



15 December 2022

Dear Shareholder,

**EQ Resources Limited –General Meeting of Shareholders, 25 January 2023**

Notice is hereby given that the General Meeting of Shareholders of EQ Resources Limited (**Company**) will be as a virtual meeting via a webinar conferencing facility at 2:00pm (AEDT) on Wednesday, 25 January 2023 (“General Meeting”, “GM” or “Meeting”).

In accordance with recent amendments to the *Corporations Act 2001*, the Company is sending this notification letter instead of dispatching physical copies of the Notice of Meeting. The Notice of Meeting and accompanying explanatory statement (Meeting Materials) are being made available to shareholders electronically. This means that:

- You can access the Meeting Materials online at the Company’s website <https://eqresources.com.au/site/invest-in-us/asx-announcements> or at the Company’s share registry’s website (<https://investor.automic.com.au/#/loginsah>) through Investor Centre.
- A complete copy of the Meeting Materials has been posted to the Company’s ASX Market announcements page at [www.asx.com.au](http://www.asx.com.au) under the Company’s ASX code “EQR”.
- If you have provided an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Meeting Materials and the voting instruction form.

If you would like to receive electronic communications from the Company in the future, please update your communication elections online at <https://investor.automic.com.au/>. If you have not yet registered, you will need your shareholder information including SRN/HIN details.

If you are unable to access the Meeting Materials online please contact our share registry Link Market Services Limited on <https://investor.automic.com.au> or by phone on +61 2 9698 5414 (International) or 1300 288 664 (within Australia) between 9:00am and 5:00pm (AEST) Monday to Friday, to obtain a copy.

As noted above, the Meeting will be held as a virtual meeting via a webinar conferencing facility. Details of how to register to attend the Meeting are contained in the Meeting Materials. The Company strongly recommends to Shareholders to lodge a directed proxy as soon as possible in advance of the meeting even if they are planning to attend the meeting online.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'Melanie Leydin', is written over a faint, larger version of the same signature.

Melanie Leydin  
Company Secretary  
**EQ Resources Limited**



*resourcing the new economy for a better tomorrow*

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**EQ RESOURCES LIMITED**  
**ABN 77 115 009 106**

# **Notice of Extraordinary General Meeting**

## **Explanatory Statement and Proxy Form**

Date of Meeting:  
**Wednesday, 25 January 2023**

Time of Meeting:  
**2:00pm (AEDT)**

Place of Meeting:  
**Held virtually via Webinar conferencing facility**

*This Notice of General Meeting and Explanatory Statement should be read in its entirety.  
If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant,  
solicitor, or other professional advisor without delay.*

# EQ RESOURCES LIMITED

ABN 77 115 009 106

Registered office: Level 4, 100 Albert Road, South Melbourne, VIC 3205

Notice is hereby given that a meeting (**Meeting**) of Shareholders of EQ Resources Limited (**the Company**) will be held using virtual meeting technology via a video-conferencing facility on Wednesday 25 January 2023 at 2:00pm (AEDT) ("**Extraordinary General Meeting**", "**EGM**" or "**Meeting**").

## **Virtual Attendance**

Shareholders attending the EGM using virtual meeting technology will be able to ask questions and the Company has made provision for Shareholders who register their attendance before the start of the meeting to also cast their votes on the proposed resolutions at the EGM. The virtual meeting can be attended using the following details:

**When** Wednesday 25 January 2023 at 2:00pm (AEDT)

**Topic:** EQ Resources Limited General Meeting

**Register in advance for this webinar:**

[https://us06web.zoom.us/webinar/register/WN\\_aHL0nVuFSuKCJmrNA7ZM3w](https://us06web.zoom.us/webinar/register/WN_aHL0nVuFSuKCJmrNA7ZM3w)

After registering, you will receive a confirmation email containing information about joining the meeting. The Company strongly recommends its shareholders to lodge a directed proxy form as soon as possible in advance of the meeting even if they are planning to attend the meeting online. The Company will conduct a poll on each resolution presented at the meeting. The Company will accept questions during the meeting either by submitting a question through the Q&A box located on screen or by raising the hand function also located on screen at which point the Company will allow your question verbally.

The Company is happy to accept and answer questions submitted prior to the meeting by email to [melanie.leydin@vistra.com](mailto:melanie.leydin@vistra.com). The Company will address relevant questions during the meeting or by written response after the Meeting (subject to the discretion of the Company not to respond to unreasonable and/or offensive questions).

Shareholders not attending the meeting are encouraged to submit their voting direction by lodging their proxy form as early as possible, and in any event, prior to the cut-off date for proxy voting as set out in this Notice. To lodge your proxy, please follow the directions on your personalised proxy form which will be delivered to you by email or post (depending on your communication preferences).

# AGENDA

The Explanatory Statement and proxy form which accompany and form part of this Notice, include defined terms and describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the proxy form in their entirety.

