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12 May 2023



TEN SIXTY FOUR LIMITED – IMPORTANT SHAREHOLDER MEETING

Dear Shareholder

Ten Sixty Four Limited (ASX: X64) (**Ten Sixty Four** or **the Company**) is scheduled to hold an Extraordinary General Meeting (**EGM**) at 9:30am (WST) on Tuesday, 20 June 2023.

Once again, we are faced with shareholders associated with former Ten Sixty Four managing director, Ryan Welker, attempting to remove all current directors and appoint their own nominees to the Board for the second time in under eight months (**Vitrinite Resolutions**). This is the same group of shareholders whose previous resolutions were rejected by Ten Sixty Four shareholders and the Board encourages you to again **vote AGAINST all of the Vitrinite Resolutions**.

The Board recommends that Shareholders vote

AGAINST

all of the Vitrinite Resolutions

The EGM will consider important resolutions that will shape the future of your investment in Ten Sixty Four. The result of the EGM could trigger an irreversible change to Ten Sixty Four's strategy by enabling Mr Welker to seize control of the Company. This is despite the recent support for the current Board from the majority of Ten Sixty Four shareholders.

Note that the Company is required to hold the EGM because certain shareholders issued a notice pursuant to sections 249D and 203D of the *Corporations Act 2001 (Cth)*.

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**THE GOLD
STANDARD**



We encourage shareholders to read carefully and entirely the attached documentation and to vote online or by completing a proxy form and sending it back. This can be sent back via post using the prepaid envelope or fax. You can also vote at the meeting in person.

Please read the “How to Vote” information overleaf which explains how to make sure your vote counts.

We thank you for your ongoing support. You are invited to contact the Company on +61 8 9474 1330 if you wish to discuss further or require additional information.

Yours sincerely

A handwritten signature in black ink that reads 'K.L. George'.

Dr Kate George
NON-EXECUTIVE CHAIR

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STANDARD**

HOW TO VOTE

Your Board recommends Shareholders vote

AGAINST

All Vitrinite Resolutions at the EGM

Voting at the EGM can be done via ONE of the following methods.
All instructions are provided on the proxy forms included in this pack.

1. Lodge your vote online

If you intend to lodge your proxy appointment online, the instructions are as follows:

1. go to the Computershare InvestorVote website:
www.investorvote.com.au
2. enter Control Number 182646
3. enter your HIN or SRN (shown on your proxy form or holding statement) and your postcode (Australian address) or country (overseas address)
4. follow the instructions to lodge your proxy appointment

2. Sign, date, and return a proxy form

- Use the **GREEN** pre-filled proxy form to vote as recommended by the Board. (If you wish to vote other than as recommended by the Board, follow the instructions on the white blank proxy form)
- Submit EITHER a **GREEN** OR a white proxy form – DO NOT submit both
- In accordance with the instructions on the proxy return, return your completed form AS SOON AS POSSIBLE by either:
 - A. Sending by mail use the enclosed pre-paid envelope
 - B. Sending by fax

YOUR PROXY FORM MUST BE RETURNED BY:

9.30AM (AWST TIME) ON SUNDAY, 18 JUNE 2023

How to use the proxy form:

STEP 1:

Leave blank or mark the box to have the Chair of the meeting cast your vote, or fill in the name of your proxy.

STEP 2:

These boxes will already be marked as recommended by your Board on the **GREEN** pre-filled proxy form and you do not need to fill in this section.

Step 2		Items of Business	<small>PLEASE NOTE: If you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.</small>		
Recommendation			For	Against	Abstain
The Directors of Ten Sixty Four Limited recommend that you vote <u>AGAINST</u> all resolutions.			<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
				↓	
			For	Against	Abstain
Resolution 1	Removal of Mr Jeffreery William McGlenn as a Director		<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Removal of Mr Simon Jon Mottram as a Director		<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Removal of Mr Andrew Charles Hunt as a Director		<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Removal of Dr Kate Lowese George as a Director		<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Appointment of Ms Debra Anne Bakker as a Director		<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Appointment of Mr Walter Robertson Milbourne Jr. as a Director		<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Appointment of Mr Jonathan Nicholas Shellabear as a Director		<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Appointment of Mr William John Decooman Jr. as a Director		<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Appointment of Mr Andrew John Brown as a Director		<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Resolution 10	Removal of Directors appointed after the Notice to Convene the Meeting		<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

The Chair of the Meeting intends to vote undirected proxies against each item of business. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

If using the white proxy form, mark these boxes how you want to vote on the resolutions.

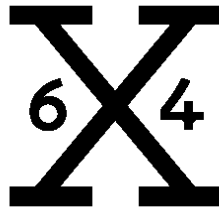
STEP 3:

Sign and date the proxy form.

Please ensure ALL relevant shareholders sign the form.

Signing instructions are found on the front of the form.

3. Vote in person on the day of the meeting (bring your proxy form with you)



TEN SIXTY FOUR LIMITED

ACN 099 377 849

NOTICE OF EXTRAORDINARY GENERAL MEETING

An Extraordinary General Meeting of the Company will be held at Level 8, Exchange Tower, 2 The Esplanade, Perth WA 6000, on Tuesday, 20 June 2023 at 9:30am (AWST).

The Board recommends that Shareholders vote

AGAINST

all of the Vitrinite Resolutions.

The Board does not consider the Vitrinite Resolutions to be in the best interests of the Company or its Shareholders for the reasons set out in this Notice.

