



**Heavy Minerals Limited
ACN 647 831 883**

Notice of General Meeting

A general meeting of the Company will be held as follows:

Time and date: 10.00am (Perth time) on Friday, 30 December 2022

Location: Level 8 London House, 216 St Georges Terrace, Perth Western Australia 6000

The Company is required to call the Meeting following the Requisition Notice received from the Requisitioning Shareholders pursuant to section 249D of the Corporations Act.

The Board recommends that Shareholders

VOTE AGAINST ALL RESOLUTIONS

The Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their suitably qualified advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company by email at info@heavyminerals.com.

Shareholders are urged to vote by lodging the Proxy Form

Letter from the Board

Dear Shareholder,

Heavy Minerals Limited (**Heavy Minerals** or the **Company**) listed on ASX just over 12 months ago with a commitment to increase Shareholder wealth through the exploration, development and acquisition of mineral resource projects in Western Australia and Mozambique. Following Heavy Minerals' successful listing, it has worked solidly towards achieving its objectives as disclosed in its IPO prospectus.

Heavy Minerals has been compelled by the Requisitioning Shareholders to, at Heavy Minerals' expense, call a general meeting to consider resolutions (together, the **Resolutions**) for the removal of Mr Christopher Adam Schofield as a Director and appointment of Mr Glenn Anthony Simpson (who was previously a director of Heavy Minerals, having recently resigned on 31 October 2022) as a director.

The Board of Directors of Heavy Minerals – including Non-Executive Directors Greg Jones and Wayne Richards, who are not the subject of the Resolutions – agree that the Resolutions are not in the best interests of the Company or Shareholders as a whole.

Your Board recommends that Shareholders vote AGAINST the Resolutions

The reasons for the Board's belief and recommendation are detailed as follows:

1. Mr Christopher Adam Schofield is critical to the current development of the Company and ensures that the Board has a balanced skill set.

Mr Schofield is responsible for founding the Company, securing the Company's projects, compiling and integrating the strategy for the Company and for the recruitment of Board members and the Company's CEO. Mr Schofield was appointed as a Non-Executive Director of Heavy Minerals Limited on 10 February 2021 and has held the position of Non-Executive Director / Chairman since the Company was listed on 10 September 2021. Mr Schofield has been instrumental in the advancement of the Company's assets, and the steering of the Board's strategy of improving Shareholder value, through Project advancement.

Mr Schofield has substantial experience as a mining company executive in the resources sector in Australia and Africa, and provides skills and experience complimentary to the existing Board's capabilities to deliver on the Company's strategy to advance the exploration and development of its Port Gregory Project and Inhambane Project (together, the **Projects**).

The Company is at an important stage of development and the Board reiterates to its Shareholders that Mr Schofield's skills and experience will be critical to adding significant value for Shareholders over time. Mr Schofield's contribution to date in respect to the development of the Port Gregory Project has been invaluable and has ensured that the Company continues to deliver on its proposed strategy.

Mr Schofield was also integral to the recent appointment of Mr Wayne Richards to the Company's Board following the resignation of Mr Glenn Anthony Simpson as a Director on 31 October 2022. Mr Richards brings a wealth of technical, corporate and project development experience to the Company.

The Requisitioning Shareholders have not provided any statement or reasons as to why Mr Schofield should be removed as a Director. The Board believes this is because there are no legitimate reasons to support the removal of Mr Schofield at this stage of the Company's development.

Furthermore, the Requisitioning Shareholders propose to remove Mr Schofield and replace him with a Director that does not necessarily have the desired skills and experience relevant to advancing the Company's Projects, based upon the current status of their development.

2. The Requisitioning Shareholders have not articulated its reasons for requisitioning this Meeting.

The Board believes that all Shareholders should be provided with adequate information from the Requisitioning Shareholders about the proposed Resolutions and why these Resolutions are considered by the Requisitioning Shareholders to be in the best interests of the Company's Shareholders.

The Requisitioning Shareholders have not provided Shareholders with any clear current or future plans for Heavy Minerals and the Board is unclear as to their motives for seeking to change the composition of the current Board.