## ORDINARY BUSINESS

### **Resolution 1: Ratification of Prior Issue of 6,300,000 Shares**

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

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve, ratify and confirm the issue of 6,300,000 fully paid ordinary shares (Shares) in the Company on 18 November 2022 at a deemed issue price of \$0.04 (4 cents) per Share as described in the Explanatory Statement."*

### **Resolution 2: Ratification of Prior Issue of 1,575,000 Free Unlisted Options**

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

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve, ratify and confirm the issue of 1,575,000 Unlisted Options in the Company on 18 November 2022, exercisable at \$0.065 per option and expiring three years from the issue date"*

### **Resolution 3: Ratification of Prior Issue of 109,000,000 Shares under Placement Tranche One**

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

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve, ratify and confirm the issue of 109,000,000 fully paid ordinary shares (Shares) in the Company on 7, 10, 14 and 15 November 2022 at an issue price of \$0.04 (4 cents) per Share, to sophisticated and professional investors as described in the Explanatory Statement."*

### **Resolution 4: Ratification of Prior Issue of 27,250,000 Free Attaching Unlisted Options under Placement Tranche One**

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

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve, ratify and confirm the issue of 27,250,000 free unlisted options in the Company on 7, 10, 14 and 15 November 2022 on the terms and conditions as set out in the Explanatory Statement."*

### **Resolution 5: Approval for Participation in Placement by a Director – Mr Oliver Kleinhempel (and/or his nominee(s)) under Placement Tranche Two**

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

*"That for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue 1,250,000 fully paid ordinary shares at an issue price of \$0.04 (4 cents) per share and 312,500 free unlisted attaching options in the Company to Mr Oliver Kleinhempel (and/or his nominee(s)), a Non-Executive Director of the Company, on the terms and conditions described in the Explanatory Statement."*

### **Resolution 6: Approval for Participation in Placement by a Director – Mr Stephen Layton (and/or his nominee(s)) under Placement Tranche Two**

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

*"That for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue 1,250,000 fully paid ordinary shares at an issue price of \$0.04 (4 cents) per share and 312,500 free unlisted attaching options in the Company to Mr Stephen Layton (and/or his nominee(s)), a Non-Executive Director of the Company, on the terms and conditions described in the Explanatory Statement."*

**Resolution 7: Approval for Participation in Placement by a Director – Mr Zhui Pei Yeo (and/or his nominee(s)) under Placement Tranche Two**

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

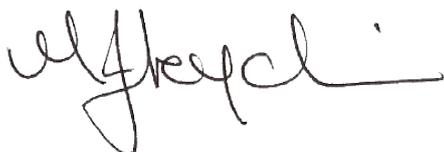
*“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue 1,250,000 fully paid ordinary shares at an issue price of \$0.04 (4 cents) per share and 312,500 free unlisted attaching options in the Company to Mr Zhui Pei Yeo (and/or his nominee(s)), a Non-Executive Director of the Company, on the terms and conditions described in the Explanatory Statement.”*

**Resolution 8: Approval for Participation in Placement by a Director – Mr Richard Morrow (and/or his nominee(s)) under Placement Tranche Two**

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

*“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue 1,250,000 fully paid ordinary shares at an issue price of \$0.04 (4 cents) per share and 312,500 free unlisted attaching options in the Company to Mr Richard Morrow (and/or his nominee(s)), a Non-Executive Director of the Company, on the terms and conditions described in the Explanatory Statement.”*

By the order of the Board



**Melanie Leydin**  
Company Secretary  
15 December 2022

## Notes

1. **Entire Notice:** The details of the resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
2. **Record Date:** The Company has determined that for the purposes of the General Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7pm on the date 48 hours before the date of the General Meeting. Only those persons will be entitled to vote at the General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the General Meeting.
3. **Proxies**
  - a. Votes at the General Meeting may be given personally or by proxy, attorney or representative.
  - b. Each shareholder has a right to appoint one or two proxies.
  - c. A proxy need not be a shareholder of the Company.
  - d. If a shareholder is a company, it must execute under its common seal or otherwise in accordance with its constitution or the Corporations Act.
  - e. Where a shareholder is entitled to cast two or more votes, the shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
  - f. If a shareholder appoints two proxies, and the appointment does not specify the proportion or number of the shareholder's votes, each proxy may exercise half of the votes. If a shareholder appoints two proxies, neither proxy may vote on a show of hands.
  - g. A proxy must be signed by the shareholder or his or her attorney who has not received any notice of revocation of the authority.
  - h. To be effective, Proxy Forms must be received by the Company's share registry Automic Pty Ltd, no later than 48 hours before the commencement of the General Meeting, i.e., no later than Monday 23 January 2023 at 2:00pm (AEDT). Any proxy received after that time will not be valid for the scheduled meeting.
    - (i) By post to Automic Pty Ltd, 477 Collins Street Melbourne Victoria 3000
    - (ii) In person to Automic Pty Ltd, 477 Collins Street Melbourne Victoria 3000
    - (iii) By fax to 1800 783 447 (within Australia) or +61 9473 2555 (outside Australia)
    - (iv) Online by going to [www.automicgroup.com.au](http://www.automicgroup.com.au) or by scanning the QR code found on the enclosed proxy form with your mobile device
    - (v) For Intermediary Online subscribers only (custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions

## 4. Corporate Representative

Any corporate shareholder who has appointed a person to act as its corporate representative at the General Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the General Meeting or handed in at the General Meeting when registering as a corporate representative.

## 5. How the Chair will vote Undirected Proxies

Subject to the restrictions set out in Note 6 below, the Chair of the General Meeting will vote undirected proxies in favour of all the proposed resolutions.

## 6. Voting Exclusion Statement:

### Resolutions 1 to 4

The Company will disregard any votes cast in favour on each of these Resolutions by persons who participated in the respective issues of securities which are the subject of those Resolutions, or any associates of those persons.

