



HASTINGS
Technology Metals Limited

HASTINGS TECHNOLOGY METALS LIMITED

ACN 122 911 399

NOTICE OF ANNUAL GENERAL MEETING

TIME: 11.00 am WST

DATE: 21 November 2023

PLACE: The Boardroom, Level 3, 5 Mill Street Perth WA 6000

To attend the meeting online please register at:

<https://hastingstechmetals.com/agm/>

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

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Shareholders will be able to attend the meeting online, however there will be **no online voting**.

Shareholders are strongly encouraged to lodge their completed proxy form in accordance with the instructions in this Notice of Meeting.

This Notice of Meeting can be accessed on the Company's website at www.hastingstechmetals.com

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 8) 6117 6118.

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IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that the Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 11.00 am WST on 21 November 2023 at Level 3 5 Mill Street Perth WA 6000, and to attend online please register at <https://hastingstechmetals.com/agm/>

Shareholders are encouraged to submit questions in advance of the Meeting to the Company.

Questions must be submitted in writing to Guy Robertson, Company Secretary at guy.robertson@hastingstechmetals.com at least 48 hours before the AGM.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect of Resolutions to be put before the meeting.

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important.

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 11.00 am (AWST) on 19 November 2023.

VOTING BY PROXY

1. To be valid, the appointment of a proxy (made using a properly completed and executed Proxy Form) must be received by the Company no later than 11.00 am (AWST) on 19 November 2023, being not later than 48 hours before the commencement of the Meeting.
2. Proxy Forms can be submitted as follows:
 - Vote by going to <https://investor.automic.com.au/#loginsah>.
 - **Email** to meetings@automicgroup.com.au;
 - By **mail** to Hastings Technology Metals Limited at c/- Automic Pty Ltd, GPO Box 5193 Sydney NSW 2001; or
 - By **hand** to the Registrar, Automic Pty Ltd Level 5 126 Phillip Street Sydney NSW 2000 business hours (Monday – Friday, 8:30am – 5pm (AWST)).
 - By facsimile +61 2 8583 3040

Instructions on how to complete the Proxy Form are on the reverse of the Proxy Form attached to this Notice.

3. If you do not mark a box, your proxy may vote as they choose on that item. However, if you intend to appoint a member of the Key Management Personnel as your proxy, please ensure that you direct them how to vote on Resolution 1.
4. If the Chairman of the meeting is your proxy (or he becomes your proxy by default), you will be taken to have expressly authorised him to exercise your proxy in relation to Resolution 1 (Adoption of the Remuneration Report) even though the Chairman is connected directly or indirectly with the remuneration of a director or member of the key management personnel of the Hastings Group. Shareholders will be informed of the proxy position and the manner in which the Chairman intends to vote undirected proxies at the meeting.
5. Voting by corporate representative

Any corporate shareholder who has appointed a person to act as its corporate representative at the 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 must be emailed to info@hastingstechmetals.com, with the corporate shareholder's request to register for the Meeting.

6. Voting by attorney

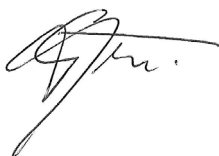
A Shareholder entitled to vote at the Meeting is entitled to appoint an attorney to join and vote at the Meeting on the Shareholder's behalf.

An attorney need not be a holder of Shares.

An instrument conferring the power of attorney or a certified copy of the authority must be emailed to info@hastingstechmetals.com with your request to register for the Meeting.

At the meeting, the Chairman will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the management of the Company and on the Remuneration Report. Shareholders will also be given a reasonable opportunity at the meeting to ask the Company's auditor, PriceWaterhouseCoopers, questions about the content of its report, and the conduct of its audit of the Company, for the year.

By order of the Board



Guy Robertson
Joint Company Secretary
Hastings Technology Metals Ltd
20 October 2023

BUSINESS OF THE MEETING

AGENDA

ORDINARY BUSINESS

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2023 together with the declaration of the Directors, the Directors' report, the remuneration report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

"That, for the purpose of section 250R(2) of the Corporations Act, and for all other purposes, approval is given for the adoption of the Remuneration Report."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

3. RESOLUTION 2 : RE-ELECTION OF DIRECTOR – MR GUY ROBERTSON

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

"That, for the purpose of clause 13.2 of the Constitution and for all other purposes, Mr Guy Robertson, who retires by rotation, and being eligible, is re-elected as a Director."

4. RESOLUTION 3 : RE-ELECTION OF DIRECTOR – MR BRUCE MCFADZEAN

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

"That, for the purpose of clause 13.2 of the Constitution and for all other purposes, Mr Bruce McFadzean, who retires by rotation, and being eligible, is re-elected as a Director."

5. RESOLUTION 4: RATIFICATION OF PRIOR ISSUE OF 202,650 SHARES

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

"That, for the purposes of ASX Listing Rule 7.4 and all other purposes, Shareholders ratify the issue of 202,650 Shares to Cadence on the terms and conditions set out in the Explanatory Memorandum."

