



CATALYST METALS LIMITED

ABN 54 118 912 495

NOTICE OF GENERAL MEETING AND EXPLANATORY MEMORANDUM

Date and time of meeting

10 May 2023 at 10.00 a.m.

Place of meeting

Celtic Club
48 Ord Street
West Perth, Western Australia

CATALYST METALS LIMITED
NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of shareholders of Catalyst Metals Limited will be held at the Celtic Club, 48 Ord Street, West Perth, Western Australia on Wednesday, 10 May 2023 at 10.00 a.m. for the purpose of transacting the following business referred to in this Notice of Meeting.

Details of the definitions and abbreviations used in this Notice are set out in the glossary to the Explanatory Memorandum.

AGENDA

1. Ratification of issue of Shares to the Tranche 1 Placement Recipients under the Tranche 1 Placement

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 approve and ratify the prior allotment and issue of 21,450,000 Shares (at an issue price of \$1.00 per Share) on 17 March 2023 to the Tranche 1 Placement Recipients, on the terms and conditions set out in the Explanatory Memorandum."

Voting exclusion statement: *The Company will disregard any votes cast in favour of this resolution by or on behalf of the Tranche 1 Placement Recipients and any of their Associates. However, the Company need not disregard a vote if it is cast on this resolution by:*

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the 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:*
 - 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.*

2. Approval for issue of Shares to Stephen Boston pursuant to Placement

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

"That for the purposes of section 195(4) of the *Corporations Act 2001* (Cth), ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the allotment and issue of 50,000 Shares at an issue price of \$1.00 per Share to Stephen Boston (or his nominee), pursuant to Tranche 2 of the Placement, on the terms and conditions set out in the Explanatory Memorandum."

Voting exclusion statement: *For the purposes of ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of this resolution by or on behalf of Stephen Boston (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an Associate of that person or those persons.*

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the 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.*
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that 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.*

3. Approval for issue of Shares to James Champion de Crespigny pursuant to Placement

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

"That for the purposes of section 195(4) of the *Corporations Act 2001* (Cth), ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the allotment and issue of 50,000 Shares at an issue price of \$1.00 per Share to James Champion de Crespigny (or his nominee), pursuant to the Tranche 2 of the Placement, on the terms and conditions set out in the Explanatory Memorandum."

Voting exclusion statement: *For the purposes of ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of this resolution by or on behalf of James Champion de Crespigny (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an Associate of that person or those persons.*

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the 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.*
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that 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.*

4. Approval for issue of Shares to Robin Scrimgeour pursuant to Placement

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

"That for the purposes of section 195(4) of the *Corporations Act 2001* (Cth), ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the allotment and issue of 50,000 Shares at an issue price of \$1.00 per Share to Robin Scrimgeour (or his nominee), pursuant to the Tranche 2 of the Placement, on the terms and conditions set out in the Explanatory Memorandum."

Voting exclusion statement: *For the purposes of ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of this resolution by or on behalf of Robin Scrimgeour (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an Associate of that person or those persons.*

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the 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.*
- (c) *a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that 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.*

By order of the Board

Frank Campagna
Company Secretary

Perth, Western Australia
4 April 2023

Proxy appointments

A member of the Company who is entitled to attend and vote at the meeting may appoint a proxy to attend and vote for the member at the meeting. A proxy need not be a member of the Company. A shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with Section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

A proxy form has been provided. If required, it should be completed, signed and returned to the Company's share registry in accordance with the proxy instructions on that form.

Voting entitlements

In accordance with Regulation 7.11.37 of the Corporations Regulations, the directors have determined that the identity of those entitled to attend and vote at the meeting is to be taken as those persons who held Shares in the Company as at 4.00 p.m. (WST) on 8 May 2023.

CATALYST METALS LIMITED
EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Shareholders of Catalyst Metals Limited in connection with the business to be considered at the forthcoming General Meeting of Shareholders of the Company and should be read in conjunction with the accompanying Notice of Meeting.