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on +61 8 9474 1330

Dear Ten Sixty Four Shareholders,



- Former Managing Director Paul Ryan Welker has made another attempt to take control of the Ten Sixty Four Board and the Company after he was first defeated by the majority of shareholders in October 2022.
- This second attempt so soon after the failure of their first attempt to take control of the Board, demonstrates the Vitrinite Shareholders' unwillingness to accept the will of the majority Shareholders at the 26 October 2022 meeting.
- **Reject all Vitrinite Resolutions** at the upcoming Extraordinary General Meeting.

It is with increasing frustration that we, the Board of Directors of Ten Sixty Four Limited (**Ten Sixty Four** or the **Company**), must ask our Shareholders to consider issues relating to yet another attempt by the Vitrinite Shareholders to take control of the Company's Board.

Vitrinite Holdings Pty Ltd ACN 614 033 180, Vitrinite Pty Ltd ACN 167 744 578 and Vitrinite Holdings LLC (collectively **Vitrinite**), a group associated with Mr Paul Ryan Welker, the terminated former Managing Director of the Company, has issued a request under section 249D of the Corporations Act to consider resolutions to overturn the entire Board and replace it with five new Directors selected by Vitrinite (**Vitrinite Resolutions**).

Mr Welker joined the Company as a Non-Executive Director in March 2022 after the acquisition of Vitrinite's Queensland exploration assets in consideration for shares in the Company. He was appointed Managing Director within one week of joining the Board. He resigned after less than four months in late June 2022 and then on 5 July 2022, he was terminated in accordance with the terms of his executive services agreement, effective immediately.^{1 & 2}

¹ The Company's ASX announcement titled "Termination of former Managing Director's executive services agreement" dated 5 July 2022.

² The Company's Annual Report 2022, p.146

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The reason for Mr Welker's termination was that he did not in writing, disclose to the Board that he had a direct financial interest in another company that entered into an important commercial contract with an entity within the Ten Sixty Four group, nor did Mr Welker obtain the Board's written approval to have or maintain that interest, in breach of Mr Welker's obligations to the Company.³



In late July 2022 – less than a month after being removed from the Company – Vitrinite and associated entity, Arbiter Partners Capital Management LLC, then served a notice on the Company attempting to remove Directors and replace them with their own representatives. After this notice was withdrawn due to its legal deficiencies and resubmitted, Vitrinite's resolutions were rejected by an overwhelming majority of the Company's shareholders who supported the current Board. This support was reconfirmed at the Company's Annual General Meeting in November 2022 when the Board was re-elected.

The Vitrinite Shareholders have not put forth any credible alternative plan for the Company other than a proposal to overturn the entire current Board.

We, the current Directors, are best placed to guide the Company through the complex challenges it is currently facing. To change the Board now would create significant risk to your investment in the Company.

Suspension and Operational Audit

The Board is fully aware of the understandable frustration felt by shareholders about the current suspension of trading in the Company's shares. We are also conscious that shareholders are rightfully seeking more information about a detailed update on the recent performance of the Co-O Gold Mine.

With careful consideration of all of the available information, the Board is of the strong view that it is in the Company's commercial interests, and therefore in the interests of shareholders, for the suspension to remain in place while these matters are resolved. The Board believes that providing information at this time beyond what was contained in the 7 March 2023 ASX

³ The Company's ASX announcement titled "Termination of former Managing Director's executive services agreement" dated 5 July 2022.

announcement has the potential to jeopardise the ongoing Operational Audit and investigations.



The Board is confident neither Vitrinite nor any of its proposed Directors (**Vitrinite's Proposed Directors**) have a full understanding of the serious issues currently being resolved by the Company and therefore it would be reckless and a great risk to shareholders for the entire Board to be replaced at this time.

We ask for shareholders' patience and support as the current Board carries out its in-depth review and Operational Audit, to identify and correct the actions of prior management, to de-risk the Company going forward and to bring the Company back to a position where it may move forward without the overhanging impact of legacy issues.

The Board believes that the Vitrinite's Proposed Directors have fewer skills and less of the relevant experience required to advance the Company's Co-O mine and Queensland exploration activities when compared to the incumbent Directors the Vitrinite Shareholders are seeking to remove. For example, Debra Bakker, who is again proposed by Vitrinite, had already been put forward at the October 2022 249F meeting and her proposed appointment rejected by shareholders.

Shareholders should be assured the Board and Management team have been working tirelessly for more than two months to complete the critical aspects of the Operational Audit and reinstate the trading of the shares of the Company from a position of strength. We thank shareholders for their ongoing patience and support.

Vitrinite failure to repay Ten Sixty Four for its 249F Meeting

The Company's shareholders should also be aware that Vitrinite has also failed to meet its obligation to repay the shareholder funds spent on its failed 249F meeting from October 2022. The Company incurred significant costs in relation to the 249F request. Furthermore, it incurred additional legal costs in relation to a court appearance in the week prior to the shareholder meeting.

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The judgment in favour of the Company and against the Vitrinite Shareholders included an order to repay the Company's costs.



The Company has written to Vitrinite on several occasions to recover Vitrinite's share of the shareholder funds spent in relation to the 249F and has not received any payments at the date of this letter. Legal options are being considered to recover the costs.

Total Costs incurred by the Company from Vitrinite

Following the removal of Mr Welker and Nicholas Williams (both directors of Vitrinite) from Ten Sixty Four Queensland, the Company engaged advisors to provide an independent report on the state of the Queensland tenements. The report revealed that Vitrinite failed to disclose a number of significant defects with the Queensland tenements that were sold by Vitrinite to the Company in February 2022. To date, the Company has incurred costs in excess of \$1 million to rectify these defects and associated maintenance.