6. RESOLUTION 5: RATIFICATION OF PRIOR ISSUE OF 50,000 SHARES

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

'That, for the purposes of ASX Listing Rule 7.4 and all other purposes, Shareholders ratify the issue of 50,000 Shares to Mr Andrew Reid under Listing Rule 7.1 on the terms and conditions set out in the Explanatory Memorandum.'

7. RESOLUTION 6 – ADOPTION OF INCENTIVE PLAN

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

"That, for the purposes of Listing Rule 7.2 Exception 13(b) and for all other purposes, approval is given for the Company to adopt the Incentive Plan and the issue of up to 6,468,333 equity securities under the Incentive Plan, on the terms and conditions set out in the Explanatory Memorandum."

8. RESOLUTION 7 – REPLACEMENT OF CONSTITUTION

To consider and, if thought fit, to pass the following Resolution as a **special Resolution**:

"That for the purposes of section 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to repeal its existing Constitution and adopt a new constitution in its place in the form as signed by the chairman of the Meeting for identification purposes, effective from the day on which this Resolution is passed."

VOTING EXCLUSION AND VOTING PROHIBITION STATEMENTS

The Company will disregard any votes cast in favour of the Resolutions by or on behalf of the following persons:

RESOLUTION	PERSONS EXCLUDED FROM VOTING
1. Remuneration Report	The Company will disregard any votes cast on this Resolution by or on behalf of: - a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report for the year ended 30 June 2023; or - a closely related party of a member of the Key Management Personnel. However, this does not apply to a vote cast in favour of this Resolution by: - a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or - the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the chair decides and the appointment expressly authorizes the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
4. Approval to 202,650 issue shares	The Company will disregard any votes cast in favour of this Resolution by or on behalf of: - Cadence Minerals Plc; or - an associate of Cadence Minerals Plc. However, this does not apply to a vote cast in favour of this Resolution by: - a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or - the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or - a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

RESOLUTION	PERSONS EXCLUDED FROM VOTING
5. Ratification of issue of 50,000 shares	The Company will disregard any votes cast in favour of this Resolution by or on behalf of: • Andrew Reid; or • an associate of Andrew Reid. However, this does not apply to a vote cast in favour of this Resolution by: • a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or • the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or • a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: ◦ the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and ◦ the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

RESOLUTION	PERSONS EXCLUDED FROM VOTING
6. Approval of Equity Incentive Plan	<u>Voting Exclusion Statement</u> The Company will disregard any votes cast (in any capacity) in favour of this Resolution by or on behalf of any of the following persons: • any person (or their nominee) who is eligible to participate in the Hastings Equity Incentive Plan; or • an associate of that person or those persons. However, this does not apply to a vote cast in favour of this Resolution by: • a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or • the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or • a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: ◦ the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and ◦ the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way. <u>Voting Prohibition Statement</u> In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: • the proxy is either: ◦ a member of the Key Management Personnel; or ◦ a Closely Related Party of a member of the Key Management Personnel; and • the appointment does not specify the way the proxy is to vote on this Resolution. However, the above prohibition does not apply if: • the proxy is the chair of the meeting; and • the appointment expressly authorises the chair of the meeting to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2023 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.hastingstechmetals.com.

2. RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

2.1 General

Section 250R(2) of the Corporations Act requires that at a listed company's Annual General Meeting, a resolution that the remuneration report be adopted must be put to the shareholders.

A remuneration report sets out a company's remuneration arrangements for its directors and senior management. The Company's remuneration report forms part of the Directors' report, which is contained in the annual financial report of the Company for the financial year ending 30 June 2023.

Subject to the rules set out in Division 9 of Part 2G.2 of the Corporations Act described in section 2.2, Resolution 1 need only be an advisory vote of Shareholders and does not bind the Directors or the Company. Of itself, a failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report. However, the Board will take the outcome of the vote very seriously when considering the Company's future remuneration policy.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against the adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (**Spill Meeting**) within 90 days of the second annual general meeting. All of the Directors who were in office when the Directors' report was approved, other than the managing director

of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election as Directors is approved will be the Directors of the Company.

2.3 Previous voting results

As this is the Company's first annual general meeting for the purposes of section 250R of the Corporations Act, there has not previously been a vote on the Remuneration Report.

Accordingly, the Spill Resolution is not relevant for this Meeting.

2.4 Proxy Restrictions

Pursuant to section 250BD of the Corporations Act, if you elect to appoint the Chair, or another member of Key Management Personnel whose remuneration details are included in the Remuneration Report or any Closely Related Party of that member as your proxy to vote on this Resolution 1, *you must direct the proxy how they are to vote.*

Where you do not direct the Chair, or another member of Key Management Personnel whose remuneration details are included in the Remuneration Report or Closely Related Party of that member on how to vote on this Resolution 1, the proxy is prevented by the Corporations Act from exercising your vote and your vote will not be counted in relation to this Resolution 1.

