

ARCHER MATERIALS LIMITED

ACN 123 993 233

NOTICE OF ANNUAL GENERAL MEETING - 2024

EXPLANATORY MEMORANDUM

PROXY FORM

Date of Meeting:

Wednesday, 20 November 2024

Time of Meeting:

10.30 am (Sydney time)

Place of Meeting:

Stone & Chalk Sydney Scaleup Hub,
Level 2, 477 Pitt Street, Haymarket, 2000.

For personal use only

Notice of Annual General Meeting – 2024

Notice is hereby given that the 2024 Annual General Meeting of Archer Materials Limited (the **Company**) will be held on Wednesday, 20 November 2024 at 10:30am (Sydney time) at the Stone & Chalk Sydney Scaleup Hub, Level 2, 477 Pitt Street, Haymarket, 2000.

The Company strongly encourages Shareholders to read this Notice of Meeting carefully and vote by proxy following the instructions set out in this Notice of Meeting.

A copy of the Notice has been released as an ASX announcement and Shareholders can access a copy of the Notice of Meeting at the following link on the Company's website: www.archerx.com.au.

If you have elected to receive notices from the Company electronically, then you will receive an email providing a link to access your personalised proxy form online. For other Shareholders, a copy of your personalised proxy form will be sent to you by mail.

The Directors of Archer encourage Shareholders to participate in the Meeting by attending in person. Shareholders who are unable to attend the Meeting, are encouraged to appoint a proxy ahead of the Meeting to cast their vote at the Meeting. If you wish to appoint a proxy, please lodge your proxy online at www.investorvote.com.au.

This Notice of Meeting (which includes the following agenda, information for Shareholders and explanatory memorandum) details the formal business to be dealt with at the AGM.

How to participate in the AGM

In person

Shareholders can participate in the AGM in person by attending at the Stone & Chalk Sydney Scaleup Hub, Level 2, 477 Pitt Street, Haymarket, 2000.

How to submit your vote in advance of the meeting

Proxy votes must be received by 10.30am (Sydney time) on Monday, 18 November 2024 to be valid for the Meeting. Instructions on how to appoint a proxy are on the online voting website, www.investorvote.com.au.

Your proxy may be appointed in a variety of ways described on pages 5 and 6 of this Notice under 'Appointment of proxies and corporate representatives'.

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AGENDA

General Business

Financial Statements and Report

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2024.

Ordinary Resolutions

1. Adoption of Remuneration Report

To consider, and if thought fit, to pass the following non-binding Ordinary Resolution:

'That the Remuneration Report for the year ended 30 June 2024 be adopted.'

2. Re-election of Kenneth Williams as a Director

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

'That Kenneth Williams be re-elected as a Non-Executive Director of the Company.'

3. Approval to issue Incentive Options to Director Gregory English

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

'To approve the grant a total of 5,000,000 Incentive Options to Gregory English, a Director of the Company, or his nominee, as described in the Explanatory Memorandum'.

The passing of this Resolution 3 is conditional upon and subject to Shareholders approving Resolutions 4 and 5. If you intend to vote in favour of Resolution 3, you should vote in favour of Resolutions 4 and 5.

4. Approval to issue Incentive Options to Director Bernadette Harkin

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

'To approve the grant a total of 3,000,000 Incentive Options to Bernadette Harkin, a Director of the Company, or his nominee, as described in the Explanatory Memorandum'.

The passing of this Resolution 4 is conditional upon and subject to Shareholders approving Resolutions 3 and 5. If you intend to vote in favour of Resolution 4, you should vote in favour of Resolutions 3 and 5.

5. Approval to issue Incentive Options to Director Kenneth Williams

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

'To approve the grant a total of 3,000,000 Incentive Options to Kenneth Williams, a Director of the Company, or his nominee, as described in the Explanatory Memorandum'.

The passing of this Resolution 5 is conditional upon and subject to Shareholders approving Resolutions 3 and 4. If you intend to vote in favour of Resolution 5, you should vote in favour of Resolutions 3 and 4.

Special Resolutions

6. Approval of 10% additional placement capacity

To consider, and if thought fit, to pass the following Special Resolution:

'That, for the purpose of Listing Rule 7.1A, approval is given for the Company to issue Equity Securities totalling up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions described in the Explanatory Memorandum.'

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VOTING EXCLUSIONS

Resolution 1 (Remuneration Report)

A vote must not be cast (in any capacity) on Resolution 1 by, or on behalf of:

- a) a member of the Key Management Personnel, details of whose remuneration are included in the 2024 Remuneration Report; or
- b) a Closely Related Party of such a member,

unless the vote is cast by a person as proxy for a person entitled to vote in accordance with a direction on the proxy form.

