
NICKELX LIMITED
ACN 631 513 696
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:30am AWST

DATE: 16 March 2022

PLACE: Level 3, 16 Milligan Street, Perth, Western Australia 6000

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 4:00pm (AWST) on Monday, 14 March 2022.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – APPROVAL OF EXERCISE OF THE OPTION TO ACQUIRE THE COSMOS SOUTH NICKEL PROJECT

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

"That, for the purpose of ASX Listing Rule 11.1.2 and for all other purposes, approval is given for the Company to make a significant change to the nature and scale of its activities resulting from completion of the proposed Acquisition (as defined below), as described in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF FEE SHARES – LISTING RULE 7.1

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 issue of 168,609 Shares on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

Dated: 9 February 2022

By order of the Board



Steven Wood
Company Secretary

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 - Approval of the exercise of the Option to acquire the Cosmos South Nickel Project	A counterparty to the transaction that, of itself or together with one or more transactions, will result in a significant change to the nature and scale of the entity's activities and any other person who will obtain a material benefit as a result of the transaction (except a benefit solely by reason of being a Shareholder) (namely the Vendor), or an associate of that person or those persons.
Resolution 2 – Ratification of prior issue of Fee Shares	A person who participated in the issue or is a counterparty to the agreement being approved (namely the Vendor) 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.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is 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. If the member appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting in person

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9322 7600.

IMPORTANT NOTE

The exercise of the Option to acquire the Cosmos South Nickel Project requires Shareholder approval under the ASX Listing Rules and therefore may not proceed if that approval is not forthcoming. ASX takes no responsibility for the contents of this Notice of Meeting.

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.

1. BACKGROUND TO RESOLUTIONS 1 TO 2

1.1 Acquisition

As announced on 25 November 2021, the Company entered into an agreement with MG Resources Pty Ltd (ACN 651 489 539) (**MG Resources** or **Vendor**) pursuant to which MG Resources agreed to grant the Company the exclusive option (**Option**) to purchase a 100% legal and beneficial interest in the Cosmos South Nickel Project (comprising one Western Australian Mining Licence M36/580 (Lake Miranda) (**Tenement**)) (**Acquisition**).

Subject to shareholder approval, the Option is exercisable by the Company at any time from the date of the agreement until 6 months from the date of the agreement (**Option Period**).

1.2 Acquisition Agreement

The material terms of the Acquisition agreement are as follows:

- (a) **Option Fees:** the Company has paid \$25,000 to the Vendor, which was paid as follows:
 - (i) \$1,500 in cash as reimbursement of prior expenditure on the Tenement; and
 - (ii) the Company issuing 168,609 fully paid ordinary shares in the capital of the Company at a deemed issue price of \$0.14 per share (with a total value of \$23,500) (**Fee Shares**). The Fee Shares are subject to ASX escrow until 7 May 2023 (being 24 months from the date of the Company's official quotation) as the proposed Acquisition is proximate to NKL's admission and therefore ASX requires that the consideration for the proposed Acquisition be restricted securities, restricted for a period of 24 months from the date of NKL's quotation,(together, the **Option Fees**).
 - (b) **Grant of Option:** In consideration for the payment by the Company of the Option Fees to the Vendor, the Vendor agreed to irrevocably grant to the Company an exclusive option to acquire 100% of the Vendor's right, title and interest in the Tenement and all mining information relating to the Tenement.
 - (c) **Exercise of Option:**
 - (i) Exercise of the Option is conditional upon the shareholders of the Company approving the exercise of the Option pursuant to ASX Listing Rule 11.1.2 (the subject of Resolution 1) (**Condition**).
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- (ii) Subject to satisfaction of the Condition, at any time during the Option Period, the Company may exercise the Option by giving written notice of the exercise of the Option to the Vendor.
 - (iii) Should the Company not exercise the Option prior to the end of the Option Period, the Option will lapse and the parties shall have no further obligations under the agreement other than any pre-existing liabilities for breach under certain clauses of the agreement, which shall survive termination.
- (d) **Earn-In:** Where the Company exercises the Option, it shall have the right to earn up to an undivided 100% interest in the Tenement by:
- (i) undertaking exploration expenditure of not less than \$500,000 on the Tenement over a period of 24 months (**Earn-in Period**);
 - (ii) making the following milestone payments to the Company:
 - (A) issuing to the Vendor Shares to the value of \$150,000 on the date that is 12 months from the date of the agreement (calculated based on the volume weighted average price (**VWAP**) of Shares traded on the ASX in the 5 days prior to the date of issue (**Tranche 1 Shares**). If issued, the Tranche 1 Shares will be subject to ASX escrow until 7 May 2023 (being 24 months from the date of the Company's official quotation); and
 - (B) issuing to the Vendor Shares to the value of \$150,000 on the date that is 24 months from the date of the agreement (calculated based on the VWAP of Shares traded on ASX in the 5 days prior to the date of issue (**Tranche 2 Shares**),
- (together, the **Earn-In Requirements**).
- (e) **Termination or Election Not to Earn-In:** Following the exercise of the Option, and prior to the satisfaction of the Earn-In Requirements, the Company may terminate the arrangement outlined in the agreement by giving written notice to the Vendor. Where the Company elects to terminate the agreement, the Company will forfeit all amounts expended on the Tenement and paid as reimbursement for expenses and will have no right to claim any interest in the Tenement.
- (f) **Settlement:** Settlement of the Acquisition (**Settlement**) will occur on that date which is 5 business days after the satisfaction (or waiver by the Company) of the Earn-In Requirements, or such other date as agreed between the Parties (**Settlement Date**).