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

- a) a person as a 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
- b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- c) 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 resolution; and
  - ii. the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## **Resolutions 5 to 8**

The Company will disregard any votes cast in favour of each of Resolutions 5,6 7 & 8 (respectively and separately) by or on behalf of Mr Oliver Kleinhempel, Mr Stephen Layton, Mr Zhui Pei Yeo, and Mr Richard Morrow or any person(s) who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity), or an associate of those persons.

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

- (a) a person as a 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
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (c) 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 resolution; and
  - ii. the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## **7. Enquiries**

Shareholders are invited to contact the Company Secretary, Melanie Leydin on +61(3) 9692 7222 if they have any queries in respect of the matters set out in this Notice.

## EXPLANATORY STATEMENT

### Purpose of Information

This Explanatory Statement (“Statement”) accompanies and forms part of the Company’s Notice of Extraordinary General Meeting (“Notice”) which will be held virtually via a video-conferencing facility at 2.00pm (AEDT) on 25 January 2023. (“**Extraordinary General Meeting**” or “**Meeting**”).

The Notice incorporates, and should be read together, with this Statement.

### Background to Resolutions 1 to 2

On or about 12 September 2021 (**Subscription Date**), the Company entered into Convertible Note Term Sheets (**Agreement**) with professional and sophisticated investors (Non-Related Parties) to raise up to A\$6 million by the issue of up to 6,000,000 convertible notes (**Convertible Notes**) as approved by the shareholders at the 2021 Annual General Meeting pursuant to ASX Listing Rule 7.4. The Funds were required to commence Early Works for its Mt Carbine tungsten mine expansion, well ahead of the release of the BFS.

The Convertible Notes were to be converted or otherwise redeemed within 24 months following the date of execution the Agreement.

The Convertible Notes are to incur interest from the subscription date until the Convertible Notes are either redeemed or converted into Shares at a rate of 7% per annum, calculated monthly and payable annually in arrears/accruing daily from the subscription date and computed on a daily basis on a year of 365 days.

Pursuant to the Agreement, interest is payable:

- (i) in cash, in the event that the Convertible Notes have not been converted into Shares; or
- (ii) in Shares, in the event that the Convertible Notes have been converted into Shares, calculated at a price of \$0.065 per Share.

During September 2021, 2,000,000 Convertible Notes were converted to the following Shares:

- 11,560,592 Shares issued on 28 September 2021 (750,000 Convertible Notes)
- 9,646,535 issued on 29 September 2021 (625,800 Convertible Notes)
- 9,625,180 on 30 September 2021 (624,200 Convertible Notes)
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As at 12 September 2022, the first anniversary of the issue of the Convertible Notes, the remaining balance of Convertibles Notes was 4,000,000 Convertibles Notes and accrued interest thereon was \$252,000 as at that date.

On 2 November 2022, the Company and all Convertible Note holders (**Noteholders**) negotiated and agreed to vary the terms of payment of the interest of Convertible Notes this time whereby the payment of interest accrued on Convertible Notes as at 12 September 2022 would be settled by issuing to Noteholders, Shares at a price of \$0.04 (4 cents) per Share (each a **Settlement Share**) with one (1) free attaching unlisted option (**Settlement Option**) for every four (4) Settlement Shares issued, with each Settlement Option being exercisable at \$0.065 (6.5 cents) on or before the expiry date of three years from the date of issue. The terms of the Agreement remain the same for all other purposes.

The terms and conditions for the Settlement Shares and Settlement Options are the same as for the Shares and Options issued under the Placement referred to below in relation to Resolutions 3 and 4.

As a result of the above-mentioned variation, all Noteholders, in aggregate, agreed to receive 6,300,000 Settlement Shares and 1,575,000 Settlement Options as payment for the accrued Convertible Notes interest.

The Company issued the 6,300,000 Settlement Shares and 1,575,000 Settlement Options on 18 November 2022.

Resolution 1 relates to shareholder approval of the issue of the Settlement Shares and Resolution 2 relates to shareholder approval of the issue of the Settlement Options, for the purposes of Listing Rule 7.4.

## **Resolution 1: Ratification of Prior Issue of 6,300,000 Shares**

### ***Background***

As noted above, the Company is seeking shareholder approval to ratify the issue of 6,300,000 Shares on 18 November 2022 at an issue price of \$0.04 (4 cents) per Share as part of the settlement for the Convertible Notes interest.

The Shares were issued without shareholder approval from the Company's 15% placement capacity pursuant to ASX Listing Rule 7.1.

### ***ASX Listing Rules***

ASX Listing Rule 7.1 allows the Company to issue new securities up to 15% of the fully paid ordinary issued capital of the Company in any 12-month period without the prior approval of Shareholders, excluding any issues that are subject to one of the exceptions in ASX Listing Rule 7.2. The issue of the Shares was within the Company's available placement capacity under ASX Listing Rule 7.1 and was not within a Listing Rule 7.2 exception.

Under ASX Listing Rule 7.4 an issue of securities will be treated as having been made with the approval of shareholders for the purposes of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 at the time and shareholders subsequently approve it. The Company now seeks Shareholder ratification of the issue pursuant to ASX Listing Rule 7.4 in order 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.

If Resolution 1 is approved, the prior issue of 6,300,000 Shares may be treated by the Company as having been made with Shareholder approval under ASX Listing Rule 7.1. The Company will therefore have the flexibility, if required, to issue additional equity securities without the 6,300,000 Shares counting towards the 15% threshold for the purposes of ASX Listing Rule 7.1, effectively increasing the number of equity securities it can issue without shareholder approval over the 12-month period following the issue date of the Shares.

