



OREXPLORE
TECHNOLOGIES

OREXPLORE TECHNOLOGIES LIMITED

ABN 98 645 505 406

NOTICE OF GENERAL MEETING

EXPLANATORY MEMORANDUM

PROXY FORM

Date and time of meeting

24 October 2023 at 10.00 a.m. (AWST)

Place of meeting

Level 1, Suite 9
110 Hay Street
Subiaco, Western Australia

OREXPLORE TECHNOLOGIES LIMITED

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of shareholders of Orexplre Technologies Limited (Company) will be held at Level 1, Suite 9, 110 Hay Street, Subiaco, Western Australia on Tuesday, 24 October 2023 at 10.00 a.m. (AWST).

AGENDA

ORDINARY BUSINESS

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

1. Ratification of issue of Tranche 1 Placement Shares

“That for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 15,549,628 Tranche 1 Placement Shares, on the terms and conditions in the Explanatory Memorandum.”

Voting exclusion statement: the Company will disregard any votes cast in favour of Resolution 1 by or on behalf of a person who participated in the issue of the Tranche 1 Placement Shares, or any of their respective associates.

2. Approval to issue Tranche 2 Placement Shares

“That pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 18,700,000 Tranche 2 Placement Shares, on the terms and conditions in the Explanatory Memorandum.”

Voting exclusion statement: the Company will disregard any votes cast in favour of Resolution 2 by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Tranche 2 Placement Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

3. Approval to issue Director Placement Shares to Kent Swick

“That pursuant to and in accordance with Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of up to 5,669,724 Director Placement Shares to Kent Swick (or his nominee), on the terms and conditions in the Explanatory Memorandum.”

Voting exclusion statement: the Company will disregard any votes cast in favour of Resolution 3 by or on behalf of Kent Swick (or his nominees), and any other person who will obtain a material benefit as a result of the issue of the Director Placement Shares (except a benefit solely by reason of being a Shareholder), or any of his respective associates.

4. Approval to issue Broker Options

“That pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 5,862,469 Broker Options to the Underwriter (or its nominees), on the terms and conditions in the Explanatory Memorandum.”

Voting exclusion statement: the Company will disregard any votes cast in favour of Resolution 4 by or on behalf of the Underwriter (or its nominees), or any person who is expected to participate in, or will obtain a material benefit as a result of, the proposed issue of the Broker Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

The above voting exclusions do not apply to a vote cast in favour of the relevant 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 in that way;
- (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 in person

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

Proxy appointments

A Proxy Form accompanies this Notice of Meeting. This can be used by Shareholders if they wish to appoint a representative to vote in their place. All Shareholders are invited 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 accompanying 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.

Voting entitlements

In accordance with Regulation 7.11.37 of the Corporations Regulations, the directors have determined that the identity of those entitled to attend and vote at the Meeting is to be taken as those persons who held Shares in the Company as at 2.00 p.m. (AWST) on 22 October 2023.

Chair's voting intentions

The Chair intends to exercise all available proxies in favour of all resolutions contained in this Notice, unless the shareholder has expressly indicated a different voting intention.

By order of the Board

Frank Campagna

Company Secretary

Perth, Western Australia

18 September 2023

OREXPLORE TECHNOLOGIES LIMITED

EXPLANATORY MEMORANDUM

This explanatory memorandum has been prepared for the information of shareholders of Orexplora Technologies Limited in connection with the business to be considered at the forthcoming general meeting of shareholders of the Company and should be read in conjunction with the accompanying Notice of Meeting.

BACKGROUND TO THE CAPITAL RAISING

On 6 September 2023, the Company announced a capital raising to raise approximately \$4.13 million (before costs) (**Capital Raising**) pursuant to:

- (a) a fully underwritten 1 for 2 pro rata non-renounceable entitlement offer for the issue of up to 51,832,098 Shares at \$0.045 per Share to raise up to approximately \$2.33 million (before costs) (**Entitlement Offer**) and
- (b) the placement of up to 39,919,352 Shares at \$0.045 per Share to institutional and sophisticated investors to raise up to approximately \$1.8 million (before costs) (**Placement**).

