HIREMII LIMITED

ACN 642 994 214

NOTICE OF ANNUAL GENERAL MEETING

The annual general meeting of the Company will be held at 1.00pm (AWST) on Monday, 28 November 2022 at the offices of RSM Australia Pty Ltd at Level 32 Exchange Tower, 2 The Esplanade Perth, Western Australia

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Shareholders may vote by directed proxy in lieu of attending the meeting in person. Proxy forms for the Meeting should be lodged before 1.00pm (AWST) on Saturday, 26 November 2022.

If the above arrangements with respect to the Meeting change, Shareholders will be updated via the ASX Market Announcements Platform and on the Company's website at www.hiremii.com.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on +61 8 6263 7731

HIREMII LIMITED
ACN 642 994 214

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of shareholders of Hiremii Limited (**Company**) will be held at 1.00pm (AWST) on Monday, 28 November 2022 at the offices of RSM Australia Pty Ltd at Level 32, Exchange Tower, 2 The Esplanade, Perth, Western Australia (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Saturday, 26 November 2022 at 1.00pm (AWST).

Terms and abbreviations used in this Notice (including the Explanatory Memorandum) are defined in Schedule 1.

AGENDA

Annual Report

To consider the Annual Report of the Company and its controlled entities for the year ended 30 June 2022, which includes the Financial Report, the Directors' Report and the Auditor's Report.

1 Resolution 1 – Remuneration Report

To consider and, if thought fit, to pass with or without amendment, as a **non-binding resolution** the following:

'That, pursuant to and in accordance with section 250R(2) of the Corporations Act and for all other purposes, Shareholders approve the adoption of the Remuneration Report on the terms and conditions in the Explanatory Memorandum.'

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Memorandum for further details on the consequences of voting on this Resolution.

Voting Exclusion

A vote on this Resolution must not be cast:

(a) by or on behalf of a member of the Key Management Personnel or a Closely Related Party of such member, regardless of the capacity in which the vote is cast; or

(b) by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such persons if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

(a) the person is appointed as a proxy that specifies the way the proxy is to vote on this Resolution; or

(b) the person is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

2 Resolution 2 – Re-Election of Mr Conor O'Brien as Director

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

'That, pursuant to and in accordance with article 7.3(c) of the Constitution and for all other purposes, Mr Conor O'Brien, Director, retires and being eligible, is re-elected as a Director on the terms and conditions in the Explanatory Memorandum.'

3 Resolution 3 – Issue of Shares to Ms Alison Gaines in Lieu of a Portion of Director Fees

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

'That, pursuant to and in accordance with section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 829,450 Shares to Ms Alison Gaines (and/or her nominee) on the terms and conditions in the Explanatory Memorandum.'

Voting Exclusion

The Company will disregard any votes cast on this Resolution by or on behalf of Ms Alison Gaines (and/or her 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 this Resolution by:

(a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or

(b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

    (i) the beneficiary provides written confirmation to the Shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and

    (ii) the holder votes on this Resolution in accordance with the directions given by the beneficiary to the Shareholder to vote in that way.

Voting Prohibition

In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and

(a) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or

(b) the person appointed as proxy is the Chair and the appointment does not specify how the Chair is to vote but expressly authorises the Chair to exercise the proxy even if the Resolution is connected with the remuneration of a member of the Key Management Personnel.

4 Resolution 4 – Issue of Shares to Mr David Buckingham in Lieu of a Portion of Director Fees

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

'That, pursuant to and in accordance with section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 596,492 Shares to Mr David Buckingham (and/or his nominee) on the terms and conditions in the Explanatory Memorandum.'

Voting Exclusion

The Company will disregard any votes cast on this Resolution by or on behalf of Mr David Buckingham (and/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 this Resolution by:

(a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or

(b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

    (i) the beneficiary provides written confirmation to the Shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and

    (ii) the holder votes on this Resolution in accordance with the directions given by the beneficiary to the Shareholder to vote in that way.

Voting Prohibition

In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and

(a) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or

(b) the person appointed as proxy is the Chair and the appointment does not specify how the Chair is to vote but expressly authorises the Chair to exercise the proxy even if the Resolution is connected with the remuneration of a member of the Key Management Personnel.

5 Resolution 5 – Issue of Shares to Mr Conor O'Brien in Lieu of a Portion of Director Fees

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

'That, pursuant to and in accordance with section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 671,022 Shares to Mr Conor O'Brien (and/or his nominee) on the terms and conditions in the Explanatory Memorandum.'

Voting Exclusion

The Company will disregard any votes cast on this Resolution by or on behalf of Mr Conor O'Brien (and/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 this Resolution by:

(a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or

(b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

    (i) the beneficiary provides written confirmation to the Shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and

    (ii) the holder votes on this Resolution in accordance with the directions given by the beneficiary to the Shareholder to vote in that way.

Voting Prohibition

In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and

(a) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or

(b) the person appointed as proxy is the Chair and the appointment does not specify how the Chair is to vote but expressly authorises the Chair to exercise the proxy even if the Resolution is connected with the remuneration of a member of the Key Management Personnel.

6 Resolution 6 – Issue of Options to Mr Andrew Hornby

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

'That, pursuant to and in accordance with Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 1,000,000 Options to Mr Andrew Hornby (and/or his nominee) under the Plan on the terms and conditions in the Explanatory Memorandum.'

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of each person referred to in Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the 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) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or

(b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the Shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and

(ii) the holder votes on this Resolution in accordance with the directions given by the beneficiary to the Shareholder to vote in that way.

Voting Prohibition

In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and

(a) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or

(b) the person appointed as proxy is the Chair and the appointment does not specify how the Chair is to vote but expressly authorises the Chair to exercise the proxy even if the Resolution is connected with the remuneration of a member of the Key Management Personnel.

7 Resolution 7 – Approval of 10% Placement Facility

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

'That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities of up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum.'

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person (and/or their nominee(s)) who is expected to participate in the proposed issue or who will obtain a material benefit as a result of the proposed issue (except a benefit solely in the capacity of a holder of ordinary securities in the entity) or any associates of those persons.

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

(a) a person as 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 that way; or

(b) the Chair as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

    (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and

    (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Note: As at the date of this Notice, it is not known who may participate in any Equity Securities issued under Resolution 7 and the Company is not proposing to make an issue of the Equity Securities and has not approached any Shareholder or identified a class of existing Shareholders to participate in any issue of Equity Securities under the 10% Placement Capacity. Accordingly, no Shareholders are excluded from voting on Resolution 7.

