
SARYTOGAN GRAPHITE LIMITED
ACN 107 920 945
NOTICE OF GENERAL MEETING

Notice is given that the General Meeting will be held at:

TIME: 4:00pm (WST)

DATE: 25 March 2026

PLACE: Virtually via a web-based portal, as well as in-person at:

Suite 9, 110 Hay Street
SUBIACO WA 6008

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.

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 Shareholders at 5:00 pm (WST) on xx March 2026.

IMPORTANT INFORMATION REGARDING MEETING ATTENDANCE AND VOTING

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Attending the Meeting virtually

The Meeting will be virtually accessible to all Shareholders, and will allow Shareholders, as a whole, a reasonable opportunity to participate without being physically present at the Meeting.

The technology used to hold the Meeting will be reasonable and, Shareholders entitled to attend and vote at the Meeting, will be able to:

- (a) view the Meeting live;
- (b) exercise a right, orally and in writing, to ask questions and make comments; and
- (c) cast votes in real time on a poll during the Meeting.

Shareholders who wish to attend the Meeting virtually must first register their attendance with the Company by no later than 4:00 pm (WST) on 24 March 2026, the day prior to the day of the Meeting, by email to the Company Secretary at ian.hobson@sarytogangraphite.com including the Shareholder's name, address and HIN or SRN. The Company will then email the Shareholder the details to participate in the virtual Meeting via zoom (a web-based meeting portal).

Voting by poll

All votes taken at the Meeting will be conducted by way of a poll, taken both physically at the Meeting and electronically. Shareholders who wish to vote by poll during the virtual Meeting must first notify the Company of their intention by emailing the Company Secretary at ian.hobson@sarytogangraphite.com, by no later than 4:00pm (WST) on 24 March 2026, the day prior to the Meeting. Shareholders will be able to submit their email poll votes immediately after the Chair calls for a vote on each Resolution and up to a period of one hour after the Meeting ends. This means that the outcome of each Resolution will not be able to be determined until after the conclusion of the Meeting to allow the company secretary sufficient time to count such poll votes submitted by email.

Voting by Proxy

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. Lodgement of a 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, but where the proportion or number is not specified, each proxy may exercise half of the votes.

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

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;

- (c) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (d) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Section 250BC of the Corporations Act provides that, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- (b) the appointed proxy is not the chair of the meeting;
- (c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA on the resolution; and
- (d) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Chair's voting intentions

If the Chair is your proxy, either by appointment or by default, and you have not indicated your voting intention, you expressly authorise the Chair to exercise the proxy in respect of Resolution 1 even though the Resolution is connected directly or indirectly with the remuneration of the Company's Key Management Personnel.

Subject to the following paragraph, the Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

If the Chair is a person referred to in the voting prohibition statement applicable to a Resolution under section 224 of the Corporations Act, the Chair will only be able to cast a vote as proxy for you on the relevant Resolution if you are entitled to vote and have specified your voting intention in the Proxy Form for that Resolution.

Submitting questions

Shareholders are encouraged to submit any questions that they may wish to put to the Company during the Meeting in writing by email to the Company Secretary at ian.hobson@sarytogangraphite.com, by no later than 4:00pm (WST) on 24 March 2026, the day prior to the Meeting. Shareholders will also be able to ask questions during the Meeting using the web-based meeting portal, and Shareholders will be required to give their names when asking a question.

Enquiries

Shareholders are requested to contact the Company Secretary on +61 8 9388 8290 if they have any queries in respect of the matters set out in this Notice of General Meeting or the Explanatory Statement.

BUSINESS OF THE MEETING

AGENDA

2. RESOLUTION 1 – RATIFICATION OF AGREEMENT TO ISSUE SHARES TO DIAS SARSENOV

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the agreement to issue 45,217,557 Shares on the terms and conditions in the Explanatory Memorandum.”

3. RESOLUTION 2 – APPROVAL TO ISSUE TRANCHE 1 SUBSCRIPTIONS SHARES TO EBRD

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 9,437,102 Shares to EBRD (or its nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

4. RESOLUTION 3 – APPROVAL TO ISSUE TRANCHE 2 SUBSCRIPTIONS SHARES TO EBRD

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 8,020,162 Shares to EBRD (or its nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

By order of the Board



Mr Ian Hobson
Company Secretary

23 February 2026

Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution set out below by or on behalf of the following persons:

Resolution 1 – Ratification of agreement to issue Shares to Dias Sarsenov	A person who participated in the issue or is a counterparty to the agreement being approved (namely Dias Sarsenov) or an associate of that person or those persons.
Resolution 2 – Approval to issue Tranche 1 Subscriptions Shares to EBRD	EBRD (or its nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 3 – Approval to issue Tranche 2 Subscriptions Shares to EBRD	EBRD (or its nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

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

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

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

This Explanatory Memorandum has been prepared to provide information for Shareholders in connection with the business to be conducted at the General Meeting to be held virtually via a web-based portal, as well as at Suite 9, 110 Hay Street, SUBIACO WA 6008 on 25 March 2026 at 4:00 pm (WST) (Meeting).