2.5 Directors' Recommendation

Noting that each Director has a personal interest in their own remuneration from the Company (as set out in the Remuneration Report), the Board recommends that Shareholders adopt the Remuneration Report and vote in favour of this Resolution 1.

3. RESOLUTION 2: RE-ELECTION OF DIRECTOR – MR GUY ROBERTSON

3.1 General

Clause 13.2 of the Constitution requires that one third of the directors shall retire from office annually.

Mr Guy Robertson will retire in accordance with clause 13.2 of the Constitution and being eligible seeks re-election.

A brief profile of Mr Guy Robertson is set out in the Annual Report.

3.2 Directors' Recommendation

The Board recommends (with Mr Robertson abstaining) that Shareholders vote in favour of this Resolution 2.

4. RESOLUTION 3: RE-ELECTION OF DIRECTOR – MR BRUCE MCFADZEAN

4.1 General

Clause 13.2 of the Constitution requires that one third of the directors shall retire from office annually,

Mr Bruce McFadzean will retire in accordance with clause 13.2 of the Constitution and being eligible seeks re-election.

A brief profile of Mr Bruce McFadzean is set out in the Annual Report.

4.2 Directors' Recommendation

The Board recommends (with Mr McFadzean abstaining) that Shareholders vote in favour of this Resolution 3.

5. RESOLUTION 4: RATIFICATION OF PRIOR ISSUE OF 202,650 SHARES

5.1 General

On 23 June 2022, the Company announced it had reached an agreement with Cadence Minerals Plc (**Cadence**) to acquire the 30% interest Cadence held in the Yangibana joint venture tenements.

The Company executed the Asset Sale Agreement (**Asset Sale Agreement**) with Cadence on 12 October 2022. Please refer to Schedule 2 for a summary of the material terms of the Asset Sale Agreement.

In accordance with the Asset Sale Agreement, the Company was to issue fully paid ordinary Shares to the value of \$9,000,000 based on the 30 day VWAP of Shares prior to settlement.

The 30 day VWAP of Shares prior to settlement was \$3.67. Accordingly, the Company issued 2,452,650 Shares on 25 January 2023. The Company had received shareholder approval on 30 November 2022 to issue 2,250,000 Shares, and issued the remaining balance of 202,650 Shares to Cadence under the Company's Listing Rule 7.1 capacity.

This Resolution seeks shareholder approval to ratify the issue of the 202,650 shares under Listing Rule 7.4.

5.2 Listing Rule 7.1

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

The issue of the 202,650 Shares under the Asset Sale Agreement does not fit within any of the exceptions set out in Listing Rule 7.2. As it has not yet been approved by Shareholders, the issue of the 202,650 Shares effectively uses up part of the 15% limit in Listing Rule 7.1, thereby reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of those Shares.

5.3 Listing Rule 7.4

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the 202,650 Shares pursuant to the Asset Sale Agreement.

5.4 Information required by Listing Rule 14.1A

If Resolution 4 is passed, the 202,650 Shares issued to Cadence will be excluded in calculating the Company's 15% limit 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 issue date.

If Resolution 4 is not passed, the 202,650 Shares issued to Cadence will be included in calculating the Company's 15% limit under 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.

5.5 Information required by Listing Rule 7.5

The following information is provided in accordance with Listing Rule 7.5:

(a) *Name of the persons to whom the entity issued the securities*

The Shares were issued to Cadence.

(b) *The number and class of securities the entity issued*

202,650 fully paid ordinary shares in the capital of the Company were issued on the same terms and conditions as the Company's existing Shares and using the Company's existing Listing Rule 7.1 capacity.

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

The Shares were issued on 25 January 2023 in accordance with the terms of the Asset Sale Agreement.

(d) *The price or other consideration the entity received for the issue*

No funds were raised from the issue as the 202,650 Shares were issued as part consideration for the acquisition by the Company of the 30% interest in the Yangibana joint venture tenements from Cadence.

(e) *Purpose of the issue and intended use of any funds raised*

The Shares were issued as part consideration for the acquisition by the Company of the 30% interest in the Yangibana joint venture tenements from Cadence.

See resolution 4 of 2022 AGM Notice filed with ASX on 31 October 2022 for more information.

(f) *Summary of the material terms of the Asset Sale Agreement*

Please refer to Schedule 2 for a summary of the material terms of the Asset Sale Agreement.

Voting exclusion statement

A voting exclusion statement is included in the Notice for Resolution 4.

5.6 Directors' recommendation

The Directors recommend that Shareholders vote in favour of Resolution 4 as this will allow the Company to raise capital under Listing Rule 7.1 with the 202,650 Shares issued to Cadence excluded in calculating the number of Shares that can be issued under the Listing Rule 7.1 15% limit.

6. RESOLUTION 5: RATIFICATION OF PRIOR ISSUE OF 50,000 SHARES

6.1 Background

On 19 January 2023, the Company issued 50,000 shares as a performance bonus to Mr Andrew Reid, the former Chief Operating Officer of the Company, on his resignation from the Company.