If this Resolution 1 is not approved, the prior issue of 6,300,000 Shares will not be treated by the Company as having been made with Shareholder approval under ASX Listing Rule 7.1. The Company will therefore have the 6,300,000 Shares, the subject of Resolution 1, as counting towards the 15% threshold for the purposes of ASX Listing Rule 7.1. This will limit the Company's placement capacity under the Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12-month period following the issue date of the Shares.

ASX Listing Rule 7.5 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to ASX Listing Rule 7.4:

- a) The Shares were issued to Noteholders who had elected to receive shares (and the Settlement Options the subject of Resolution 2) as settlement for interest payable on their Convertible Notes. There were no participants in the issue of the Shares that were investors required to be disclosed under ASX Guidance Note 21, such as related parties of the entity, member of the Company's key management personnel, substantial shareholders of the Company, advisors of the Company and they have not been issued with more than 1% of the current issued capital;
- b) the number and class of securities issued were 6,300,000 fully paid ordinary shares in the Company;
- c) the Shares were issued on 18 November 2022;
- d) the Shares were issued at a price of \$0.04 (4 cents) per Share, and there is no cash payment for the issue since the Company is paying the interest with shares
- e) the purpose of the issue was to settle interest payable on Convertible Notes, in the form of shares; and therefore, no funds were raised by the issue; and
- f) the Shares were issued under agreements between the Company and certain Noteholders which provided for the settlement of interest payable to those Noteholders by the issue of the Shares and free attaching options (which are the subject of Resolution 2).

### ***Board Recommendation***

The Board recommends that shareholders vote in favour of Resolution 1.

The Chairman of the Meeting intends to vote undirected proxies in favour of this Resolution.

### ***Voting Exclusions***

Refer to Note 6 for voting exclusions.

## **Resolution 2: Ratification of Prior Issue of 1,575,000 Free Unlisted Options**

### ***Background***

As noted above, the Company is seeking shareholder approval to ratify the issue on 18 November 2022 of 1,575,000 free attaching unlisted options, exercisable at \$0.065 (6.5 cents) expiring on three years from issue date (**Settlement Options**), which were issued as free attaching options to recipients of the 6,300,000 Shares.

The Settlement Options were issued without shareholder approval from the Company's 15% placement capacity pursuant to ASX Listing Rule 7.1.

### ***ASX Listing Rules***

ASX Listing Rule 7.1 allows the Company to issue new securities up to 15% of the fully paid ordinary issued capital of the Company in any 12-month period without the prior approval of Shareholders, excluding any issues that are subject to one of the exceptions in ASX Listing Rule 7.2 applies. The issue of the Settlement Options was within the Company's available placement capacity under ASX Listing Rule 7.1 and was not within a Listing Rule 7.2 exception.

Under ASX Listing Rule 7.4 an issue of securities will be treated as having been made with the approval of shareholders for the purposes of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 at the time and shareholders subsequently approve it. The Company now seeks Shareholder ratification of the issue pursuant to ASX Listing Rule 7.4 in order 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.

If Resolution 2 is approved, the prior issue of 1,575,000 Settlement Options may be treated by the Company as having been made with Shareholder approval under ASX Listing Rule 7.1. The Company will therefore have the flexibility, if required, to issue additional equity securities without the 1,575,000 Settlement Options counting towards the 15% threshold for the purposes of ASX Listing Rules 7.1, effectively increasing the number of equity securities it can issue without shareholder approval over the 12-month period following the issue date of the Settlement Options.

If this Resolution 2 is not approved, the prior issue of 1,575,000 Settlement Options will not be treated by the Company as having been made with Shareholder approval under ASX Listing Rule 7.1. The Company will therefore have the 1,575,000 Settlement Options, the subject of Resolution 2, as counting towards the 15% threshold for the purposes of ASX Listing Rule 7.1. This will limit the Company's placement capacity under the Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12-month period following the issue date of the Settlement Options.

ASX Listing Rule 7.5 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to ASX Listing Rule 7.4:

- a) The Shares were issued to Noteholders who had elected to receive the Settlement Options (and the Shares the subject of Resolution 2) as settlement for interest payable on their Convertible Notes. There were no participants in the issue of the Settlement Options that were investors required to be disclosed under ASX Guidance Note 21, such as related parties of the entity, member of the Company's key management personnel, substantial shareholders of the Company, advisors of the Company and they have not been issued with more than 1% of the current issued capital;
- b) the number and class of securities issued were 1,575,000 Settlement Options in the Company
- c) The terms of the Settlement Options are set out in Annexure A;
- d) the Settlement Options were issued on 18 November 2022
- e) the Settlement Options were issued for nil consideration as free attaching options in connection with the Share issue referred to above, therefore the Company will not receive any funds from their issue. In the event that any of these Settlement Options are exercised, the Company intends to apply proceeds from the exercise towards its business and operational activities and general working capital purposes;
- f) the purpose of the issue was to settle interest payable on Convertible Notes, in the form of Options; and
- g) the Settlement Options were issued under agreements between the Company and certain Noteholders which provided for the settlement of interest payable to those Noteholders by the issue of the Settlement Options and Shares (which are the subject of Resolution 1).

### ***Board Recommendation***

The Board recommends that shareholders vote in favour of Resolution 2.

The Chairman of the Meeting intends to vote undirected proxies in favour of this Resolution.

## ***Voting Exclusions***

Refer to Note 6 for voting exclusions.