The Placement is comprised of two tranches:

- (a) 15,549,628 Shares issued utilising the Company's available placement capacity pursuant to ASX Listing Rule 7.1 (the subject of Resolution 1) (**Tranche 1 Placement Shares**) (**Tranche 1 Placement**); and
- (b) 24,369,724 Shares to be issued as follows (**Tranche 2 Placement**):
 - (i) 18,700,000 Shares proposed to be issued pursuant to ASX Listing Rule 7.1 (the subject of Resolution 2) (**Tranche 2 Placement Shares**); and
 - (ii) 5,669,724 Shares proposed to be issued to Director Kent Swick (the subject of Resolution 3) (**Director Placement Shares**).

The Company has entered into an underwriting agreement with the Morgans Corporate Limited (**Underwriter**) (**Underwriting Agreement**). Under the Underwriting Agreement, the Underwriter was appointed by the Company on an exclusive basis, to act as lead manager for the Placement and to fully underwrite the Entitlement Offer.

The Underwriter has or will receive the following fees in connection with the Underwriting Agreement:

- (a) in respect of the Tranche 1 Placement:
 - (i) 2% of the gross proceeds of the Tranche 1 Placement; and
 - (ii) 4% of the gross proceeds, as a selling/underwriting fee, excluding any funds introduced by the Company (by way of the Tranche 1 Placement) or by the directors (or their nominees) of the Company;
- (b) in respect of the Tranche 2 Placement:
 - (i) 2% of the gross proceeds of the Tranche 2 Placement; and
 - (ii) 4% of the gross proceeds, as a selling/underwriting fee, excluding any funds introduced by the Company (by way of the Tranche 2 Placement) or by the directors (or their nominees) of the Company; and
- (c) in respect of the Entitlement Offer:
 - (i) 2% of the gross proceeds of the Entitlement Offer; and
 - (ii) 4% of the gross proceeds, as a selling/underwriting fee, excluding any funds introduced by the Company (by way of the Entitlement Offer) or by the directors (or their nominees) of the Company.

Subject to Shareholders approving Resolution 4, the Underwriter will also receive unlisted options equal to 3% of the post Capital Raising number of Shares outstanding (being up to 5,862,469 unlisted options), exercisable at an exercise price of 200% of the Capital Raising issue price, being \$0.09 per option, with a 2-year expiry from the date of issue (**Broker Options**).

The Underwriter may, by notice given to the Company, and without cost or liability, immediately terminate their obligations under the Underwriting Agreement if any of the events specified in Schedule 1 occurs or has occurred at any time before 6.00 pm on the day that the Entitlement Offer Shares are issued.

The Underwriting Agreement contains customary representations and warranties and indemnities in favour of the Underwriter for an agreement of this nature.

RESOLUTION 1 – RATIFICATION OF ISSUE OF TRANCHE 1 PLACEMENT SHARES

Background

On 14 September 2023, the Company issued 15,549,628 Tranche 1 Placement Shares using the Company's placement capacity under Listing Rule 7.1.

Resolution 1 seeks Shareholder approval pursuant to Listing Rule 7.4 to ratify the issue of the 15,549,628 Tranche 1 Placement Shares.

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 issue of the Tranche 1 Placement Shares does not fit within any of the exceptions to Listing Rules 7.1 and, as the issue has not yet been approved by Shareholders, effectively uses up part of the Company's 15% placement capacity under Listing Rule 7.1. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under those Listing Rules for the 12 month period following the issue of the Tranche 1 Placement Shares.

Listing Rule 7.4 provides an exception to Listing Rules 7.1. It provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rules 7.1 (and provided that the previous issue did not breach Listing Rules 7.1), those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rules 7.1.

The effect of Shareholders passing Resolution 1 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

If Resolution 1 is passed, 15,549,628 Tranche 1 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 1 is not passed, 15,549,628 Tranche 1 Placement Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 15,549,628 Equity Securities for the 12 month period following the issue of the Tranche 1 Placement Shares.

