

# ASX: CXO Announcement

19 October 2023

## Notice of 2023 AGM and Proxy Form

### Letter to Shareholders

Australian lithium miner, Core Lithium Ltd (**ASX: CXO**, Core or Company) refers to the notice of annual general meeting (AGM) and accompanying explanatory memorandum released to ASX on 19 October 2023 (together, the Notice of Meeting) in respect of an AGM of the Company's shareholders (Shareholders) to be held on 24 November 2023 at 12:30pm (AWST).

In reliance on section 253RA of the *Corporations Act 2001* (Cth), the Company will not be posting hard copies of the Notice of Meeting to Shareholders unless the Shareholder has given the Company notice in writing electing to receive documents in hard copy only. The Notice of Meeting can be viewed or downloaded from the Company's website on its ASX announcements page at <https://corelithium.com.au/announcements> or at [www.asx.com.au](http://www.asx.com.au).

This announcement has been authorised for release to the ASX by the Company Secretary. For further information, please contact the Company Secretary by telephone on +61 (0)8 8317 1700 or by email at [info@corelithium.com.au](mailto:info@corelithium.com.au).

Yours sincerely  
**Core Lithium Ltd**

Jarek Kopias  
Company Secretary

# Australia's newest lithium producer

## 2023 Notice of Annual General Meeting

### Date of Meeting

Friday, 24 November 2023

### Time of Meeting

12:30pm AWST (Perth time)

### Place of Meeting

Offices of Grant Thornton Australia Limited  
Level 43, Central Park,  
152-158 St Georges Terrace  
Perth Western Australia



# 2023 Notice of Annual General Meeting

**Notice is hereby given that this Annual General Meeting of Shareholders of Core Lithium Ltd (“Company/Core”) will be held at the offices of Grant Thornton Australia Limited, Level 43, Central Park, 152-158 St Georges Terrace, Perth Western Australia on Friday 24 November 2023 at 12:30pm AWST.**

The business to be considered at the Annual General Meeting is set out below.

This Notice of Meeting should be read in its entirety in conjunction with the accompanying Explanatory Notes, which form part of this Notice of Meeting and contain information in relation to the following Resolutions. If you are in any doubt as to how you should vote on the Resolutions set out in this Notice of Meeting, you should consult your financial or other professional adviser.

Defined terms used in this Notice of Meeting have the meanings given to those terms in the Glossary at the end of the Explanatory Notes.

## GENERAL BUSINESS

### 2023 Financial Statements

To receive, consider and discuss the Company's annual financial report including the Directors' Declaration for the year ended 30 June 2023 and the accompanying Directors' Report, Remuneration Report and Auditor's Report.

## ORDINARY BUSINESS

### Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass with or without amendment, the following Resolution as a non-binding Resolution:

*“That the Remuneration Report that forms part of the annual financial report of the Company for the year ended 30 June 2023 be adopted for the purpose of section 250R(2) of the Corporations Act.”*

Note: Section 250R(3) of the Corporations Act provides that the vote on this Resolution is advisory only and does not bind the Directors or the Company.

### Resolution 2 – Re-election of Mr Gregory English as a Director of the Company

To consider and, if thought fit, pass the following Resolution as an Ordinary Resolution:

*“That Mr Gregory English, a Director retiring by rotation in accordance with clause 13.2 of the Constitution of the Company, ASX Listing Rule 14.5 and for all other purposes, being eligible, and having offered himself for re-election, be re-elected as a Director of the Company.”*

### Resolution 3 – Re-election of Ms Andrea Hall as a Director of the Company

To consider and, if thought fit, pass the following Resolution as an Ordinary Resolution:

*“That Ms Andrea Hall, a Director retiring in accordance with clause 13.4 of the Constitution of the Company and for all other purposes, being eligible, and having offered herself for re-election, be re-elected as a Director of the Company.”*

## SPECIAL BUSINESS – ORDINARY RESOLUTIONS

### Resolution 4 – Ratification of 250,000,000 Placement Shares issued on 22 August 2023

To consider and, if thought fit, pass the following Resolution as an Ordinary Resolution:

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue and allotment of 250,000,000 Placement Shares on 23 August 2023 on the terms and to the parties set out in the Explanatory Notes.”*

## VOTING INFORMATION, EXCLUSIONS AND PROHIBITIONS

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

### Voting prohibition statement in relation to Resolution 1

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

- a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- a Closely Related Party of such a member.