The Acquisition agreement otherwise contained customary terms.

1.3 Board and Management

The board of Directors and management of the Company will not change as a result of the Acquisition.

1.4 Changes to Business

The Company will not make any changes to its business model as a result of the Acquisition.

1.5 Acquisition – Indicative Timetable

An indicative timetable for completion of the Acquisition and associated transactions is set out below:

Timetable	Date
Dispatch of Notice of Meeting	9 February 2022
General Meeting	16 March 2022
Exercise of Option	23 March 2022
Completion of the Acquisition	5 business days after the satisfaction of the Earn-In Requirements

1.6 Pro forma balance sheet

The unaudited pro forma balance sheet shown below has been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position.

The pro-forma balance sheet has been prepared to provide Shareholders with information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company as noted below. The historical and pro-forma financial information is presented in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

The likely effect of the Acquisition on the Company's capital structure, consolidated total assets, total equity interests, annual revenue, annual expenditure and profit before tax is set out below:

	NickelX Limited as at 30 June 2021	Post 30 June 2021 unaudited adjustments to 31 December 2021 ⁴	Cosmos South Adjustment ³	Note	Consolidated Amount
ASSETS					
Current assets					
Cash and cash equivalents	5,972,476	(1,740,883)	(500,000)	1	3,731,593
Trade and other receivables	126,591	115,501	-		242,092
Prepayments	83,835	(23,662)	-		60,173
Total current assets	6,182,901	(1,717,688)	(500,000)		3,965,213
Non-current assets					
Exploration and evaluation expenditure	1,435,321	25,000	300,000	2	1,760,321

Lease Asset	26,484	(26,484)	-	-
Total non-current assets	1,461,805	(1,484)	300,000	1,760,321
TOTAL ASSETS	7,644,706	(1,719,172)	(200,000)	5,725,534
LIABILITIES				
Current liabilities				
Trade payables and other payables	177,127	513,114	-	690,241
Lease liabilities	28,983	(24,775)	-	4,208
Provisions	7,516	13,153	-	20,669
Total current liabilities	213,626	501,492	-	715,118
Non-Current liabilities				
Provisions	1,284	1,312	-	2,596
Total non-current liabilities	1,284	1,312	-	2,596
TOTAL LIABILITIES	214,910	502,804	-	717,714
NET ASSETS	7,429,796	(2,221,976)	(200,000)	5,007,820
EQUITY				
Issued capital	8,238,963	23,500	300,000	2
Reserve	1,425,469	-	-	
Accumulated losses	(2,234,636)	-	-	
Current year losses	-	(2,245,476)	(500,000)	1
TOTAL EQUITY	7,429,796	(2,221,976)	(200,000)	5,007,820

Note 1: Accounting for expenditure of not less than \$500,000 on the Tenement over a period of 24 months as disclosed in point 1.2(d).