Mr Glenn Anthony Simpson, who is one of the Requisitioning Shareholders and the subject of Resolution 2, was appointed as a Non-Executive Director on 10 February 2021 and resigned on 31 October 2022. The Requisitioning Shareholders have not provided any reasons as to why Mr Simpson should be re-appointed to the Board after resigning less than a month ago.

Whilst the Board is always open to the prospects of appointing appropriately skilled and qualified candidates, we do not consider that the appointment of Mr Simpson will meaningfully add to the skills already present on the Board at this stage in the Company's development.

The Company would like to highlight that since signing a 203D notice on 9 November 2022 and issuing a subsequent 249D notice on 14 November 2022. Mr Mathew Jason Hill of BT Portfolio Services Limited, a signatory to both notices, has sold Shares in the Company.

3. Since admission to the Official List of the ASX, the Company has undertaken its activities in a manner consistent with its intentions in its Prospectus and continued to provide detailed updates to its Shareholders in respect to its progress.

As disclosed in the Prospectus, the Company's primary focus following admission to the Official List of the ASX was to drill the Port Gregory Project to define a JORC Resource. As noted in the Company's recent quarterly activities reports, for the periods ended 30 June 2022 and 30 September 2022, the Company has:

- released a 4.9 million tonne indicated and inferred Garnet resource to JORC 2012 standard for the Port Gregory Project, which exceeded the upper range of the disclosed Exploration Target;
- awarded IHC Mining the Port Gregory Scoping Study (**PGSS**) and Preliminary Economic Assessment (**PEA**) after a competitive tender saw three industry leading mineral sands engineering firms bid for the work; and
- announced the results of the PGSS and PEA which have highlighted the potential of the Port Gregory Project becoming an economic garnet and ilmenite producing asset.

Furthermore, an Air Core drilling program at the Port Gregory Project has recently commenced which is an important precursor to commencing and supporting a pre-feasibility study.

The Board confirms that the Company remains committed to the scheduled exploration activities in accordance with the Company's ASX announcement dated 31 October 2022, which includes the proposed commencement of a pre-feasibility study for the Port Gregory Project in April 2023¹.

¹ See the Company's ASX announcement entitled 'Drilling at Port Gregory & Red Hill to Commence in November' (dated 31 October 2022)

The Company's mineral resource estimate was first disclosed on 2 May 2022. The Company confirms that it is not aware of any new information or data which materially affects the information included in the announcement and all material assumptions and technical parameters underpinning the resource continue to apply and have not materially changed.

The Board is aware that the Company's share price has dropped recently but would like to reaffirm that it will endeavour to meet its proposed timelines and targets and is committed to deriving maximum value for all Shareholders.

The Board is grateful for Mr Simpson's contribution prior to and during the Company's admission to the Official List of the ASX and in its first year of exploration and development, however it does not believe that the replacement of Mr Schofield and/or addition of Mr Simpson will be value-accretive to the Company and its Projects moving forward, nor be in the best interests of Shareholders.

The Board recommends that Shareholders
VOTE AGAINST
All Resolutions

We look forward to advancing the exploration and development potential of the Projects and ask for your support, by voting **AGAINST** all the proposed Resolutions.

Yours sincerely

Wayne Richards
Non-Executive Director
On behalf of the Board of Heavy Minerals Limited

Classification	Summary of Mineral Resource estimate ⁽¹⁾						THM Assemblage ⁽²⁾					
	In Situ		In Situ				Garnet	Ilmenite	Zircon	Rutile	Anatase	Other
	Material (Mt)	THM (Mt)	Garnet (Mt)	THM (%)	SL (%)	OS (%)						
Indicated	88	3.3	3.0	3.8	10	9	89	4	0.6	2	0.4	4
Inferred	47	2.1	1.9	4.5	10	11	91	4	0.5	1	0.2	3
Grand Total	135	5.4	4.9	4.0	10	10	90	4	0.6	1	0.3	4

Notes:

(1) Mineral Resource reported at a cut-off-grade of 2.0% THM.

(2) Mineral assemblage is reported as a percentage of in situ THM content.

Heavy Minerals Limited
ACN 647 831 883
(Company)

Notice of General Meeting

Notice is hereby given that a general meeting of Shareholders of Heavy Minerals Limited will be held at Level 8 London House, 216 St Georges Terrace, Perth Western Australia 6000 at 10.00am (Perth time) on Friday, 30 December 2022 (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of the Notice.