Costs incurred by the Company to date in connection with Vitrinite matters:

1. An amount in excess of **\$1 million dollars** in respect of the failed s249F shareholder meeting called by Vitrinite in October 2022.
2. Legal costs in excess of **\$150,000** that remain unpaid in relation to an adverse cost order issued by the Supreme Court against Vitrinite in favour of the Company relating to a case that Vitrinite commenced against the Company earlier this year.
3. Remedial and maintenance costs in excess **\$1 million dollars** in relation to undisclosed defects in the tenements acquired by the Company from Vitrinite in 2022. These defects were not disclosed by Vitrinite to the Company at the time of acquisition.

Note: An extract from the independent review of the tenements conducted by mining tenements service company UTM earlier this year stated:

"EPM⁶ 27079; 27083; 27090; 27320; 27321; 27322; 27323; 27330; 27333; 27690; 27702; 27714; 27703 have no ERC⁷ decisions. This means that the

6 EPM: Exploration permit for minerals.
7 ERC: Estimated rehabilitation costs.

permits are not fully provisioned and if any exploration activities are taking place, we would be subject to severe penalties as we are operating without surety in place."



To date, the total costs incurred by the Company in respect of Vitrinite's matters (as listed above) are in excess of **\$2.15 million dollars**.

The Company is currently considering various legal avenues to pursue recovery of the costs incurred in connection with Vitrinite.

Conclusion and recommendation to vote **AGAINST all Vitrinite Resolutions**

In summary, the Board reminds shareholders that your vote is important and we recommend that you **vote AGAINST all Vitrinite Resolutions in this Notice of Meeting**. We believe there are clear and compelling reasons not to appoint a new group of Directors handpicked by Vitrinite, including:

- The current Board is dealing with a complex set of circumstances relating to its Co-O Gold Mine and the response to the actions of certain individuals. All of the current Directors are fully committed to resolving the legacy issues for the betterment of the Company's shareholders. Now is not the time to change the Board.
- Shareholders are urged to reject this attempt to spill the current Board which offers no credible alternative plan for the Company's investors benefit.
- Mr Welker's Vitrinite has failed to repay the Company its share of costs incurred for the s249F meeting of Ten Sixty Four shareholders in October 2022, which Vitrinite convened.
- To change the entire Board now may create significant short and long-term risks for your investment in the Company.

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- **Vitrinite is not acting in your best interests as a shareholder of the Company and accordingly the Board recommends you reject all Resolutions put forward by Vitrinite at the upcoming Extraordinary General Meeting.**

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Yours faithfully,



Dr Kate George
NON-EXECUTIVE CHAIR



Jeffery McGlenn
MANAGING DIRECTOR



Simon Mottram
NON-EXECUTIVE DIRECTOR



Andrew Hunt
NON-EXECUTIVE DIRECTOR

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NOTICE OF GENERAL MEETING

Notice is hereby given that an extraordinary general meeting of shareholders of Ten Sixty Four Limited (**Company**) will be held at Level 8, Exchange Tower, 2 The Esplanade, Perth WA 6000 Australia on Tuesday, 20 June 2023 at 9:30am (AWST) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form forms part of this 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 Sunday, 18 June 2023 at 9.30am (AWST).

The Company advises that a physical poll will be conducted for all Resolutions.

Terms and abbreviations used in this Notice (including the Explanatory Memorandum) are defined in Schedule 1.

AGENDA

1 Resolution 1 – Removal of Mr Jeffery William McGlinn as a Director

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

“That Mr Jeffery William McGlinn be removed as a director of Ten Sixty Four Limited ACN 099 377 849 with immediate effect.”

The Directors are **NOT** proposing Resolution 1. The Company is required to put Resolution 1 to Shareholders due to the request made by the Vitrinite Shareholders.

The Directors (with Mr Jeffery William McGlinn abstaining) unanimously recommend Shareholders Vote **AGAINST Resolution 1.**

2 Resolution 2 – Removal of Mr Simon Jon Mottram as a Director

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

“That Mr Simon Jon Mottram be removed as a director of Ten Sixty Four Limited ACN 099 377 849 with immediate effect.”

The Directors are **NOT** proposing Resolution 2. The Company is required to put Resolution 2 to Shareholders due to the request made by the Vitrinite Shareholders.

The Directors (with Mr Simon Jon Mottram abstaining) unanimously recommend Shareholders vote **AGAINST Resolution 2.**

3 Resolution 3 – Removal of Mr Andrew Charles Hunt as a Director

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

“That Mr Andrew Charles Hunt be removed as a director of Ten Sixty Four Limited ACN 099 377 849 with immediate effect.”

The Directors are **NOT** proposing Resolution 3. The Company is required to put Resolution 3 to Shareholders due to the request made by the Vitrinite Shareholders.

The Directors (with Mr Andrew Charles Hunt abstaining) unanimously recommend Shareholders vote **AGAINST Resolution 3.**

4 Resolution 4 – Removal of Dr Kate Lowese George as a Director

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

“That Dr Kate Lowese George be removed as a director of Ten Sixty Four Limited ACN 099 377 849 with immediate effect.”

The Directors are **NOT** proposing Resolution 4. The Company is required to put Resolution 4 to Shareholders due to the request made by the Vitrinite Shareholders.