Specific 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 the ratification of the issue of the Tranche 1 Placement Shares:

- (a) The Tranche 1 Placement Shares were issued to sophisticated and institutional investors, none of whom are a related party or Material Investor of the Company. The Underwriter acted as Lead Manager to the Placement. The participants in the Tranche 1 Placement were identified through a bookbuild process, which involved the Underwriter seeking expressions of interest to participate in the Placement from existing contacts of the Company and clients of the Underwriter.
- (b) A total of 15,549,628 Tranche 1 Placement Shares were issued with the Company's placement capacity permitted under Listing Rule 7.1.
- (c) The Tranche 1 Placement Shares are fully paid ordinary Shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Tranche 1 Placement Shares were issued on 14 September 2023.
- (e) The Tranche 1 Placement Shares were issued at \$0.045 per Share.
- (f) The proceeds from the issue of the Tranche 1 Placement Shares are intended to be applied towards (i) business development, sales, and marketing; (ii) product and service development; (iii) operations (site and laboratory); and (iv) working capital and costs of the Capital Raising.
- (g) There are no other material terms to the agreement for the subscription of the Tranche 1 Placement Shares.
- (h) A voting exclusion statement is included in the Notice.

Directors' recommendation

The Board recommends that shareholders vote in favour of Resolution 1.

RESOLUTION 2 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES

Background

The background to the proposed issue of the Tranche 2 Placement Shares is set out above under the heading "Background to the Capital Raising".

Resolution 2 seeks Shareholder approval pursuant to Listing Rule 7.1 to approve the issue of up to 18,700,000 Tranche 2 Placement Shares.

Listing Rule 7.1

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

The effect of Shareholders passing Resolution 2 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

If Resolution 2 is passed, the Company can proceed to issue up to 18,700,000 Tranche 2 Placement Shares or a portion thereof without using up any of 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 2 is not passed, 18,700,000 Tranche 2 Placement Shares will not be issued, and the Company will not receive the funds to be raised by the proposed issue of the Tranche 2 Placement Shares. The Company may need to consider alternative financing which may be more dilutive and be on terms less favourable to Shareholders.

Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Tranche 2 Placement Shares:

- (a) The Tranche 2 Placement Shares will be issued to sophisticated and institutional investors, none of whom is a related party or Material Investor of the Company. The Underwriter acted as Lead Manager to the Placement. The Tranche 2 Placement Shares will be allotted and issued to sophisticated and institutional investors who were identified through a bookbuild process, which involved the Underwriter seeking expressions of interest to participate in the Placement from existing contacts of the Company and clients of the Underwriter.
- (b) A maximum of 18,700,000 Tranche 2 Placement Shares will be issued.
- (c) The Tranche 2 Placement Shares will be fully paid ordinary Shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue.
- (d) The Tranche 2 Placement Shares will be issued no later than 3 months after the date of the Meeting.
- (e) The Tranche 2 Placement Shares will be issued at \$0.045 per Share.
- (f) The proceeds from the issue of the Tranche 2 Placement Shares have been and are intended to be applied towards (i) business development, sales, and marketing; (ii) product and service development; (iii) operations (site and laboratory); and (iv) working capital and costs of the Capital Raising.
- (g) There are no other material terms to the agreement for the subscription of the Tranche 2 Placement Shares.
- (h) A voting exclusion statement is included in the Notice.

Directors' recommendation

The Board recommends that shareholders vote in favour of Resolution 2.

RESOLUTION 3 – APPROVAL TO ISSUE DIRECTOR PLACEMENT SHARES TO KENT SWICK

Background

The background to the proposed issue of the Director Placement Shares is set out above under the heading "Background to the Capital Raising". A Director, Kent Swick, has offered to participate in the Tranche 2 Placement subject to the approval of Shareholders. Mr Swick has committed a total of \$255,138 under the Placement.

Resolution 3 therefore seeks Shareholder approval pursuant to Listing Rule 10.11 for the issue of up to 5,669,724 Director Placement Shares to Kent Swick (or his nominees).

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 any of the following persons without the approval of its Shareholders:

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (30%+) in the company;
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (10%+) 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;
- (d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- (e) a person whose relation with the company or a person referred to in Listing Rule 10.11.1 or 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders.

Kent Swick is a related party of the Company by virtue of being a Director. Shareholder approval pursuant to Listing Rule 10.11 is therefore required unless an exception applies. It is the view of the Board that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Placement Shares to Mr Swick as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of the Director Placement Shares to Kent Swick (or his nominees) will not be included in the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

The effect of Shareholders passing Resolution 3 will be to allow the Company to issue the Director Placement Shares as part of the Tranche 2 Placement, raising \$255,138 (before costs) for the Company.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Director Placement Shares and will not receive the additional \$255,138 committed by Kent Swick under the Tranche 2 Placement. Consequently, the Company may need to seek an alternative means of raising the additional capital under the Tranche 2 Placement.

