) **First Right of Refusal**

Euroz Hartleys will be offered a first right of refusal to act as adviser in such capacity as Euroz Hartleys elects on any subsequent transaction (being any corporate activity including (but not limited to) a capital raising from Australian-based investors.

SCHEDULE 2 – TERMS AND CONDITIONS OF BROKER 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 amounts payable for the Broker Options is as follows:

- (i) 8,333,334 exercisable at \$0.0675 or before 25 January 2024;
- (ii) 8,333,333 exercisable at \$0.09 or before 25 January 2024; and
- (iii) 8,333,333 exercisable at \$0.1125 or before 25 January 2024,

(Exercise Price)

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on 25 January 2024 (**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 five Business Days after the Exercise Date, the Company will:

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

- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

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

(h) **Shares issued on exercise**

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

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an 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 the Options.

(k) **Change in exercise price**

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

(l) **Transferability**

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

SCHEDULE 3 - TERMS AND CONDITIONS OF INCENTIVE OPTION PLAN

1. Definitions and interpretations

1.1 Definitions

For the purposes of below:

Class Order means ASIC Legislative Instrument 14/1000 as amended or replaced from time to time.

Eligible Participant means any Director (whether executive or non-executive), full or part time employee, or casual employee or contractor (to the extent the casual employee or contractor falls within the Class Order), of the Company or an associated body corporate who is declared by the Board to be eligible to be granted Options. The Board may also offer Options to a prospective participant provided the Offer can only be accepted once they meet the eligibility criteria described above.

Market Value in respect of a Share means the volume weighted average market price for Shares traded on the ASX over the 20 most recent trading days on which the Shares were traded prior to the day on which the market value is to be determined.

Nominee means a nominee of an Eligible Participant that is one of the following:

- (a) an immediate family member of the Eligible Participant or (subject to Board approval) a trustee of an Eligible Participant's family trust whose beneficiaries are limited to the Eligible Participant and/or the Eligible Participant's immediate family members; or
- (b) a company whose members comprise no persons other than the Eligible Participant or immediate family members of the Eligible Participant.

Offer means an invitation to treat made to an Eligible Participant to be granted one or more Options in accordance with the Long-Term Incentive Plan.

Option means an option to be issued or transferred a Share to be granted pursuant to the Long-Term Incentive Plan.

Option Exercise Price means the exercise price of an Option as determined by the Board.

Participant means an Eligible Participant, or a nominee of an Eligible Participant, to whom Options will be granted under the Long-Term Incentive Plan.

1.2 The material terms of the Incentive Option Plan (Option Plan) are summarised below:

(a) Eligibility

The Board may, from time to time, in its discretion, make a written invitation to any Eligible Participant to apply for Options, upon the terms set out in the Long-Term Incentive Plan and upon such additional terms and conditions as the Board determines.

(b) **Offers**

An offer of Options must be made using an offer document containing the matters prescribed in the Long-Term Incentive Plan. The number of Options or offered to an Eligible Participant will be determined by the Board in its discretion and in accordance with applicable law and the ASX Listing Rules.

(c) **Consideration and Conversion**

Each Option granted under the Long-Term Incentive Plan will be granted for nil cash consideration. Each Option is exercisable into one Share.

(d) **Option Exercise Price**

The Option Exercise Price will be determined by the Board prior to the grant of the Options.

(e) **Expiry Date**

The expiry date for Options granted under the Long-Term Incentive Plan will be determined by the Board prior to the grant of the Options.

(f) **Vesting Conditions**

The Options granted under the Long-Term Incentive Plan may be subject to vesting conditions that must be satisfied or waived before an Option or Performance Right can be exercised (Vesting Conditions). The Vesting Conditions will be determined by the Board in its discretion prior to grant of the Options and must be set out in the Offer.

(g) **Exercise**

A Participant may, subject to the terms of the Long-Term Incentive Plan and the Offer, exercise any vested Options at any time after vesting but prior to expiry.