8 Resolution 8 – Ratification of Placement

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

'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 5,183,317 Shares to the Placement Participants on the terms and conditions in the Explanatory Memorandum.'

Voting Exclusion

The Company will disregard any votes cast in favour of the Resolution by or on behalf of any of the Placement Participants or an associate of the Placement Participants.

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

(a) 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 that way; or

(b) the Chair as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

    (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and

    (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

9 Resolution 9 – Section 195 Approval

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

'That, pursuant to and in accordance with subsection 195(4) of the Corporations Act and for all other purposes, Shareholders approve the transactions contemplated in Resolutions 3 to 5 (inclusive).'

Dated: 23 October 2022

By order of the Board

Susan Park
Company Secretary

HIREMII LIMITED
ACN 642 994 214

EXPLANATORY MEMORANDUM

1 Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting.

This Explanatory Memorandum should be read in conjunction with and forms part of the Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions.

A Proxy Form is located at the end of this Explanatory Memorandum.

2 Action to be taken by Shareholders

Shareholders should read the Notice including this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

The Company advises that a poll will be conducted for all Resolutions.

2.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Returning the Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

(a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;

(b) a proxy need not be a member of the Company; and

(c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. Where the proportion or number is not specified, each proxy may exercise half of the votes.

Proxy Forms must be received by the Company no later than Saturday, 26 November 2022 at 1.00pm (AWST), being at least 48 hours before the Meeting.

The Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

2.2 Voting Prohibition by Proxy holders (Remuneration of Key Management Personnel)

A vote on Resolution 1 must not be cast:

(a) by or on behalf of a member of the Key Management Personnel or a Closely Related Party of such member, regardless of the capacity in which the vote is cast; or

(b) by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such persons if the vote is not cast on behalf of a person who is excluded from voting on Resolution 1, and:

(c) the person is appointed as a proxy that specifies the way the proxy is to vote on Resolution 1; or

(d) the person is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on Resolution 1 but expressly authorises the Chair to exercise the proxy even if Resolution 1 are connected with the remuneration of a member of the Key Management Personnel.

2.3 Voting Prohibition by Proxy holders (Remuneration of Key Management Personnel)

A vote on Resolutions 2 to 6 (inclusive) must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such persons if the vote is not cast on behalf of a person who is excluded from voting on Resolutions 2 to 6 (inclusive) and:

(a) the person is appointed as a proxy that specifies the way the proxy is to vote on Resolutions 2 to 6 (inclusive) or

(b) the person is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on Resolutions 2 to 6 (inclusive) but expressly authorises the Chair to exercise the proxy even if Resolutions 2 to 6 (inclusive) are connected with the remuneration of a member of the Key Management Personnel.

2.4 Attendance at Meeting

Shareholders are invited to attend the Meeting in person at the time and place indicated in this Notice. Shareholders may vote by directed proxy in lieu of attending the meeting in person. Proxy Forms for the Meeting should be lodged before 1.00pm (AWST) on Saturday, 26 November 2022.

Shareholders can submit any questions in advance of the Meeting by emailing the questions to info@hiremii.com by no later than 5.00pm (AWST) on Thursday, 24 November 2022.

If it becomes necessary or appropriate to make alternative Meeting arrangements to those detailed in this Notice, Shareholders will be updated via the ASX announcements platform and on the Company’s website at www.hiremii.com.

3 Annual Report

In accordance with section 317(1) of the Corporations Act the Annual Report must be laid before the annual general meeting. There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

(a) discuss the Annual Report which is available online at www.hiremii.com;

(b) ask questions about, or comment on, the management of the Company; and

(c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

(a) the preparation and the content of the Auditor's Report;

(b) the conduct of the audit;

(c) accounting policies of the Company in relation to the preparation of the financial statements; and

(d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than five business days before the Meeting to the Company Secretary at the Company's registered office.

4 Resolution 1 – Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with section 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

Shareholders will have the opportunity to remove the whole Board except the Managing Director if the Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings.

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the Managing Director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

Please note if the Remuneration Report receives a Strike at this Meeting and if a second Strike is received at the 2023 annual general meeting, this may result in the re-election of the Board.

The Chair will allow reasonable opportunity for Shareholders to ask questions about or comment on the Remuneration Report.

Resolution 1 is an ordinary resolution.

The Chair intends to exercise all available proxies in favour of Resolution 1.

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

5 Resolution 2 – Re-election of Mr Conor O'Brien as Director

Resolution 2 provides that, pursuant to and in accordance with article 7.3(c) of the Constitution and for all other purposes, Mr Conor O'Brien, Director, retires and being eligible, is re-elected as a Director.

Article 7.3(c) of the Constitution requires one third of all Directors, or if their number is not a multiple of three, then the number nearest one third (rounded down to the nearest whole number) to retire at each annual general meeting.

Article 7.3(f) of the Constitution states that a Director who retires under article 7.3(b) of the Constitution is eligible for re-election.

Details of Mr O'Brien's qualifications and experience is below:

Mr O'Brien holds a Bachelor of Laws and is a graduate member of the Australian Institute of Company Directors.

Mr O'Brien is a founder of Oncontractor Pty Ltd and he is currently the managing director of Rigforce, a specialist international oil and gas labour hire company. Prior to this, Conor was a lawyer practising in taxation and commercial law. Mr O'Brien has experience in high growth businesses across a range of commercial, human resources and industrial relations matters.

Mr O'Brien is a member of the Nomination and Remuneration and Audit and Risk Committees.

The Board considers that Mr O'Brien, if elected, will be classified as an independent director.

Resolution 2 is an ordinary resolution.

The Chair intends to exercise all available proxies in favour of Resolution 2.

The Board (excluding Mr O'Brien) supports the re-election of Mr O'Brien and recommends that Shareholders vote in favour of Resolution 2.

6 Resolutions 3 to 5 (inclusive) – Issue of Shares to Directors in Lieu of a Portion of Director Fees

6.1 General

In accordance with Listing Rule 10.11, Shareholder approval is required for the issue of Shares to a related party. Ms Alison Gaines and Messrs David Buckingham and Conor O'Brien are related parties of the Company by virtue of being Directors.