The Directors (with Dr Kate Lowese George abstaining) unanimously recommend Shareholders vote **AGAINST Resolution 4.**



5 Resolution 5 – Appointment of Ms Debra Anne Bakker as a Director

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

“That Ms Debra Anne Bakker be appointed as a director of Ten Sixty Four Limited ACN 099 377 849 with immediate effect.”

The Directors are **NOT** proposing Resolution 5. The Company is required to put Resolution 5 to Shareholders due to the request made by the Vitrinite Shareholders.

The Directors unanimously recommend Shareholders vote **AGAINST Resolution 5.**

6 Resolution 6– Appointment of Mr Walter Robertson Milbourne Jr. as a Director

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

“That Mr Walter Robertson Milbourne Jr. be appointed as a director of Ten Sixty Four Limited ACN 099 377 849 with immediate effect.”

The Directors are **NOT** proposing Resolution 6. The Company is required to put Resolution 6 to Shareholders due to the request made by the Vitrinite Shareholders.

The Directors unanimously recommend Shareholders vote **AGAINST Resolution 6.**

7 Resolution 7 – Appointment of Mr Jonathan Nicholas Shellabear as a Director

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

"That Mr Jonathan Nicholas Shellabear be appointed as a director of Ten Sixty Four Limited ACN 099 377 849 with immediate effect."



The Directors are **NOT** proposing Resolution 7. The Company is required to put Resolution 7 to Shareholders due to the request made by the Vitrinite Shareholders.

The Directors unanimously recommend Shareholders vote **AGAINST Resolution 7.**

8 Resolution 8 – Appointment of Mr William John DeCooman Jr. as a Director

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

"That Mr William John DeCooman Jr. be appointed as a director of Ten Sixty Four Limited ACN 099 377 849 with immediate effect."

The Directors are **NOT** proposing Resolution 8. The Company is required to put Resolution 8 to Shareholders due to the request made by the Vitrinite Shareholders.

The Directors unanimously recommend Shareholders vote **AGAINST Resolution 8.**

9 Resolution 9 – Appointment of Mr Andrew John Brown as a Director

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

"That Mr Andrew John Brown be appointed as a director of Ten Sixty Four Limited ACN 099 377 849 with immediate effect."

The Directors are **NOT** proposing Resolution 9. The Company is required to put Resolution 9 to Shareholders due to the request made by the Vitrinite Shareholders.

The Directors unanimously recommend Shareholders vote **AGAINST Resolution 9.**

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10 Resolution 10 – Removal of Directors appointed after the Notice to Convene the Meeting

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

“That any director of Ten Sixty Four Limited ACN 099 377 849 appointed on or after 21 April 2023 other than Ms Debra Anne Bakker, Mr Robert Milbourne, Mr Jonathan Shellabear, Mr John DeCooman and Mr Andrew Brown be removed as a director of Ten Sixty Four Limited ACN 099 377 849 with immediate effect.”

The Directors are **NOT** proposing Resolution 10. The Company is required to put Resolution 10 to Shareholders due to the request made by the Vitrinite Shareholders.


The Directors unanimously recommend Shareholders vote **AGAINST Resolution 10.**

11 Removal of Mr Aaron Edmund Treyvaud as a Director

The Company notes that, given Mr Aaron Edmund Treyvaud resigned as a Director of the Company on 28 April 2023, there is no need for the following resolution to be put to Shareholders as requested by the Vitrinite Shareholders:

“That Mr Aaron Edmund Treyvaud be removed as a director of Ten Sixty Four Limited ACN 099 377 849 with immediate effect.”

By order of the Board



Deborah Ho

Company Secretary

Dated: 10 May 2023

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EXPLANATORY MEMORANDUM

1 Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting.

This Explanatory Memorandum should be read in conjunction with and forms part of the Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions.

This 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	Resolutions 1, 2, 3, and 4 – Removal of Current Directors
Section 5	Resolutions 5, 6, 7, 8, 9 and 10 – Appointment of Proposed Directors
Schedule 1	Definitions
Schedule 2	Statement of Vitrinite Shareholders

A Proxy Form is located at the end of this Explanatory Memorandum.

2 Action to be taken by Shareholders – YOUR VOTE IS IMPORTANT

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

The Company advises that a physical poll will be conducted for all Resolutions.



2.1 **Voting by Proxy**

Shareholders are strongly encouraged to submit their proxies as early as possible and in any event prior to the cut-off for proxy voting as set out in the Notice.

To lodge your proxy, please follow the directions on your personalised Proxy Form enclosed with a copy of the Notice, delivered to you by email or post (depending on your communication preferences).

For shareholders' convenience, you can lodge your vote online. You can also complete the green pre-filled Proxy Form if you wish to vote as recommended by the Board. If you wish to vote other than as recommended by the Board, you can complete the white Proxy Form. Do not complete both a green and a white proxy form.

Lodgement instructions (which include the ability to lodge proxies electronically) are set out in the Proxy Form enclosed with a copy of the Notice.

You must return a Proxy Form 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

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- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.



2.2 Voting in Person

To vote in person, attend the Extraordinary General Meeting on Tuesday, 20 June 2023 at 9:30am (AWST) at Level 8, Exchange Tower, 2 The Esplanade, Perth WA 6000.

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to attend and vote at the Extraordinary General Meeting are those who are registered as Shareholders of the Company at 9:30am (AWST) on Sunday, 18 June 2023.