However, a person described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- a) the proxy appointment is in writing that specifies the way the proxy is to vote on the resolution; or
- b) the vote is cast by the Chair of the Meeting and the appointment of the Chair as proxy:
 - i) does not specify the way the proxy is to vote on the resolution; and
 - ii) expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Resolution 3 (Approval to issue Incentive Options to Director Gregory English), Resolution 4 (Approval to issue Incentive Options to Director Bernadette Harkin) and Resolution 5 (Approval to issue Incentive Options to Director Ken Williams)

The passing of Resolutions 3, 4 and 5 are each conditional upon and subject to Shareholders approving all Resolutions to approve the issue of Incentive Options to Directors (being Resolutions 3, 4 and 5). Therefore, in accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of Resolution 3, Resolution 4 and Resolution 5 by Gregory English, Bernadette Harkin and Ken Williams and their respective associates, and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company). However, the Company need not disregard a vote if:

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

Further, under the Corporations Act, a vote must not be cast on this resolution (and will be taken not to have been cast if cast contrary to this restriction) by a member of the Key Management Personnel, and any Closely Related Party of such a member, acting as proxy if their appointment does not specify the way the proxy is to vote on this resolution or expressly authorises the person who is the chair of the meeting to exercise the proxy. However, the member or any Closely Related Party of such a member may vote if it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution or by a person who is the chair of the Meeting at which the Resolution is voted on, and the appointment expressly authorises the chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Resolution 6 (10% Additional Placement Capacity)

The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of any person who may participate in the proposed issue, or who might obtain a benefit (other than a benefit solely in the capacity of a holder of Shares) if this Resolution is passed, and any Associates of such person. However, the Company need not disregard a vote if:

- a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form;
- b) it is cast by the Chair of the Meeting as proxy for a person who is entitled to vote, 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

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- c) by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
- i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the item; and
 - ii) the holder votes on the item in accordance with directions given by the beneficiary to the holder to vote in that way.

As at the date of this Notice of Meeting the Company has no specific plans to issue Equity Securities pursuant to ASX Listing Rule 7.1A or under Resolution 6 (if approved), therefore it is not known who (if any) may participate in a potential (if any) issue of Equity Securities under ASX Listing Rule 7.1A (if approved). Accordingly, no votes will be disregarded on this Resolution, in accordance with Listing Rule 14.11.1.

However, in the event that between the date of this Notice and the date of the Meeting, the Company proposes to make an issue of Equity Securities under Listing Rule 7.1A to one or more existing Shareholders, those Shareholders' votes will be excluded under the voting exclusion statement in this Notice.

Chairman's voting intention

The Chairman intends to vote undirected proxies on, and in favour of, all the proposed Resolutions. If there is a change to how the Chairman intends to vote undirected proxies, then the Company will make an announcement to the market.

By order of the Board



Damien Connor
Company Secretary
14 October 2024

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INFORMATION FOR SHAREHOLDERS

Participating in the Meeting

In person

Shareholders can participate in the AGM in person by attending at the Stone & Chalk Sydney Scaleup Hub, Level 2, 477 Pitt Street, Haymarket, 2000.

Questions from Shareholders

Archer welcomes your feedback. All Shareholders will have a reasonable opportunity to ask questions on the items of business during the meeting, including an opportunity to ask questions of the Company's Auditor, Grant Thornton.

You may submit written questions ahead of the AGM relating to the business of the meeting, including questions for the Company's Auditor, Grant Thornton. Questions for the Company's Auditor must relate to the content of the Auditor's Report or the conduct of the audit of the Financial Report.

Written questions must be received by the Company no later than 5.00pm (Sydney time) on Wednesday, 13 November 2024. You can send any written questions to:

Mail: to 'Archer Materials Limited AGM' at PO Box 190, Belair, SA, 5052

Email: hello@archerx.com.au

The Chairman will endeavour to address as many of the more frequently raised relevant questions as possible during the course of the meeting. However, there may not be sufficient time available at the meeting to address all of the questions raised. Please note that individual responses will not be sent to Shareholders.

Voting

For the purposes of the meeting, Shares will be taken to be held by the persons who are registered as Shareholders as at 7.00pm (Sydney time) on Monday, 18 November 2024. Accordingly, transactions registered after that time will be disregarded in determining Shareholders entitled to vote at the Meeting.

Voting on all items of business will be conducted on a poll. On a poll, every Shareholder has one vote for every fully paid Share held. You may vote at the Annual General Meeting:

- a) in person at the meeting; or
- b) in advance of the meeting, by appointing a proxy and directing your proxy how to vote:
 - i) online at www.investorvote.com.au by 10:00am (Sydney time) on Monday, 18 November 2024; or
 - ii) completing your personalised proxy form and sending to the Company's Share Registry via:

Mail to: Archer Materials Limited C/- Computershare Investor Services Pty Limited GPO Box 242 Melbourne VIC 3001 Australia;

Fax to: Archer Materials Limited C/- Computershare Investor Services Pty Limited (within Australia) 1800 783 447 (outside Australia) +61 3 9473 2555.

Mobile: Scan the QR Code on your proxy form and follow the prompts.
- iii) online at www.intermediaryonline.com (only available to Custodian Voting with an Intermediary Online subscription).