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 as Shareholders on Wednesday, 28 December 2022 at 4.00pm (Perth time).

Terms and abbreviations used in the Notice are defined in Schedule 1.

Agenda

1 Resolutions

Resolution 1 – Removal of Mr Christopher Adam Schofield as a Director

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

“That Mr Christopher Adam Schofield be removed as a director of the Company in accordance with clause 3.10(a)(i) of the Company’s Constitution, effective immediately on the passing of this resolution.”

Your Board is not proposing Resolution 1. The Company is required to put Resolution 1 to Shareholders due to the request made by the Requisitioning Shareholders.

Your Board recommends that Shareholders vote **AGAINST** this Resolution 1.

Resolution 2 – Addition of Mr Glenn Anthony Simpson as a Director

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

“That Mr Glenn Anthony Simpson be appointed as a director of the Company in accordance with clause 3.10(a)(i) of the Company’s Constitution, effective immediately on the passing of this resolution.”

Your Board is not proposing Resolution 2. The Company is required to put Resolution 2 to Shareholders due to the request made by the Requisitioning Shareholders.

Your Board recommends that Shareholders vote **AGAINST** this Resolution 2.

BY ORDER OF THE BOARD

Stephen Brockhurst
Company Secretary
Heavy Minerals Limited
Dated: 1 December 2022

For personal use only

Heavy Minerals Limited
ACN 647 831 883
(Company)

Explanatory Memorandum

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Level 8 London House, 216 St Georges Terrace, Perth Western Australia 6000 at 10.00am (Perth time) on Friday, 30 December 2022.

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Action to be taken by Shareholders
Section 3	Background to Requisitioned Meeting
Section 4	Resolution 1 – Removal of Mr Christopher Adam Schofield as a Director
Section 5	Resolution 2 – Addition of Mr Glenn Anthony Simpson as a Director
Schedule 1	Definitions
Schedule 2	Statement from Mr Christopher Adam Schofield

Proxy Forms are located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Voting in person

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

If a representative of a corporate Shareholder will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

2.2 Voting by proxy

For the convenience of Shareholders, two Proxy Forms have been included with this Notice of Meeting – a green Proxy Form and a white Proxy Form.

The green Proxy Form has been completed in line with the recommendations of your Directors. If you wish to vote in accordance with that recommendation, you should execute the green Proxy Form and return it in accordance with the instructions on that form. If you execute and return the green Proxy Form, you do not need to complete the white Proxy Form.

If you want to appoint a proxy and do not wish to vote in accordance with the recommendations of your Directors, you should follow the instructions on the white Proxy Form to indicate your voting directions and return it in accordance with the instructions on that form.

Submit EITHER a green OR a white Proxy Form – DO NOT submit both.

To vote by proxy, use one of the following methods:

Online	Lodge the proxy form online at: https://investor.automic.com.au/#/loginsah as follows: <ul style="list-style-type: none">• Login to the Automic website using the holding details as shown on the proxy form.• Click on 'View Meetings' – 'Vote'.• To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the proxy form.
Email	Completing the proxy form and emailing it to: meetings@automicgroup.com.au
By post	Automic, GPO Box 5193 Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street Sydney NSW 2000
Facsimile	+61 2 8583 3040

Your proxy voting instruction must be received by 10.00am (Perth time) on Wednesday, 28 December 2022, being 48 hours before the commencement of the Meeting.

Any proxy voting instructions received after the above time will not be valid for the Meeting.

A Proxy Form is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return a Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- a proxy need not be a member of the Company; and

- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

If the Proxy Form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the Proxy Form, unless the power of attorney has already provided it to the Share Registry.

The enclosed Proxy Forms provide further details on appointing proxies and lodging Proxy Forms.

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

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

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

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- (b) the appointed proxy is not the chair of the meeting;
- (c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA on the resolution; and
- (d) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

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

2.3 **Chair's voting intentions**

The Chair intends to exercise all available proxies **AGAINST** all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

2.4 **Submitting questions**

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at info@heavyminerals.com by 29th December 2022.