However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- the voter is the Chair of the Meeting and the appointment of the Chair of the Meeting as proxy:
  - does not specify the way the proxy is to vote on this Resolution; and
  - expressly authorises the Chair of the Meeting to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

### Voting exclusion in relation to Resolution 4

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of Resolution 4 by or on behalf of participants in the Placement or any of their Associates.

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

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



- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### **Important information concerning proxy votes on Resolution 1**

The Corporations Act places certain restrictions on the ability of Key Management Personnel and their Closely Related Parties to vote on the Resolutions connected directly or indirectly with the remuneration of the Key Management Personnel.

For these reasons, Shareholders who intend to vote by proxy should carefully consider the identity of their proxy and are encouraged to direct their proxy as to how to vote on all Resolutions. In particular, Shareholders who intend to appoint the Chair of the Meeting as their proxy (including an appointment by default) are encouraged to direct the Chair of the Meeting as to how to vote on all Resolutions.

If the Chair of the Meeting is appointed, or taken to be appointed, as your proxy, you can direct the Chair of the Meeting to vote for, against or abstain from voting on Resolution 1 by marking the box opposite the Resolution on the Proxy Form. You should direct the Chair of the Meeting how to vote on this Resolution.

However, if the Chair of the Meeting is your proxy and you do not direct the Chair of the Meeting how to vote in respect of Resolution 1 on the Proxy Form, you will be deemed to have directed and expressly authorised the Chair of the Meeting to vote your proxy in favour of this Resolution. This express authorisation acknowledges that the Chair of the Meeting may vote your proxy even if:

- Resolution 1 is connected directly or indirectly with the remuneration of a member or members of the Key Management Personnel for the Company; and
- the Chair of the Meeting has an interest in the outcome of Resolution 1 and that votes cast by the Chair of the Meeting for this Resolution, other than as authorised by the proxy holder, would otherwise be disregarded because of that interest.

### **Voting, Attendance Entitlement and proxy**

A Member who is entitled to attend and cast a vote at the Meeting and who wishes to vote on the Resolutions contained in this Notice should either attend in person at the time, date and place of the Meeting set out above or appoint a proxy or proxies to attend or vote on the Member's behalf.

A Member who is entitled to attend and cast a vote at the Meeting and who wishes to vote on the Resolutions contained in this Notice should appoint the Chair of the Meeting as their proxy to attend and vote on the Member's behalf. Core encourages shareholders to **appoint the Chair of the Meeting as their proxy**.

Shareholders are encouraged to lodge their Proxy Forms online at <https://investor.automic.com.au/#/loginsah>.

In completing the attached Proxy Form, Members must be aware that where the Chair of the Meeting is appointed as their proxy, they will be directing the Chair of the Meeting to vote in accordance with the Chair of the Meeting's voting intention unless you indicate otherwise by marking the "For", "Against" or "Abstain" boxes. The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. Members should note that they

are entitled to appoint the Chair of the Meeting as a proxy with a direction to cast the votes contrary to the Chair of the Meeting's voting intention, or to abstain from voting, on any Resolution in the Proxy Form. Also, Members may appoint, as their proxy, a person other than the Chair of the Meeting.

A proxy need not be a Member of the Company. For the convenience of Members, a Proxy Form is enclosed. A Member who is entitled to attend and cast two or more votes is entitled to appoint two proxies. Where two proxies are appointed, each appointment may specify the proportion or number of voting rights each proxy may exercise. If the Member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes able to be cast by the appointing Member.

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form. In order to be valid, the Proxy Form must be received by the Company at the address specified below, along with any power of attorney or certified copy of a power of attorney (if the Proxy Form is signed pursuant to a power of attorney), by no later than 48 hours before the Meeting (i.e., by no later than 12:30pm AWST on 22 November 2023):

#### **On-line**

<https://investor.automic.com.au/#/loginsah>

#### **By mail**

Automic  
GPO BOX 5193  
SYDNEY NSW 2001

#### **By hand**

Level 5, 126 Phillip Street  
SYDNEY NSW 2000

#### **By e-mail**

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

Any Proxy Forms received after that time will not be valid for the Meeting.