To be valid, the proxy form, and any authority under which the form is signed, must be received by the Company or the Company's Share Registry prior to 10.30am (Sydney time) on Monday, 18 November 2024.

Appointment of proxies and corporate representatives

A Shareholder entitled to attend and vote is entitled to appoint up to two proxies. A proxy need not be a Shareholder and may be either an individual or a body corporate.

If a Shareholder is a corporation, it can attend and vote at the meeting by appointing an individual person to act as its corporate representative or by appointing a proxy to attend and vote on its behalf. A Shareholder that is a body corporate, or a proxy who is a body corporate, will need to ensure that it appoints an individual as its corporate representative to exercise its powers at the meeting and provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

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Where a Shareholder wishes to appoint two proxies, they can do so online at www.investorvote.com.au. A Shareholder appointing two proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints two proxies but fails to specify the proportion or number of votes that each may exercise, each proxy appointed may exercise half the Shareholder's votes. Fractions of votes are to be disregarded. If your proxy chooses to vote, they must vote in accordance with your directions. If you have directed your proxy to vote, and they do not participate in the meeting or choose not to vote on a poll, then the Chairman of the meeting will become your proxy by default and vote your proxies as directed by you (subject to applicable voting restrictions).

Subject to the voting restrictions set out below, if you do not direct your proxy to vote by marking the relevant box on the proxy form, your proxy may vote as they choose on that item of business.

If your proxy does not participate in the Meeting, the Chairman will become your proxy by default. The Chairman intends to vote all available proxies in accordance with the Board recommendations set out in the Explanatory Memorandum accompanying this Notice.

Generally, the Key Management Personnel (KMP) of the Company (which includes each of the Directors) and their Closely Related Parties will not be able to vote your proxy on Resolution 1 unless you have directed them how to vote or you have appointed the Chairman as your proxy. The circumstances in which KMP will be excluded from voting on Resolution 1 are set out above under the heading 'Voting Exclusions'.

If you intend to appoint a member of the KMP as your proxy, please ensure that you direct them how to vote on Resolution 1. If you intend to appoint the Chairman of the meeting as your proxy, you can direct them on how to vote on Resolution 1 by marking the relevant boxes on the proxy form. However, if the Chairman of the Meeting is your proxy (or becomes your proxy by default) and you do not mark any of the boxes opposite Resolution 1, by completing and submitting the proxy form you will be deemed to have expressly authorised the Chairman to vote as they decide.

To be valid, the proxy form, and any authority under which the form is signed, must be received by the Company or the Company's Share Registry prior to 10.30am (Sydney time) on Monday, 18 November 2024.

Voting by Attorney

A Shareholder entitled to attend and vote may appoint an attorney to act on his or her behalf at the meeting. An attorney may, but need not, be a Shareholder of the Company.

An attorney may not vote at the meeting unless the instrument appointing the attorney, and the authority under which the instrument is signed or a certified copy of the authority, are received by the Company in the same manner, and by the same time, as outlined above for proxy forms.

Proxy Lodgement

Proxies are able to be lodged by the following means:

Online:	Enter the control number, SRN/HIN and postcode shown on the first page of the proxy form at www.investorvote.com.au
Mail:	Archer Materials Limited C/- Computershare Investor Services Pty Limited GPO Box 242 Melbourne VIC 3001 Australia; or
Fax:	Archer Materials Limited C/- Computershare Investor Services Pty Limited (within Australia) 1800 783 447 (outside Australia) +613 9473 2555.
Mobile phone:	Scan the QR Code on your proxy form and follow the prompts.
Custodian Voting:	Custodian Voting is available for Intermediary Online subscribers only (Custodians) by visiting www.intermediaryonline.com to submit your voting intentions.

To be valid, the proxy form, and any authority under which the form is signed, must be received by the Company or the Company's Share Registry prior to 10.30am (Sydney time) on Monday, 18 November 2024. Any proxy forms received after that time will not be valid for the Meeting.

Other Company documents and how to update your communication preferences

- A copy of the Company's 2024 Annual Report is available online at the Company's website www.archerx.com.au.
- In order to receive shareholder communications from the Company electronically, instead of by post, go to www.investorcentre.com.au to register your details and update your communication preferences.

Explanatory Memorandum

EXPLANATORY MEMORANDUM

Financial Statements and Report

As required by Section 317 of the Corporations Act, the Financial Report, Directors' Report and the Auditor's Report for the most recent financial year will be laid before the Meeting.

This item does not require a formal resolution to be put to the Meeting and there is no requirement for Shareholders to approve these reports.

During this item of business, Shareholders will be given reasonable opportunity to ask questions about the reports and the business and management of the Company. Also, Shareholders will be given a reasonable opportunity to ask a representative of the Company's Auditor, Grant Thornton, questions in relation to the conduct of the audit (including the independence of the Auditor), and the accounting policies adopted by the Company.