Shareholders will also have the opportunity to submit questions during the Meeting in respect

to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will attempt to respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

2.5 Forward looking statements

Some of the statements appearing in this document may be in the nature of forward-looking statements. The words 'anticipate', 'believe', 'expect', 'project', 'forecast', 'estimate', 'likely', 'intend', 'should', 'could', 'may', 'target', 'plan', 'consider', 'foresee', 'aim', 'will' and similar expressions are intended to identify forward-looking statements. Indications of guidance on future activities and performance are also forward-looking statements.

You should be aware that such statements are only predictions and are subject to inherent risks and uncertainties, many of which are outside the Company's control. Actual events or results may differ materially from the events or results expressed or implied in any forward-looking statement and such deviations are both normal and to be expected.

None of the Company, any of its respective officers or any person named in this document or involved in the preparation of this document make any representation or warranty (either express or implied) as to the accuracy or likelihood of fulfilment of any forward-looking statement, or any events or results expressed or implied in any forward looking statement, and you are cautioned not to place undue reliance on those statements.

The forward-looking statements in this document reflect views held only as at the date of this document.

3. Background to Requisitioned Meeting

On 14 November 2022, Comertose Pty Ltd (ACN 009 305 202), Geoanalytica Proprietary Limited (ACN 637 486 643), Wai Nang Yau, Glenn Anthony Simpson, Kerry Louise Simpson and Mathew Jason Hill, who together (excluding Mathew Jason Hill) held a relevant interest in 7.27% (at 8 November 2022) of the Shares on issue (together, the **Requisitioning Shareholders**), lodged with the Company a notice under section 249D of the Corporations Act requesting that the Company call a meeting of Shareholders at which two resolutions are to be considered and if deemed fit to pass concerning the composition of the Board (**Requisition Notice**). The resolutions are as follows:

- (a) Resolution 1 proposing the removal of Non-Executive Chairman Mr Christopher Adam Schofield; and
- (b) Resolution 2 proposing the appointment of Mr Glenn Anthony Simpson as a Director.

Pursuant to section 249D of the Corporations Act, the directors of a company must call and arrange to hold a general meeting on the request of members with at least 5% of the votes that may be cast at the general meeting. As the Requisitioning Shareholders hold more than 5% of the votes that can be cast at a general meeting, the Directors were compelled at law to call this Meeting.

Statement of Director proposed to be removed

Under section 203D(4) of the Corporations Act, each director who is the subject of a proposed

resolution for their removal is entitled to put their case to members by giving the Company a written statement for circulation to members and speaking to the motion at the meeting.

A Statement from Mr Christopher Adam Schofield is attached to this Notice at Schedule 2.

Statement of Requisitioning Shareholders

Section 249P of the Corporations Act permits the Shareholders who have requisitioned the meeting to submit a statement for circulation to Shareholders regarding the Resolutions and any other matter that may be properly considered at the Meeting.

To date, the Requisitioning Shareholders have not provided the Company with a statement under section 249P of the Corporations Act (**Requisitioning Shareholders' Statement**). If the Company receives a Requisitioning Shareholders' Statement prior to the Meeting, it will distribute a copy to all Shareholders in accordance with its obligations under section 249P of the Corporations Act.

4. Resolution 1 – Removal of Mr Christopher Adam Schofield as a Director

Under section 203D of the Corporations Act, a public company may by resolution remove a director from office despite anything in:

- (a) the company's constitution (if any); or
- (b) an agreement between the company and the director; or
- (c) an agreement between any or all members of the company and the director.

The Requisition Shareholders have given notice of their intentions to move Resolution 1 in accordance with clause 3.10(a)(i) of the Company's Constitution.

For clarity, the Company confirms that while the Company's Constitution does not include clause 3.10(a)(i) as referred to by the Requisitioning Shareholders, Resolution 1 will effect the removal of Mr Schofield if approved by Shareholders.

Mr Schofield's biography and statement is set out in Schedule 2.

Subject to the passing of Resolution 1, Mr Schofield will be removed from his office as Director of the Company with such removal to take effect from the close of the Meeting.

Your Board is not proposing Resolution 1. The Company is required to put Resolution 1 to Shareholders due to the request made by the Requisitioning Shareholders.

Your Board recommends that Shareholders vote **AGAINST** Resolution 1.