2.3 Chair's Intentions

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

2.4 Important Dates

Last time/date for receipt of valid proxies	9:30am (AWST) on Sunday, 18 June 2023
Record time/date to determine Shareholders eligible to vote	9:30am (AWST) on Sunday, 18 June 2023
Extraordinary General Meeting to be held	9:30am (AWST) on Tuesday, 20 June 2023

2.5 Submitting Questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted to the Company Secretary at First Floor, 1209 Hay Street, West Perth, Western

Australia, 6005 or by emailing to investor@x64.gold by 9:30am (AWST) on Sunday, 18 June 2023.



Shareholders will also have the opportunity to ask 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).

Should you wish to discuss the matters in this Notice of Meeting, please do not hesitate to contact the Company Secretary, Deborah Ho, on +61 8 9474 1330.

3 Background to Requisitioned Meeting

On 20 April 2023, Ten Sixty Four received a notice of an intention to remove directors under section 203D of the Corporations Act signed by Vitrinite Holdings Pty Ltd ACN 614 033 180 (**Vitrinite Holdings**). On 21 April 2023, Ten Sixty Four received a notice requesting the Directors of the Company to convene an Extraordinary General Meeting of the Company under section 249D of the Corporations Act signed by Vitrinite Holdings, Vitrinite Pty Ltd ACN 167 744 578 and Vitrinite Holdings LLC (**Vitrinite Shareholders**) (**Second Requisition Notice**). This is the second requisition notice received by the Company from the Vitrinite Shareholders since July 2022.

The Second Requisition Notice is proposing similar resolutions from the same group of Shareholders as the notice given to the Company on 20 July 2022, when the Company received a notice under section 249F of the Corporations Act regarding an intention to convene an Extraordinary General Meeting of the Company signed by Vitrinite Holdings and Arbiter Partners Capital Management LLC (**First Requisition Notice**). The directors of Vitrinite Holdings Pty Ltd are Nicholas Williams, Matthew Burgess and former Ten Sixty Four Limited Managing Director Mr Ryan Welker, with the other companies in the

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requisitioning group also associated with Messrs Williams, Burgess, and Welker.



The First Requisition Notice proposed the removal of then Non-Executive Chairman Mr Jeffery McGlinn as a Director of the Company, and the appointment of Ms Debra Bakker, Mr Edward Collery and Mr Lazaros Nikeas as Directors of the Company.

The Vitrinite Shareholders' first attempt to take control of the Company failed. Each resolution was comprehensively voted down by shareholders at an extraordinary general meeting held on 26 October 2022.

Receipt of the Second Requisition Notice so soon after receipt of the First Requisition Notice demonstrates the Vitrinite Shareholders' unwillingness to accept the will of the Company's other Shareholders at the 26 October 2022 meeting, which showed a majority of Shareholders backed the Board and its strategic direction for the Company.

It is disappointing that the Second Requisition Notice has been put forward, despite the previous shareholder votes and considering the time and costs of holding another Extraordinary General Meeting that could be better spent completing the Operational Audit of the Co-O Mine and driving value for all Shareholders.

The Second Requisition Notice

The Second Requisition Notice is signed by the Vitrinite Shareholders. The Vitrinite Shareholders are associated with Mr Welker, the former Managing Director of Ten Sixty Four, whose executive services agreement with the Company was terminated due to him:

1. not disclosing to the Board that he had a financial interest in another company that entered into an important commercial contract with an entity within the Ten Sixty Four group;⁹ and
2. nor did he obtain the Board's written approval to have or maintain that interest, in breach of Mr Welker's obligations to the Company.¹⁰

⁹ The Company's ASX announcement titled "Termination of former Managing Director's executive services agreement" dated 5 July 2022.

¹⁰ The Company's ASX announcement titled "Termination of former Managing Director's executive services agreement" dated 5 July 2022.

Since his termination by the Company, Mr Welker, via the Vitrinite Shareholders, has twice sought to remove Directors of the Company, ostensibly due to his concerns with the management of the Company.

The Vitrinite Shareholders state in their section 249P statement¹¹ that they propose "independent" directors. The Company notes that Ms Debra Bakker is an associate of the Vitrinite Shareholders, as disclosed in the Form 604 notice lodged with the ASX by the Vitrinite Shareholders and their associates on 20 July 2022. The Company is not aware that Ms Bakker has ceased to be an associate of the Vitrinite Shareholders and is therefore not aware, in such circumstances, how Ms Bakker could be considered independent.

The Board believes that the proposed directors nominated by the Vitrinite Shareholders have fewer skills and less relevant experience required to advance the Company's Co-O mine and Queensland exploration activities when compared to the incumbent Directors the Vitrinite Shareholders are seeking to remove.

In accordance with the Corporations Act, the Vitrinite Shareholders are entitled to submit a written statement putting the case for removal of the current Directors and appointment of the proposed directors to Shareholders. Refer to Schedule 2.

4 Resolutions 1, 2, 3 and 4 – Removal of Current Directors

4.1 Overview

The Vitrinite Shareholders propose to remove Mr Jeffery McGlinn, Mr Simon Mottram, Mr Andrew Hunt and Dr Kate George under Resolutions 1 to 4, respectively.

As detailed in the "Company Statement by the Board", the Board strongly believes that it is not in the best interest of Shareholders for Mr Jeffery McGlinn, Mr Simon Mottram, Mr Andrew Hunt and Dr Kate George, to be removed as Directors.

¹¹ Refer to Vitrinite's Statement at Schedule 2 of this Notice

The Board considers that each director has the necessary skills, knowledge and experience to enhance the Board's ability to perform its role.