## **Background to Resolutions 3 to 8**

On 31 October 2022, the Company announced that it was undertaking a capital raising to raise up to approximately \$4.56m (before costs) by way of Placement to be conducted in two tranches (respectively **Tranche One** and **Tranche Two**) via issues of Fully Paid Ordinary Shares (**Shares**) at an issue price of \$0.04 (4 cents) per Share with free attaching options (**Attaching Options**) on the basis that one (1) Attaching Option will be issued for every four (4) Shares Issued (together called the **Placement**). As detailed in the announcement released on 31 October 2022, Each Attaching Option has an exercise price of \$0.065 (6.5 cents) per Attaching Option, entitling the holder to have issued one fully paid ordinary share on exercise of an Attaching Option, and will be able to be exercised any time up until the expiry date three years from the issue date. Subject to shareholder approval, the Directors of the Company have committed to subscribe for \$200,000 in the Placement (**Tranche Two**).

The issue of 109,000,000 Shares under Tranche One of the Placement (**Tranche One Shares**) was completed on 15 November 2022 under the Company's existing Placement capacity under ASX Listing Rule 7.1. The Company is seeking ratification of this issue under Resolution 3.

The issue of 27,250,000 unlisted Options under Tranche One of the Placement (**Tranche One Options**) was completed on 15 November 2022 under the Company's existing Placement capacity under ASX Listing Rule 7.1. The Company is seeking ratification of this issue under Resolution 4.

Tranche Two is proposed to comprise 5,000,000 Shares and 1,250,000 free attaching unlisted Attaching Options proposed to be issued to Directors, subject to shareholder approval in Resolutions 5 to 8, as follows:

- Approval to issue 1,250,000 Shares and 312,500 free attaching unlisted options to Mr Oliver Kleinhempel (and/or his nominee(s)) under Tranche Two is sought under Resolution 5;
- Approval to issue 1,250,000 Shares and 312,500 free attaching unlisted options to Mr Stephen Layton (and/or his nominee(s)) under Tranche Two is sought under Resolution 6;
- Approval to issue 1,250,000 Shares and 312,500 free attaching unlisted options to Mr Zhui Pei Yeo (and/or his nominee(s)) under Tranche Two is sought under Resolution 7;
- Approval to issue 1,250,000 Shares and 312,500 free attaching unlisted options to Mr Richard Morrow (and/or his nominee(s)) under Tranche Two is sought under Resolution 8.

## **Resolution 3: Ratification of Prior Issue of 109,000,000 Shares under Placement Tranche One**

### ***Background***

As noted above, the Company is seeking shareholder approval to ratify the issue of 109,000,000 Shares on 7, 10, 14 and 15 November 2022 at an issue price of \$0.04 (4 cents) per Share on the terms as announced on 31<sup>st</sup> October 2022. Investors under the Placement also received one (1) free attaching unlisted option for every four (4) Tranche One Shares subscribed for and issued, exercisable at \$0.065 (6.5 cents) on or before an expiry date of three years from the date of issue.

The Shares were issued without shareholder approval from the Company's 10% placement capacity pursuant to ASX Listing Rule 7.1A.

### ***ASX Listing Rules***

ASX Listing Rules 7.1A allows the Company to issue new securities up to 10% of the fully paid ordinary capital of the Company in any 12-month period without the prior approval of Shareholders, excluding any issues that are subject to one of the exceptions in ASX Listing Rule 7.2. The issue of the Shares under Tranche One of the Placement was issued from, and was within, the Company's available placement capacity under ASX Listing Rule 7.1A and was not within a Listing Rule 7.2 exception.

Under ASX Listing Rule 7.4 an issue of securities will be treated as having been made with the approval of shareholders for the purposes of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 at the time and shareholders subsequently approve it. The Company now seeks Shareholder ratification of the issue pursuant to ASX Listing Rule 7.4 in order 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.

If Resolution 3 is approved, the prior issue of 109,000,000 Shares may be treated by the Company as having been made with Shareholder approval under ASX Listing Rule 7.1. The Company will therefore have the flexibility, if required, to issue additional equity securities without the 109,000,000 Shares counting towards the 10% threshold for the purposes of ASX Listing Rule 7.1A.

If this Resolution 3 is not approved, the prior issue of 109,000,000 Shares will not be treated by the Company as having been made with Shareholder approval under ASX Listing Rules 7.1. The Company will therefore have the 109,000,000 Shares, as counting towards the 10% threshold for the purposes of ASX Listing Rule 7.1A. This will limit the Company's placement capacity under the Listing Rule 7.1A. or the Company will be required to pay in cash for the interest of the Convertible Notes,

ASX Listing Rule 7.5 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to ASX Listing Rule 7.4:

- a) The Tranche One Shares were issued to new and existing shareholders identified as professional and sophisticated investors. There were no participants in the Placement that were investors required to be disclosed under ASX Guidance Note 21, such as related parties of the entity, member of the Company's key management personnel, substantial shareholders of the Company, advisors of the Company and they have not been issued with more than 1% of the current issued capital;
- b) the number and class of securities issued were 109,000,000 fully paid ordinary shares in the Company;
- c) the Tranche One Shares were issued as follows:
  - 7 November 2022: 25,000,000 Shares;
  - 10 November 2022: 47,670,615 Shares;
  - 14 November 2022: 19,599,064 Shares; and
  - 15 November 2022: 16,730,321 Shares;
- d) the Tranche One Shares were issued at a price of \$0.04 (4 cents) per Share; and
- e) the purpose of the issue was to fund the ongoing Mt Carbine expansion program as per the Bankable Feasibility Study and additional drilling towards the open pit western extension.

