



ACN 611 695 955

Notice of General Meeting, Explanatory Statement and Proxy Form

**General Meeting to be held at
Level 1, 51 Colin Street, West Perth, Western Australia
at 12.30pm WST on Monday, 12 July 2021**

Important note

The Notice of General Meeting, Explanatory Statement and Proxy Form should be read in their entirety. If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor or other professional adviser prior to voting.

Contents

Item	Page
Notice of General Meeting	1
Voting exclusion statements	3
Proxy appointment, voting and Meeting instructions	4
Explanatory Statement	5
Glossary	10
Schedule 1 – Terms of Lead Manager Options	12
Proxy Form	Attached

Important dates

Event	Date
Snapshot date for eligibility to vote	5:00pm WST on Saturday, 10 July 2021
Last day for receipt of Proxy Forms – Proxy Forms received after this time will be disregarded	12.30pm WST on Saturday, 10 July 2021
General Meeting	12.30pm WST on Monday, 12 July 2021

Notice of General Meeting

Notice is hereby given that a General Meeting of Great Boulder Resources Limited (ACN 611 695 955) (**Company**) will be held at the offices of the Company located on the Level 1, 51 Colin Street, West Perth, Western Australia at **12.30pm WST on Monday, 12 July 2021**.

The Explanatory Statement, which accompanies and forms part of this Notice, describes the various matters to be considered.

Terms used in this Notice will, unless the context otherwise requires, have the same meaning given to them in the Glossary set out in the Explanatory Statement.

AGENDA

Resolution 1: Ratification of issue of Placement Shares to Placement Participants

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

“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the issue by the Company of 41,529,866 Placement Shares to the Placement Participants on 26 May 2021 at an issue price of \$0.08 each made under the Company’s Listing Rule 7.1 placement capacity, on the terms and conditions set out in the Explanatory Statement.”

Resolution 2: Ratification of issue of Placement Shares to Placement Participants

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

“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the issue by the Company of 27,686,577 Placement Shares to the Placement Participants on 26 May 2021 at an issue price of \$0.08 each made under the Company’s Listing Rule 7.1A placement capacity, on the terms and conditions set out in the Explanatory Statement.”

Resolution 3: Approval to issue Lead Manager Options

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue by the Company of 4,000,000 Lead Manager Options, each exercisable at \$0.12 on or before 31 May 2024 to the Lead Managers and/or their respective nominee(s), as a fee for arranging and managing the Placement, on the terms and conditions set out in the Explanatory Statement.”

By order of the Board

Melanie Ross
Company Secretary
4 June 2021

Voting exclusion statements

For the purposes of Listing Rule 14.11, the following voting exclusion statements apply to the Resolutions.

The Company will disregard any votes cast in favour of the following Resolutions by or on behalf of the following persons or an Associate of those persons.

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

- the 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 Chairperson as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairperson to vote on the Resolution as the Chairperson 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.

Resolution	Excluded parties
Resolution 1	Placement Participants, being the persons to whom the Placement Shares were issued.
Resolution 2	Placement Participants, being the persons to whom the Placement Shares were issued.
Resolution 3	The Lead Managers (Discovery Capital Partners Pty Ltd and Cumulus Wealth Pty Ltd), any nominee of a Lead Manager who may be granted Lead Manager Options and any other person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of Shares).

Proxy appointment, voting and Meeting instructions

Appointment of a proxy

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy. The proxy may, but need not be, a Shareholder.

If you wish to appoint the Chairperson as your proxy, mark the appropriate box on the Proxy Form. If the person you wish to appoint as your proxy is someone other than the Chairperson please write the name of that person. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairperson will be your proxy.

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll.

To appoint a second proxy you must on each Proxy Form state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

Corporate Shareholders

Corporate Shareholders should comply with the execution requirements set out on the proxy form or otherwise with the provisions of section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:

- two directors of the company;
- a director and a company secretary of the company; or
- for a proprietary company that has a sole director who is also the sole company secretary – that director.

Votes on Resolutions

You may direct your proxy how to vote on a Resolution by placing a mark in one of the boxes opposite the Resolution. All your shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on the Resolutions 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 Resolutions, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on the Resolution will be invalid.

Chairperson voting undirected proxies

The Chairperson will vote undirected proxies **in favour** of all of the proposed Resolutions.