Note 2: Accounting for the issue of \$150,000 worth of NickelX Limited fully paid ordinary shares to the Vendor in 12 months and for the issue of \$150,000 of NickelX Limited fully paid ordinary shares to the Vendor in 24 months' time as disclosed in point 1.2(d).

Note 3: The pro-forma balance sheet has been completed on the basis that the minimum earn-in requirements have been met.

Note 4: Refer to the quarterly cash flow report for the quarter ended 31 December 2021 lodged with ASX on 27 January 2022 for further details.

1.7 Location & Geology

The Cosmos South Nickel Project is located 10km south of the world-class high-grade Cosmos Nickel operations (Western Areas) and 20km North of the world class large scale Leinster Nickel operations (BHP), within the prolific Wiluna Greenstone Belt (WGB), WA.

Cosmos South Nickel Project is situated within the highly endowed nickel rich region of the Agnew-Wiluna Greenstone belt. The belt hosts world class nickel deposits of the Leinster Nickel Operations, Mt Keith, Yakabindie, Honeymoon Well and Cosmos (Figure 1).

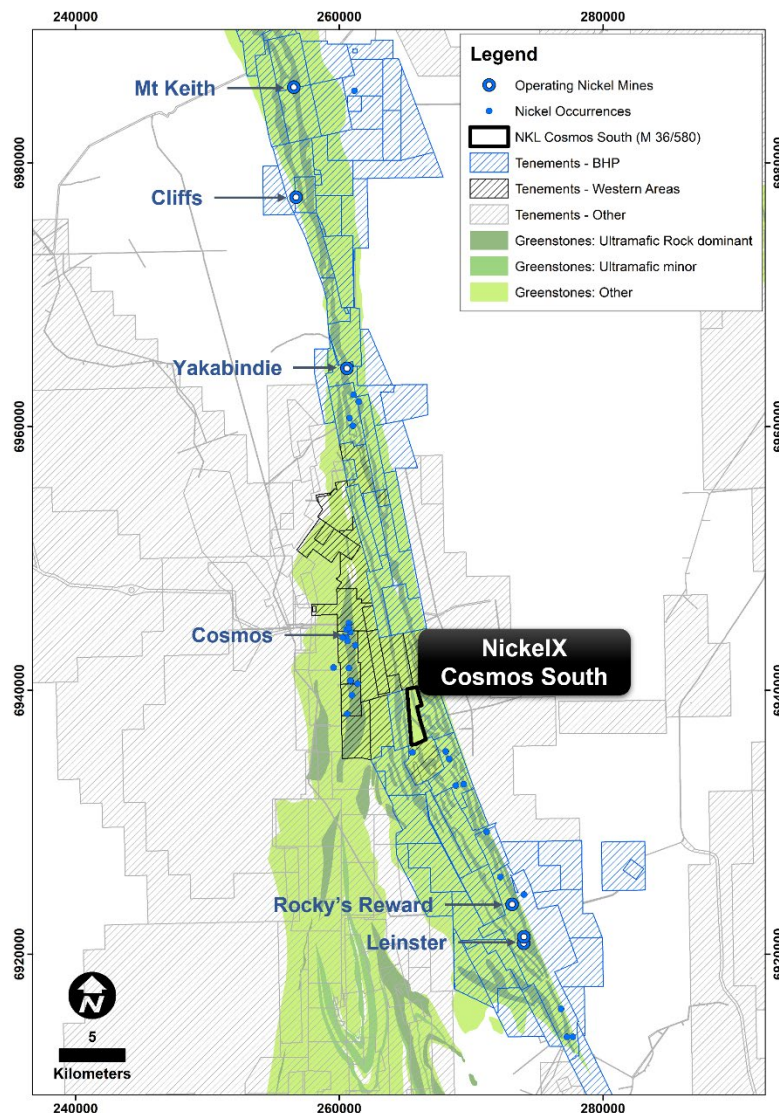


Figure 1. Cosmos South Nickel Project location within the Wiluna Greenstone Belt

The majority of M36/580 is covered by alluvium draining into Lake Miranda as are the Cosmos Project deposits of Prospero, Tapinos and Anomaly 3 which are buried under deep transported material within the Lake Miranda drainage system. The southern portion of the tenure gently rises southwards and is covered by residual laterite material which is developed over/shed off from the subcropping-outcropping Archaean rocks in the tenure to the south. These rocks to the south of the tenement host the Taurus, Sir Samuel and Sir Tristram nickel mineralisation which are highly anomalous in nickel geochemistry that continues up into the