The Chair intends to vote all undirected proxies **AGAINST** Resolution 1.

5. Resolution 2 – Addition of Mr Glenn Anthony Simpson as a Director

The Company's Constitution provides that the Company may elect a person as a director by resolution passed in general meeting.

The Requisitioning Shareholders have given notice of their intentions to move Resolution 2 in accordance with clause 3.10(a)(i) of the Company's Constitution.

For clarity, the Company confirms that while the Company's Constitution does not include clause 3.10(a)(i) as referred to by the Requisitioning Shareholders, Resolution 2 will effect the appointment of Mr Glenn Anthony Simpson as a director of the Company if approved by Shareholders.

Subject to the passing of Resolution 2 and Mr Simpson providing his consent to act as a Director under section 201D of the Corporations Act, Mr Simpson will be appointed as a director of the Company with such appointment to take effect from the close of the Meeting.

To date:

- (a) the Requisitioning Shareholders have not provided the Company with a Requisitioning Shareholders' Statement. If the Company receives a Requisitioning Shareholder's Statement prior to the Meeting, it will distribute a copy to all Shareholders in accordance with its obligations under section 249P of the Corporations Act; and
- (b) Mr Simpson has not provided his consent to act as a Director of the Company under section 201D of the Corporations Act. In the event that Mr Simpson does not provide his consent to act as a Director, his appointment cannot be effected.

Your Board is not proposing Resolution 2. The Company is required to put Resolution 2 to Shareholders due to the request made by the Requisitioning Shareholders.

Your Board recommends that Shareholders vote **AGAINST** Resolution 2.

The Chair intends to vote all undirected proxies **AGAINST** Resolution 2.

Schedule 1 Definitions

In the Notice, words importing the singular include the plural and vice versa.

ASX	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
Board	means the board of Directors.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Company	means Heavy Minerals Limited (ACN 647 831 883).
Constitution	means the constitution of the Company.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth), as amended.
Director	means a director of the Company.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
Meeting	has the meaning given in the introductory paragraph of the Notice.
Notice	means this notice of general meeting.
Projects	means the Company's Port Gregory Project and Inhambane Project.
Proxy Form	means the proxy form attached to the Notice.
Requisition Notice	has the meaning given in Section 3.
Requisitioning Shareholders	has the meaning given in Section 3.
Requisitioning Shareholders' Statement	has the meaning given in Section 3.
Resolution	means a resolution referred to in the Notice.
Schedule	means a schedule to the Notice.
Section	means a section of the Explanatory Memorandum.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.

Schedule 2 Statement from Mr Christopher Adam Schofield

Dip (MechEng)

Mr Schofield is an executive director with over 22 years' experience in the resources sector in Africa and Australia. He is a mechanical engineer with significant experience in conducting feasibility studies and taking projects from feasibility stage into operations. Mr Schofield has extensive experience in gold, mineral sands, iron ore, copper and REE.

Dear Shareholder,

Since founding the Company and seeing it through to its listing on the Australian Securities Exchange (ASX) in September 2021, I have worked diligently with the Board and Management of the Company to deliver on our objectives. To date we have delivered a larger mineral resource than expected at Port Gregory and delivered a positive scoping study for the project. As a shareholder myself, and one who has actively acquired shares on market since listing, my interests are directly aligned with all Shareholders, bar the proponents of the 203D and 249D notices. Although their current and future intentions are unclear and have not been communicated to us, or Shareholders, at the date of this Notice, their actions have been very disruptive to the operations of the Company and in my view, do nothing but destroy value for all Shareholders.

As a Board we are very proud of our achievements to date and look forward to delivering positive outcomes for all current and future Shareholders.

Yours Truly

Christopher Adam Schofield
Non-Executive Chairman
Heavy Minerals Limited

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

Holder Number:
[HolderNumber]

Your proxy voting instruction must be received by **10:00am (AWST) on Wednesday, 28 December 2022**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online:

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

or scan the QR code below using your smartphone

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

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

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

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

Holder Number:
[HolderNumber]

Your proxy voting instruction must be received by **10:00am (AWST) on Wednesday, 28 December 2022**, 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

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YOUR NAME AND ADDRESS

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DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online:

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

or scan the QR code below using your smartphone

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

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

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