Voting entitlement (snapshot date)

For the purposes of determining voting and attendance entitlements at the Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at **5.00pm WST on Saturday, 10 July 2021**. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Corporate representatives

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act, in which case the Company will require a certificate of appointment of the corporate representative executed in accordance with the Corporations Act. The certificate of appointment must be lodged with the Company and/or the Company's share registry before the Meeting or at the registration desk on the day of the Meeting.

Questions from Shareholders

At the Meeting, the Chairperson will allow a reasonable opportunity for Shareholders to ask questions or make comments on the management of the Company.

Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of Meeting.

This Explanatory Statement should be read in conjunction with the Notice of General Meeting. Capitalised terms not otherwise defined in this Explanatory Statement shall have the meaning given to them in the Glossary.

1. Resolution 1 and 2: Ratification of issue of Placement Shares to Placement Participants

1.1 Background

On 19 May 2021 the Company announced its intention to raise up to a total of \$5,500,000 (before costs) by issue of Shares to persons who are sophisticated and institutional investors (**Placement Participants**) at \$0.08 per Share (**Placement**).

On 26 May 2021 the Company issued a total of a total of 69,216,443 Shares (**Placement Shares**) using its issuing capacities under Listing Rule 7.1 and 7.1A as follows:

- (a) 41,529,866 Shares using its placement capacity under Listing Rule 7.1; and
- (b) 27,686,577 Shares using its placement capacity under Listing Rule 7.1A.

None of the Placement Participants are Related Parties of the Company.

Accordingly, Resolutions 1 and 2 are ordinary resolutions seeking ratification and approval by Shareholders of the prior issue of the Placement Shares under its Listing Rules 7.1 and 7.1A placement capacities respectively.

1.2 Regulatory requirements

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

The Placement did not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by the Company's shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without shareholder approval under Listing Rule 7.1 for the 12-month period following the issue date.

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

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolutions 1 and 2 seek shareholder approval to the Placement under and for the purposes of Listing Rule 7.4.

If Resolutions 1 and/or 2 are passed, the Placement will be excluded in calculating the 15% and 10% limits in Listing Rules 7.1 and 7.1A respectively, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the issue date.

If Resolutions 1 and/or 2 are not passed, the Placement will be included in calculating the 15% and 10% limits in Listing Rules 7.1 and 7.1A respectively, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the issue date.

1.3 Listing Rules information requirements

In accordance with the requirements of Listing Rule 7.5, the following information is provided in relation to Resolutions 1 and 2:

(a) **The names of the persons to whom the securities were issued or the basis on which those persons were determined**

The Placement Shares were issued to new institutional professional and sophisticated investors who were identified by Discovery Capital Partners Pty Ltd and Cumulus Wealth Pty Ltd (the **Lead Managers**) and existing significant Shareholders.

Each Placement Participant is a sophisticated or professional investor within the meaning of section 708(8), (10), (11) or (12) of the Corporations Act, being an investor to whom securities may be issued without a prospectus or other disclosure document.

The recipients of Placement Shares were identified through a bookbuild process, which involved the Lead Managers seeking expressions of interest to participate in the capital raising process from non-related parties of the Company and existing significant Shareholders.

None of the Placement Participants are Related Parties of the Company.

One of the Company's substantial holders (i.e. a person who together with their Associates holds a 'relevant interest' for the purposes of the Corporations Act in 5% or more of the total Shares on issue), Chris Retzos, participated in the Placement through his associated entities, Retzos Executive Pty Ltd and Retzos Family Pty Ltd. These entities subscribed for a total of 5,421,395 Placement Shares. From substantial holder information filed by Mr Retzos, the Company estimates that his relevant interest changed from approximately 6.83% to 6.36% as a result of the Placement.

(b) **The number and class of securities**

The Company issued a total of 69,216,443 Placement Shares using its issuing capacities under Listing Rule 7.1 and 7.1A as follows:

- (i) 41,529,866 Placement Shares using its placement capacity under Listing Rule 7.1 (the subject of Resolution 1); and
- (ii) 27,686,577 Placement Shares using its placement capacity under Listing Rule 7.1A (the subject of Resolution 2).

All Placement Shares were fully-paid ordinary shares in the Company which rank equally with all other Shares on issue.

(c) **The date on which the securities were issued**

The Placement Shares were issued on 26 May 2021.