Specific information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Director Placement Shares:

- (a) The Director Placement Shares will be issued to Kent Swick (or his nominees).
- (b) Kent Swick falls into the category stipulated by Listing Rule 10.11.1 by virtue of being a Director of the Company.
- (c) A maximum of 5,669,724 Director Placement Shares will be issued to Kent Swick (or his nominees).
- (d) The Director Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (e) The Director Placement Shares will be issued no later than one month after the date of the Meeting.
- (f) The Director Placement Shares will be issued at \$0.045 per Share.
- (g) The proceeds from the issue of the Tranche 2 Placement Shares are intended to be applied towards (i) business development, sales, and marketing; (ii) product and service development; (iii) operations (site and laboratory); and (iv) working capital and costs of the Capital Raising.
- (h) The proposed issue of the Director Placement Shares is not intended to remunerate or incentivise Kent Swick.
- (i) There are no other material terms to the proposed issue of the Director Placement Shares.
- (j) A voting exclusion statement is included in the Notice.

Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

- (a) obtain Shareholder approval in the manner set out in section 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The proposed issue of the Director Placement Shares constitutes giving a financial benefit to related parties of the Company.

The Board considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Director Placement Shares because the Director Placement Shares will be issued on the same terms as those Shares issued to non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

Directors' recommendation

The Board (other than Kent Swick who has a personal interest in the outcome of this Resolution) recommends that Shareholders vote in favour of Resolution 3.

RESOLUTION 4 – APPROVAL TO ISSUE BROKER OPTIONS**Background**

The background to the proposed issue of the Broker Options is set out above under the heading "Background to the Capital Raising".

Resolution 4 seeks Shareholder approval pursuant to Listing Rule 7.1 to approve the issue of up to 5,862,469 Broker Options.

Listing Rule 7.1

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

The effect of Shareholders passing Resolution 4 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

If Resolution 4 is passed, the Company can proceed to issue up to 5,862,469 Broker Options or a portion thereof without using any of the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 4 is not passed, 5,862,469 Broker Options will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 5,862,469 Equity Securities for the 12 month period following the issue of the Broker Options.

Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Broker Options:

- (a) The Broker Options will be issued to the Underwriter (or its nominees).
- (b) A maximum of 5,862,469 Broker Options will be issued.
- (c) The Broker Options are exercisable at \$0.09 each and expire 2 years from the date of issue and are otherwise subject to the terms and conditions in Schedule 2. Shares issued upon exercise of the Broker Options will be fully paid ordinary Shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue.
- (d) The Broker Options will be issued no later than 3 months after the date of the Meeting.
- (e) The Broker Options will be issued for nil cash consideration as they are being issued in consideration for the services provided by the Underwriter pursuant to the Underwriting Agreement. Accordingly, no funds will be raised by their issue. Any funds raised upon exercise of the Broker Options will be applied towards general working capital purposes.
- (f) The material terms of the Underwriting Agreement are set out above under the heading "Background to the Capital Raising" and Schedule 1.
- (g) A voting exclusion statement is included in the Notice.

Directors' recommendation

The Board recommends that shareholders vote in favour of Resolution 4.

GLOSSARY OF TERMS

“**ASX**” means ASX Limited.

“**AWST**” means Australian Western Standard Time.

“**Board**” means the board of directors of the Company.

“**Broker Options**” means the 5,862,469 Options the subject of Resolution 4.

“**Capital Raising**” means the capital raising announced on 6 September 2023, comprising the Placement and Entitlement Offer.

“**Chair**” means the person appointed to chair the Meeting of the Company convened by the Notice.

“**Company**” or “**Orexplora**” means Orexplore Technologies Limited (ABN 98 645 505 406).

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

“**Corporations Regulations**” means the *Corporations Regulations 2001* (Cth).

“**Director Placement Shares**” means the 5,669,724 Shares proposed to be issued to Director Kent Swick (the subject of Resolution 3).

“**Entitlement Offer**” means the fully underwritten 1 for 2 pro rata non-renounceable entitlement offer for the issue of up to 51,832,098 Shares at \$0.045 per Share to raise up to approximately \$2.33 million.

“**Equity Security**” has the same meaning as in the Listing Rules.

“**Key Management Personnel**” or “**KMP**” means those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any director (whether executive or otherwise) of the Company.

“**Listing Rules**” means the official listing rules of ASX.