The Company intends to issue an aggregate of 2,096,964 Shares to Ms Gaines and Messrs Buckingham and O'Brien (and/or their respective nominees), Directors (all of whom are non-executive Directors), in lieu of cash payments for 50% of Directors' fees accrued, and to be accrued, to each of Ms Gaines and Mr Buckingham and for 100% of Directors' fees accrued, and to be accrued, to Mr O'Brien from 12 February 2022 to 30 November 2022 as follows:

Director	Shares
Ms Alison Gaines	829,450[1]
Mr David Buckingham	596,492[2]
Mr Conor O'Brien	671,022[3]
Total	**2,096,964**

Note:

1. Shares will be issued in lieu of cash for 50% of Director fees. Ms Gaines will have accrued, and be entitled to a cash payment of, $41,090 for the period from 12 February 2022 to 30 November 2022 under the terms of her engagement.
2. Shares will be issued in lieu of cash for 50% of Director fees. Mr Buckingham will have accrued, and be entitled to a cash payment of, $29,392 for the period from 12 February 2022 to 30 November 2022 under the terms of his engagement.

3. Shares will be issued in lieu of cash for 100% of Director fees. Mr O'Brien will have accrued, and be entitled to a cash payment of, $33,027 for the period from 12 February 2022 to 30 November 2022 under the terms of his engagement.

Resolutions 3 to 5 (inclusive) are ordinary resolutions.

The Chair intends to exercise all available proxies in favour of Resolutions 3 to 5 (inclusive).

6.2 Section 208 of the Corporations Act

In accordance with section 208 of the Corporations Act, to give a financial benefit to a related party, the Company must obtain Shareholder approval unless the giving of the financial benefit falls within an exception in sections 210 to 216 of the Corporations Act.

Ms Alison Gaines and Messrs David Buckingham and Conor O'Brien, Directors, are related parties of the Company for the purposes of section 208 of the Corporations Act.

The issue of Shares to each of Ms Gaines and Messrs Buckingham and O'Brien (and/or their respective nominees) constitutes the giving of a financial benefit for the purposes of section 208 of the Corporations Act and the Board has determined that the Company will seek Shareholder approval for the purposes of section 208 of the Corporations Act.

6.3 Specific information required by section 219 of the Corporations Act

Information must be provided to Shareholders for the purposes of obtaining Shareholder approval for Resolutions 3 to 5 (inclusive) as follows:

(a) The Shares will be issued to Ms Gaines and Messrs Buckingham and O'Brien (and/or their respective nominees) as follows:

Director	Shares
Ms Alison Gaines	829,450
Mr David Buckingham	596,492
Mr Conor O'Brien	671,022
Total	**2,096,964**

(b) The Shares being issued to Ms Gaines and Messrs Buckingham and O'Brien (and/or their respective nominees) are all fully paid ordinary shares and rank equally in all respects with the Company's existing Shares on issue.

(c) The Shares being issued to Ms Gaines and Messrs Buckingham and O'Brien (and/or their respective nominees) are in lieu of cash payments for 50% of Directors' fees accrued, and to be accrued, to each of Ms Gaines and Mr Buckingham and for 100% of Directors' fees accrued, and to be accrued, to Mr O'Brien from 12 February 2022 to 30 November 2022.

(d) Each of:

(i) Ms Gaines abstains from making a recommendation on Resolution 3;

(ii) Mr Buckingham abstains from making a recommendation on Resolution 4; and

(iii) Mr O'Brien abstains from making a recommendation on Resolution 5,

as that Director has an interest in the outcome of that Resolution as the recipient of Shares and therefore believe it inappropriate to make a recommendation.

(e) The value of Shares being issued to Ms Gaines and Messrs Buckingham and O'Brien (and/or their respective nominees), on the basis of the Company's closing share price of $0.045 on 11 October 2022, is as follows:

Director	Shares	Value ($)
Ms Alison Gaines	829,450	37,325.25
Mr David Buckingham	596,492	26,842.14
Mr Conor O'Brien	671,022	30,195.99
Total	**2,096,964**	**94,363.38**

(f) Each of Ms Gaines and Messrs Buckingham and O'Brien's total remuneration packages are as follows:

			2022		
Director	Cash salary and fees ($)	Non-monetary ($)	Superannuation ($)	Equity-settled options ($)	Total ($)
Ms Alison Gaines[1]	75,173	20,435	3,392	-	**99,000**
Mr Conor O'Brien[1]	28,448	14,667	462	-	**43,577**
Mr David Buckingham[1]	57,885	13,327	5,788	-	**77,000**
Total	**161,506**	**48,429**	**9,642**	**-**	**219,577**

Note:

1. Includes an accrual for the issue of Shares subject to shareholder approval at the Meeting. This amount will be settled in cash if the issue of Shares is not approved.

			2021		
Director	Cash salary and fees ($)	Non-monetary ($)	Superannuation ($)	Equity-settled options ($)	Total ($)
Ms Alison Gaines[1]	16,425	-	-	82,050	**98,475**
Mr Conor O'Brien	21,428	-	2,035	-	**23,463**
Mr David Buckingham	38,038	-	3,613	54,700	**96,351**
Total	**75,891**	**-**	**5,648**	**136,750**	**218,289**

Note:

1. Represents remuneration from date of appointment 3 May 2021 to 30 June 2021.

(g) Each of Ms Gaines and Messrs Buckingham and O'Brien's interests in the securities of the Company are as follows:

Director	Shares	Options
Ms Alison Gaines[1]	67,714	1,500,000[4]
Mr David Buckingham[2]	329,372	1,000,000[4]
Mr Conor O'Brien[3]	4,564,869	778,161[4]
Total	**4,961,955**	**3,278,161**

Notes:

1. If Resolution 3 is passed, Ms Gaines will have an interest in a further 829,450 Shares.
2. If Resolution 4 is passed, Mr Buckingham will have an interest in a further 596,492 Shares
3. If Resolution 5 is passed, Mr O'Brien will have an interest in a further 671,022 Shares.
4. Options exercisable at $0.30 and expiring on 11 May 2024.

(h) The Shares being issued to Ms Gaines and Messrs Buckingham and O'Brien (and/or their respective nominees) will result in a dilution of all other Shareholder's holding in the Company of approximately 1.83%.

(i) Historical quoted price information for Shares for the last twelve months are as follows:

Shares	Price	Date
Highest	$0.090	28 October 2021
Lowest	$0.040	12 October 2022
Last	$0.049	21 October 2022

(j) Other than the information detailed in this Notice, the Company believes there is no there is no other information that would be reasonably required by Shareholders to pass Resolutions 3 to 5 (inclusive).

6.4 Listing Rule 10.11

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

10.11.1 a related party;

10.11.2 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;

10.11.3 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 of the company pursuant to a relevant agreement which gives them a right or expectation to do so;

10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or

10.11.5 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 its shareholders,

unless it obtains shareholder approval.