(d) **The price or consideration the entity has received or will receive for the issue**

The Placement Shares were issued at an issue price of \$0.08 per Share paid in cash.

(e) **The purpose of the issue, including use or intended use of the funds raised**

The funds raised under the Placement are proposed to be used by the Company:

- (i) to accelerate the exploration programs at the Company's Side Well Gold Project and the Whiteheads Gold Project, including RC and AC drilling programs to follow up significant intersections, target primary gold zones and strike extensions and test multiple high priority regional prospects;
- (ii) to undertake a maiden exploration program at the Wellington Base Metal Project located along strike from Rumble Resources' (ASX: RTR) recent zinc-lead discovery at its Earahedy Project;
- (iii) to conduct an airborne electromagnetic survey at Whiteheads to review nickel sulphide potential; and
- (iv) for corporate costs and general working capital requirements.

(f) **If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement**

The Placement Shares were not issued under any agreement.

1.4 **Directors' recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1 as it will refresh the Company's issuing capacity under Listing Rule 7.1 and give the Company the flexibility to raise additional working capital through the offer and issue of equity securities, if and as required.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2 as it will refresh the Company's issuing capacity under Listing Rule 7.1A and give the Company the flexibility to raise additional working capital through the offer and issue of equity securities, if and as required.

2. **Resolution 3: Approval to issue Lead Manager Options**

2.1 **Background**

As described in Section 1.1 above, the Company has undertaken the Placement.

Discovery Capital Partners Pty Ltd and Cumulus Wealth Pty Ltd (the Lead Managers) acted as lead managers to the Placement. In accordance with their lead manager agreement, the fee payable to the Lead Managers for lead manager services performed includes the grant of a total of 4,000,000 Options to the Lead Managers (2,000,000 Options to each Lead Manager) (**Lead Manager Options**).

Resolution 3 is an ordinary resolution and seeks approval from Shareholders for the issue of the Lead Manager Options to the Lead Managers. None of the recipients of the Lead Manager Options are Related Parties of the Company.

2.2 **Lead Managers' Offer Management Agreement**

The Company and the Lead Managers entered into an agreement (**Offer Management Agreement**) for the engagement of the Lead Managers pursuant to which the Lead Managers agreed to act as joint lead bookrunners and lead managers to provide corporate advisory and capital raising services in respect of the capital raising under the Placement.

Pursuant to the terms of the Offer Management Agreement, the Lead Managers were engaged on an exclusive basis to:

- (a) determine investor demand for the Placement;
- (b) solicit bids from institutional and professional investors to the Placement;
- (c) advise on the pricing for the Placement; and
- (d) manage and co-ordinate the Placement.

For performing these services, the Lead Managers have or will be paid the following amounts:

- (a) a sales fee of 4% (plus GST) of the gross funds of the Placement, being a fee of \$220,000; and
- (b) a management fee of 1% (plus GST) of the gross funds of the Placement to each Lead Manager, being a fee of \$55,000 each.

Each Lead Manager (or its nominee(s)) is also entitled to subscribe for such number of Lead Manager Options as is equal to 1.0% of the total Shares on issue immediately after completion of the Placement, being 2,000,000 Lead Manager Options each, subject to Shareholder approval of the issue of the Lead Manager Options.

The subscription price for the Lead Manager Options is \$0.00001 per Option and the Lead Manager Options shall be allocated to each Lead Manager on an equal basis.

The Lead Managers will also be re-imbursed for their out-of-pocket expenses and external legal expenses incurred in connection with the Placement.

2.3 **Regulatory requirements**

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

The issue of the Lead Manager Options does not fall within any of the exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires approval of Shareholders under Listing Rule 7.1.

Resolution 3 seeks the required Shareholder approval for the issue of the Lead Manager Options under and for the purposes of Listing Rule 7.1

If Resolution 3 is passed the Company will be able to proceed with the issue of the Lead Manager Options, increasing the total number of Options on issue. In addition, the Lead Manager Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Lead Manager Options to the Lead Managers or their nominee(s). In this scenario, the Company will be required to satisfy its obligation to issue Lead Manager Options in another manner. In this eventuality, the Lead Managers may be less inclined to assist the Company in its future capital raising endeavours.