BACKGROUND TO THE SHARE PLACEMENT

Background

On 10 March 2023, the Company announced a placement to raise gross funds of \$22 million (**Placement**) in order to accelerate development and exploration activities across the Company's portfolio including the Plutonic-Marymia gold belt, following the completion of the Company's takeover bid for Vango Mining Limited (**Vango**) (as announced on 10 January 2023) and announcement of the Company's proposed acquisition of Superior Gold Inc (**Superior**) via a Canadian plan of arrangement (**Plan of Arrangement**).

Refer to the Company's ASX announcement dated 24 February 2023 for details of the agreed merger between the Company and Superior via the Plan of Arrangement, which has been unanimously recommended by Superior's board of directors. The Plan of Arrangement is subject to the approval of the Ontario Superior Court of Justice and also requires the approval of 66⅔ per cent of the votes cast by Superior shareholders at a special meeting of shareholders of Superior.

Under the first tranche of the Placement, the Company issued 21,450,000 new Shares (**Tranche 1 Placement**) at an issue price of \$1.00 per Share (**Placement Price**) to professional and sophisticated investors. Directors of the Company, namely Stephen Boston, James Champion de Crespigny and Robin Scrimgeour (the **Participating Directors**), have agreed to participate in the Placement, subject to the Shareholders approving such participation at a general meeting of the Company (**Tranche 2**). Under the Tranche 2 Placement, the Company proposes to issue a total of 150,000 new Shares at the Placement Price to the Participating Directors, subject to Shareholder approvals as sought pursuant to resolutions 2 to 4.

Tranche 1 Placement

Resolution 1 seeks the ratification and approval of shareholders for the prior issue of 21,450,000 Shares to the Tranche 1 Placement Recipients at the Placement Price (**Tranche 1 Placement Shares**). The issue of the Tranche 1 Placement Shares raised approximately \$21.45 million (before costs).

The Tranche 1 Placement Shares were issued to the Tranche 1 Placement Recipients on 17 March 2023 and represent approximately 14.5% of the undiluted Shares the Company had on issue at the time of the announcement of the Placement on 10 March 2023. The Tranche 1 Placement Shares were issued to the Tranche 1 Placement Recipients under the Company's existing 15% placement capacity under ASX Listing Rule 7.1 prior to the date of the Meeting and were therefore not subject to the Shareholders' prior approval requirement under Listing Rule 7.1. However, Resolution 1 seeks Shareholder approval under Listing Rule 7.4 to subsequently ratify the issue of the Tranche 1 Placement Shares to the Tranche 1 Placement Recipients. Shareholder ratification will replenish the Company's 15% placement capacity under Listing Rule 7.1.

Tranche 2 of the Placement

Resolutions 2 to 4 seeks Shareholder approval for the participation of directors in the Placement through the issue of 150,000 Shares at the Placement Price (**Tranche 2 Placement Shares**) to the Participating Directors to raise a further \$150,000 (before costs).

The issue of the Tranche 2 Placement Shares requires Shareholder approval pursuant to Listing Rule 10.11. If the issue of the Tranche 2 Placement Shares is approved by Shareholders, it is anticipated that the Tranche 2 Placement Shares will be issued and allotted to the Participating Directors immediately after the date of the Meeting or no less than one month from the date of the Meeting.

RESOLUTION 1 – RATIFICATION OF ISSUE OF SHARES TO TRANCHE 1 PLACEMENT RECIPIENTS UNDER TRANCHE 1 PLACEMENT

On 17 March 2023, the Company issued 21,450,000 Tranche 1 Placement Shares at the Placement Price per Share to the Tranche 1 Placement Recipients to raise approximately \$21.45 million (before costs). Funds raised from the Tranche 1 Placement will be used to accelerate development and exploration activities across the Plutonic-Marymia gold belt.

Resolution 1 is an ordinary resolution and proposes to ratify the issue of the Tranche 1 Placement Shares to the Tranche 1 Placement Recipients.