(h) **Cashless Exercise of Options**

If a Participant wishes to exercise some or all of their vested Options they may elect to satisfy the Option Exercise Price by using the cashless exercise facility. Where the cashless exercise facility is used the Participant will be issued or transferred that number of Shares (rounded up to the nearest whole number) equal to:

- (i) the aggregate total Market Value of Shares as at the date the vested Option is exercised that would otherwise be issued or transferred on exercise of the vested Options, less the aggregate total Option Exercise Price otherwise payable in respect of all vested Options exercised;
- (ii) divided by the Market Value of a Share as at the date the vested Option is exercised.

(i) **Lapsing of Options**

Options will lapse:

- (i) if any vesting condition in relation to the Option is not satisfied by the due date, or becomes incapable of satisfaction and is not waived, as determined by the Board;
- (ii) in respect of an unvested Option, when the person to whom the Option or Performance Right was offered ceases to be an Eligible Participant (unless resolved otherwise by the Board in its absolute discretion);
- (iii) in respect of a vested Option, six months after the person to whom the Option or Performance Right was offered ceases to be an Eligible Participant (or such later date agreed by the Board);
- (iv) in the event of unauthorised dealings or hedging of Options, or fraud, dishonesty or other improper behaviour;
- (v) in respect of unvested Options, upon a winding up resolution or order being made (unless otherwise determined by the Board); and
- (vi) on the expiry date.

(j) **Disposal**

Options will not be transferable except to the extent the Long-Term Incentive Plan or any Offer provides otherwise.

(k) **Quotation**

Options will not be quoted on the ASX, except to the extent provided for by the Plan or unless an Offer provides otherwise.

(l) **Trigger Events**

The Board may permit Options to vest in certain circumstances (including adverse health or financial condition of a Participant or in the event of winding up). Options will automatically vest where there is a change in control of the Company (including by takeover or entry into a scheme of arrangement).

(m) **Participation generally**

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

(n) **Change in exercise price**

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

(o) **Reorganisation**

If at any time the capital of the Company is reorganised, the rights of a Participant will be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reorganisation.

(p) **Limitations on Offers**

Where the Company has relied or intends to rely on the Class Order to make an Offer, the Company must have reasonable grounds to believe, when making an Offer, that the number of Shares to be received on exercise of Options offered under an Offer, when aggregated with the number of Shares issued or that may be issued as a result of offers made in reliance on the Class Order at any time during the previous 3 year period under an employee incentive scheme covered by the Class Order or an ASIC exempt arrangement of a similar kind to an employee incentive scheme, will not exceed 5% of the total number of Shares on issue at the date of the Offer.

SCHEDULE 4 - VALUATION OF THE RELATED PARTY OPTIONS

Using the Black & Scholes option model and based on the assumptions set out below, the Executive Incentive Options were ascribed the following value:

Assumptions:	
Valuation date	29 March 2021
Market price of Shares	\$0.084
Exercise price	\$0.1776
Expiry date (length of time from issue)	5 years from grant date
Risk free interest rate	0.25%
Volatility (discount)	75%
Indicative value per Option	\$0.037
Total Value of all Options	\$62,500

Note:

The valuation noted above is not necessarily the market price that the Options could be traded at and is not automatically the market price for taxation purposes.

Using the Black & Scholes option model and based on the assumptions set out below, the Incentive Options were ascribed the following value:

Assumptions:	
Valuation date	29 March 2021
Market price of Shares	\$0.084
Exercise price	\$0.1776
Expiry date (length of time from issue)	5 years from grant date
Risk free interest rate	0.25%
Volatility (discount)	75%
Indicative value per Option	\$0.037
Total Value of all Options	\$157,250

Note:

The valuation noted above is not necessarily the market price that the Options could be traded at and is not automatically the market price for taxation purposes.

Using the Black & Scholes option model and based on the assumptions set out below, the Related Party Options were ascribed the following value:

Assumptions:	
Valuation date	2 March 2021
Market price of Shares	\$0.084
Exercise price	\$0.1776
Expiry date (length of time from issue)	4 years from grant date
Risk free interest rate	0.25%

Assumptions:	
Volatility (discount)	75%
Indicative value per Option	\$0.032
Total Value of all Options	\$32,000

Note:

The valuation noted above is not necessarily the market price that the Options could be traded at and is not automatically the market price for taxation purposes.