The Company provides the following information in relation to Resolutions 1, 2, 3 and 4.

4.2 **Resolution 1 – Removal of Mr Jeffery William McGlinn as a Director**

Mr McGlinn has over four decades of experience in the mining and mining services sectors and has established trusted relationships with governments, major industry leaders and entrepreneurs in Australia and internationally.

Mr McGlinn was the founding Managing Director and Chief Executive Officer of ASX listed NRW Holdings Limited (NWH), one of Australia's leading mining service providers. He was instrumental in establishing NRW in 1994 and played a major role in the Company's growth and development over 16 years until his resignation.

Prior to NRW, Mr McGlinn was the Managing Director of Conclad and Trustek Australia, which provided innovative construction technology throughout Australia and South East Asia for both commercial and domestic applications.

Mr McGlinn currently manages a number of privately held business interests across the globe in the fields of construction, mining, marketing, manufacturing, industrial lighting and horse breeding.

The Directors (excluding Mr McGlinn) unanimously recommend that Shareholders vote **AGAINST** Resolution 1.

The Chairperson intends to vote all undirected proxies against Resolution 1.

4.3 **Resolution 2 – Removal of Mr Simon Jon Mottram as a Director**

Mr Mottram is a geologist with over 25 years' experience predominantly in base and precious metals. Mr Mottram was instrumental in taking Avanco Resources Limited, an Australian listed copper company, through discovery to production, and subsequently being acquired by OZ Minerals Limited. Mr Mottram was previously a

Director of Avanco Resources Limited. Mr Mottram has held both executive and senior management roles with several successful mining companies both in Australia and abroad, has seen a number of discoveries advanced through to commercial mine development, and has been central to several significant exploration successes.

Mr Mottram is a graduate of Melbourne RMIT University and a Fellow of the AusIMM.

The Directors (excluding Mr Mottram) unanimously recommend Shareholders vote **AGAINST** Resolution 2.

The Chairperson intends to vote all undirected proxies against Resolution 2.

4.4 **Resolution 3 – Removal of Mr Andrew Charles Hunt as a Director**

Andrew Hunt has 40 years' experience in all aspects of construction, mining, manufacturing, business development, sales and marketing.

He is experienced in local and international markets such as: China, Malaysia, Philippines, Thailand, Cambodia, and South Africa. Andrew has a wealth of knowledge in international trade working with senior personnel from Austrade, West Australian Department of Industry and Resources, The Housing Association of Thailand and The Philippines National Housing Authority.

Apart from this, he also has exposure to private business with some of the largest construction companies in South East Asia.

The Directors (excluding Mr Hunt) unanimously recommend Shareholders vote **AGAINST** Resolution 3.

The Chairperson intends to vote all undirected proxies against Resolution 3.

4.5 **Resolution 4 – Removal of Dr Kate Lowese George as a Director**

Dr Kate George is a Putejurra woman from the Murchison-Gascoyne region in WA. She was part of the Stolen Generations of children of Australian Aboriginal and Torres Strait Islanders who were forcibly removed from their families and spent most of her childhood in a Perth institution.

From there, Dr George became the first Aboriginal student to graduate in law from the ANU and the first Aboriginal woman to be admitted to practice law in WA. She was awarded an Honorary Doctorate of Laws from ECU and is a Graduate of the Australian Institute of Company Directors.

Prior to her appointment to the Board, she was a Managing Director with PwC's Indigenous Consulting. Her current roles include a Board member of the Australian federal government's Northern Australian Infrastructure and a Director of Indigenous Business Australia Asset Management Pty Ltd.

Dr George has held senior public service positions, including as a Ministerial Advisor at both the State and Federal levels, and worked across the public, corporate and community sectors during her career. She has international experience in law, procurement, community development and human rights.

Her experience within the resources industry extends across northern Australia with particular experience in the Pilbara region. She developed and delivered the first Aboriginal employment and training programs for major contractors in the resources industry. She has worked with Indigenous Community organisations which has given her a deep insight into the learnings from the operation of the Native Title Act on Traditional Owner groups, corporations and more generally with social impacts across the community.

Dr George is an inaugural inductee into the WA Women's Hall of Fame and was involved in the development of the United Nations Declaration on the Rights of Indigenous People.

The Directors (excluding Dr George) unanimously recommend Shareholders vote **AGAINST** Resolution 4.

The Chairperson intends to vote all undirected proxies against Resolution 4.

5 Resolution 5, 6, 7, 8, 9 and 10 – Appointment of Proposed Directors

6X4

5.1 Overview

The Vitrinite Shareholders propose to appoint Ms Debra Bakker, Mr Walter Milbourne Jr., Mr Jonathan Shellabear, Mr William DeCooman Jr. and Mr Andrew Brown as directors and to remove any other director appointed on or after 21 April 2023 under Resolutions 5, 6, 7, 8, 9 and 10, respectively.

The notice from the Vitrinite Shareholders was accompanied by a request under Section 249P of the Corporations Act to provide a statement to the Company's members. The Company includes the statement from the Vitrinite Shareholders in Schedule 2. Please note that the Company is not responsible for the content of the Statement made by the Vitrinite Shareholders.

The Company received a letter of support for the Requisitioners, from Arbiter Partners.

5.2 Resolution 5 – Appointment of Ms Debra Anne Bakker as a Director

Resolution 5 seeks approval for the appointment of Ms Debra Bakker as a Director.

Your Board recommends Shareholders vote AGAINST this Resolution 5.