“**Material Investors**” means, in relation to the Company:

- (a) a related party;
- (b) Key Management Personnel;
- (c) a substantial Shareholder;
- (d) an advisor; or
- (e) an associate of the above,

who received or will receive securities in the Company which constitute more than 1% of the Company's anticipated capital structure at the time of issue.

“**Meeting**” means the meeting convened by this Notice of Meeting (as adjourned from time to time).

“**Notice**” or “**Notice of Meeting**” means this notice of general meeting including the explanatory memorandum and the proxy form.

“**Placement**” means the placement of up to 39,919,352 Shares at \$0.045 per Share to institutional and sophisticated investors to raise up to approximately \$1.8 million.

“**Share**” means an ordinary fully paid share in the capital of the Company.

“**Tranche 1 Placement Shares**” means 15,549,628 Shares issued utilising the Company's available placement capacity pursuant to ASX Listing Rule 7.1 (the subject of Resolution 1).

“**Tranche 1 Placement**” means the issue of 15,549,629 Shares at \$0.045 per Share.

“**Tranche 2 Placement Shares**” means 18,700,000 Shares proposed to be issued pursuant to ASX Listing Rule 7.1 (the subject of Resolution 2).

“**Tranche 2 Placement**” means the proposed issue of 24,369,724 Shares at \$0.045 per Share.

“**Underwriter**” means Morgans Corporate Limited.

“**Underwriting Agreement**” means the underwriting agreement between the Company and the Underwriter pursuant to which the Underwriter was appointed by the Company on an exclusive basis, to act as lead manager for the Placement and to fully underwrite the Entitlement Offer.

“**VWAP**” means volume weighted average market price as defined in the Listing Rules.

SCHEDULE 1 – TERMINATION EVENTS UNDER THE UNDERWRITING AGREEMENT

The list below is not exhaustive of all the possible termination events in the Underwriting Agreement. Capitalised terms in this summary have the meaning given to them in the Underwriting Agreement unless otherwise defined.

- (a) (Material Adverse Change) any Material Adverse Change occurs.
- (b) (Listing) The Company ceases to be admitted to the official list of ASX or the Shares are suspended from trading on or cease to be quoted on ASX, or it is announced by ASX or the Company that such an event will occur.
- (c) (ASX approval) Unconditional approval (or conditional approval, provided such condition would not cause or contribute to a Material Adverse Change) by ASX for official quotation of the Capital Raising Shares is refused or is not granted by the time required to conduct the Capital Raising in accordance with the Timetable or, if granted, is modified (in a manner which would cause or contribute to a Material Adverse Change) or withdrawn.
- (d) (Insolvency) The Company or a Subsidiary is Insolvent or there is an act or omission, or a circumstance arises, which is likely to result in the Company or a Subsidiary becoming Insolvent.
- (e) (Withdrawal and withdrawal rights) The Company notifies either of the Underwriter or ASX in writing that it does not wish to proceed with all or any part of the Capital Raising or the Company repays monies received pursuant to the Capital Raising or the Company offers applicants under the Capital Raising the opportunity to withdraw their application for Shares and be repaid their application money.
- (f) (Withdrawal of waivers) ASX withdraws, revokes or amends any ASX waivers obtained in connection with the Capital Raising.
- (g) (Takeovers Panel) The Takeovers Panel makes, or an application is made to the Takeovers Panel seeking, a declaration that circumstances in relation to the affairs of the Company are unacceptable circumstances under Pt 6.10 of the Corporations Act.
- (h) (Application) There is an application to a court or Governmental Agency (including the Takeovers Panel) for an order, declaration (including of unacceptable circumstances) or other remedy in connection with the Company or the Capital Raising (or any part of it).
- (i) (Offer force majeure) There is an event or occurrence, including any statute, order, rule, regulation, directive or request of any Governmental Agency, which makes it illegal for either of the Underwriter to satisfy an obligation of this agreement, or to market, promote or settle the Capital Raising.
- (j) (Board or KMP changes) there is any change to the Board or KMP of the Company, or a prospective change is announced with regards to the Board or KMP.
- (k) (ASIC or ASX correspondence): The Company receives correspondence from ASX or ASIC which in the reasonable opinion of the Underwriter would cause or contribute to a Material Adverse Change.
- (l) (Regulatory action in relation to directors and senior executives):
 - (i) A director or the chief executive officer or chief financial officer of the Company is charged with an indictable offence or fraudulent conduct;
 - (ii) any director of the Company is disqualified under the Corporations Act from managing a corporation; or
 - (iii) any regulatory body (other than the Takeovers Panel) commences any public action against the Company, or any director or the chief executive officer or chief financial officer of the Company, or publicly announces that it intends to take any such action.
- (m) (Conduct) The Company or a current director, officer or other current KMP of the Company or any Group Member commits any act of fraud, wilful or reckless misconduct or negligence, or which is misleading or deceptive in any respect, whether by act or omission and whether or not in connection with the Capital Raising or is charged with having committed any of the foregoing.