ASX Listing Rules 7.1 and 7.4

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 Tranche 1 Placement does not fit within any of the Listing Rule 7.1 exceptions and as it has not yet been approved by the Shareholders, it effectively uses up the Company's 15% placement capacity limit in Listing Rule 7.1, reducing the Company's ability to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date the Company issued Shares pursuant to the Tranche 1 Placement.

Listing Rule 7.4 sets out an exception to Listing Rule 7.1. It provides that where a company in a general meeting ratifies a previous issue of securities made or agreed to be made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1), those securities will be deemed to have been made with shareholder approval for the purposes of 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 and therefore seeks Shareholder approval to ratify the issue of Shares pursuant to the Tranche 1 Placement under and for the purposes of Listing Rule 7.4.

The effect of Resolution 1 is that the Company, for the purposes of Listing Rule 7.1 will be able to refresh its 15% placement capacity with effect from the date of the General Meeting.

If Resolution 1 is passed, the Shares issued pursuant to the Tranche 1 Placement will be excluded in calculating the Company's 15% placement capacity in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date the Company issued Shares pursuant to the Tranche 1 Placement.

If Resolution 1 is not passed, the Shares issued pursuant to the Tranche 1 Placement will be included in calculating the Company's 15% placement capacity in Listing Rule 7.1, effectively decreasing the number of equity securities that can be issued by the Company without Shareholder approval over the 12 month period following the date the Company issued Shares pursuant to the Tranche 1 Placement.

Technical Information required by Listing Rule 7.5

Listing Rule 7.5 requires that the following information be provided to Shareholders in relation to the Shares the subject of Resolution 1:

- (a) the Tranche 1 Placement Shares were allotted to the Tranche 1 Placement Recipients. The Tranche 1 Placement Recipients were determined on the basis of applications received from institutional and sophisticated investors including clients of the joint lead managers, Argonaut Securities Pty Ltd, Canaccord Genuity (Australia) Limited and Morgans Corporate Limited and includes current substantial shareholder, Gold Exploration Victoria Pty Ltd, which subscribed for 1.3 million Shares. No other substantial shareholder of the Company, related party of the Company, member of the Company's Key Management Personnel, adviser of the Company or an associate of any of these parties were issued more than 1% of the issued capital of the Company;
- (b) the number of Tranche 1 Placement Shares issued by the Company was 21,450,000 Shares;
- (c) the Tranche 1 Placement Shares were fully paid ordinary shares in the capital of the Company and have been issued on the same terms as, and will rank equally with, all fully paid ordinary shares in the Company on issue;
- (d) the Tranche 1 Placement Shares were issued on 17 March 2023;
- (e) the Tranche 1 Placement Shares were issued at an issue price of \$1.00 each;
- (f) funds raised by the Tranche 1 Placement will be used to accelerate development and exploration activities across the Company's portfolio including the Plutonic-Marymia gold belt; and
- (g) a voting exclusion statement applies in respect of this resolution as set out in the Notice of Meeting.

Directors' recommendation

The Directors recommend that Shareholders vote in favour of resolution 1.

Any undirected proxies held by the Chair will be voted in favour of resolution 1.

RESOLUTIONS 2 TO 4 – APPROVAL FOR ISSUE OF TRANCHE 2 PLACEMENT SHARES TO TRANCHE 2 PLACEMENT RECIPIENTS (DIRECTORS)

As noted in the Company's announcement on 10 March 2023, existing Directors of the Company agreed to subscribe subject to shareholder approval for approximately \$150,000 worth of Shares in aggregate under Tranche 2 of the Placement. Accordingly, Resolutions 2 to 4 seek Shareholder approval for the issue (as applicable):

- (a) of 50,000 Shares to Stephen Boston (or his nominee) (Resolution 2);
- (b) of 50,000 Shares to James Champion de Crespigny (or his nominee) (Resolution 3); and
- (c) of 50,000 Shares to Robin Scrimgeour (or his nominee) (Resolution 4).