A Member who is a body corporate may appoint a representative, including an individual, to attend the Meeting in accordance with the Corporations Act. Representatives will be required to present documentary evidence of their appointment on the day of the Meeting.

For the purpose of determining the voting entitlements at the Meeting, the Directors have determined that Shares will be taken to be held by the registered holders of those Shares at 4:00pm AWST on 22 November 2023. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

By order of the Board

#### **Jarek Kopias**

Company Secretary  
Perth, 19 October 2023

# Explanatory Notes

These Explanatory Notes accompanying this Notice of Meeting are incorporated in and comprise part of this Notice of Meeting, and should be read in conjunction with this Notice of Meeting.

If any Shareholder is in doubt as to how they should vote, they should seek advice from their legal, financial or other professional adviser prior to voting.

## Introduction

These Explanatory Notes have been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be considered at the Annual General Meeting of the Company. The Directors recommend Shareholders read these Explanatory Notes in full before making any decision in relation to the Resolutions.

Terms defined in the Notice of Meeting have the same meaning in these Explanatory Notes.

## Receiving financial statements and reports

The Corporations Act requires that Shareholders consider the annual consolidated financial statements and reports of the Directors and auditor every year.

There is no requirement either in the Corporations Act or the Constitution for Shareholders to approve the financial report, the Directors' report or the auditor's report. Shareholders will be given a reasonable opportunity at the Meeting to:

- a) ask questions about, or make comments on, the management of the Company; and
- b) ask a representative of the Company's Auditor, Grant Thornton, questions relevant to:
  - 1) the conduct of the audit;
  - 2) the preparation and content of the Auditor's Report;
  - 3) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
  - 4) the independence of the Auditor in relation to the conduct of the audit.

A Member who is entitled to cast a vote at the Meeting may submit written questions to the Company's Auditor if the question is relevant to the content of the Auditor's report or the conduct of the audit of the annual financial report. A written question must be submitted by giving the question to the Company no later than 5:00pm AWST on Friday 17 November 2023, being five business days before the day on which the Meeting is to be held and, the Company will then, as soon as practicable after the question has been received, pass the question on to the Auditor.

The Chair of the Meeting will allow a reasonable opportunity at the Annual General Meeting for a representative of the Company's Auditor to answer any such written questions submitted. If the Company's Auditor has prepared written answers to written questions, the Chair of the Meeting may allow these to be tabled at the Meeting and such written answers will be available to Members as soon as practicable after the Meeting. The Company will make copies of the question list reasonably available to Members attending the Meeting.

No Resolution is required to be moved in respect of this item of general business.

## GENERAL BUSINESS

### Resolution 1: Adoption of Remuneration Report

The Remuneration Report for the financial year ended 30 June 2023 is set out in the Directors' Report within the 2023 Annual Report, which is available on the Company's website: <http://www.corelithium.com.au>. The Remuneration Report sets out the Company's remuneration arrangements for Directors, including the Managing Director, and members of the Company's Key Management Personnel.

Section 300A of the Corporations Act requires the Directors to include a Remuneration Report in their report for the financial year. Section 250R(2) of the Corporations Act requires the Remuneration Report to be put to a vote at the Company's Annual General Meeting. The vote on the Resolution is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing remuneration practices and policies.

The Directors believe that the Company's remuneration policies and structures are appropriate relative to the size of the Company and its business.

**Board Recommendation:** The Board, while noting that each Director has a personal interest in their own remuneration from the Company, recommends that Shareholders vote in favour of Resolution 1.

### Resolutions 2 and 3: Re-election of Mr Gregory English and Ms Andrea Hall as Directors of the Company

In accordance with clause 13.2 of the Constitution, there must be an election of Directors at each Annual General Meeting. A retiring Director is eligible for re-election.

ASX Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

Clauses 13.2 to 13.4 of the Constitution provide that:

- (a) at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of three, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of three years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election;
- (b) the Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots;
- (c) a Director who retires by rotation under clause 13.2 of the Constitution is eligible for re-election; and
- (d) in determining the number of Directors to retire, no account is to be taken of:
  - a. a Director who only holds office until the next annual general meeting pursuant to clause 13.4 of the Constitution; and/or
  - b. a Managing Director
 each of whom are exempt from retirement by rotation.