southern area of M36/580. Greenstones outcrop prominently to the north of the transported cover forming the McDonough's Lookout which is also prospective for nickel mineralisation.

Despite being surrounded by major nickel miners, (Figure 1), M36/580 has undergone very limited exploration and no recorded exploration reports are available. The areas of outcropping-subcropping bedrock to the south and north of the tenements have undergone considerable exploration resulting in the discovery of nickel mineralisation to the immediate south at the Taurus, Sir Samuel and Sir Tristram prospects (Figure 2). M36/580 is almost entirely covered by transported alluvial deposits and no systematic drilling has been undertaken on the tenure.

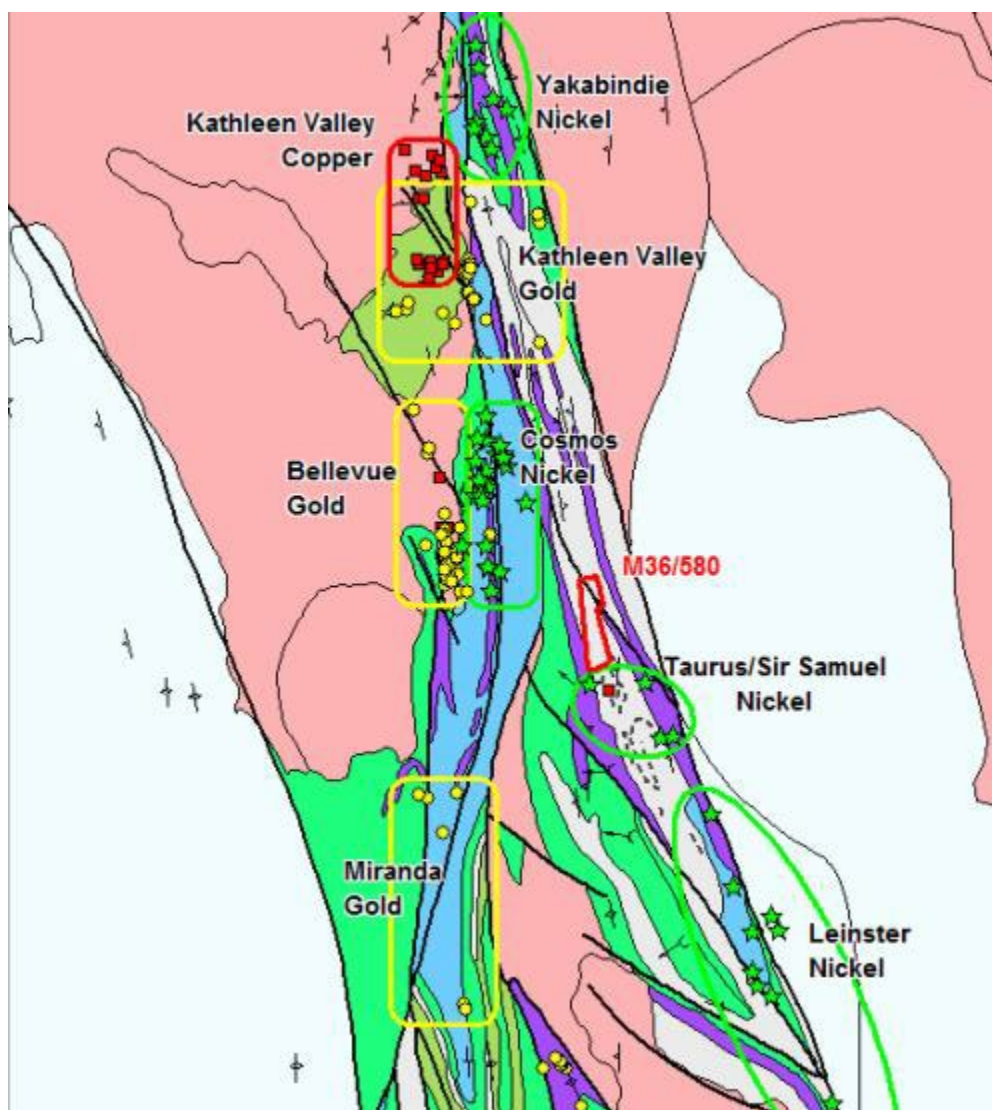


Figure 2. Cosmos South project location over regional geology of the Wiluna Greenstone Belt

For further information on the Cosmos South Nickel Project, see the Company's ASX Announcement dated 25 November 2021 "NickelX to Acquire Cosmos South in the Leinster Nickel Belt" and ASX Announcement dated 28 October 2021: "Nickel X Targets the Cosmos South in the Leinster Nickel Belt".

1.8 Business model

Following completion of the Acquisition, the Company's proposed business model will be to continue to further explore and develop its existing Biranup and Ponton

Projects in accordance with the Company's intended exploration programs as detailed in the disclosure document lodged by the Company with ASIC on 16 March 2021 for an initial public offering of the Company's securities on the ASX, together with the Company's 2021 annual financial report.

The Company intends to undertake exploration activities at the Cosmos South Nickel Project, the details of which are included in section 1.9 below.

It is the Company's view that the Acquisition is wholly consistent with this publicly articulated objective and business model and otherwise represents an opportunity to enhance shareholder value.