Resolution 1 – Adoption of Remuneration Report

Shareholders are asked to adopt the Company's Remuneration Report contained in the Directors' Report set out in pages 30 to 37 of the Company's 2024 Annual Report and is also available on the Company's website at www.archerx.com.au

The report outlines the Company's executive remuneration framework and the remuneration outcomes for the Company Board, CEO and other Key Management Personnel.

The Chairman will allow a reasonable opportunity for Shareholders to ask questions about the remuneration report at the meeting before calling for a vote.

The Shareholder vote on the Remuneration Report is advisory only and does not bind the Directors or the Company. The Board will consider and take into account the outcome of the vote and feedback from Shareholders on the Remuneration Report when reviewing the Company's remuneration policies.

Board recommendation

The Non-Executive Directors unanimously recommend that Shareholders vote in favour of this Resolution.

Resolution 2 – Re-election of Kenneth Williams as a Director

Ken Williams has been a Non-Executive Director of the Company since 28 September 2020 and is Chair of the Company's Audit & Risk Management Committee and a member of the Company's Remuneration & Nomination Committee.

In accordance with Listing Rule 14.5 and rule 8.1(f) of the Company's Constitution, Ken retires by rotation and being eligible, offers himself for re-election.

Ken holds a Masters of Applied Finance, a Bachelor of Economics with Honours and was the recipient of a Mitsui Education Foundation Scholarship (Japan) and an Australian Commonwealth Treasury Scholarship.

Ken has over 30 years' experience in corporate finance and has held senior executive, director, and Chair positions with leading ASX companies. Ken's extensive experience in corporate finance includes diverse experience in mergers, acquisitions, divestments and corporate reconstructions. Ken was the Independent Chair of Statewide Superannuation Trust (Statewide Super), a South Australian based industry super fund with over \$12 billion in funds under management.

Ken was a member of Statewide Super's Investment Committee, and Remuneration & Nomination Committee. In April 2022 Statewide Super merged with Hostplus. Until recently, Ken held the role of Deputy Chancellor of the University of Adelaide but resigned in May 2024 to join the Transition Council of Adelaide University to be formed from the merger of the University of Adelaide and the University of South Australia. He was also appointed to the Board of SA Water, effective 3 August 2023.

Prior roles include Chair of AWE Limited, Chair of Havilah Resources Limited, and Senior Finance Executive roles with Newmont Corporation, Normandy Mining, and Qantas.

The Board (with Ken abstaining) considers Kenneth Williams to be an independent director.

Board recommendation

The Board (with Ken abstaining) unanimously recommends that Shareholders vote in favour of this Resolution.

Explanatory Memorandum

Resolutions 3, 4 and 5 – Approval to issue Incentive Options to Directors

Resolutions 3 to 5 are ordinary resolutions requiring a simple majority of votes cast by Shareholders present and entitled to vote on each resolution.

Background

The Company has undergone significant change in the past three months as the Board and management team have commenced a strategy to identify nearer term commercialisation opportunities and expand the quantum project scope. While the progress is promising, there is still a considerable amount of work yet to be done to grow the Company. Therefore, the Board has formed the view that the Company must retain the Directors to complete this work and develop the Company's technologies. The Board believes that the offer of Incentive Options is the best way to incentivise key people to remain with Archer during this period.

The Company is seeking shareholder approval to grant 11,000,000 Incentive Options (**Incentive Options**) to the Company's Directors or their respective nominees. The Company has agreed, subject to Shareholder approval, to issue 5 million Incentive Options to Greg English (Resolution 3) and 3 million Incentive Rights to each of Bernadette Harkin (Resolution 4) and Ken Williams (Resolution 5).

The Board has formed a view that the proposed grant of Incentive Options provides a long-term non-cash incentive to Directors, better aligning them with Shareholder interests.

Chapter 2E of the Corporations Act

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

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

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

The grant of the Incentive Options constitutes giving a financial benefit, and Directors Greg English, Bernadette Harkin and Ken Williams are related parties of the Company by virtue of being Directors.

As the Incentive Options are proposed to be issued to all of the Directors, the Directors cannot form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue of the Incentive Options. Accordingly, Shareholder approval for the issue of Incentive Options to the Related Parties is sought under Chapter 2E of the Corporations Act.

Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to a director or an associate of a director unless it obtains the approval of Shareholders.

The issue of the Incentive Options falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It, therefore, requires the approval of Shareholders under Listing Rule 10.11. Resolutions 3 to 5 seek the required Shareholder approval for the issue of the Incentive Options under and for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11.

Technical information required by Listing Rule 14.1A

If Resolutions 3 to 5 are passed, the Company will be able to proceed with the issue of the Incentive Options to the Directors within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval according to Listing Rule 7.1 is not required for the issue of the Incentive Options (because approval is being obtained under Listing Rule 10.11), the issue of the Incentive Options will not use up any of the Company's 15% annual placement capacity.