The Chairperson intends to vote all undirected proxies against Resolution 5.

5.3 Resolution 6 – Appointment of Mr Walter Robertson Milbourne Jr. as a Director

Resolution 6 seeks approval for the appointment of Mr Walter Milbourne Jr. as a Director.

Your Board recommends Shareholders vote AGAINST this Resolution 6.

The Chairperson intends to vote all undirected proxies against Resolution 6.

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5.4 **Resolution 7 – Appointment of Mr Jonathan Nicholas Shellabear as a Director**



Resolution 7 seeks approval for the appointment of Mr Jonathan Shellabear as a Director.

Your Board recommends Shareholders vote AGAINST this Resolution 7.

The Chairperson intends to vote all undirected proxies against Resolution 7.

5.5 **Resolution 8 – Appointment of Mr William John DeCooman Jr. as a Director**

Resolution 8 seeks approval for the appointment of Mr William John DeCooman Jr. as a Director.

Your Board recommends Shareholders vote AGAINST this Resolution 8.

The Chairperson intends to vote all undirected proxies against Resolution 8.

5.6 **Resolution 9 – Appointment of Mr Andrew John Brown as a Director**

Resolution 9 seeks approval for the appointment of Mr Andrew John Brown as a Director.

Your Board recommends Shareholders vote AGAINST this Resolution 9.

The Chairperson intends to vote all undirected proxies against Resolution 9.

5.7 **Resolution 10 – Removal of Directors Appointed after the Notice to Convene the Meeting**

The Directors unanimously recommend that Shareholders vote AGAINST Resolution 10.

The Chairperson intends to vote all undirected proxies against Resolution 10.

Definitions

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

AWST means Australian Western Standard Time, being the time in Perth, Western Australia;

Board means the board of Directors;

Chairperson or Chair means the person appointed to chair the Meeting, or any part of the Meeting, convened by the Notice;

Company means Ten Sixty Four Limited ACN 099 377 849;

Constitution means the constitution of the Company as at the commencement of the Meeting;

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

Director means a director of the Company;

Explanatory Memorandum means the explanatory memorandum which forms part of the Notice;

Extraordinary General Meeting, EGM or Meeting has the meaning in the introductory paragraph of the Notice;

Notice means the notice of meeting which comprises of the notice, agenda, Explanatory Memorandum and Proxy Form;

Proxy Form means the proxy form attached to the Notice;

Resolution means a resolution contained in the Notice;

Vitrinite Shareholders has the meaning given in Section 3.

Schedule means a schedule to this Explanatory Memorandum;

Section means a section of this Explanatory Memorandum;

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

Shareholder means a shareholder of the Company;

For personal use only

Statement of Vitrinite Shareholders

The statement from the Vitrinite Shareholders is on the next page.

Please note that the Company is not responsible for the content of the Statement made by the Vitrinite Shareholders.

A Statement from the Vitrinite Shareholders

STATEMENT IN SUPPORT OF BOARD RENEWAL

Vitrinite Holdings Pty Ltd ACN 614 033 180, Vitrinite Pty Ltd ACN 167 744 578 and Vitrinite Holdings LLC (**Vitrinite**), being members holding at least 5% of the votes that may be cast at a General Meeting of Ten Sixty Four Limited (**X64** or the **Company**) provides this statement under section 249P of the Corporations Act in connection with the section 249D notice dated 21 April 2023.

For further information please visit www.x64action.com.

Dear X64 shareholders

Since the current Board of X64 narrowly survived a Board renewal attempt last year that was instigated on the back of what we considered mismanagement, there has been a further deterioration in the performance of the Company that has resulted in your Company being suspended from trading for approximately 50 days. The Board of X64 has provided little guidance as to when the suspension will be resolved. Without urgent change, the situation may not be resolved. Whilst we are confident that the mine can remain operational and profitable, we believe that a new Board is needed with the skills to implement the right direction. **Our proposal has the critical full support of the mine management in the Philippines.**

WHAT IS OCCURRING AT CO-O? WHAT IS OCCURRING AT CO-O?

X64 will only achieve value if it supports and enhances its people and assets at the flagship Co-O mine in partnership and consultation with local stakeholders. We have received verifiable reports of a near complete relationship breakdown between the Perth-based X64 Board and in-country mine management. Even more concerning is hearing local indigenous tribes and community elders having blocked access to the mine site in support of local mine management. Without site access there can be no meaningful operational mining audit. From these reports, it is plain to see there is a loss of on-the-ground mutual trust and respect, which is paramount to successfully running a foreign mining operation.

WHY CHANGE DIRECTORS?

X64 has failed on a critical governance matter which has resulted in a protracted voluntary suspension on the ASX. There has been a further deterioration in the Company since we last proposed new directors, despite favourable market conditions. **Now is the time for change and if you did not vote in favour of Board renewal last time, we urge you to consider the matters outlined in this letter.**

We believe the independent directors set forth below comprise a set capabilities necessary to deliver effective governance, local stakeholder engagement, and new initiatives to meet corporate social responsibility objectives of the highest standards whilst delivering value to X64 shareholders. X64 presents unique governance, operational and strategic challenges that the Board has failed.

THE RIGHT DIRECTION

X64 must set aspirational targets for sustainability and corporate social responsibility that reflects the unique culture and values of our partners and community at Co-O. X64 needs to re-establish trust with local mine management. X64 is a small company with high quality gold assets that does not need a large executive management team based in Perth. The intellectual know how of its business is largely based onsite, and it needs to get back to the basics of running a streamlined company and supporting people on the ground. It worked previously for many years until X64 and the current board were installed to operate and oversee the Company.