6.2 Listing Rule 7.1

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

The issue of the 50,000 Shares does not fit within any of the exceptions set out in Listing Rule 7.2. As it has not yet been approved by Shareholders, the issue of the 50,000 Shares effectively uses up part of the 15% limit in Listing Rule 7.1, thereby reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of those Shares.

6.3 Listing Rule 7.4

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the 50,000 Shares.

6.4 Information required by Listing Rule 14.1A

If Resolution 5 is passed, the issue of the 50,000 Shares to Mr Reid will be excluded in calculating the Company's 15% limit 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 issue date.

If Resolution 5 is not passed, the issue of the 50,000 Shares to Mr Reid will be included in calculating the Company's 15% limit under 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.

6.5 Information required by Listing Rule 7.5

The following information is provided in accordance with Listing Rule 7.5:

(a) *Name of the persons to whom the entity issued the securities*

The Shares were issued to Mr Andrew Reid.

(b) *The number and class of securities the entity issued*

50,000 fully paid ordinary shares in the capital of the Company were issued on the same terms and conditions as the Company's existing Shares and using the Company's existing Listing Rule 7.1 capacity.

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

The Shares were issued on 19 January 2023.

(d) *The price or other consideration the entity received for the issue*

No funds were raised from the issue as the 50,000 Shares were issued to Mr Andrew Reid as a performance bonus on his resignation from the Company.

(e) *Purpose of the issue and intended use of any funds raised*

The 50,000 Shares were issued to Mr Andrew Reid as a performance bonus on his resignation from the Company. No funds were raised from the issue.

(f) *Voting exclusion statement*

A voting exclusion statement is included in the Notice for Resolution 5.

6.6 Directors' recommendation

The Directors recommend that Shareholders vote in favour of Resolution 5 as this will allow the Company to raise capital under Listing Rule 7.1 with the 50,000 Shares issued to Mr Andrew Reid excluded in calculating the number of Shares that can be issued under the Listing Rule 7.1 15% limit.

7. RESOLUTION 6: ADOPTION OF INCENTIVE PLAN

7.1 Background

The Directors consider that it is desirable to maintain as an employee incentive scheme, the Incentive Plan under which employees of the Company may be invited to participate and be issued equity securities, in order to ensure that

appropriate incentives are available to them and to strengthen the link between Shareholders' returns and employees of the Company.

As previously mentioned, 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.

Listing Rule 7.2 (exception 13) provides that Listing Rule 7.1 does not apply to an issue of equity securities under an employee incentive scheme if, within three years before the date of issue of the equity securities:

- (a) in the case of a scheme established before the entity was listed – a summary of the terms of the scheme and the maximum number of equity securities proposed to be issued under the scheme were set out in the prospectus lodged with ASX; or
- (b) the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as an exception.

Exception 13 ceases to be available if there is a material change to the terms of the scheme from those set out in the entity's prospectus (in the case of (a) above) or in the notice of meeting (in the case of (b) above).

The Company has previously adopted a Performance Rights Plan (the **Rights Plan**) which was first approved by Shareholders at the Annual General Meeting held on 28 November 2012 and subsequently approved by at Annual General Meetings of the Company on 28 November 2016 and 27 November 2019.

Issues of Performance Rights after the last approval on 27 November 2019 were as follows:

Year	Number Issued ¹	Cumulative on Issue ¹	Status
2020	850,000	850,000	Lapsed
2020	1,596,000	1,596,000	226,500 Awarded 31,250 Lapsed 1,338,000 On issue
2021	722,500	2,060,750	817,305 Awarded 918,445 Lapsed 325,000 On issue
2022	128,438	1,560,021	325,000 On Issue 128,328 Lapsed
2023	991,080 ²	1,316,080	Performance period up to 31 December 2027

Notes:

¹ After 1:20 Share consolidation.

² Issued using the Company's Listing Rule 7.1 capacity.

Subject to approval of Shareholders in accordance with Resolution 6, the Board has resolved to replace the Rights Plan with the Incentive Plan, which will allow the Company to issue options and restricted shares, in addition to Performance Rights (all of which are referred to as "**Incentive Securities**"), for the purpose of attracting, motivating and retaining key employees, directors, contractors and

consultants and to provide them with the opportunity to participate in the future growth of the Company.

7.2 Information required by Listing Rule 14.1A

If Resolution 6 is passed, the Company will be able to issue Incentive Securities under the Incentive Plan to eligible participants over a period of three years up to the nominated maximum amount of 6,468,333 Incentive Securities stated in section 7.3, and such issue of Incentive Securities will be excluded from the calculation of the Company's 15% placement capacity under Listing Rule 7.1.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Incentive Securities under the Incentive Plan to a related party or a person whose relationship with the Company or a related party is, in ASX's opinion, such that approval should be obtained.