Shareholder approval sought

Resolutions 3, 4 and 5 seek the required Shareholder approval for the issue of Incentive Options to Directors Greg English, Bernadette Harkins and Ken Williams under Chapter 2E of the Corporations Act, Listing Rule 10.11 and for all other purposes.

If Shareholder approval is given under Listing Rule 10.11, the issue of the Incentive Options to Greg English, Bernadette Harkin and Ken Williams will not count toward the Company's 15% annual placement capacity under Listing Rule 7.1, under Exception 14 in Listing Rule 7.2.

Explanatory Memorandum

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

According to and under Listing Rule 10.15 and section 219 of the Corporations Act, the following information is provided in relation to Resolutions 3 to 5:

- (a) A total of 11 million Incentive Options will be issued to the following Related Parties (being the nature of the financial benefit):

Name	No. of Incentive Options	Resolution
Greg English (or his nominee)	5,000,000	Resolution 3
Bernadette Harkin (or her nominee)	3,000,000	Resolution 4
Ken Williams (or his nominee)	3,000,000	Resolution 5

- (b) Greg English, Bernadette Harkin, and Ken Williams are each a Director and fall within the category set out in Listing Rule 10.11.1. Accordingly, Shareholder approval is required for each Director to be issued the Incentive Options.
- (c) A summary of the material terms of the Incentive Options is included in Annexure A, attached to this Explanatory Memorandum.
- (d) The Incentive Options will be issued no later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules), and it is intended that issue of the Incentive Options will occur on the same date.
- (e) The issue price of the Incentive Options will be nil. The Company will not receive any other consideration regarding the issue of the Incentive Options (other than funds received on exercise of the Incentive Options).
- (f) The purpose of the issue of the Incentive Options is to provide a performance linked incentive component in the remuneration package for the Directors to better align the interests of the Directors with those of Shareholders, to motivate and reward the performance of the Directors and to provide a cost effective way from the Company to remunerate the Directors, which will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Directors.
- (g) The Company has agreed to issue the Incentive Options to the Directors subject to Shareholder for the following reasons:
- (i) the Incentive Options are unquoted; therefore, the issue of the Incentive Options has no immediate dilutionary impact on Shareholders;
 - (ii) the deferred taxation benefit which is available to the Directors in respect of an issue of Incentive Options is also beneficial to the Company as it means the Directors are not required to immediately sell any Incentive Options to fund a tax liability (as would be the case in an issue of Shares where the tax liability arises upon issue of the Shares) and will instead, continue to hold an interest in the Company; and
 - (iii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Incentive Options on the terms proposed.
- (h) The number of Incentive Options to be issued to each Director has been determined based upon a consideration of:
- (i) current market standards or practices of other ASX listed companies of a similar size and stage of development to the Company;
 - (ii) the remuneration of the Directors; and
 - (iii) incentives to attract and ensure continuity of service of the Directors who have appropriate knowledge and expertise while maintaining the Company's cash reserves.

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

Explanatory Memorandum

- (i) The total remuneration package for the Directors in the previous financial year ended 30 June 2024 (FY24) and the proposed total remuneration package for the current financial year ending 30 June 2025 (FY25) are set out below:

Director	FY24 (\$)	FY25 (\$)
Greg English	474,742 ⁽¹⁾	495,664 ⁽³⁾
Bernadette Harkin	77,700 ⁽²⁾	78,050 ⁽²⁾
Ken Williams	77,700 ⁽²⁾	78,050 ⁽²⁾

Notes:

- (1) Fixed salary (including superannuation) plus 15% bonus.
 (2) Fixed salary (including superannuation).
 (3) Fixed salary (including superannuation) and assuming a maximum 15% bonus is achieved.

The Company's Remuneration Report, which forms part of the 2024 Annual Report, provides more detail regarding each Director's remuneration for FY2024.

- (j) The value of the Incentive Options and the pricing methodology is set out in Annexure B.
 (k) The Incentive Options are not being issued under an agreement.
 (g) The relevant interests of the Directors in securities of the Company are set out below:

As of the date of this Notice

Related Party	Shares	Options ⁽¹⁾
Greg English	11,509,852	5,000,000
Bernadette Harkin	Nil	1,500,000
Ken Williams	Nil	1,500,000

Notes:

- (1) Options are unlisted, expiry date of 31 May 2025 and \$1.79 exercise price.

After the issue of the Incentive Options

Related Party	Shares	Options
Greg English	11,509,852	10,000,000
Bernadette Harkin	Nil	4,500,000
Ken Williams	Nil	4,500,000

- (h) If the Incentive Options granted to the Directors are exercised, 11,000,000 new Shares would be issued. This will increase the number of Shares on issue from 254,847,013 to 265,847,013 (assuming that no other Options are exercised and no other Shares are issued) with the effect that the shareholding of existing Shareholders would be diluted by 4.1%, being 1.9 % for Greg English and 1.1% for each of Bernadette Harkin and Ken Williams.
- (i) The market price for Shares during the term of the Incentive Options would generally determine whether the Incentive Options are exercised. If, at any time, any of the Incentive Options are exercised, and the Shares are trading on ASX at a price that is higher than the exercise price of the Incentive Options, there may be a perceived cost to the Company.