1.9 Proposed Exploration Program

It is currently proposed that the initial exploration budget for the Cosmos South Nickel Project will be as follows:

Cost Centres	Year 1 (\$)	Year 2 (\$)
Drone Aeromagnetics	15,000	-
Pad Clearances	15,000	60,000
Drilling	400,000	1,200,000
Assay	10,000	40,000
Labour Support	150,000	300,000
Borehole EM	25,000	50,000
Rates and Rent	10,000	10,000
TOTAL	625,000	1,660,000

The below is the proposed re-allocation of the IPO funds:

Use of Funds	Estimate for the first year after ASX admission (as per Prospectus dated 16 March 2021)	Total funds used to 31 December 2021	Proposed re-allocation	Proposed use of funds post acquisition of Cosmos South
Exploration at Biranup Project	4,055,000	1,364,370	(2,000,000)	2,055,000
Exploration at Ponton Project	605,000	75,541	(305,000)	300,000
Exploration at Cosmos South Project	-	-	2,285,000	2,285,000
Administration costs & working capital	2,133,321	1,046,052	(57,209)	2,076,112

Use of Funds	Estimate for the first year after ASX admission (as per Prospectus dated 16 March 2021)	Total funds used to 31 December 2021	Proposed re-allocation	Proposed use of funds post acquisition of Cosmos South
Expense of the Offer	678,603	755,812	77,209	755,812
TOTAL	7,471,924	3,241,776	-	7,471,924

The exploration program and budget will be subject to modification on an ongoing basis, depending on the exploration results as they progress.

1.10 Board Recommendation

The Board recommends that Shareholders vote in favour of Resolutions 1 and 2.

2. RESOLUTION 1 – APPROVAL OF EXERCISE OF THE OPTION TO ACQUIRE THE COSMOS SOUTH NICKEL PROJECT

2.1 General

A summary of the Option and proposed Acquisition is set out in Section 1 of the Explanatory Statement.

This Resolution seeks Shareholder approval, for the purposes of Listing Rule 11.1.2, for the Company to exercise the option to acquire the Cosmos South Nickel Project from the Vendor pursuant to the Acquisition agreement.