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SCHEDULE 5 - TERMS AND CONDITIONS OF EXECUTIVE INCENTIVE OPTIONS

A summary of the terms and conditions of the Incentive Options is set out below:

(a) **Entitlement**

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

(b) **Exercise Price**

No consideration is payable upon the exercise of each Option.

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) five (5) years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period and Vesting Conditions**

The Options will vest and become exercisable into Shares subject to the following vesting conditions:

Vesting Condition	
(a)	There being a 100% increase in the Company's Share price from the volume weighted average price over 20 consecutive trading days prior to the date of the issue of the Executive Incentive Options (20-Day VWAP).
(b)	The employee or director remaining employed or appointed by the Company for a period of 3 years of continued service) after the date of issue of the Executive Incentive Options.

The Options are exercisable into Shares at any time after vesting on or prior to the Expiry Date (**Exercise Period**) after which the Options will lapse.

(e) **Cessation of Employment**

Should the holder cease employment or engagement by the Company:

- (i) any unexercised Executive Incentive Options that have vested as at the date of cessation of employment or engagement with the Company (**Cessation Date**) shall lapse if the holder does not exercise the Executive Incentive Option within a period of 1 month after the Cessation Date; and
- (ii) any unexercised Executive Incentive Options that have not vested as at the Cessation Date shall immediately lapse upon the Cessation Date.

(f) **Automatic Vesting**

Subject to the Company complying with the rules of the ASX and the Corporations Act, each Option will automatically vest and become exercisable into Shares in the event of:

- (i) a takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company having received acceptances for more

than 50% of the Company's Shares on issue and being declared unconditional by the bidder; or

- (ii) a Court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme of arrangement for the reconstruction of the Company or its amalgamation with any other company or companies; or
- (iii) a person acquiring voting power (as defined in section 610 of the Corporations Act) in over 50% of the Company's Shares, in circumstances where such person's voting power was lower than the 50% threshold prior to the date on which the Options were issued; or
- (iv) the Company enters into agreements to sell businesses or assets which are owned by the Company at the date of issue of the Options (whether or not in the form of shares in a subsidiary company) the consideration for which businesses or assets represents more than 50% of the value of all of the businesses and assets owned by the Company at the date of issue of the Options (with reference to the Company's most recent audited financial statements) to a person, or a number of persons, none of which are in the Company's group; and

such a determination shall be notified to the holder in writing.

(g) **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**).

(h) **Exercise Date**

A Notice of Exercise is only effective on and from the date of receipt of the Notice of Exercise (**Exercise Date**).

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

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

the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(j) **Shares issued on exercise**

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

(k) **Reconstruction of capital**

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

(l) **Participation in new issues**

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

(m) **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.

(n) **Transferability**

The Options are not transferable.

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SCHEDULE 6 - TERMS AND CONDITIONS OF NON-EXECUTIVE INCENTIVE OPTIONS

A summary of the terms and conditions of the Incentive Options is set out below:

(a) **Entitlement**

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

(b) **Exercise Price**

No consideration is payable upon the exercise of each Option.

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) five (5) years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period and Vesting Conditions**

The Options will vest and become exercisable into Shares subject to the following vesting conditions:

Vesting Condition

There being a 100% increase in the Company's Share price from the 20-Day VWAP prior to the date of the issue of the Incentive Options.

The Options are exercisable into Shares at any time after vesting on or prior to the Expiry Date (**Exercise Period**) after which the Options will lapse.

(e) **Cessation of Employment**

Should the holder cease employment or engagement by the Company:

- (i) any unexercised Incentive Options that have vested as at the date of cessation of employment or engagement with the Company (**Cessation Date**) shall lapse if the holder does not exercise the Incentive Option within a period of 1 month after the Cessation Date; and
- (ii) any unexercised Incentive Options that have not vested as at the Cessation Date shall immediately lapse upon the Cessation Date.