If Resolution 6 is not passed, the Company will not be able to issue Incentive Securities under the Incentive Plan to eligible participants without using the Company's 15% capacity under Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue or agree to issue without obtaining Shareholder approval over the 12 month period following any such issue.

7.3 Information required by Listing Rule 7.2 (exception 13(b))

In accordance with Listing Rule 7.2 (Exception 13(b)), the following information is provided with respect to the Incentive Plan:

- a summary of the terms of the Incentive Plan is set out in Schedule 1;
- the Company's current Rights Plan was last approved pursuant to Listing Rule 7.2 (exception 13(b)) at the Annual General Meeting on 27 November 2019;
- the Company has issued a total of 3,523,018 Performance Rights under the Rights Plan since its last approval at the Annual General Meeting on 27 November 2019 (as set out in section 7.1 above) and no equity securities have been issued under the Incentive Plan (the subject of this Resolution) as this is the first time that Shareholder approval is being sought for the adoption of the Incentive Plan;
- the maximum number of equity securities proposed to be issued under the Incentive Plan following approval of Resolution 6 shall not exceed 6,468,333 equity securities, which represents not more than 5% of the Company's equity securities currently on issue at the date of this Notice, subject to adjustment in the event of a reorganization of capital and subject to applicable laws and the Listing Rules. This maximum number is not intended to be a prediction of the actual number of equity securities to be issued under the Incentive Plan. Rather, it is the proposed ceiling on the number of equity securities permitted to be issued under the Incentive Plan for the purposes of Listing Rule 7.2 (exception 13(b)); and
- a voting prohibition statement and a voting exclusion statement for Resolution 6 is included in the Notice.

7.4 Board Recommendation

The Directors may participate in the Incentive Plan (subject to Shareholder approval). Accordingly, the Directors make no recommendation to Shareholders in respect of voting on Resolution 6.

The Chair intends to exercise undirected proxies in favour of Resolution 6 where the appointment expressly authorizes the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

8. RESOLUTION 7: APPROVAL TO REPLACE THE COMPANY'S CONSTITUTION

8.1 Background

A company may modify or repeal its constitution or a provision of its constitution by special resolution of shareholders.

This Resolution is a special resolution which will enable the Company to repeal its existing Constitution and adopt a new constitution (**Proposed Constitution**) which is of the type required for a listed public company limited by shares updated to ensure it reflects the current provisions of the Corporations Act and the Listing Rules.

The Proposed Constitution incorporates amendments required as a result of the changes to the Corporations Act and the Listing Rules since the existing Constitution was adopted on 30 November 2010.

The Directors believe that it is preferable in the circumstances to replace the existing Constitution with the Proposed Constitution, rather than to amend a multitude of specific provisions.

The Proposed Constitution is broadly consistent with the provisions of the existing Constitution and the Directors believe that the differences between the existing Constitution and the Proposed Constitution are not material nor will they have any significant impact on Shareholders. It is not practicable to list all of the changes to the Constitution in detail in this Explanatory Statement, however, a summary the proposed material changes is set out in section 8.2.

A copy of the Proposed Constitution is available for review by Shareholders at the Company's website at www.hastingstechmetals.com and at the offices of the Company. A copy of the Proposed Constitution can also be sent to Shareholders upon request to the Company Secretary via email at guy.robertson@hastingstechmetals.com.

Shareholders are invited to contact the Company if they have any queries or concerns.

8.2 Summary of material proposed changes

(a) *Name change*

The Proposed Constitution will use the Company's current name, Hasting Technology Metals Limited.

(b) *Joint holders (article 2.5)*

As part of the ASX's CHES replacement, the registration system will be modernised to record holder registration details in a structured format that will allow up to four joint holders of a security.

Article 2.5 of the Proposed Constitution provides that the number of registered joint holders of securities shall be as permitted under the Listing Rules and the ASX Settlement Operating Rules.

(c) *Use of technology (article 8.3)*

The Proposed Constitution includes a new provision to permit the use of technology at general meetings (including wholly virtual meetings) to the extent permitted under the Corporations Act, Listing Rules and applicable law.

In this respect, the Proposed Constitution contemplates that general meetings of the Company may be held at one or more physical venues, and using 'virtual meeting technology' or using 'virtual meeting technology' only.

(d) *Direct voting (article 9 generally, and articles 9.23-9.25 specifically)*

The Proposed Constitution includes new provisions which allow Shareholders to exercise their voting rights through direct voting (in addition to exercising their existing rights to appoint a proxy).

Direct voting is a mechanism by which Shareholders can vote directly on resolutions which are to be determined by poll. Votes cast by direct vote by a Shareholder are taken to have been cast on the poll as if the Shareholder had cast the votes on the poll at the meeting.

In order for direct voting to be available, the Directors must elect that votes can be cast via direct vote for all or any resolutions and determine the manner appropriate for the casting of direct votes.

If such a determination is made by the Directors, the notice of meeting will include information on the application of direct voting.