The issue of Shares to Ms Alison Gaines and Messrs David Buckingham and Conor O'Brien (and/or their respective nominees) falls within Listing Rule 10.11.1, as Ms Gaines and Messrs Buckingham and O'Brien are related parties to the Company, and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

Resolution 3 seeks the required Shareholder approval, to issue 829,450 Shares to Ms Gaines (and/or her nominee), in lieu of accrued Directors' fees, under and for the purposes of Listing Rule 10.11.

Resolution 4 seeks the required Shareholder approval, to issue 596,492 Shares to Mr Buckingham (and/or his nominee), in lieu of accrued Directors' fees, under and for the purposes of Listing Rule 10.11.

Resolution 5 seeks the required Shareholder approval, to issue 671,022 Shares to Mr O'Brien (and/or his nominee), in lieu of accrued Directors' fees, under and for the purposes of Listing Rule 10.11.

If:

(a) Resolution 3:

  (i) is passed, the Company will be able to proceed with the issue of 829,450 Shares to Ms Gaines (and/or her nominee) and pursuant to Listing Rule 7.2, exception 14, the Company may issue the Shares without using the Company's 15% placement capacity under Listing Rule 7.1; and

  (ii) is not passed, the Company will not be able to proceed with the issue of 829,450 Shares to Ms Gaines (and/or her nominee), and the Company will settle the outstanding balance of the accrued Director's fees owed to Ms Gaines in cash;

(b) Resolution 4:

  (i) is passed, the Company will be able to proceed with the issue of 596,492 Shares to Mr Buckingham (and/or his nominee) and pursuant to Listing Rule 7.2, exception 14, the Company may issue the Shares without using the Company's 15% placement capacity under Listing Rule 7.1; and

  (ii) is not passed, the Company will not be able to proceed with the issue of 596,492 Shares to Mr Buckingham (and/or his nominee), and the Company will settle the outstanding balance of the accrued Director's fees owed to Mr Buckingham in cash; and

(c) Resolution 5

  (i) is passed, the Company will be able to proceed with the issue of 671,022 Shares to Mr O'Brien (and/or his nominee) and pursuant to Listing Rule 7.2, exception 14, the Company may issue the Shares without using the Company's 15% placement capacity under Listing Rule 7.1; and

  (ii) is not passed, the Company will not be able to proceed with the issue of 671,022 Shares to Mr O'Brien (and/or his nominee), and the Company will settle the outstanding balance of the accrued Director's fees owed to Mr O'Brien in cash.

6.5 Specific information required by Listing Rule 10.13

Information must be provided to Shareholders for the purposes of obtaining Shareholder approval for Resolutions 3 to 5 (inclusive) as follows:

(a) The Shares will be issued to Ms Gaines and Messrs Buckingham and O'Brien (and/or their respective nominees).

(b) Ms Alison Gaines and Messrs David Buckingham and Conor O'Brien fall within Listing Rule 10.11.1 as Ms Alison Gaines and Messrs David Buckingham and Conor O'Brien are Directors.

(c) The number of Shares to be issued to Ms Gaines and Messrs Buckingham and O'Brien (and/or their respective nominees) is as follows:

Director	Shares
Ms Alison Gaines	829,450
Mr David Buckingham	596,492
Mr Conor O'Brien	671,022
Total	2,096,964

(d) The Shares being issued to Ms Gaines and Messrs Buckingham and O'Brien (and/or their respective nominees) are all fully paid ordinary shares and rank equally in all respects with the Company's existing Shares on issue.

(e) The Company will issue the Shares to Ms Gaines and Messrs Buckingham and O'Brien (and/or their respective nominees) within 1 month of the date of the Meeting.

(f) The deemed issue price of the Shares is based on the quarterly VWAP for each calendar quarter, such that the Shares issued in lieu of payment of the accrued Directors' fees from 12 February to 31 March 2022 are issued at the March 2022 quarterly VWAP of $0.053 per Share, from 1 April to 30 June 2022 are issued at the June 2022 quarterly VWAP of $0.053 per share, from 1 July to 30 September 2022 are issued at the September 2022 quarterly VWAP of $0.047 per Share and from 1 October to 30 November 2022 are issued at the September 2022 quarterly VWAP of $0.047 per Share (as the December 2022 quarterly VWAP is not known at that date of this Notice of Meeting).

(g) No funds will be raised from the issue of Shares to Ms Gaines and Messrs Buckingham and O'Brien (and/or their respective nominees). The Shares are being issued to Ms Gaines and Messrs Buckingham and O'Brien (and/or their respective nominees) in lieu of 50% of Directors' fees accrued, and to be accrued, to each of Ms Gaines and Mr Buckingham and for 100% of Directors' fees accrued, and to be accrued, to Mr O'Brien from 12 February 2022 to 30 November 2022.

(h) Each of Ms Gaines and Messrs Buckingham and O'Brien's total remuneration packages are as follows:

	2022				
Director	**Cash salary and fees ($)**	**Non-monetary ($)**	**Superannuation ($)**	**options ($)**	**Total ($)**
Ms Alison Gaines[1]	75,173	20,435	3,392	-	**99,000**
Mr Conor O'Brien[1]	28,448	14,667	462	-	**43,577**
Mr David Buckingham[1]	57,885	13,327	5,788	-	**77,000**
Total	**161,506**	**48,429**	**9,642**	**-**	**219,577**

Note:

1. Includes an accrual for the issue of Shares subject to Shareholder approval at the Meeting. This amount will be settled in cash if the issue of Shares is not approved.

	2021				
Director	**Cash salary and fees ($)**	**Non-monetary ($)**	**Superannuation ($)**	**Options ($)**	**Total ($)**
Ms Alison Gaines[1]	16,425	-	-	82,050	**98,475**
Mr Conor O'Brien	21,428	-	2,035	-	**23,463**
Mr David Buckingham	38,038	-	3,613	54,700	**96,351**
Total	**75,891**	**-**	**5,648**	**136,750**	**218,289**

Note:

1. Represents remuneration from date of appointment 3 May 2021 to 30 June 2021.

(i) A voting exclusion statement is included in the Notice for Resolutions 3 to 5 (inclusive).

6.6 Board recommendation

The Board (excluding Ms Alison Gaines) recommends that Shareholders vote in favour of Resolution 3.

The Board (excluding Mr David Buckingham) recommends that Shareholders vote in favour of Resolution 4.

The Board (excluding Ms Conor O'Brien) recommends that Shareholders vote in favour of Resolution 5.

7 Resolution 6 – Issue of Options to Mr Andrew Hornby

7.1 General

In accordance with Listing Rule 10.14, Shareholder approval is required for the issue of Option to a related party under an employee incentive plan. Mr Andrew Hornby is a related party of the Company as he is the Managing Director.