A Statement from the Vitrinite Shareholders

The key initiatives proposed include:

- Immediately repair and improve the relationship with all stakeholders at the Co-O mine
- Complete the operational and financial audit and resume trading on the ASX
- Review corporate structures to streamline operations and reduce costs
- Instigate efficiencies at the Co-O mine to decrease costs and enhance productivity
- Establish a vision for long term growth and development of X64 in alignment with emerging sustainability standards
- Utilisation of carbon credits and electrification
- Enhancing and protecting biodiversity and social cohesion
- Implement and enforce global best practice governance policies
- Intention to resume share buyback and dividend if circumstances permit

HOW DO WE DO THIS?

We are proposing a reconstituted independent Board that is a highly qualified blend of operators and industry professionals – a group who can provide a true account of our business and demand the performance of the local management team in a respectful and constructive way. The new Board will reduce conflict, cost and waste. They have relevant operating knowledge to make this business lean and profitable. They will support our people in the Philippines and build the most critical element in any offshore mining operation – **ON THE GROUND TRUST**.

PROPOSED NEW BOARD

Our proposed nominees are independent of Vitrinite. They have a track record of success and the requisite skills required of a precious metals mining company to rebuild critical stakeholder relations and shareholder value. The nominees reflect excellence in governance, geology, mineral economics, corporate finance and mine operations.

- **Deb Bakker** – Seasoned mining executive with extensive experience in corporate governance
- **Robert Milbourne** – Lawyer with extensive experience in the mining sector in emerging markets
- **Jonathan Shellabear** – Geologist and senior mining industry executive with extensive operational, financial and corporate experience
- **Andrew Brown** – Capital markets analyst with a strong understanding of X64
- **William (John) John DeCooman Jr.** – Executive leadership and accretive growth exclusive to the mining sector

CONCLUSION

Given the chronic under-performance of the Company and substantial issues facing it, all shareholders need to decide whether the current board and management should be given more time to come up with a plan at the risk of potential further erosion in the current situation and continued destruction of shareholder value. The clock is ticking, and we have lost faith. Our plan is not difficult, but it does need new leadership to execute and rebuild on the ground trust. We urge you all to **vote in favour** of all resolutions to remove the current Board and appoint the proposed new directors.



Ten Sixty Four Limited
ABN 60 099 377 849

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:30 am (AWST) on Sunday, 18 June 2023.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 182646

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Ten Sixty Four Limited hereby appoint

☐ the Chair of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chair of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Extraordinary General Meeting of Ten Sixty Four Limited to be held at Level 8, Exchange Tower, 2 The Esplanade, Perth WA 6000 Australia on Tuesday, 20 June 2023 at 9:30 am (AWST) and at any adjournment or postponement of that meeting.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Recommendation

The Directors of Ten Sixty Four Limited recommend that you vote **AGAINST** all resolutions.

For	Against	Abstain
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>



For	Against	Abstain
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Resolution 1 Removal of Mr Jeffrery William McGlinn as a Director

<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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Resolution 2 Removal of Mr Simon Jon Mottram as a Director

<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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Resolution 3 Removal of Mr Andrew Charles Hunt as a Director

<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
--------------------------	-------------------------------------	--------------------------

Resolution 4 Removal of Dr Kate Lowese George as a Director

<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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Resolution 5 Appointment of Ms Debra Anne Bakker as a Director

<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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Resolution 6 Appointment of Mr Walter Robertson Milbourne Jr. as a Director

<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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Resolution 7 Appointment of Mr Jonathan Nicholas Shellabear as a Director

<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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Resolution 8 Appointment of Mr William John Decooman Jr. as a Director

<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
--------------------------	-------------------------------------	--------------------------

Resolution 9 Appointment of Mr Andrew John Brown as a Director

<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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Resolution 10 Removal of Directors appointed after the Notice to Convene the Meeting

<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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The Chair of the Meeting intends to vote undirected proxies against each item of business. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

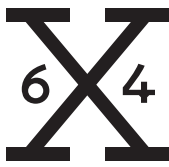
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+61 3 9415 4000 (outside Australia)



Online:

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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 form when you return it.

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PARTICIPATING IN THE MEETING

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If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

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Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 182646

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
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Proxy Form

Please mark ☒ to indicate your directions

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☐ the Chair of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chair of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Extraordinary General Meeting of Ten Sixty Four Limited to be held at Level 8, Exchange Tower, 2 The Esplanade, Perth WA 6000 Australia on Tuesday, 20 June 2023 at 9:30 am (AWST) and at any adjournment or postponement of that meeting.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Recommendation

The Directors of Ten Sixty Four Limited recommend that you vote **AGAINST** all resolutions.

For	Against	Abstain
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>



For	Against	Abstain
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Resolution 1	Removal of Mr Jeffrery William McGlinn as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Removal of Mr Simon Jon Mottram as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Removal of Mr Andrew Charles Hunt as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Removal of Dr Kate Lowese George as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Appointment of Ms Debra Anne Bakker as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Appointment of Mr Walter Robertson Milbourne Jr. as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Appointment of Mr Jonathan Nicholas Shellabear as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Appointment of Mr William John Decooman Jr. as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Appointment of Mr Andrew John Brown as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10	Removal of Directors appointed after the Notice to Convene the Meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chair of the Meeting intends to vote undirected proxies against each item of business. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

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