(e) *Restricted Securities (article 21)*

The Proposed Constitution complies with the changes to Listing Rule 15.12 which took effect from 1 December 2019.

As a result of these changes, ASX will require certain more significant holders of restricted securities and their controllers (such as related parties, promoters, substantial holders, service providers and their associates) to execute a formal escrow agreement in the form Appendix 9A (as is currently the case). However, for less significant holdings (such as non-related parties and non-promoters), ASX will permit the Company to issue restriction notices to holders of restricted securities in the form of the new Appendix 9C advising them of the restriction rather than requiring signed restriction agreements.

(f) *Small holdings (article 22)*

The Proposed Constitution outlines how the Company can manage security holdings which represent an “unmarketable parcel” of securities, being a security holding that is less than \$500 based on the closing price of the Company’s securities on ASX as at the relevant time.

The Proposed Constitution is in line with the requirements for dealing with “unmarketable parcels” outlined in the Corporations Act such that where the Company elects to undertake a sale of unmarketable parcels, the Company is only required to give one notice to holders of an unmarketable parcel to elect to retain their security holding before the unmarketable parcel can be dealt with by the Company, saving time and administrative costs incurred by otherwise having to send out additional notices.

The Company’s powers under article 22 can only be exercised once in any 12 month period.

(g) *Proportional takeover provisions (article 6, specifically articles 6.10 – 6.15)*

A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder’s shares and, pursuant to section 648G of the Corporations Act, a proportional takeover bid may only proceed after the bid has been approved by a meeting of shareholders held in accordance with the terms set out in the Corporations Act.

The Company has included an updated proportional takeover regime in the Proposed Constitution which is broadly in line with the equivalent provisions in the existing Constitution.

Given that the proportional takeover provisions in the existing Constitution have not been renewed in the past 3 years, the proportional takeover provisions have ceased to apply.

Accordingly, the Company is seeking to have the proportional takeover provisions renewed via the adoption of the Proposed Constitution pursuant to this Resolution 7.

If Resolution 7 is passed, and the proportional takeover provisions in the Proposed Constitution take effect, they will cease to have effect on the third anniversary of the date on which this Resolution 7 is passed.

8.3 Information required by section 648G of the Corporations Act

(a) *Effect of proposed proportional takeover provisions*

Where offers have been made under a proportional off-market bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional off-market bid is prohibited unless and until a resolution to approve the proportional off-market bid is passed.

(b) *Reasons for proportional takeover provisions*

A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all

their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest.

Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium.

The proportional takeover provisions in the Proposed Constitution allow Shareholders to decide whether a proportional takeover bid is acceptable in principle and assist in ensuring that any partial bid is appropriately priced.

(c) *Knowledge of any acquisition proposals*

As at the date of this Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

(d) *Potential advantages and disadvantages of proportional takeover provisions*

The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them personally and that they are free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the proportional takeover provisions for Shareholders include:

- (i) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- (ii) assisting in preventing Shareholders from being locked in as a minority;
- (iii) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and
- (iv) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid.

The potential disadvantages of the proportional takeover provisions for Shareholders include:

- (i) proportional takeover bids may be discouraged;
- (ii) lost opportunity to sell a portion of their Shares at a premium; and
- (iii) the likelihood of a proportional takeover bid succeeding may be reduced.

8.4 Recommendation of the Board

The Directors do not believe that the potential disadvantages outlined in section 8.3(d) outweigh the potential advantages outlined in section 8.3(d) in respect of

the adoption of the proportional takeover provisions intended to be included in the Proposed Constitution and, as a result, consider the proportional takeover provision in the Proposed Constitution to be in the interests of Shareholders.

The Board unanimously recommend that Shareholders vote in favour of Resolution 7.

GLOSSARY

\$ means Australian dollars.

AGM, Annual General Meeting or Meeting means the meeting convened by the Notice.

Annual Report means the Annual Report of the Company for the year ended 30 June 2023.

Asset Sale Agreement means the agreement between the Company and Cadence Minerals Plc for the acquisition by the Company of the 30% interest in the Yangibana joint venture tenements.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Cadence has the meaning given in section 5.1.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth).

Company means Hastings Technology Metals Ltd (ACN 122 911 399).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

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

Explanatory Statement means the explanatory statement accompanying the Notice.

Incentive Plan means the Hastings Incentive Plan tabled at the Meeting (and signed by the Chair of the Meeting for the purposes of identification).

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those 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.

Notice or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of Annual General Meeting including the Explanatory Statement and the Proxy Form.

Performance Right means an entitlement to a Share, subject to the satisfaction of any vesting conditions.

Proposed Constitution has the meaning given in section 8.1.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2023.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

Rights Plan has the meaning given in section 7.1.

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

Shareholder means a holder of a Share.

Spill Meeting has the meaning given in section 2.2.

Spill Resolution has the meaning given in section 2.2.

VWAP means Volume Weighted Average Price.