### ***Board Recommendation***

The Board recommends that shareholders vote in favour of Resolution 3.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 3.

### ***Voting Exclusions***

Refer to Note 6 for voting exclusions.

## **Resolution 4: Ratification of Prior Issue of 27,250,000 Free Attaching Unlisted Options under Placement Tranche One**

### ***Background***

As noted above, as part of the Company's Placement announced to the market on 31<sup>st</sup> October 2022, the Company issued, during November 2022, 27,250,000 free attaching unlisted options (**Tranche One Options**) to the recipients of the 109,000,000 Shares issued under Tranche One of the Placement on the basis of one (1) free attaching unlisted option for every four (4) Tranche One Shares subscribed for and issued, exercisable at \$0.065 (6.5 cents) on or before an expiry date of three years from the date of issue.

The Company is seeking shareholder approval under Resolution 4 to issue the 27,250,000 Free Attaching Unlisted Options.

### ***ASX Listing Rules***

ASX Listing Rule 7.1 allows the Company to issue new securities up to 15% of the fully paid ordinary issued capital of the Company in any 12-month period without the prior approval of Shareholders, excluding any issues that are subject to one of the exceptions in ASX Listing Rule 7.2. The issue of the Tranche One Options was within the Company's available placement capacity under ASX Listing Rule 7.1 and was not within a Listing Rule 7.2 exception.

Under ASX Listing Rule 7.4 an issue of securities will be treated as having been made with the approval of shareholders for the purposes of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 at the time and shareholders subsequently approve it. The Company now seeks Shareholder ratification of the issue pursuant to ASX Listing Rule 7.4 in order 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.

If Resolution 4 is approved, the prior issues of 27,250,000 Tranche One Options may be treated by the Company as having been made with Shareholder approval under ASX Listing Rule 7.1. The Company will therefore have the flexibility, if required, to issue additional equity securities without the 27,250,000 Tranche One Options counting towards the 15% threshold for the purposes of ASX Listing Rules 7.1, effectively increasing the number of equity securities it can issue without shareholder approval over the 12-month period following the issue date of the Tranche One Options.

If this Resolution 4 is not approved, the prior issue of 27,250,000 Tranche One Options will not be treated by the Company as having been made with Shareholder approval under ASX Listing Rule 7.1. The Company will therefore have the 27,250,000 Tranche One Options, the subject of Resolution 4, as counting towards the 15% threshold for the purposes of ASX Listing Rule 7.1. This will limit the Company's placement capacity under the Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12-month period following the issue date of the Tranche One Options.

### **ASX Listing Rule Disclosure Requirements**

The following information is provided in relation to Resolution 4, as required by ASX Listing Rule 7.5:

- a) the Tranche One Options were issued to recipients of Shares issued under Tranche One of the Placement as announced on 31<sup>st</sup> October 2022. There were no participants in the Placement that were investors required to be disclosed under ASX Guidance Note 21, such as related parties of the entity, member of the Company's key management personnel, substantial shareholders of the Company, advisors of the Company and they have not been issued with more than 1% of the current issued capital;
- b) the number and class of securities issued were 27,250,000 Tranche One Options on the basis of one (1) option for every four (4) Tranche One Shares subscribed for and issued;
- c) the terms of the Tranche One Options are set out in Annexure A. The main terms are as follows:
  - i. each Tranche One Option shall entitle the holder to receive, upon exercise, one fully paid ordinary share in the Company;
  - ii. the Tranche One Options shall vest immediately upon issue;
  - iii. exercise price shall be \$0.065 (6.5 cents) per Tranche One Option;
  - iv. the Tranche One Options shall expire on or before an expiry date of three years from the date of issue.
- d) the Tranche One Options were issued as follows:
  - a. 7 November 2022: 6,250,000 Options;
  - b. 10 November 2022: 11,917,654 Options;
  - c. 14 November 2022: 4,899,766 Options; and
  - d. 15 November 2022: 4,182,580 Options;
- e) the Tranche One Options were issued for nil consideration as free attaching options in connection with the Placement, therefore the Company will not receive any funds from their issue. In the event that any of these Tranche One Options are exercised, the Company intends to apply proceeds from the exercise towards its business and operational activities and general working capital purposes; and
- f) the purpose of the issue was to issue free attaching Options to subscribers to the Placement, in accordance with the terms and conditions of the Placement.

### **Board Recommendation**

The Board recommends that shareholders vote in favour of Resolution 4.

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

### **Voting Exclusions**

Refer to Note 6 for voting exclusions.

### **Resolution 5, 6, 7 & 8: Approval for Participation in Placement by Directors – Mr Oliver Kleinhempel, Mr Stephen Layton, Mr Zhui Pei Yeo and Mr Richard Morrow under Placement Tranche Two**

The Company is seeking shareholder approval for the issue of 5,000,000 Shares (each a **Tranche Two Share**) and 1,250,000 free attaching unlisted options (each a **Tranche Two Option**) (collectively, **Tranche Two Securities**) to the Company's Directors; Mr Oliver Kleinhempel (and/or his nominee(s)), Mr Stephen Layton (and/or his nominee(s)), Mr Zhui Pei Yeo (and/or his nominee(s)) and Mr Richard Morrow (and/or his nominee(s)). The Company proposes to issue the Tranche Two Shares and Tranche Two Options to the directors pursuant to their application to participate in the Placement, subject to Shareholder approval.