Explanatory Memorandum

The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	Share price (\$)	Date
Highest	\$0.64	25 March 2024
Lowest	\$0.175	25 September 2024
Last (closing price)	\$0.21	1 October 2024

- (q) The Board is not aware of any other information that Shareholders reasonably require to allow them to decide whether it is in the Company's best interests to pass Resolutions 3, 4 and 5.
- (p) A voting exclusion statement is included in Resolutions 3, 4 and 5 of the Notice.

Consequences if approval not obtained

If Shareholders do not approve the proposed issue of the 11 million Incentive Options, the subject of Resolutions 3, 4, and 5, then the grant of the Incentive Options will not proceed. This may impact Archer's ability to incentivise Directors and align their interests with those of Shareholders. The Board will need to consider alternative remuneration arrangements, including a cash payment, which may not be consistent with Archer's remuneration principles.

The passing of Resolutions 3, 4 and 5 are each conditional upon and subject to Shareholders approving all Resolutions to approve the issue of Incentive Options to Directors (being Resolutions 3, 4 and 5). No Incentive Options will be issued to any Director if any or all of Resolutions 3, 4 or 5 are not passed. Accordingly, if you intend to vote in favour of issuing Incentive Options to Directors, you should vote in favour of Resolution 3, Resolution 4 and Resolution 5.

Board recommendation

Each Director has a material personal interest in the outcome of Resolutions 3, 4, and 5 because all of the Directors (or their nominees) are to be issued Incentive Options should Resolutions 3 to 5 be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on Resolutions 3 to 5 of this Notice.

Explanatory Memorandum

Resolution 6 - Approval of 10% Additional Placement Capacity

This Resolution 6 is a Special Resolution which requires approval of 75% of the votes cast by Shareholders present and eligible to vote on this Resolution.

Background

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the Annual General Meeting at which approval of the issue is obtained by special resolution (**10% Placement Capacity**). The 10% Placement Capacity is in addition to the Company's 15% placement capacity under Listing Rule 7.1 and allows the Company to issue up to 25% of its issued capital in total.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity at the date of this Notice of Annual General Meeting.

The Company is now seeking Shareholder approval by way of a Special Resolution which requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative) to have the ability to issue Equity Securities under the 10% Placement Capacity. The exact number of Equity Securities that may be issued under the 10% Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2.

Number of Shares

The formula for calculating the maximum amount of securities that may be issued under the 10% Placement Capacity is calculated as follows:

(A x D) - E

- A** The number of fully paid ordinary securities on issue at the commencement of the relevant period:
- plus the number of fully paid ordinary securities issued in the relevant period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;
 - plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - o the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - o the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
 - plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
 - o the agreement was entered into before the commencement of the relevant period; or
 - o the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
 - plus the number of any other fully paid ordinary securities issued in the relevant period with approval under Listing Rule 7.1 or Listing Rule 7.4;
 - plus the number of partly paid ordinary securities that became fully paid in the relevant period;
 - less the number of fully paid ordinary securities cancelled in the relevant period.
- D** is 10%.
- E** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under Listing Rule 7.4.

"relevant period" means:

- if the entity has been admitted to the official list for 12 months or more, the 12 month period immediately preceding the date of the issue or agreement; or
- if the entity has been admitted to the official list for less than 12 months, the period from the date the entity was admitted to the official list to the date immediately preceding the date of the issue or agreement.

The ability to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

Explanatory Memorandum

At the date of this Notice, the Company has on issue 254,847,013 Shares and therefore has capacity to issue 38,227,052 Equity Securities under Listing Rule 7.1.

Subject to approval of this Resolution 6 in this Notice by Special Resolution, the Company will have the additional capacity to issue 25,484,701 Equity Securities under Listing Rule 7.1A.

A number of scenarios showing potential issues under Listing Rule 7.1A are detailed in the table below.

Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Capacity as follows:

1) Equity Securities that can be issued

Any Equity Securities issued under rule 7.1A must be in an existing quoted class of the Company's Equity Securities, which presently are ordinary shares.

2) Minimum issue price

For the purpose of Listing Rule 7.1.A.3, any Equity Security issued under this 10% Placement Capacity must be issued for cash consideration only, and not be issued at a price per Equity Security that is less than 75% of the VWAP for equity securities in that class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- ii) if the securities are not issued within 10 trading days of the date in paragraph i), the date on which the Equity Securities are issued.

3) Risk of economic and voting dilution

If this Resolution is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Capacity, the existing Shareholders' voting power in the Company will be diluted as shown in the table below (in the case of unlisted options, only if the unlisted options are exercised).