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – INCENTIVE PLAN SUMMARY

A summary of the Incentive Awards Plan is provided below. Capitalised terms used in this following summary are as defined in this Explanatory Memorandum.

Eligibility

An eligible participant is:

- (a) an officer of any Group Company, including any executive or non-executive Director of any Group Company;
- (b) a full, part time or casual employee of any Group Company;
- (c) an individual who provides services to a Group Company;
- (d) a prospective participant who may become an Eligible Participant under Rules (a), (b) or (c) above,

who is declared by the Board to be eligible to receive grants of Awards under the Plan.

Invitation

- (a) The Board may, from time to time, in its discretion, make a written invitation (which may be made by email) to any Eligible Participant (including an Eligible Participant who has previously received an Invitation) to apply for Awards, upon the terms set out in the Plan and upon such additional terms and conditions as the Board determines (Invitation).
- (a) In exercising that discretion as to whether to make an Invitation, the Board may have regard to any matter the Board considers relevant.
- (b) For the avoidance of doubt, nothing in this Plan obliges the Company at any time to make an Invitation, or further Invitation, to any Eligible Participant.
- (c) To the extent this Plan is used to make Invitations that are intended to satisfy the Exemption Conditions, the Plan will be operated on a non-discriminatory basis as that expression is defined in section 83A-35(6) of the Tax Act.

Waiver of Vesting Conditions

Notwithstanding the Vesting Conditions:

- (a) on a Change of Control occurring, all unsatisfied Vesting Conditions in respect of Options or Performance Rights granted under the Plan are automatically waived;
- (b) an Invitation may provide for Vesting Conditions to be automatically waived in specified circumstances; and
- (c) the Board may in its discretion (except to the extent otherwise provided by an Invitation), by written notice to a Participant, resolve to waive or reduce any of the Vesting Conditions applying to a Convertible Security in whole or in part, which the Board may do at any time, including after the time specified for satisfaction of the Vesting Condition has passed, and subject to any conditions considered appropriate.

(d)

Limit on Invitations

- (a) Where an Invitation is to be made that involves an Applicant or the Participant paying monies to the Company on the issue or exercise of Awards offered under the Invitation (eg an Invitation for Options with an Exercise Price), and the Company wishes to rely on the ESS Provisions in respect of the Invitation, the Company reasonably believes, when making that Invitation, that:
- (i) the number of Shares to be issued under the Invitation, or issued on exercise of Convertible Securities offered under the Invitation, when aggregated with;
 - (ii) the number of Shares issued or that may be issued as a result of Invitations made under the Plan or any other employee share scheme during the 3 year period prior to the date of the Invitation;

will not exceed 5% of the total number of Shares on issue at the date of the Invitation or such other percentage as specified in the Company's Constitution.

Vesting of Performance Rights

- (a) Subject to Rules relating to Waiver of Vesting Conditions and Exercise on Vesting, a Convertible Security acquired under the Plan will not vest and be exercisable unless the Vesting Conditions (if any) attaching to that Convertible Security have been satisfied, as determined by the Board acting reasonably, and the Board has notified the Participant of that fact.
- (b) For clarity, if a Convertible Security is not issued subject to any Vesting Conditions, that Convertible Security is immediately exercisable.
- (c) The Board must notify a Participant in writing as soon as reasonably practicable after becoming aware that any Vesting Condition attaching to a Convertible Security has been satisfied.

Exercise on Vesting

A Participant (or their personal legal representative where applicable) may, subject to the terms of this Plan and any Invitation, exercise any vested Convertible Security at any time after the Convertible Security has vested, but before the Convertible Security lapses by providing the Company with:

- (a) the certificate for the Convertible Security (if any) or, if the certificate for the Convertible Security (if any) has been lost, mutilated or destroyed, a declaration to that effect, accompanied by an indemnity in favour of the Company against any loss, costs or expenses which might be incurred by the Company as a consequence of its relying on the declaration that the certificate has been lost, mutilated or destroyed;
- (b) a notice in the form of Schedule 3 (or such other notice, which may be online, as required by the Company) completed by the Participant stating that the Participant exercises the Convertible Security and specifying the number of Convertible Securities which are exercised (Notice of Exercise); and

- (c) where the Award to be exercised is an Option, except to the extent the Board approves the use of the Cashless Exercise Facility, or the Cash Payment Facility (where available), payment to the Company in cleared funds of an amount equal to the Option Exercise Price multiplied by the number of Options which are being exercised.

Cashless Exercise Facility

- (a) Except as otherwise provided for by an Invitation if, at the time of exercise of vested Options, subject to Board approval at that time and Rule 7.4(b), the Participant may elect not to be required to provide payment of the Exercise Price for the number of Options specified in a Notice of Exercise but that on exercise of those Options the Company will issue or transfer to the Participant that number of Shares equal in value to the positive difference between the then Market Value of the Shares at the time of exercise and the Exercise Price that would otherwise be payable to exercise those Options (with the number of Shares rounded down to the nearest whole Share) (**Cashless Exercise Facility**).
- (b) Notwithstanding any other provision of this Plan, if the Option Exercise Price otherwise payable in respect of an Option being exercised is the same or higher than the applicable Market Value of a Share at the time of exercise, then a Participant will not be entitled to use the Cashless Exercise Facility.