(f) **Automatic Vesting**

Subject to the Company complying with the rules of the ASX and the Corporations Act, each Option will automatically vest and become exercisable into Shares in the event of:

- (i) a takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company having received acceptances for more than 50% of the Company's Shares on issue and being declared unconditional by the bidder; or
- (ii) a Court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme of arrangement for the

reconstruction of the Company or its amalgamation with any other company or companies; or

- (iii) a person acquiring voting power (as defined in section 610 of the Corporations Act) in over 50% of the Company's Shares, in circumstances where such person's voting power was lower than the 50% threshold prior to the date on which the Options were issued; or
- (iv) the Company enters into agreements to sell businesses or assets which are owned by the Company at the date of issue of the Options (whether or not in the form of shares in a subsidiary company) the consideration for which businesses or assets represents more than 50% of the value of all of the businesses and assets owned by the Company at the date of issue of the Options (with reference to the Company's most recent audited financial statements) to a person, or a number of persons, none of which are in the Company's group,

such a determination shall be notified to the holder in writing.

(g) **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**).

(h) **Exercise Date**

A Notice of Exercise is only effective on and from the date of receipt of the Notice of Exercise (**Exercise Date**).

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

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

(j) **Shares issued on exercise**

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

(k) **Reconstruction of capital**

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

(l) **Participation in new issues**

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

(m) **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.

(n) **Transferability**

The Options are not transferable.

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SCHEDULE 7 - TERMS AND CONDITIONS OF OPTIONS

A summary of the terms and conditions of the Options is set out below:

(a) **Entitlement**

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

(b) **Exercise Price**

No consideration is payable upon the exercise of each Option.

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) four (4) years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period and Vesting Conditions**

The Options will vest and become exercisable into Shares subject to the following vesting conditions:

Vesting Conditions for Options	
(a)	There being a 100% increase in the Company's Share price from the 20-Day VWAP prior to the date of the issue of the Options.
(b)	The employee or director remaining employed or appointed by the Company for a period of 18 months of continued service after the date of issue of the Options.

The Options are exercisable into Shares at any time after vesting on or prior to the Expiry Date (**Exercise Period**) after which the Options will lapse.

(e) **Cessation of Employment**

Should the holder cease employment or engagement by the Company any unexercised Options that have vested as at the date of cessation of employment or engagement with the Company (**Cessation Date**) shall lapse if the holder does not exercise the Options within a period of 1 month after the Cessation Date.

(f) **Automatic Vesting**

Subject to the Company complying with the rules of the ASX and the Corporations Act, each Option will automatically vest and become exercisable into Shares in the event of:

(i) a takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company having received acceptances for more than 50% of the Company's Shares on issue and being declared unconditional by the bidder; or

(ii) a Court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme of arrangement for the reconstruction of the Company or its amalgamation with any other company or companies; or

- (iii) a person acquiring voting power (as defined in section 610 of the Corporations Act) in over 50% of the Company's Shares, in circumstances where such person's voting power was lower than the 50% threshold prior to the date on which the Options were issued; or
- (iv) the Company enters into agreements to sell businesses or assets which are owned by the Company at the date of issue of the Options (whether or not in the form of shares in a subsidiary company) the consideration for which businesses or assets represents more than 50% of the value of all of the businesses and assets owned by the Company at the date of issue of the Options (with reference to the Company's most recent audited financial statements) to a person, or a number of persons, none of which are in the Company's group; and

such a determination shall be notified to the holder in writing.

(g) **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**).

(h) **Exercise Date**

A Notice of Exercise is only effective on and from the date of receipt of the Notice of Exercise (**Exercise Date**).

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

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

- (i) issue the number of Shares (i) required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise;
- (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 1.1(a)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(j) **Shares issued on exercise**

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

(k) **Reconstruction of capital**

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

(l) **Participation in new issues**

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

(m) **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.

(n) **Transferability**

The Options are not transferable.

Proxy Voting Form

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

Holder Number:

Your proxy voting instruction must be received by **3.00pm (WST) on Sunday, 2 May 2021**, 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 dispatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at
<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

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



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