There is a risk that:

- i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the approval under rule 7.1A; and
- ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date, which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below describes the potential dilution of existing ordinary security holders on the basis of at least three different assumed issue prices and values for the variable "A" in the formula in rule 7.1A.2, and also shows:

- i) at least one example that assumes variable "A" is double the number of ordinary securities on issue at the time of the approval under rule 7.1A. Variable "A" is the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future meeting of Shareholders; and
- ii) at least one example where the issue price of ordinary securities has fallen by at least 50%.

Variable 'A' in Listing rule 7.1A.2		Dilution at different share prices		
		\$0.14 (50% decrease)	\$0.28 (Issue Price)	\$0.56 (100% increase)
Current Variable A 254,847,013 Shares	10% voting dilution	25,484,701 Shares	25,484,701 Shares	25,484,701 Shares
	Funds raised	\$3,567,858	\$7,135,716	\$14,271,432
50% increase in current Variable A 382,270,519 Shares	10% voting dilution	38,227,051 Shares	38,227,051 Shares	38,227,051 Shares
	Funds raised	\$5,351,787	\$10,703,574	\$21,407,148
100% increase in current Variable A 509,694,026 Shares	10% voting dilution	50,969,402 Shares	50,969,402 Shares	50,969,402 Shares
	Funds raised	\$7,135,716	\$14,271,432	\$28,542,865

Explanatory Memorandum

The table above has been prepared on the following assumptions:

- i) The Company issues the maximum number of Equity Securities available under the 10% Placement Capacity;
- ii) No unlisted options (including any unlisted options issued under the 10% Placement Capacity) are exercised into Shares before the date of the issue of the Equity Securities;
- iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.
- v) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1 or as a result of any issues of Equity Securities pursuant to any other approval under Chapter 7 of the Listing Rules.
- vi) The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. If the issue of Equity Securities includes Listed Options, it is assumed that those Listed Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- vii) The issue price is \$0.28, being the closing price of the Shares on ASX on 10 October 2024.

4) Timing

The date by which the Equity Securities may be issued under the approval sought in this Resolution 6 is the earlier of:

- i) the date that is 12 months after the date of this Annual General Meeting;
- ii) the time and date of the Company's next annual general meeting; and
- iii) the date of approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (change involving main undertaking).

The approval will cease to be valid in the event that holders of the Company's ordinary securities approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (change involving main undertaking).

5) Purposes for which Equity Securities may be issued

The Company may seek to issue the Equity Securities to use the funds raised towards an acquisition of new projects, assets or investments (including expenses associated with such acquisition), continued expenditure on development of the Company's advanced materials technologies and/or general working capital.

6) Allocation Policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- 1) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- 2) the effect of the issue of the Equity Securities on the control of the Company;
- 3) the financial situation and solvency of the Company; and
- 4) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Capacity have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

At the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A and has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in any such issue. Accordingly, no votes will be disregarded on this Resolution, in accordance with Listing Rule 14.11.1.

However, in the event that between the date of this Notice and the date of the Meeting, the Company proposes to make an issue of Equity Securities under Listing Rule 7.1A to one or more existing Shareholders, those Shareholders' votes will be excluded under the voting exclusion statement in the Notice.

Explanatory Memorandum

7) Issues in the past 12 months

The Company previously obtained Shareholder approval under Listing Rule 7.1A at the 2023 AGM on 29 November 2023.

In the 12 months preceding the date of the Meeting and as at the date of this Notice, the Company has not issued or agreed to issue Equity Securities under Listing Rule 7.1A.

8) Effect if Resolution 6 is not passed

If Resolution 6 is not passed, any issue of Equity Securities will be made under the 15% capacity in Listing Rule 7.1, or otherwise the Company will seek shareholder approval for a specific issue of Equity Securities.

9) Board Recommendation

The Board considers that the approval of the issue of the 10% Placement Capacity described above is beneficial for the Company as it provides the Company with the flexibility to issue up to the maximum number of securities permitted under Listing Rule 7.1A in the next 12 months (without further Shareholder approval), should it be required.

Accordingly, the Board unanimously recommends that Shareholders vote in favour of this Resolution.

For personal use only

Explanatory Memorandum

Definitions

In the Explanatory Memorandum and Notice of Annual General Meeting:

2024 Annual Report means the Company's annual report for the financial year ended 30 June 2024.

Archer or the **Company** means Archer Materials Limited (ABN 64 123 993 233).

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

Associated Entity has the meaning given to that term in section 50AA of the Corporations Act.

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

Board means the board of Directors.

Closely Related Party has the same meaning as in the Corporations Act.

Constitution means the constitution of the Company.

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

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

Director means a director of the Company.

Employee means a director, full or part time employee, casual employee or contractor of the Group.

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

Explanatory Memorandum means the Explanatory Memorandum accompanying the Notice of Meeting

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

Incentive Option means an Option issued on the terms and conditions set out in Annexure A.

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

Listing Rules means the listing rules of ASX.

Meeting or **AGM** or **Annual General Meeting** means the Annual General Meeting of Shareholders to be held on Wednesday, 20 November 2024 at 10.30am (Sydney time) at the Stone & Chalk Sydney Scaleup Hub, Level 2, 477 Pitt Street, Haymarket, 2000.