The issue price of \$0.04 (4 cents) per Tranche Two Share is same as the issue price at which the Shares have been offered to sophisticated and professional investors under the Placement announced on 31 October 2022. In addition, one (1) free attaching option, exercisable at \$0.065 (6.5 cents) and expiring three years from the issue date will be issued for every four (4) Tranche Two Shares issued, these options being Tranche Two Options .

Applications to participate in the Placement have been received from each director, as shown below:

<b>Resolution #</b>	<b>Name of Director</b>	<b>Number of Tranche Two Shares</b>	<b>Issue Price</b>	<b>Number of Tranche Two Options</b>	<b>Funds to be Raised</b>
5	Mr Oliver Kleinhempel	1,250,000	\$0.04	312,500	\$50,000
6	Mr Stephen Layton	1,250,000	\$0.04	312,500	\$50,000
7	Mr Zhui Pei Yeo	1,250,000	\$0.04	312,500	\$50,000
8	Mr Richard Morrow	1,250,000	\$0.04	312,500	\$50,000
<b>TOTAL</b>		<b>5,000,000</b>		<b>1,250,000</b>	<b>\$200,000</b>

### ***Overview of regulatory approval requirements***

ASX Listing Rule 10.11 provides that a listed company must not (subject to specified exceptions) issue or agree to issue equity securities to a related party without shareholder approval. Directors of the Company are related parties of the Company and therefore Shareholder approval for the participation of the abovenamed Directors of the Company in the Placement is required under ASX Listing Rule 10.11.

Resolutions 5, 6, 7 and 8 seek the required shareholder approval to the issue of the Tranche Two Securities under and for the purposes of Listing Rule 10.11.

If Resolutions 5, 6, 7 and 8 are passed, the Company will be able to proceed with the issue of the Tranche Two Securities and the Directors, Mr Oliver Kleinhempel, Mr Stephen Layton, Mr Zhui Pei Yeo and Mr Richard Morrow (and/or their respective nominee(s), if any), will each receive 1,250,000 Tranche Two Shares respectively at an issue price of \$0.04 (4 cents) per share and will each receive 312,500 Tranche Two Options. The willingness of the Directors to subscribe for Shares and Options under the Placement demonstrates their strong support for the placement and their faith in the Company and its business.

If all or any of Resolutions 5, 6, 7 and 8 are not passed, the Company will not proceed with the Issue of the Tranche Two Securities and the applicable Director(s) (or their nominee(s)) will not receive the of the Tranche Two Securities as described above and \$200,000 will not be raised.

If approvals are given under ASX Listing Rule 10.11, approvals are not required under ASX Listing Rule 7.1.

The following information is given under ASX Listing Rule 10.13 in respect of the proposed issues of securities to each Director under Resolutions 5, 6, 7 and 8 (respectively):

- a) the proposed recipients are Mr Oliver Kleinhempel, Mr Stephen Layton, Mr Zhui Pei Yeo and Mr Richard Morrow, each of whom is a Director of the Company, or their respective nominee(s) (each of which would be an associate of the respective Director);
- b) each of the proposed recipients are related parties of the Company as each of them are Directors of the Company;
- c) the total number of securities that are proposed to be issued are 5,000,000 Tranche Two Shares and 1,250,000 Tranche Two Options (1,250,000 Tranche Two Shares and 312,500 Tranche Two Options for each Director);
- d) The terms of the Tranche Two Options are set out in Annexure A;
- e) the Tranche Two Shares and Tranche Two Options will be issued as soon as practicable after the Meeting, and in any event within one month after the Meeting;
- f) the issue price of the Tranche Two Shares will be \$0.04 (4 cents) per Share. The Tranche Two Options are to be issued for nil consideration as free attaching options in connection with issue of the Tranche Two Shares, therefore the Company will not receive any funds from their issue;
- g) the purpose of the issue is to raise funds as part of the Placement, as described above under Resolutions 3 and 4;

- h) There is no written agreement in place between the Directors and the Company regarding the issue of the Placement Shares, other than the relevant subscription agreement, and there are no other material terms of the issue other than what has been disclosed in this Notice.
- i) refer to note 6 for voting exclusions on these Resolutions.

The issue of the Placement Shares will confer a financial benefit on the Directors.

Under section 208 of the Corporations Act, for a public company, or an entity that the public company Controls, 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; 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.

Shareholder approval is not being sought for the purposes of section 208 of the Corporations Act for the proposed issues of Tranche Two Securities to each Director on the basis that the respective benefits are considered by the other Directors to be on arm's length terms and, therefore, the exception in section 210 of the Corporations Act applies. Section 210 provides that Shareholder approval is not required for the purposes of section 208 in circumstances where the giving of the financial benefit is on terms that would be reasonable in the circumstances if the company and related party were dealing at arm's length or are less favorable to the related party than arm's length.

Having regard to the nature of the Placement, particularly:

- the Tranche Two Securities proposed to be issued under the Placement are on the same terms as securities issued by the Company under the Placement to non-related party investors dealing at arm's length; and
- the offer price of the Tranche Two Securities has been set by the Company as part of the broader fundraising that is occurring under the Placement with non-related party investors,

the Board considers the benefit the Directors are to receive is reasonable in the circumstances and on arm's length terms, therefore, the exception in section 210 applies.