Accordingly, Mr Gregory English and Ms Andrea Hall are required to retire as Directors of the Company and being eligible, have offered themselves for re-election.

A resume of Mr English and Ms Hall follows:

**Mr Gregory English**, B.E. (Hons) Mining, LLB  
(Chair, Non-Executive Director)

Greg English is the co-founder and Chairman of Core. As Chair of the board, he has overseen Core's transition from a base metals and uranium focused minerals exploration company to Australia's next lithium producer. He has more than 30 years of mining engineering and legal experience where he has held several senior roles for Australian and multinational companies. He has received recognition for his work as a lawyer having recently been regularly recognised in The Best Lawyers® in Australia, in Commercial Law. He is an experienced company director and has served on the boards of ASX listed companies. He holds a bachelor's degree in mining engineering, law degree (LLB) and first class mine managers ticket (NT, WA, and SA).

The Board considers Mr English to be an independent Director.

Mr English has been a Director of the Company since 10 September 2010 and was last re-elected at the Company's 2021 annual general meeting.

**Ms Andrea Hall**, B Comm (UWA), MAppFin, FCA, GAICD  
(Non-Executive Director)

Andrea is an experienced Non-executive Director and is currently a member of the board of ASX listed, Evolution Mining Limited (EVN) and mining services firm Perenti Group Ltd (PRN). Further, she sits on the boards of the Commonwealth Superannuation Corporation and AFL Fremantle Dockers.

Andrea's career has spanned more than 35 years in the financial services industry, including seven years as a Risk Consulting Partner at KPMG. She brings a strong skill set to the Board that includes risk management, finance, external and internal audit and corporate and operational governance. In addition to working with and sitting on boards within the mining sector, Andrea has worked with industry segments including transport, healthcare, insurance, property and with government.

The Board considers Ms Hall to be an independent Director.

Ms Hall has been a Director of the Company since 18 May 2023 and is standing for re-election for the first time at this AGM.

**Board Recommendation:** The Board has reviewed Mr English's and Ms Hall's performance since their appointment to the Board and considers that their skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Directors (other than Mr English and Ms Hall who are not entitled to make, and does not make, a recommendation in relation to these Resolution) recommend that Shareholders vote in favour of Resolution 2 and Resolution 3.

#### **Resolution 4: Ratification of 250,000,000 Placement Shares issued on 22 August 2023**

On 17 August 2023 the Company announced the successful completion of fully underwritten Placement of 250,000,000 Placement Shares at A\$0.40 per share to raise A\$100 million (before costs). The Placement was supported by new and existing domestic and global institutional investors. Funds raised from the Placement will be principally used for (Purpose):

- BP33 early works
  - Complete development of the covered box cut, improved site access and associated surface works for water management.
  - Early works capital to be spent in advance of FID to maintain the development timeline ahead of the Northern Territory wet season.
- FY24 plant optimisation works and Finnis sustaining capital
  - Finnis plant debottlenecking and recovery improvement work.
  - Progress several projects associated with ongoing mine operations, including water management upgrades.
- FY24 exploration & study expenditure
  - Exploration program targeting life of mine extensions as well as resource definition at Finnis, targeting up to 90,000m of drilling across existing and greenfield targets.
  - Regional exploration, including Anningie and Barrow Creek, and Shoobridge projects, also in the Northern Territory.
  - Completion of several upcoming studies, including a Revised Feasibility Study for BP33 and Carlton, and assessment of process solutions to improve plant recoveries.
- General corporate purposes and working capital
  - Supplements existing cash balance to provide additional working capital during Grants ramp-up.

The Placement Shares were issued in accordance with the Company's available placement capacity under ASX Listing Rule 7.1.

#### **ASX Listing Rule 7.1**

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

ASX Listing Rule 7.4 allows the shareholders of a listed company to subsequently ratify the previous issues of securities made without prior shareholder approval under ASX Listing Rule 7.1, provided the issue did not breach the maximum thresholds set by ASX Listing Rule 7.1. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under those rules.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under ASX Listing Rule 7.1 and thus the Company is seeking ratification of the issue of the Shares. The Company confirms that the issue and allotment of the Shares did not breach ASX Listing Rule 7.1 at the date of issue.