The Company intends to issue 1,000,000 Options to Mr Hornby (and/or his nominee), Director, under the Plan and on the terms detailed in Schedule 2 (**Hornby Options**).

The Board (excluding Mr Hornby) considers that this grant of Hornby Options to Mr Hornby (and/or his nominee) would be a cost effective and efficient reward for the Company to appropriately incentivise his performance and is consistent with the strategic goals and targets of the Company.

Refer to Schedule 3 for a summary of the terms and conditions of the Plan.

The Hornby Options will be issued to Mr Hornby (and/or his nominee) as follows:

Number of Options	Exercise Price	Vesting Condition	Expiry Date
1,000,000	2 times of the 30 Trading Day VWAP of Shares immediately prior to the issue of the Hornby Options	12 months from date of issue (subject to continuous employment with the Company)	Three years from the date of issue

Resolution 6 is an ordinary resolution.

The Chair intends to exercise all available proxies in favour of Resolution 6.

7.2 Section 208 of Corporations Act

In accordance with section 208 of the Corporations Act, to give a financial benefit to a related party, the Company must obtain Shareholder approval unless the giving of the financial benefit falls within an exception in sections 210 to 216 of the Corporations Act.

Mr Hornby who is the Managing Director is a related party of the Company.

The Board has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed issue of the Hornby Options as the exception in section 211 of the Corporations Act applies and the Hornby Options are considered to be reasonable remuneration for the purposes of section 211 of the Corporations Act.

7.3 Listing Rule 10.14

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme without the approval of shareholders:

10.14.1 a director of the company;

10.14.2 an associate of a director of the company; or

10.14.3 a person whose relationship with the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders.

The issue of Hornby Options to Mr Andrew Hornby (and/or his nominee) falls within 10.14.1 above and therefore requires the approval of Shareholders under Listing Rule 10.14.

If Resolution 6 is passed, the Company will be able to proceed with the issue of Hornby Options to Mr Hornby (and/or his nominee). Approval pursuant to Listing Rule 7.1 will not be required as approval is being obtained under Listing Rule 10.14 (Exception 14 under Listing Rule 7.1). Accordingly, the issue of Hornby Options will not be included in the Company's 15% placement capacity on issuing Equity Securities without Shareholder approval under Listing Rule 7.1.

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of Hornby Options to Mr Hornby (and/or his nominee) and may consider alternative forms of remuneration with Mr Hornby.

7.4 Specific information required by Listing Rule 10.15

Information must be provided to Shareholders for the purposes of obtaining Shareholder approval for Resolution 6 as follows:

(a) The Hornby Options will be granted to Mr Andrew Hornby (and/or his nominee).

(b) Mr Hornby falls within category 10.14.1 of the Listing Rules as he is a Director.

(c) The maximum number of Hornby Options to be issued to Mr Hornby (and/or his nominee) is 1,000,000.

(d) The remuneration of Mr Hornby consists of a base salary of $250,000 and a cash bonus of up to $75,000.

(e) There have not been any securities granted under the Plan to Mr Hornby.

(f) The exercise price, vesting condition and expiry date of the Employee Incentive Options are:

Number of Options	Exercise Price	Vesting Condition	Expiry Date
1,000,000	2 times of the 30 Trading Day VWAP of Shares immediately prior to the issue of the Hornby Options	12 months from date of issue (subject to continuous employment with the Company)	Three years from the date of issue

The Hornby Options:

(i) are subject to the material terms summarised in Schedule 2;

(ii) are being issued to provide a cost effective and efficient reward for the Company to appropriately incentivise Mr Hornby's performance in a manner that is consistent with the strategic goals and targets of the Company; and

(iii) are valued, at approximately $18,889 using the Trinomial Lattice option pricing model and the following assumptions:

Stock Price at Issue	$0.045
Exercise Price	$0.096
Grant/Valuation Date	11 October 2022
Vesting Date	11 October 2023
Expiry Date	11 October 2025
Volatility	97.97%
Interest Rate	3.53%
Suboptimal Exercise Factor	2.5

(g) The Company intends to grant the Hornby Options to Mr Hornby (and/or his nominee) within one month after the date of the Meeting, and by no later than 3 years after the date of the Meeting.

(h) The Hornby Options will be granted for nil consideration.

(i) The material terms of the Plan are summarised in Schedule 3.

(j) Details of any securities issued under the Plan will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.

(k) Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

(l) A voting exclusion statement is included in the Notice for Resolution 6.

7.5 Director Recommendation

The Directors (other than Mr Hornby) recommend that Shareholders vote in favour of Resolution 6.

8 Resolution 7 – Approval of 10% Placement Facility

8.1 General

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of $300 million or less. The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a market capitalisation of $300 million or less.

The Company is seeking Shareholder approval to issue Equity Securities under the 10% Placement Facility. The number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 8.2(c)).

If Resolution 7 is passed, the Company will be able to issue Equity Securities under Listing Rule 7.1A up to 10% of its issued share capital over a 12 month period after the annual general meeting, in addition to the Company’s 15% placement capacity under Listing Rule 7.1.

If Resolution 7 is not passed, the Company will not be able to access the 10% Placement Facility to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval under Listing Rule 7.1.

Resolution 7 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Chair intends to exercise all available proxies in favour of Resolution 7.

8.2 Listing Rule 7.1A

(a) **Shareholder approval**

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an annual general meeting.

(b) **Equity Securities**

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the company.

The Company, as at the date of the Notice, has on issue one quoted class of Equity Securities, Shares.

(c) **Formula for calculating 10% Placement Facility**

Listing Rule 7.1A.2 provides that eligible entities which have obtained Shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E

A is the number of Shares on issue at the commencement of the relevant period:

(A) plus the number of Shares issued in the relevant period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;

(B) plus the number of Shares issued in the relevant period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:

(I) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or

(II) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved under Listing Rule 7.1 or 7.4;

(C) plus the number of Shares issued in the relevant period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:

(I) the agreement was entered into before the commencement of the relevant period; or

(II) the agreement was approved, or taken under these rules to have been approved, under Listing Rule 7.1 or 7.4

(D) plus the number of any other Shares issued in the relevant period with approval under Listing Rule 7.1 or 7.4;

(E) plus the number of partly paid ordinary shares that became fully paid in the relevant period;

(F) less the number of Shares cancelled in the relevant period.

Note that A is has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with Shareholder approval under Listing Rule 7.4.