### **Board Recommendation**

The Board (with the respective directors abstaining in relation to the relevant Resolution regarding their own proposed Shares) recommends that Shareholders vote in favour of Resolutions 5, 6, 7 and 8.

The Chair will vote undirected proxies in favour of Resolutions 5, 6, 7 and 8.

### ***Voting Exclusions***

Refer to note 6 for voting exclusions on this Resolution.

## GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

“**\$**” means Australian Dollars;

“**ASX**” means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires.

“**AEDT**” means Australian Eastern Daylight Time.

“**Board**” means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors.

“**Chairman**” means the person appointed to chair the Meeting of the Company convened by the Notice.

“**Company**” means EQ Resources Limited ACN 115 009 106.

“**Constitution**” means the constitution of the Company as at the date of the Meeting.

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

“**Director**” means a Director of the Company;

“**Explanatory Statement**” means the explanatory statement which forms part of this Notice.

“**Key Management Personnel**” means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

“**Listing Rules**” means the Listing Rules of the ASX.

“**Meeting**” has the meaning given in the introductory paragraph of the Notice.

“**Notice**” means this Notice of Meeting including the Explanatory Statement.

“**Option**” means an option to receive, upon exercise, one fully paid ordinary share in the Company.

“**Proxy Form**” means the proxy form attached to the Notice.

“**Resolution**” means a resolution referred to in the Notice.

“**Section**” means a section of the Explanatory Statement.

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

“**Shareholder**” means shareholder of the Company.

## ANNEXURE A

### TERMS AND CONDITIONS OF OPTIONS

The following are the terms of the Options proposed to be issued under Resolutions 2 ("Settlement Options"), 4 ("Tranche One Options") and 5 to 8 ("Tranche Two Options").

- (a) The Options will be issued for no consideration.
- (b) Each Option entitles the holder to be issued one Share on exercise.
- (c) The exercise price of each Option will \$0.065 (6.5 cents).
- (d) The Options are exercisable by the holder at any time from the date of issue until the expiry date of 5:00pm (AEST) on the date that falls three years from the issue date.
- (e) The Company will provide to each Option holder a notice that is to be completed when exercising the Options
- (f) An Option holder may only exercise a minimum of \$500 of Options, or such lesser number if the exercise price of all of the Options held by the holder is less than that amount.
- (g) Options will be deemed to have been exercised on the last day of the month in which the Notice of Exercise is lodged with the Company.
- (h) Shares issued pursuant to exercise of Options will rank for dividend from the date they are issued and will otherwise rank equally with all other fully paid ordinary shares then on issue.
- (i) The Company will apply to ASX for quotation of the Shares issued on exercise of the Options.
- (j) The Company will ensure, for the purposes of determining entitlements to any entitlement issue, that the Option holder will be notified of a proposed entitlement issue after the issue is announced. This will give Option holders the opportunity to exercise their Options prior to the date for determining entitlements to participate in such issues.
- (k) If there is a bonus issue to the holders of the underlying securities, on the exercise of any Options, the number of securities received will include the number of bonus securities that would have been issued if the Options had been exercised prior to the record date for bonus issues. The exercise price will not change.
- (l) In the event of a pro rata issue (except a bonus issue) of Shares offered or made to the holders of Shares, the exercise price of each Option existing on the record date for determining entitlements in relation to the pro rata issue will be reduced in a proportion as considered appropriate by the Board.
- (m) In the event of any reconstruction (including consolidation, subdivisions, reduction or return) of the authorised or issued capital of the Company, all rights of the Option holder shall be reconstructed in a manner as considered appropriate by the Board and in accordance with the ASX Listing Rules.
- (n) Before listing on ASX, the Options are freely transferable, subject to the terms of the Corporations Act and the ASX Listing Rules, through an instrument in writing in a form approved by the Company which is signed by or on behalf of both the transferor and the transferee. The duly completed form to be submitted to the Company and accompanied by any evidence the Company may require.
- (o) In the event the Options are listed as an approved financial product, transfer can be effected through CHESSE or another prescribed clearing and settlement facility in accordance with the ASX Settlement Operating Rules. The transfer can be declined, or a holding lock be applied to prevent a transfer of the Options, if permitted to do so by the ASX Listing Rules.
- (p) Transmission can be effected to the legal personal representative of the deceased if the deceased was a sole holder, and the survivor or survivors if the deceased was a joint holder.
- (q) At a meeting of holders of Options, the rules applicable to the convening, holding, and voting at, a general meeting of the Company will apply, so far as they are capable of application, to that meeting on the basis that on a poll a holder is entitled to 1 vote for each Option held.



RESOURCES

EQ RESOURCES LIMITED | ABN 77 115 009 106

# Proxy Voting Form

If you are attending the virtual Meeting  
please retain this Proxy Voting Form  
for online Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **2.00pm (AEDT) on Monday, 23 January 2023**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

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

### YOUR NAME AND ADDRESS

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

### STEP 1 – APPOINT A PROXY

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

### DEFAULT TO THE CHAIR OF THE MEETING

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

### STEP 2 - VOTES ON ITEMS OF BUSINESS

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

### APPOINTMENT OF SECOND PROXY

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

### SIGNING INSTRUCTIONS

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

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

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

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

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

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

### CORPORATE REPRESENTATIVES

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

### Lodging your Proxy Voting Form:

#### Online:

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

or scan the QR code below using your smartphone

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



#### BY MAIL:

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Sydney NSW 2001

#### IN PERSON:

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