2.4 Listing Rules information requirements

In accordance with the requirements of Listing Rule 7.3, the following information is provided in relation to Resolution 3:

(a) **The names of the persons to whom the securities were issued or the basis on which those persons were determined**

The Lead Manager Options are proposed to be issued to Cumulus Wealth Pty Ltd and Discovery Capital Partners Pty Ltd or their nominee(s). None of the recipients will be related parties of the Company.

(b) **The number and class of securities**

The Company proposes to issue 4,000,000 Lead Manager Options.

The Lead Manager Options have an exercise price of \$0.12 each and expire on 31 May 2024, and otherwise have the terms set out in Schedule 1.

(c) **The date on which the securities will be issued**

The Lead Manager Options will be issued as soon as possible after the Meeting and in any event on one date no later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).

(d) **The price or consideration the entity has received or will receive for the issue**

The Lead Manager Options have an issue price of \$0.00001 and are to be granted in consideration for services performed by the Lead Managers under the Offer Management Agreement for the Placement.

(e) **The purpose of the issue, including use or intended use of the funds raised**

The issue of the Lead Manager Options will raise \$55.

If all the Lead Manager Options are exercised prior to expiry, the Company will raise up to \$290,709 on receipt of the exercise price for the Options and the anticipates it will use those funds for working capital purposes as required at that time.

(f) **If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement**

The Lead Manager Options is proposed to be issued pursuant to the Offer Management Agreement, the material terms of which are summarised at Section 2.2 above.

2.5 Directors' recommendation

The Directors recommend that Shareholders vote in favour of Resolution 3.

3. Glossary

In this Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

Associate	Has the meaning given to that term in the Corporations Act.
ASX	ASX Limited (ACN 008 624 691) or the financial market known as the Australian Securities Exchange, as the context requires.
Board	The Company's Board of Directors.
Chairperson	The chairperson of the Meeting.
Company	Great Boulder Resources Limited (ACN 611 695 955).
Company Secretary	The Company Secretary of the Company at the time of the Meeting, being Ms Melanie Ross.
Constitution	The Constitution of the Company.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	A director of the Company.
Entitlement Offer	Has the meaning given in Section 1.1.
Equity Securities	Has the meaning given to that term in ASX Listing Rule 19.12, being: <ul style="list-style-type: none">(a) a share;(b) a unit;(c) a right to a share or unit or option;(d) an option over an issued or unissued security;(e) a convertible security;(f) any security that ASX decides to classify as an equity security;(g) but not a security that ASX decides to classify as a debt security.
Explanatory Statement	This explanatory statement which accompanies and forms part of the Notice.
GBR	Great Boulder Resources Limited (ACN 611 695 955).
General Meeting or Meeting	The General Meeting of the Company, or any adjourned meeting thereof, convened by the Notice.
Glossary	This glossary of terms.
Lead Manager Options	Has the meaning given in Section 2.1.
Lead Managers	Discovery Capital Partners Pty Ltd (ACN 615 635 982) and Cumulus Wealth Pty Ltd (ACN 634 297 279), the joint lead managers to the Placement under the Offer Management Agreement.
Listing Rules	The listing rules of ASX.
Notice or Notice of Meeting	The notice of General Meeting which accompanies this Explanatory Statement.
Offer Management Agreement	Has the meaning given in Section 2.2.
Option	An option to acquire a Share.
Placement	Has the meaning given in Section 1.1.

Placement Participants	Has the meaning given in Section 1.1.
Placement Shares	Has the meaning given in Section 1.1.
Proxy Form	The proxy form accompanying the Notice.
Resolution	A resolution set out in the Notice.
Related Party	Has the meaning given to that term in the Listing Rules.
Section	A section of the Explanatory Statement.
Share	A fully paid ordinary share in the Company.
Shareholder	A holder of a Share.
WST	Australian Western Standard Time, being the time in Perth, Western Australia.