Lapse of Convertible Securities

Except as otherwise provided for in an Invitation, a Convertible Security will lapse upon the earlier to occur of:

- (a) the Board, in its discretion, resolving a Convertible Security lapses as a result of an unauthorised Disposal of, or hedging of, the Convertible Security;
- (b) a Vesting Condition in relation to the Convertible Security is not satisfied by the due date, or becomes incapable of satisfaction, as determined by the Board acting reasonably, unless the Board exercises its discretion to waive the Vesting Condition and vest the Convertible Security or allow the unvested Convertible Security to continue, which the Board may do at any time, including after the time specified for satisfaction of the Vesting Condition has passed, and subject to any conditions considered appropriate;
- (c) in respect of an unvested Convertible Security, a Relevant Person ceases to be an Eligible Participant, unless the Board:
 - (i) exercises its discretion to waive any Vesting Conditions that apply to the Convertible Security; or
 - (ii) in its discretion, resolves to allow the unvested Convertible Security to remain subject to any Vesting Conditions after the Relevant Person ceases to be an Eligible Participant (which resolution may be made before or after the Relevant Person ceases to be an Eligible Participant);

- (d) in respect of a vested Convertible Security, a Relevant Person ceases to be an Eligible Participant and the Board, in its discretion, resolves that the Convertible Security issued in respect of that Relevant Person must be exercised within one (1) month (or such later date as the Board determines) of the date the Relevant Person ceases to be an Eligible Participant and the Convertible Security is not exercised within that period and the Board resolves, at its discretion, that the Convertible Security lapses as a result;
- (e) upon payment of a Cash Payment in respect of the vested Convertible Security;
- (f) the Board deems that a Convertible Security (Misconduct and Clawback);
- (g) in respect of an unvested Convertible Security, a winding up resolution or order is made in respect of the Company;
- (h) the Participant and the Company agreeing that the Convertible Security is voluntarily forfeited or cancelled; and
- (i) the Expiry Date of the Convertible Security.

Issue / Transfer of Shares

Subject to compliance with Rule relating to Exercise on Vesting, and provided the Board has not determined that a Cash Payment (where available) applies, the Company will, subject to the Corporations Act, any applicable stock exchange rules, this Plan and any applicable Invitation:

- (a) within 10 Business Days of satisfaction of Rule relating to Exercise on Vesting (and Rule relating to Cashless Exercise Facility) if the Cashless Exercise Facility applies), issue or transfer to the Participant the applicable number of Shares in respect of which vested Convertible Securities have been exercised, together with any additional Shares an entitlement to which has arisen in consequence of the exercise of the Convertible Securities (rounded down to the nearest Share);
- (b) despatch a share certificate or enter the Shares in the Participant's uncertificated holding, as the case may be, upon the terms set out in the Invitation, the Application Form and the Plan; and
- (c) cancel the certificate (if any) delivered pursuant to Rule relating to Exercise on Vesting and, if any Convertible Securities which have not lapsed remain unexercised, deliver to the Participant either a replacement certificate reflecting the number of those Convertible Securities which remain unexercised or other evidence of the Participant's remaining Convertible Securities.

Restrictions on Disposal of Convertible Securities

Subject to the applicable rules of any stock exchange, and except as otherwise provided for by this Plan, an Invitation or required by law, a Convertible Security acquired under the Plan may only be Disposed:

- (a) in Special Circumstances with the consent of the Board (which may be withheld in its discretion); or

- (b) by force of law upon death to the Participant's legal personal representative or upon bankruptcy to the Participant's trustee in bankruptcy.

Inspection of the Plan

Please contact the Company Secretary if you would like to inspect a full copy of the Plan.

Directors' participation

The Director's may participate in the Incentive Awards Plan (subject to Shareholder approval).

Schedule 2

Cadence Minerals Plc

The Sale Assets Comprise:

- (a) the Seller's 30% Yangibana JV Interest in the Yangibana Joint Venture as at the Completion Date, including the Seller's 30% Yangibana JV Interest in:
- 1 the Joint Venture Agreement;
 - 2 the Tenements;
 - 3 the Mining Information; and
 - 4 any other assets held by the Seller in its capacity as a Yangibana JV Participant, or by the Yangibana JV Operator for and on behalf of the Seller in its capacity as a Yangibana JV Participant, as at the Completion Date.

Consideration: Sharesthe number of Hastings Shares equal to \$9,000,000 divided by the Issue Price (with any fraction of a Hastings Share to be rounded down and disregarded).

Other Terms: the Asset Sale Agreement contains other conditions which are standard for an agreement of this nature.

Your proxy voting instruction must be received by **11.00am (AWST) on Sunday, 19 November 2023**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



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