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

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

1. RESOLUTION 1 – RATIFICATION OF AGREEMENT TO ISSUE SHARES TO DIAS SARSENOV

1.1 Background

On 19 August 2025, the Company announced that it had entered into a share subscription agreement (**Sarsenov Subscription Agreement**) for a placement to Kazakh High-Net-Worth Investor Dias Sarsenov (**Sarsenov**).

Pursuant to the Subscription Agreement, Sarsenov has agreed to subscribe for 45,217,557 Shares at \$0.08 per Share, representing 19.99% of the fully paid Shares in the Company, to raise approximately \$3,617,405 (**Sarsenov Subscription**).

A summary of the material terms of the Sarsenov Subscription Agreement is set out in the table below:

Condition Precedent	The Sarsenov Subscription is conditional upon the grant of an MIC Authorisation in respect to the issue of the Subscription Shares to Sarsenov or before 31 March 2026 (Condition).
Director Appointment	Sarsenov will have the right but not the obligation to nominate a person as a Director for such time that Sarsenov's relevant interest in the Company's Shares remains above 15%.
Other Terms	The Sarsenov Subscription Agreement otherwise contains terms and conditions standard for an agreement of its type.

The Company intends to use the funds raised under the Sarsenov Subscription Agreement to accelerate works on the Definitive Feasibility Study.

1.2 General

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the agreement to issue of 45,217,557 Shares to the Sarsenov (or its nominee(s)) on or before 31 March 2026 (or any further agreed extension) pursuant to the Sarsenov Subscription Agreement.

1.3 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.

Under Listing Rule 7.1A, an Eligible Entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (7.1A Mandate). Shareholder approval of the 7.1A Mandate was obtained at the Company's AGM on 13 November 2025.

The proposed issue does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

1.4 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 agreement to issue Shares pursuant to the Sarsenov Subscription Agreement.

1.5 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

If this Resolution is not passed, the Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

1.6 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	Dias Sarsenov (or its nominee(s)).
Number and class of Securities issued	An aggregate of 45,217,557 Shares will be issued.
Terms of Securities	The Shares to be issued are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued.	The Shares will be issued on or before 31 March 2026 (or any later date that maybe agreed), being the last date on which the Condition must be satisfied. In any event, the Company will not issue any Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company received for the Securities	\$0.08 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to enable the Company to satisfy its obligations under the Sarsenov Subscription Agreement upon satisfaction of the Condition. Refer to Section 1.1 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Shares will be issued pursuant to the Sarsenov Subscription Agreement, a summary of the material terms of which is set out in Section 1.1.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The agreement to issue did not breach Listing Rule 7.1 or 7.1A.

2. RESOLUTIONS 2 AND 3 – APPROVAL TO ISSUE SUBSCRIPTION SHARES TO EBRD

2.1 Background

As per the Company's announcement on 19 August 2025, the Company offered the European Bank for Reconstruction and Development (EBRD) the opportunity to subscribe for Shares on the same terms as Sarsenov to maintain its 17.3% shareholding in the Company.

Accordingly, the Company has or is proposed to enter into an additional subscription agreement with EBRD (**EBRD Subscription Agreement**) pursuant to which EBRD agreed to subscribe for a total of 17,457,264 Shares at \$0.08 per Share, to raise approximately \$1,396,581 (**EBRD Subscription**).

The EBRD Subscription will comprise:

- (a) **Tranche 1:** the issue of 9,437,102 Shares to EBRD (or its nominee(s)) upon satisfaction of the Tranche 1 Conditions to raise \$754,968.16 (the subject of Shareholder approval under Resolution 2); and
- (b) **Tranche 2:** the issue of 8,020,162 Shares to EBRD (or its nominee(s)) upon satisfaction of the Tranche 2 Conditions to raise \$641,612.96 (the subject of Shareholder approval under Resolution 3).

A summary of the material terms of the EBRD Subscription Agreement is set out in the table below:

Condition Precedent	Tranche 1 of the EBRD Subscription is conditional upon (without limitation): (a) Sarsenov Subscription: The completion of the Sarsenov Subscription; (a) Corporate Authorisations. EBRD receiving by email, certified as true and correct copies by a duly authorised representative of the Company of all corporate (including, if required, shareholder) Authorisations necessary for the issuance of the EBRD Shares and for the due execution, delivery and performance of this agreement, and any other documents in implementation thereof, by the Company; (b) Board Meeting: EBRD receiving copies by email, certified as true and correct copies by a duly authorised representative of the Company, of the resolutions of the Board of Directors of the Company necessary for the issuance of the EBRD Shares; (c) Legal Opinions: EBRD receiving customary legal opinions regarding such matters incident to the transactions contemplated by the EBRD Subscription Agreement and Project agreements as EBRD reasonably requests, each in form and substance satisfactory to EBRD; (d) Representations and Warranties: The representations and warranties made or confirmed by the Company being true and correct on and as of the date of the Tranche 1 subscription request and the Tranche 1 subscription date; (e) No Material Adverse Effect: Nothing occurring which, in the reasonable opinion of EBRD, might have a material adverse effect; (f) Tranche 1 Subscription Request: EBRD receiving from the Company an original copy of the Tranche 1 subscription request substantially in the form of contemplated by the EBRD Subscription Agreement at least ten (10) days prior to the proposed subscription date, and such subscription request shall, unless EBRD otherwise agrees, be irrevocable and binding on the Company; and
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	(g) Shareholder Approval: Receipt of Shareholder approval for the issue of Shares pursuant to the Tranche 1 Subscription. (together, the Tranche 1 Conditions). Tranche 2 of the EBRD Subscription is conditional upon (without limitation): (a) Completion of the Tranche 1 Subscription: Satisfaction of all conditions precedent to the completion of the Tranche 1 Subscription and completion of the Tranche 1 Subscription; (b) Governmental Authorisations: EBRD receiving the EBRD subsoil use consent on terms satisfactory to EBRD; (c) Shareholder Approval: Receipt of Shareholder approval for the issue of Shares pursuant to the Tranche 2 Subscription. (d) Representations and Warranties: The representations and warranties made or confirmed by the Company in the Financing Agreements shall be true and correct on and as of the date of the Tranche 2 subscription request and the Tranche 2 subscription date; (e) No Material Adverse Effect: Nothing occurring since the completion of the Tranche 1 Subscription which, in the reasonable opinion of EBRD, might have a material adverse effect. (f) Certificate Confirmation: The Company shall confirm to EBRD, in a form satisfactory to it, that there have been no changes to the certificates provided by the Company to EBRD in connection with completion of the Tranche 1 Subscription. (g) Tranche 2 Subscription Request: EBRD receiving from the Company an original copy of the Tranche 2 subscription request substantially in the form contemplated by the EBRD Subscription Agreement at least ten (10) days prior to the proposed Tranche 2 subscription date, and such subscription request shall, unless EBRD otherwise agrees, be irrevocable and binding on the Company. (together, the Tranche 2 Conditions Precedent).
Project Company	From the date hereof and for so long as EBRD is a shareholder of the Company, the Company undertakes, except with the prior written consent of EBRD (provided that the decision of EBRD as to whether to provide such consent shall not be unreasonably delayed): (a) to retain at all times the direct legal and beneficial ownership of 100% of the issued and outstanding shares in the capital stock of the Ushtogan (Project Company); and (b) not to create or permit to exist any lien on the shares it owns of the Project Company, subject to express exceptions provided under the EBRD Subscription Agreement.
Other Terms	The EBRD Subscription Agreement otherwise contains terms and conditions standard for an agreement of its type.

The Company intends to use the funds raised under the EBRD Subscription Agreement to accelerate the Definitive Feasibility Study.

2.2 General

As set out above, these Resolutions seek Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 17,457,264 Shares to EBRD (or its nominee(s)) pursuant to the EBRD Subscription Agreement.

2.3 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 1.1 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

2.4 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If these Resolutions are not passed, the Company will not be able to proceed with the issue. Consequently, the Company will not raise \$1,396,581.12 under the EBRD Subscription Agreement.

2.5 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	EBRD (or its nominee(s)).
Number of Securities and class to be issued	9,437,102 Shares will be issued upon satisfaction of the Tranche 1 Conditions. 8,020,162 Shares will be issued upon satisfaction Tranche 2 Conditions.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares to EBRD immediately following the issue of Shares to Sarsenov pursuant to the Sarsenov Subscription. In any event, the Company will not issue any Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	\$0.08 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to enable the Company to satisfy its obligations under the EBRD Subscription Agreement. Refer to Section 2.1 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Shares will be issued pursuant to the EBRD Subscription Agreement, a summary of the material terms of which is set out in Section 2.1.

REQUIRED INFORMATION	DETAILS
Voting exclusion statement	A voting exclusion statement applies to these Resolutions.

GLOSSARY

\$ means Australian dollars.

Associated Body Corporate means:

- (a) a related body corporate (as defined in the Corporations Act) of the Company;
- (b) a body corporate which has an entitlement to not less than 20% of the voting Shares of the Company; and
- (c) a body corporate in which the Company has an entitlement to not less than 20% of the voting shares.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules or **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.

Chair means the chair of the Meeting.

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) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Sarytogan Graphite Limited (ACN 107 920 945).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

EBRD means European Bank for Reconstruction and Development.

EBRD Subscription and **EBRD Subscription Agreement** has the meaning given in Section 2.1.

Explanatory Statement means the explanatory statement accompanying the Notice.

Listing Rules means the Listing Rules of ASX.

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

Proxy Form means the proxy form accompanying the Notice.

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

Sarsenov means Kazakh High-Net-Worth Investor Dias Sarsenov.

Sarsenov Subscription and **Sarsenov Subscription Agreement** has the meaning given in Section 1.1.

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

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

Proxy Voting Form

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

Your proxy voting instruction must be received by **4:00pm (AWST) on Monday, 23 March 2026**, 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 Key Management Personnel.

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://automicgroup.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:

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1300 288 664 (Within Australia)
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