# Explanatory Notes

If Resolution 4 is passed, the Shares will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of equity securities it can issue without shareholder approval over the 12-month period following the date of issue.

If Resolution 4 is not passed, the issue will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12-month period following the date of issue.

ASX Listing Rule 7.5 contains certain requirements as to the contents of a Notice sent to Shareholders for the purpose of ASX Listing Rule 7.4 and the following information is included in these Explanatory Notes for that purpose:

- The Placement Shares were issued to various investors who did not require a disclosure document and who were identified and selected by the Company in consultation with the Company's corporate advisers for the Placement, Macquarie Capital (Australia) Limited and Canaccord Genuity (Australia) Limited. None of the parties are related parties of the Company;
- 250,000,000 fully paid ordinary shares were issued under ASX Listing Rule 7.1 under the Placement;
- The Placement Shares were issued on 23 August 2023;
- The Shares were issued at a price \$0.40 per Share;
- Shares rank equally with all other Shares on issue;
- The funds raised from the Placement will be used for the Purpose described in detail above and broadly for BP33 early works, FY24 plant optimisation works and Finniss sustaining capital, FY24 exploration & study expenditure and general corporate purposes and working capital; and
- The relevant placement agreement provided that the issue price of the Placement Shares was \$0.40 and included various conditions customary for a placement agreement of this sort.

**Board Recommendation:** The Directors recommend that Shareholders vote in favour of Resolution 4.

The Chair of the Meeting intends to vote all undirected proxies in favour of Resolution 4.

# Glossary

In the Notice of General Meeting and Explanatory Notes:

**ACDT** means Australian Central Daylight Time.

**Associate** has the meaning given to that term in the Corporations Act.

**ASX** means ASX Limited (ABN 98 008 624 691).

**Board** means the board of Directors of Core.

**Chair of the Meeting** means the chair of the Meeting.

**Closely Related Party** has the meaning given to it in the Corporations Act and the Corporations Regulations.

**Constitution** means the constitution of the Company.

**Core** or **Company** means Core Lithium Ltd (ABN 80 146 287 809).

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

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

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

**Equity Securities** or **Securities** has the same meaning as in the Listing Rules.

**Explanatory Notes** means these explanatory notes.

**Key Management Personnel** means a member of the key management personnel as disclosed in the Remuneration Report.

**Listing Rules** and **ASX Listing Rules** means the listing rules of ASX.

**Meeting, AGM** or **Annual General Meeting** means the annual general meeting of Shareholders to be held at the offices of Grant Thornton Australia Limited, Level 43, Central Park, 152–158 St Georges Terrace, Perth Western Australia on Friday 24 November 2023 at 12:30 pm AWST.

**Member** or **Shareholder** means each person registered as a holder of a Share.

**Notice** or **Notice of Meeting** means this notice of Annual General Meeting.

**Ordinary Resolution** means a resolution passed by more than 50% of the votes cast by Shareholders entitled to vote at a general meeting of Shareholders.

**Placement** means the share placement of 250,000,000 Shares at \$0.40 per Share to raise \$100 million as announced on 16 August 2023.

**Placement Shares** means the Shares issued pursuant to the Placement.

**Proxy Form** means the proxy form attached to this Notice of Meeting.

**Resolution** means a resolution referred to in this Notice.

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



For personal use only

# Proxy Voting Form

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

Your proxy voting instruction must be received by **12.30pm (AWST) on Wednesday, 22 November 2023**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

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

### YOUR NAME AND ADDRESS

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

### STEP 1 – APPOINT A PROXY

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

### DEFAULT TO THE CHAIR OF THE MEETING

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

### STEP 2 - VOTES ON ITEMS OF BUSINESS

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

### APPOINTMENT OF SECOND PROXY

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

### SIGNING INSTRUCTIONS

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

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

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

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

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

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

### CORPORATE REPRESENTATIVES

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

### Lodging your Proxy Voting Form:

#### Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

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



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

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