(d) **Listing Rule 7.1 and Listing Rule 7.1A**

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

At the date of the Notice, the Company has on issue 114,658,695 Shares and therefore has a capacity to issue:

(i) 17,198,804 Equity Securities under Listing Rule 7.1; and

(ii) subject to Shareholder approval being sought under Resolution 7, 11,465,869 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 8.2(c)).

(e) **Minimum Issue Price**

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

(i) the date on which the price at which the Equity Securities are to be issued is agreed; or

(ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) **10% Placement Period**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

(i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained;

(ii) the date of the entity’s next annual general meeting; or

(iii) the date of Shareholder approval of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(the **10% Placement Period**).

8.3 Effect of Resolution

The effect of Resolution 7 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

8.4 Specific information required by Listing Rule 7.3A

In accordance with Listing Rule 7.3A, information is provided as follows:

(a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days on which trades in that class were recorded immediately before:

(i) the date on which the price at which the Equity Securities are to be issued is agreed; or

(ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(b) If Resolution 7 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table (in the case of Listed Options, only if the Listed Options are exercised). There is a risk that:

(i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and

(ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

(c) The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable 'A' calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of the Notice.

(d) The table also shows:

(i) two examples where variable 'A' has increased, by 50% and 100%. Variable 'A' is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and

(ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		$0.0225 **50% decrease in Issue Price**	**$0.045** **Issue Price**	**$0.0675** **50% increase in Issue Price**
Current Variable A **114,658,695 Shares**	**10% Voting Dilution**	11,465,870 Shares	11,465,870 Shares	11,465,870 Shares
	Funds raised	$257,982	$515,964	$773,946
50% increase in current Variable A **171,988,042 Shares**	**10% Voting Dilution**	17,198,804 Shares	17,198,804 Shares	17,198,804 Shares
	Funds raised	$386,973	$773,946	$1,160,919
100% increase in current Variable A **229,317,390 Shares**	**10% Voting Dilution**	22,931,739 Shares	22,931,739 Shares	22,931,739 Shares
	Funds raised	$515,964	$1,031,928	$1,547,892

The table has been prepared on the following assumptions:

(i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.

(ii) No Options (including any Options issued under the 10% Placement Facility) are exercised into Shares before the date of the issue of the Equity Securities.

(iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

(iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.

(v) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

(vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares.

(vii) The issue price is $0.045, being the closing price of Shares on ASX on 11 October 2022.

(e) The Company will only issue the Equity Securities during the 10% Placement Period. The approval under Resolution 7 for the issue of the Equity Securities will cease to be valid on the earlier of:

(i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained;

(ii) the time and date of the entity's next annual general meeting; or

(iii) the time and date that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).

(f) The Company may seek to issue the Equity Securities for cash consideration. In such circumstances, the Company intends to use the funds raised towards the expansion of the Company's business and/or general working capital.

(g) The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.

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

(i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;

(ii) the effect of the issue of the Equity Securities on the control of the Company;

(iii) the financial situation and solvency of the Company; and

(iv) advice from corporate, financial and broking advisers (if applicable).

(i) The subscribers under the 10% Placement Facility have not been determined as at the date of the Notice but may include existing substantial Shareholders and/or new Shareholders who are not a related party or an associate of a related party of the Company.

(j) Further, if the Company is successful in acquiring new resources assets or investments, it is likely that the subscribers under the 10% Placement Facility will be the vendors of the new resources assets or investments.

(k) In the 12 months preceding the date of the Meeting the Company issued a total number of 6,930,050 Equity Securities under Listing Rule 7.1A.2, which represents 7.4% of the total number of Equity Securities on issue at 22 October 2021. Details of the issue of Equity Securities by the Company during the 12 months preceding the date of the Meeting under Listing Rule 7.1A.2 are detailed below

Date of Issue	Issued on 12 January 2022.
Ordinary Shares	6,930,050 Shares
Issue Price	$0.0447 (representing a discount of 12.0% to the five Trading Day VWAP of Shares of $0.0508 prior to the trading halt on 5 January 2022).
Consideration	$309,773 As at the date of this Notice, the Company has used $309,773 of the proceeds from the issue of Equity Securities, which have been utilised towards the expansion of the Company's business and for working capital purposes. Specifically, the proceeds from issue of Equity Securities have supported:

	• continued marketing and business development to attract and acquire new labour hire clients; • the further development of the Company's technology platform via further research and development activities; • sales and marketing of the Company's technology platform to existing and new clients; • additional resources to expand operations into key new markets outside of Western Australia; and • costs of the issue of Equity Securities and ongoing working capital.
Issued to or basis of issue	Issued to institutional, professional and sophisticated investors identified by the Company and the lead manager, Indian Ocean Securities Pty Ltd, in connection with the issue of Equity Securities. None of the recipients were related parties, key management personnel, a substantial shareholder or an advisor of the Company or an associate of one of these.

(l) The Company previously obtained Shareholder approval under Listing Rule 7.1A at its 2021 annual general meeting.

(m) A voting exclusion statement is included in the Notice for Resolution 7.

(n) At the date of the Notice, the Company is not proposing to make an issue of the Equity Securities and has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

8.5 Director Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 7.

9 Resolution 8 – Ratification of Placement

9.1 Background

On 28 April 2022, the Company announced that it had completed a capital raising of $585,000 to institutional and sophisticated investors by way of a placement of an aggregate of 13,000,000 Shares at an issue price of $0.045 per Share to institutional and sophisticated investors. The issue price was the same as the Company's share purchase plan completed in February 2022 (**SPP**) and 7,816,683 Shares were issued pursuant to shareholder approval to place the SPP shortfall which was obtained at the Company's general meeting held on 11 April 2022.

The remaining 5,183,317 Shares (**Placement Shares**) were issued to institutional and sophisticated investors (**Placement Participants**) under the Company's available Listing Rule 7.1 placement capacity at an issue price of $0.045 per Share to raise approximately $233,250 (**Placement**) (refer to the Company's announcement released on ASX on 28 April 2022 for further details regarding the Placement).

Resolution 8 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Shares.

Resolution 8 is an ordinary resolution.

The Chair intends to exercise all available proxies in favour of Resolution 8.

9.2 Listing Rule 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 securities it had on issue at the start of that period.

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

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

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Resolution 8 seeks Shareholder approval for the Placement Shares under and for the purposes of Listing Rule 7.4.

If Resolution 8 is passed, the Placement Shares 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 8 is not passed, the Placement Shares will be included in calculating the Company's 15% limit in 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.