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

New Plan means the new Archer Materials Limited Employee Performance Rights and Share Option Plan.

Notice means this Notice of Annual General Meeting.

Option means an Unlisted Option to subscribe for a Share.

Option Holder means the holder of an Option.

Ordinary Resolution means a resolution passed by more than 50% of the votes at a general meeting of Shareholders.

Participants means the proposed recipients of the Incentive Options.

Plan means the Archer Performance Rights and Share Option Plan.

Remuneration Report means the report of the same name on pages 28 to 36 of the Company's 2024 Annual Report.

Resolution means a resolution referred to in this Notice.

Right means a Right to receive a Share for each Right at no cost.

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

Special Resolution means a resolution passed by 75% or more of the votes at a general meeting of Shareholders.

Sydney time means legal time in Sydney, New South Wales, Australia.

Unlisted Option means an Option that is not quoted on ASX.

VWAP means volume weighted average market price.

Explanatory Memorandum

ANNEXURE A – TERMS AND CONDITIONS OF INCENTIVE OPTIONS

- (1) The holder of the Option ('Option holder') agrees to be bound by the terms of the Plan and the constitution of Archer Materials Limited ('Company'), both as amended from time to time.
- (2) Each Option will entitle the Option holder to subscribe for one fully paid ordinary share in the Company ('Share') (subject to possible adjustments under paragraphs **Error! Reference source not found.**).
- (3) Subject to paragraph (12), the amount payable upon exercise of each Option will be 145% x 5 day VWAP for Archer shares before the date of issue of the Option (**Exercise Price**).
- (4) The Options will vest if the Director is still a Director of the Company on 1 January 2025 (**Vesting Date**).
- (5) Each Option is exercisable from the date of vesting until 5:00 pm (Adelaide time) on 30 June 2028 (**Expiry Date**) Options not exercised before the Expiry Date will lapse.
- (6) Options are exercisable by notice in writing to the Company, delivered to the registered address of the Company and accompanied by the full payment of the Exercise Price in cleared funds.
- (7) Some or all of the Options may be exercised at any one time or times after the Vesting Date and prior to the Expiry Date provided that no less than 100,000 Options are exercised at any one time.
- (8) Shares issued pursuant to the valid exercise of any of the Options will rank in all respects on equal terms with the existing Shares in the Company.
- (9) For so long as the Shares of the Company are listed on ASX, the Company will apply for official quotation by ASX of the Shares issued upon exercise of Incentive Options within five business days of the allotment of Shares.
- (10) The Options will not be quoted on ASX.
- (11) The Option holder must not transfer or grant any security interest over or otherwise deal or otherwise dispose of an Option, without the prior consent of the Board and subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.
- (12) If, prior to the Expiry Date the issued capital of the Company is reorganised, then the rights of the Option holders may be varied to comply with the ASX Listing Rules and Corporations Act which apply to the reconstruction at the time of the reconstruction.
- (13) There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

Explanatory Memorandum

ANNEXURE B – VALUATION OF INCENTIVE OPTIONS TO BE ISSUED

The Company has valued the Incentive Options using the Black-Scholes option model and based on the assumptions as set out in the table below, with the Incentive Options ascribed a value as follows:

Assumptions:

Value date	1 October 2024
Share price	\$0.21
Exercise price	\$0.30
Term (based on assumed 1 October 2024 grant date)	3.75 years
Expiry Date	30 June 2028
Volatility	93.3%
Risk free interest rate	3.45%
Indicative value per Incentive Option	\$0.124

Total value of Incentive Options per Director:

Director	No. Incentive Options	Value of Incentive Options (\$)
Greg English	5,000,000	\$620,000
Bernadette Harkin	3,000,000	\$372,000
Ken Williams	3,000,000	\$372,000



Archer Materials Limited

ABN: 64 123 993 233

AXE

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:

1300 738 349 (within Australia)
+61 (3) 9415 4649 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:30am (AEDT) on Monday, 18 November 2024.**

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".

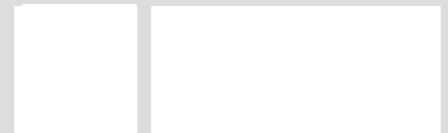
Lodge your Proxy Form:

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



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.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

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 Archer Materials Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman 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 Chairman 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 Annual General Meeting of Archer Materials Limited to be held at Stone & Chalk Sydney Scaleup Hub, Level 2, 477 Pitt Street, Haymarket, NSW 2000 on Wednesday, 20 November 2024 at 10:30am (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 3, 4 and 5 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 3, 4 and 5 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 3, 4 and 5 by marking the appropriate box in step 2.

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.

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Kenneth Williams as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval to issue Incentive Options to Director Gregory English	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval to issue Incentive Options to Director Bernadette Harkin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval to issue Incentive Options to Director Kenneth Williams	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of 10% additional placement capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman 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

AXE

Computershare