Schedule 1

Terms of Lead Manager Options

The Lead Manager Options are issued on the following terms:

- (a) **Entitlement:** Each Option entitles the holder (**Option Holder**) to subscribe for one fully paid ordinary Share in the Company.
- (b) **No payment on grant:** The Option Holder is required to pay a subscription amount of \$0.00001 per Option on the grant of the Options.
- (c) **Exercise price:** The exercise price of each Option is \$0.12 (**Exercise Price**).
- (d) **Expiry date:** Each Option may be exercised at any time before 5.00pm WST on 31 May 2024 (**Expiry Date**). Any Option not exercised by the Expiry Date will automatically expire.
- (e) **Certificate or Holding Statement:** The Company must give the Option Holder a certificate or Holding Statement stating:
 - (i) the number of Options issued to the Option Holder;
 - (ii) the Exercise Price of the Options; and
 - (iii) the date of issue of the Options.
- (f) **Transfer:**
 - (i) The Options are transferable, subject to applicable law.
 - (ii) Subject to the Listing Rules and the Corporations Act, the Option Holder may transfer some or all of the Options at any time before the Expiry Date by:
 - A. a proper ASTC regulated transfer (as defined in the Corporations Act) or any other method permitted by the Corporations Act; or
 - B. a prescribed instrument of transfer.
 - (iii) An instrument of transfer of an Option must be:
 - A. in writing;
 - B. in any usual form or in any other form approved by the Directors that is otherwise permitted by law;
 - C. subject to the Corporations Act, executed by or on behalf of the transferor, and if required by the Company, the transferee; and
 - D. delivered to the Company, at the place where the Company's register of option holders is kept, together with the certificate (if any) of the Option to be transferred and any other evidence as the Directors require to prove the title of the transferor to that Option, the right of the transferor to transfer that Option and the proper execution of the instrument of transfer.
- (g) **Quotation of Options:** The Company will not apply to ASX for Official Quotation of Options.
- (h) **Quotation of Shares:** The Company will apply to ASX for Official Quotation of the Shares issued on exercise of Options.

- (i) **New issues:** The Option Holder is not entitled to participate in any new issue to Shareholders of Securities in the Company unless it has exercised its Options before the record date for determining entitlements to the new issue of Securities and participate as a result of holding Shares.
- (j) **Bonus issues:** If the Company makes a bonus issue of Shares or other Securities to Shareholders (except an issue in lieu of dividends or by way of dividend reinvestment) and a Share has not been issued in respect of the Option before the record date for determining entitlements to the issue, then the number of underlying Shares over which the Option is exercisable will be increased by the number of Shares which the Option Holder would have received if the Option Holder had exercised the Option before the record date for determining entitlements to the issue.
- (k) **Reorganisation:** If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, then the rights of the Option Holder (including the number of Options to which the Option Holder is entitled to and the Exercise Price) will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

Any calculations or adjustments which are required to be made will be made by the Company's Board and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Option Holder.

The Company must, within a reasonable period, give to the Option Holder notice of any change to the Exercise Price of any Options held by the Option Holder or the number of Shares which the Option Holder is entitled to subscribe for on exercise of an Option.

- (l) **Exercise of Options:**
 - (i) To exercise Options, the Option Holder must give the Company or its Share Registry, at the same time:
 - A. a written exercise notice (in the form approved by the board of the Company from time to time) specifying the number of Options being exercised and Shares to be issued;
 - B. payment of the Exercise Price for the Shares, the subject of the exercise notice, by way of bank cheque or by other means of payment, approved by the Company; and
 - C. any certificate for the Options.
 - (ii) The Option Holder may only exercise Options in multiples of 10,000 Options unless the Option Holder exercises all Options held by the Option Holder.
 - (iii) Options will be deemed to have been exercised on the date the exercise notice and Exercise Price are received by the Company.
 - (iv) If the Option Holder exercises less than the total number of Options registered in the Option Holder's name:
 - A. the Option Holder must surrender their Option certificate (if any); and
 - B. the Company must cancel the Option certificate (if any) and issue the Option Holder a new Option certificate or Holding Statement stating the remaining number of Options held by the Option Holder.

- (m) **Issue of Shares on exercise of Options:**
- (i) Within five Business Days after receiving an application for exercise of Options and payment by the Option Holder of the Exercise Price, the Company must issue the Option Holder the number of Shares specified in the application.
 - (ii) Subject to the Constitution, all Shares issued on the exercise of Options will rank in all respects (including rights relating to dividends) equally with the existing ordinary shares of the Company at the date of issue.
- (n) **Governing law:** These terms and the rights and obligations of the Option Holder are governed by the laws of Western Australia. The Option Holder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Western Australia.

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

Holder Number:

Your proxy voting instruction must be received by **12.30pm (WST) on Saturday, 10 July 2021**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

By providing your email address, you elect to receive all communications 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:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

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

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