9.3 Information required by Listing Rule 7.5

In accordance with Listing Rule 7.5, information is provided in relation to the issue of the Placement Shares as follows:

(a) The Placement Shares were issued to the Placement Participants, being institutional and sophisticated investors (who are not related parties, Key Management Personnel or advisers of the Company) identified by the Company as part of the book build process (which involved the Company seeking expressions of interest).

(b) The 5,183,317 Shares issued were all fully paid ordinary shares and rank equally in all respects with the Company's existing Shares on issue.

(c) The Placement Shares were issued on 28 April 2022.

(d) The Placement Shares were issued for $0.045 per Share.

(e) Proceeds of approximately $233,250 were received from the Placement.

(f) Funds raised from the Placement have and will be utilised for the expansion of the Company's business and for working capital purposes.

(g) The Placement Shares were issued pursuant to short form subscription letters, under which the Placement Participants subscribed for Placement Shares at an issue price of $0.045 per Share. Under the short form subscription letters, the Placement Participants agreed to subscribe for Shares at an issue price of $0.045 and were subject to standard representations and warranties customary for an agreement of this nature.

(h) A voting exclusion statement is included in the Notice for Resolution 8.

9.4 Director Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 8.

10 Resolution 9 – Section 195 Approval

In accordance with section 195 of the Corporations Act, a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a "material personal interest" are being considered.

Ms Alison Gaines and Messrs David Buckingham and Conor O'Brien may have a material personal interest in the outcome of Resolutions 3 to 5 (inclusive).

In the absence of this Resolution 9, the Directors may not be able to form a quorum at directors meetings necessary to carry out the terms of Resolutions 3 to 5 (inclusive).

The Directors accordingly exercise their right under section 195(4) of the Corporations Act to put the issue to Shareholders to resolve. Resolution 9 is an ordinary resolution.

Schedule 1

Definitions

In the Notice and this Explanatory Memorandum, words importing the singular include the plural and vice versa.

$ means Australian Dollars;

10% Placement Facility has the meaning given in Section 8;

10% Placement Period has the meaning given in Section 8.2(f);

Annual Report means the Directors' Report, the Financial Report and the Auditor's Report in respect to the financial year ended 30 June 2022;

ASIC means the Australian Securities and Investments Commission;

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX;

AWST means Australian Western Standard Time, being the time in Perth, Western Australia;

Auditor's Report means the auditor's report on the Financial Report;

Board means the board of Directors;

Chair means the person appointed to chair the Meeting, or any part of the Meeting, convened by the Notice;

Closely Related Party means:

(a) a spouse or child of the member; or

(b) has the meaning given in section 9 of the Corporations Act;

Company means Hiremii Limited (ACN 642 994 214);

Company Group means the Company and its Subsidiaries;

Constitution means the constitution of the Company as at the commencement of the Meeting;

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

Director means a director of the Company;

Directors' Report means the annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities;

Equity Security has the same meaning as in the Listing Rules;

Explanatory Memorandum means the explanatory memorandum which forms part of the Notice;

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

Hornby Options has the meaning given in Section 7.1;

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

Listing Rules means the listing rules of ASX;

Managing Director means the managing director of the Company;

Meeting has the meaning in the introductory paragraph of the Notice;

Notice means the notice of meeting which comprises of the notice, agenda, Explanatory Memorandum and Proxy Form;

Office means office as a Director;

Option means an option which entitles the holder to subscribe for a Share;

Placement has the meaning given in Section 9.1;

Placement Participants has the meaning given in Section 9.1;

Placement Shares has the meaning given in Section 9.1;

Plan means the Company's employee incentive plan as approved at the Company's 2021 annual general meeting;

Proxy Form means the proxy form attached to the Notice;

Remuneration Report means the remuneration report of the Company contained in the Directors' Report;

Resolution means a resolution contained in the Notice;

Schedule means a schedule to this Explanatory Memorandum;

Section means a section of this Explanatory Memorandum;

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

Shareholder means a shareholder of the Company;

SPP has the meaning given in Section 9.1;

Strike has the meaning given in Section 4;

Subsidiary has the meaning given in section 9 of the Corporations Act;

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules; and

VWAP means volume weighted average price.

Schedule 2

Terms of Hornby Options

The terms of the Hornby Options are as follows:

(a) **Entitlement**

Each Option entitles the holder (**Holder**) to subscribe for one Share upon exercise.

(b) **Exercise Price and Expiry Date**

(i) The exercise price of the Options is equal to 2 times the 30 trading day VWAP of the Shares immediately prior to the issue of the Options (**Exercise Price**).

(ii) Each Option will expire on the date which is three (3) years from the Issue Date (**Expiry Date**).

(c) **Vesting Condition and Lapsing of Options**

The Options will vest and be exercisable on the date that is one (1) year from the date of issue of the Options (subject to continuous employment with the Company) (**Vesting Date**). If the Holder ceases to be an employee of Hiremii Limited prior to the Vesting Date, all of the Options will lapse and be cancelled.

(d) **Exercise Period**

Each Option is exercisable on and from the Vesting Date and at any time prior to the Expiry Date (**Exercise Period**). After this time, any unexercised Options will automatically lapse.

(e) **Notice of Exercise**

The Options may be exercised by notice in writing to the Company (**Notice of Exercise**) and payment of the applicable Exercise Price for each Option being exercised.

(f) **Shares Issued on Exercise**

Shares issued on exercise of the Options rank equally with the Shares on issue and will be free of all encumbrances, liens and third party interests.

(g) **Quotation of Shares**

The Company will apply to ASX for official quotation of the Shares issued upon the exercise of the Options.

(h) **Timing of Issue of Shares and Quotation of Shares on Exercise**

(i) Within five Business Days after the later of the following:

(A) receipt of a Notice of Exercise and payment of the applicable Exercise Price for each Option being exercised; and

(B) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information. If there is no such information the relevant date will be the date of receipt of a Notice of Exercise as detailed in paragraph (d) above,

the Company will:

(C) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of

Exercise and for which cleared funds have been received by the Company;

(D) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

(E) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

(ii) If, for any reason, a notice delivered under paragraph (d) is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(i) **Participation in New Issues**

There are no participation rights or entitlements inherent in the Options and Holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options.

(j) **Adjustment for Bonus Issues of Shares**

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment):

(i) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Holder would have received if the Holder of an Option had exercised the Option before the record date for the bonus issue; and

(ii) no change will be made to the Exercise Price.

(k) **Adjustment for Rights Issue**

(i) If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu of in satisfaction of dividends or by way of dividend reinvestment) the Exercise Price of an Option will be reduced according to the following formula:

$$O' = O - \frac{E[P-(S+D)]}{N+1}$$

where:

O' = the new Exercise Price of the Option.