2.2 ASX Listing Rule 11.1.2

ASX Listing Rule 11.1 provides that where an entity proposes to make a significant change, either directly or indirectly, to the nature or scale of its activities, it must provide full details to ASX as soon as practicable and comply with the following:

- (a) provide to ASX information regarding the change and its effect on future potential earnings, and any information that ASX asks for;
- (b) if ASX requires, obtain the approval of holders of its shares and any requirements of ASX in relation to the notice of meeting; and
- (c) if ASX requires, meet the requirements of Chapters 1 and 2 of the Listing Rules as if the company were applying for admission to the official list of ASX.

ASX has determined that Listing Rule 11.1.2 applies to the Option and proposed Acquisition for the following reasons:

- (a) the Proposed Acquisition is soon after the Company's admission; and
- (b) the Company's commitments and expenditure program in its prospectus did not budget for acquisitions and expenditure on new acquisitions.

Accordingly, the Company is required to seek Shareholder approval for exercise of the Option pursuant to Listing Rule 11.1.2 but is not required to re-comply with the requirements of Chapters 1 and 2 of the Listing Rules.

If Resolution 1 is passed, the Company will be able to exercise the Option.

If Resolution 1 is not passed, the Company will not be able to exercise the Option and therefore will be unable to proceed with the Acquisition.

The Company also confirms, per the requirements of ASX Guidance Note 12, that ASX takes no responsibility for the contents of this Notice.

3. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF SHARES – LISTING RULE 7.1

3.1 General

As set out in Section 1 of the Explanatory Statement, the Company issued 168,609 Fee Shares to the Vendor at a deemed issue price of \$0.14 per Share.

As announced on 28 October 2021, the Company signed an exclusive dealing agreement with MG Resources pursuant to which the Company and MG Resources agreed to exclusively deal with each other in respect of a proposed transaction involving the Cosmos South Nickel Project (**Exclusive Dealing Agreement**).

Pursuant to the Exclusive Dealing Agreement, the Company paid \$25,000 to MG Resources, which was paid as follows:

- (a) \$1,500 in cash as reimbursement of prior expenditure on the Tenement; and
- (b) the Company issuing 168,609 Fee Shares at a deemed issue price of \$0.14 per Share (with a total value of \$23,500).

The Fee Shares are subject to ASX escrow until 7 May 2023 (being 24 months from the date of the Company's official quotation).

3.2 Listing Rules 7.1 and 7.4

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

The Company obtained approval to increase its limit to 25% at the annual general meeting held on 23 November 2021.

The issue of the Fee Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit 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 date of issue of the Fee Shares.

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for

such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Fee Shares.

Resolution 2 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Fee Shares.

3.3 Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, the Fee Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, 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 Fee Shares.

If Resolution 2 is not passed, the Fee Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, 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 Fee Shares.

3.4 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 2:

- (a) the Fee Shares were issued to MG Resources Pty Ltd (ACN 651 489 539);
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients were:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) 168,609 Fee Shares were issued and the Fee Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Fee Shares were issued on 24 November 2021;
- (e) the Fee Shares were issued at a nil issue price, as an exclusivity fee to MG Resources under the Exclusive Dealing Agreement. The Company has not and will not receive any other consideration for the issue of the Fee Shares;
- (f) the purpose of the issue of the Fee Shares was to satisfy the Company's obligations under the Exclusive Dealing Agreement; and
- (g) the Fee Shares were issued to MG Resources under the Exclusive Dealing Agreement. A summary of the material terms of the Exclusive Dealing Agreement is set out in Section 3.1.

GLOSSARY

\$ means Australian dollars.

Acquisition has the meaning given in Section 1.1 of the Explanatory Statement.

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

Board means the current board of directors of the Company.

Chair means the chair of the Meeting.

Company means NickelX Limited (ACN 631 513 696).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Fee Shares has the meaning given in Section 1.2(a)(ii) of the Explanatory Statement.

General Meeting or **Meeting** means the meeting convened by the Notice.

Listing Rules means the Listing Rules of ASX.

MG Resources or **Vendor** means MG Resources Pty Ltd (ACN 651 489 539).

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

Option has the meaning given in Section 1.1 of the Explanatory Statement.

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.

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.

Holder Number:

Your proxy voting instruction must be received by **10.30am (AWST) on Monday, 14 March 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 VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

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

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



SUBMIT YOUR PROXY VOTE BY PAPER

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>.