- (n) (Unable to issue) The Company is unable to issue or prevented from issuing Offer Shares as contemplated by this agreement, including by virtue of the ASX Listing Rules, applicable laws, a Governmental Agency, or an order of a court of competent jurisdiction within the period required by the ASX Listing Rules or Timetable.
- (o) (Shares to be fully paid): all Shares issued pursuant to the Entitlement Offer and in accordance with the terms of this agreement do not, from the date of allotment, rank equally in all respects with other fully paid ordinary shares in the Company or if they are not issued free of all Encumbrances.
- (p) (Capital structure) There is an alteration to the Company's capital structure without the prior consent of the Underwriter or as otherwise provided for or contemplated in this agreement or contained within the ASX Disclosures, except for an alteration of the Company's capital structure arising from the exercise, conversion or expiry of any existing option, right to a Share or other convertible security issued by the Company in accordance with its terms.
- (q) (Market fall) Either the S&P/ASX SMALL ORDINARIES or ASX 300 Index published by ASX closes more than 10% below its level as at the close of trading on the Business Day before the date of this Agreement.
- (r) (withdrawal of consent): any person (other than the Underwriter) who has previously consented to the inclusion of their name or any statement in the Information Documents withdraws that consent.
- (s) (offer of refund to investors) any circumstance arises that results in the Company either repaying the money received from persons who have applied for Offer Shares or offering persons who have applied for Offer Shares an opportunity to withdraw their application for Offer Shares and be repaid their application money.
- (t) (Information Documents) Any:
 - (i) statement in an Information Document is or becomes false, misleading or deceptive in any material respect or likely to mislead or deceive;
 - (ii) Information Document does not contain all information required to comply with all applicable laws; or
 - (iii) Information Document is withdrawn.
- (u) (Defective Cleansing Notice) The Cleansing Notice is defective (as that term is defined in section 708AA(11) of the Corporations Act).
- (v) (Supplemental Notice) The Company fails to lodge a Supplemental Notice, where it is required to do so.

SCHEDULE 2 – TERMS AND CONDITIONS OF BROKER OPTIONS

- (a) **Entitlement**
Each Broker Option entitles the holder to subscribe for one Share upon exercise of the Broker Option.
- (b) **Exercise Price**
Subject to paragraph (i), the amount payable upon exercise of each Broker Option will be \$0.09 (**Exercise Price**).
- (c) **Expiry Date**
Each Broker Option will expire at 5:00 pm (AWST) on that date which is two (2) years after the date of issue (**Expiry Date**). A Broker Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (d) **Exercise Period**
The Broker Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).
- (e) **Notice of Exercise**
The Broker Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Broker Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Broker Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
- (f) **Exercise Date**
A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Broker Option being exercised in cleared funds (**Exercise Date**).
- (g) **Timing of issue of Shares on exercise**
Within five Business Days after the Exercise Date, the Company will:
- (i) issue the number of Shares required under these terms and conditions in respect of the number of Broker Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
 - (ii) 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
 - (iii) 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 Broker Options.
- If a notice delivered under (g)(ii) for any reason 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.
- (h) **Shares issued on exercise**
Shares issued on exercise of the Broker Options rank equally with the then issued shares of the Company.
- (i) **Reconstruction of capital**
If at any time the issued capital of the Company is reconstructed, all rights of a holder of Broker Options are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Broker Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Broker Options without exercising the Broker Options.

(k) **Change in exercise price**

A Broker Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Broker Option can be exercised.

(l) **Transferability**

The Broker Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.



Proxy Voting Form

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

Holder Number:

Your proxy voting instruction must be received by **10.00am (WST) on 22 October 2023**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at

<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

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

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