O = the old Exercise Price of the Option.

E = the number of underlying Shares into which one Option is exercisable.

P = average market price per Share weighted by reference to volume of the underlying Shares during the 5 trading days ending on the day before the ex rights date or ex entitlements date.

S = the subscription price of a Share under the pro rata issue.

D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue).

N = the number of Shares with rights or entitlements that must be held to receive a right to one new share.

(l) **Adjustments for Reorganisation**

If there is any reconstruction of the issued share capital of the Company, the rights of the Holder may be varied to comply with the Listing Rules that apply to the reconstruction at the time of the reconstruction.

(m) **Quotation of Options**

The Company will make no application for quotation of the Options.

(n) **Options Transferable**

Unless otherwise determined by the Board, the Options are not transferable.

(o) **Lodgement Requirements**

Cheques shall be in Australian currency made payable to the Company and crossed 'Not Negotiable'. The application for Shares on the exercise of the Options with the appropriate remittance must be lodged at the Share Registry.

Schedule 3

Terms of the Employee Incentive Plan

(a) **Offers to Eligible Participants**

To achieve the abovementioned objectives of rewarding, retaining and attracting Directors, employees and consultants, the securities granted under the Plan may be subject to performance criteria or time-based exercise conditions as determined by the Board, in its sole and absolute discretion.

Under the Plan, the Company may offer securities, being:

(i) performance rights; or

(ii) options,

to acquire Shares to certain Directors, employees and consultants of the Company.

Written offers of securities can be made by the Board, in its absolute discretion, to Eligible Participants (defined below). The terms and conditions of such offers will be detailed in the written offers made to Eligible Participants and the Plan.

Under the Plan, an **Eligible Participant** means a person who is a full-time, part-time or casual employee or consultant (including an executive Director) of the Company or the Company Group or a non-executive Director who has been determined or selected by the Board from time to time.

(b) **Invitation**

Following determination that an Eligible Participant may participate in the Plan, the Board may at any time and from time to time make an invitation to that Eligible Participant (**Invitation**).

An Invitation to apply for securities under the Plan may be made on such terms and conditions as the Board decides from time to time, including as to:

(i) the number of securities for which that Eligible Participant may apply;

(ii) the date that the securities will be granted;

(iii) the amount payable (if any) for the grant of each security or how such amount is calculated;

(iv) whether each security, upon vesting under the Plan, needs to be manually exercised or whether it will be automatically exercised;

(v) the exercise price (if relevant);

(vi) the vesting conditions (if relevant);

(vii) whether cashless exercise of the offered securities is permitted; and

(viii) any other terms and conditions.

(c) **Terms of Shares**

Shares issued following the exercise of securities issued under the Plan will be issued on the same terms as existing shares. These Shares may be subject to restrictions as to the disposal or other dealing for a period at the discretion of the Board. Further, the Board may implement any procedure it deems appropriate to ensure the compliance by the Eligible Participant with such restriction, including but not limited to imposing a holding lock (where applicable) on those Shares or using an employee share trust to hold the Shares during a restriction period.

(d) **Change of Control**

Notwithstanding any other provisions of the Plan, but subject to all applicable laws, regulations, the Listing Rules and the terms of an Invitation, if:

(i) a Change of Control Event (defined below) occurs;

(ii) or the Board determines that a Change of Control Event is likely to occur,

the Board may in its discretion determine the manner in which any or all of the securities issued to Eligible Participants under the Plan and the Shares issued upon the exercise of the securities will be dealt with.

Under the Plan, **Change of Control Event** means:

(i) where Shareholders approve any compromise or arrangement for the purpose of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation with any other body corporate or bodies corporate (other than a scheme that does not involve a change in the ultimate beneficial ownership of the Company), which will, upon becoming effective, result in any person owning more than 50% of the Shares on issue;

(ii) where a person becomes the legal or the beneficial owner of, or has a Relevant Interest in, more than 50% of the Shares on issue;

(iii) where a person becomes entitled to acquire, hold or has an equitable interest in more than 50% of the Shares on issue;

(iv) where a takeover bid is made to acquire more than 50% of the Shares on issue (or such lesser number of Shares that when combined with the Shares that the bidder already owns will amount to more than 50% of the Shares on issue and such takeover bid becomes unconditional and the bidder has a Relevant Interest in more than 50% of the Shares on issue;

(v) a resolution is passed for the voluntary winding-up of the Company;

(vi) an order is made for the compulsory winding up of the Company;

(vii) the sale of all or substantially all of the business and assets of the Company Group; or

(viii) any other event determined by the Board in good faith to constitute a “Change of Control Event” for the purposes of the Plan,

but, for the avoidance of doubt, does not include any internal reorganisation of the structure, business and/or assets of the Company Group.

(e) **Non-Transferable and No Quotation**

Securities issued under the Plan are unquoted securities and may not be sold, transferred, assigned or novated except with the prior approval of the Board.

Hiremii Limited | ACN 642 994 214

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 **1.00pm (AWST) on Saturday, 26 November 2022,** being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.
Joint holding: Where the holding is in more than one name, all Shareholders should sign.
Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.
Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.
Email Address: Please provide your email address in the space provided.

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online:
Use your computer or smartphone to appoint a proxy at
https://investor.automic.com.au/#/loginsah
or scan the QR code below using your smartphone
Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.

BY MAIL:
Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:
Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:
meetings@automicgroup.com.au

BY FACSIMILE:
+61 2 8583 3040

All enquiries to Automic:
WEBCHAT: https://automicgroup.com.au/

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

STEP 1 - How to vote

APPOINT A PROXY:
I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Hiremii Limited, to be held at **1.00pm (AWST) on Monday, 28 November 2022 at the offices of RSM Australia Pty Ltd, Level 32, Exchange Tower, 2 The Esplanade, Perth, Western Australia** hereby:

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.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
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.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS
Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1 and 3 - 6 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 3 - 6 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2 – Your voting direction

Resolutions	For	Against	Abstain
1. Remuneration Report			
2. Re-election of Mr Conor O'Brien as Director			
3. Issue of Shares to Ms Alison Gaines in Lieu of a Portion of Director Fees			
4. Issue of Shares to Mr David Buckingham in Lieu of a Portion of Director Fees			
5. Issue of Shares to Mr Conor O'Brien in Lieu of a Portion of Director Fees			
6. Issue of Options to Mr Andrew Hornby			
7. Approval of 10% Placement Facility			
8. Ratification of Placement			
9. Section 195 Approval			

STEP 3 – Signatures and contact details

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

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY)

/ /

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

AUTOMIC

HMI