Related Party Transactions Generally

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the public company unless either:

- (a) the giving of the financial benefits falls within one of the nominated exceptions to the provision; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit and the benefit is given within 15 months after obtaining such approval.

For the purposes of Chapter 2E of the Corporations Act, the Participating Directors are all related parties of the Company. Resolutions 2 to 4 relate to the proposed issue of Shares to the Participating Directors which constitutes financial benefits that would, but for the application of one of the exceptions set out in sections 210 to 216, require Shareholder approval for the purposes of section 208 of the Corporations Act.

The Board considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Participating Directors' participation in the Placement because the Shares will be issued to the Participating Directors on the same terms as Shares issued to the other investors unrelated to the Company under the Placement and as such the giving of the financial benefits is on arm's length terms.

Section 195(4) of the Corporations Act

Section 195(1) of the Corporations Act prohibits a director of a public company who has a material personal interest in a matter that is being considered at a directors' meeting from being present while the matter is being considered at the meeting or voting on the matter. If there is not a quorum of directors who are eligible to vote on a matter because of the operation of section 195(1) of the Corporations Act, one or more directors may call a general meeting and the general meeting may deal with the matter.

The Directors do not have a material personal interest in the issue of Tranche 2 Shares to the Participating Directors (or their respective nominee(s)) other than to themselves. However, given that it is proposed that all current Directors are issued Shares pursuant to Resolutions 2, 3 and 4 other than Mr Bruce Kay, they may be considered to have a material personal interest in the outcome of those Resolutions, in which case the Directors would be unable to form a quorum.

Accordingly, the Board considers it prudent to exercise their right under section 195(4) of the Corporations Act and put the matters the subject of Resolutions 2 to 4 to Shareholders to resolve.

Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in ASX Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- (a) a related party (Listing Rule 10.11.1);
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the Company (Listing Rule 10.11.2);
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a Director to the Board pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);
- (d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or
- (e) a person whose relationship with the Company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by Shareholders (Listing Rule 10.11.5),

unless Shareholder approval is first obtained.

The proposed issue of Shares to each of the Participating Directors, pursuant to the Tranche 2 of the Placement, falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Accordingly, under Resolutions 2 to 4, the Company is seeking Shareholder approval, for the purposes of Listing Rule 10.11 and for all other purposes, to allow the Participating Directors to subscribe for a total of 150,000 Shares as part of the Placement. The participation of the Participating Directors under Tranche 2 of the Placement will be on exactly the same terms as the Placement made to the unrelated parties.

If Resolutions 2 to 4 are passed, the Company will be able to proceed with the issue of 150,000 Shares to the Participating Directors and the Company will raise approximately \$150,000 (before costs) from the issue of those Shares.

If Resolutions 2 to 4 are not approved, the Company will not be able to proceed with the issue of Shares to the Participating Directors.

The following further information is provided to Shareholders for the purposes of Listing Rule 10.13:

- (a) the Shares will be issued to Stephen Boston, James Champion de Crespigny and Robin Scrimgeour, or their respective nominees, as noted above;
- (b) each of Stephen Boston, James Champion de Crespigny and Robin Scrimgeour is a related party of the Company by virtue of being a director of the Company and is accordingly captured under Listing Rule 10.11.1;
- (c) the maximum number of Shares that will be issued to the Participating Directors is 150,000 Shares comprised of:
 - (i) of 50,000 Shares to Stephen Boston (or his nominee) (Resolution 2);
 - (ii) of 50,000 Shares to James Champion de Crespigny (or his nominee) (Resolution 3); and
 - (iii) of 50,000 Shares to Robin Scrimgeour (or his nominee) (Resolution 4).
- (d) the securities to be issued under resolutions 2 to 4 are fully paid ordinary shares in the Company;
- (e) the Shares will be issued on a date which will be no later than 1 month after the date of this Meeting, unless otherwise extended by way of ASX granting a waiver to the Listing Rules;
- (f) the Shares will be issued at an issue price of \$1.00 per Share and a total of \$150,000 will be raised by the issue of the Shares;
- (g) the funds raised by the issue of Shares will be applied to accelerate development and exploration activities across the Plutonic-Marymia gold belt; and
- (h) voting exclusion statements apply to Resolutions 2 to 4 as set out in the Notice of Meeting.

If approval is given for the grant of the Shares under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

Directors' recommendation

Given the fact that each of the Participating Directors has a material personal interest in the issue of Shares under Resolutions 2, 3 or 4 (as the case may be), the Participating Directors do not consider it appropriate to make a recommendation in relation to these Resolutions.

Mr Bruce Kay recommends that Shareholders vote in favour of resolutions 2 to 4.

Any undirected proxies held by the Chair will be voted in favour of resolutions 2 to 4.

GLOSSARY OF TERMS

"ASX" means ASX Limited;

"Associate" has the meaning given to that term in the Listing Rules;

"ASX Listing Rules or Listing Rules" means the official listing rules of ASX;

"AWST" means Western Standard Time being the time of Perth, Western Australia.

"Board" means the board of directors of the Company;

"Chair" means the individual elected to chair any meeting of the Company from time to time;

"Company" or **"Catalyst"** means Catalyst Metals Limited (ABN 54 118 912 495);

"Constitution" means the constitution of the Company;

"Corporations Act" means the Corporations Act 2001 (Commonwealth);

"Corporations Regulations" means the Corporations Regulations 2001 (Commonwealth);

"Directors" means the directors of the Company;

"Explanatory Memorandum" means the explanatory memorandum accompanying this Notice;

"Meeting" or **"General Meeting"** means the general meeting of the Company covered by this Notice of Meeting;

"Notice" or **"Notice of Meeting"** means the notice of meeting giving notice to Shareholders of the General Meeting of the Company to be held on 10 May 2023;

"Participating Directors" means Stephen Boston, James Champion de Crespigny and Robin Scrimgeour.

"Placement" has the meaning given to that term in the Explanatory Memorandum;

"Placement Price" has the meaning given to that term in the Explanatory Memorandum;

"Plan of Arrangement" has the meaning given to that term in the Explanatory Memorandum;

"Proxy Form" means the proxy form accompanying the Notice by way of email where the Shareholder has elected to receive notices by email, or the personalised proxy form accompanying the postcard circulated by way of post where the Shareholder has not elected to receive notices by email;

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

"Shareholder" means a member of the Company from time to time;

"Superior" has the meaning given to that term in the Explanatory Memorandum;

"Tranche 1 Placement" has the meaning given to that term in the Explanatory Memorandum;

"Tranche 1 Placement Recipients" means professional and sophisticated investors.

"Tranche 1 Placement Shares" has the meaning given to that term in the Explanatory Memorandum;

"Tranche 2" has the meaning given to that term in the Explanatory Memorandum;

"Tranche 2 Placement Shares" has the meaning given to that term in the Explanatory Memorandum.



CATALYST METALS LIMITED

ABN 54 118 912 495

Proxy Voting Form

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 **10:00am (WST) on Monday, 8 May 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:

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:

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

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

AUTOMIC

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

[illegible]

Unless indicated otherwise by ticking the "for," "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

Resolutions		For	Against	Abstain
1.	Ratification of issue of Shares to the Tranche 1 Placement Recipients under the Tranche 1 Placement	☐	☐	☐
2.	Approval for issue of Shares to Stephen Boston pursuant to Placement	☐	☐	☐
3.	Approval for issue of Shares to James Champion de Crespigny pursuant to Placement	☐	☐	☐
4.	Approval for issue of Shares to Robin Scrimgeour pursuant to Placement	☐	☐	☐

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary Contact Name:	Director	Director / Company Secretary

Contact Name:

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Email Address:

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Contact Daytime Telephone Date (DD/MM/YY)

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By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).