



## **IRON ROAD LTD**

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**ACN 128 698 108**

# **Notice of General Meeting Explanatory Notes Proxy Form**

**Date of Meeting**

Tuesday, 24 August 2021

**Time of Meeting**

10:30am (AEST)

**Place of Meeting**

Virtually (online)

Details on how to access the virtual Meeting are set out in this Notice.

*This Notice of General Meeting and Explanatory Notes should be read in its entirety.  
If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor  
or other professional adviser without delay.*

# Notice of 2021 General Meeting

NOTICE IS HEREBY GIVEN THAT A GENERAL MEETING OF SHAREHOLDERS OF IRON ROAD LTD ACN 128 698 108 ("IRON ROAD" OR "COMPANY") WILL BE HELD VIRTUALLY VIA AN ONLINE PLATFORM AT <https://investor.automic.com.au> ON TUESDAY, 24 AUGUST 2021, AT 10:30 AM (AEST).

The business to be considered at the General Meeting is set out below.

Defined terms used in this Notice of Meeting have the meanings given to those terms in the glossary at the end of the Explanatory Notes.

## ORDINARY RESOLUTIONS

### **Resolution 1 - Ratification of 19,767,444 Placement Shares issued on 10 May 2021**

To consider and, if thought fit, to pass with or without amendment, the following Resolution as an Ordinary Resolution:

*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue and allotment of 19,767,444 Placement Shares on the terms and to the parties set out in the Notice of Meeting and Explanatory Notes."*

### **Resolution 2 - Ratification of 465,116 Consideration Shares issued on 10 May 2021**

To consider and, if thought fit, to pass with or without amendment, the following Resolution as an Ordinary Resolution:

*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue and allotment of 465,116 Consideration Shares on the terms and to the parties set out in the Notice of Meeting and Explanatory Notes."*

### **Resolution 3 - Issue of Sentient Shares**

To consider and, if thought fit, to pass with or without amendment, the following Resolution as an Ordinary Resolution:

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the proposed issue and allotment of 2,311,014 Sentient Shares as set out in the Notice of Meeting and Explanatory Notes is approved."*

### **Resolution 4 - Issue Performance Rights to Mr Larry Ingle**

To consider and, if thought fit, to pass with or without amendment, the following Resolution as an Ordinary Resolution:

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue of Performance Rights to Mr Larry Ingle (or his nominee) on the terms and conditions set out in the Notice of Meeting and Explanatory Notes."*

### **Resolution 5 - Issue Performance Rights to Mr Glen Chipman**

To consider and, if thought fit, to pass with or without amendment, the following Resolution as an Ordinary Resolution:

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue of Performance Rights to Mr Glen Chipman (or his nominee) on the terms and conditions set out in the Notice of Meeting and Explanatory Notes."*

## **Voting exclusions and restrictions**

### **Voting exclusion in relation to Resolution 1**

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of Resolution 1 by or on behalf of participants in the Placement, or any of their Associates.

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

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - o 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
  - o the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### **Voting exclusion in relation to Resolution 2**

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of Resolution 2, by or on behalf of S3 Consortium Pty Ltd, or any of its Associates.

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

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair of the Meeting to vote on the Resolution as the Chair of the Meeting decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - o 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
  - o the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### **Voting exclusion in relation to Resolution 3**

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of Resolution 3 by or on behalf of Sentient and any other person who will obtain a material benefit as a result of the issue of the shares (except a benefit solely by reason of being a holder of ordinary securities in the Company) or any of its Associates.

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

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair of the Meeting to vote on the Resolution as the Chair of the Meeting decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - o 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
  - o the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### **Voting exclusions and voting restriction in relation to Resolutions 4 and 5**

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of these Resolutions by Mr Larry Ingle (in respect of Resolution 4) and Mr Glen Chipman (in respect of Resolution 5) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities), or any of their Associates.

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

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction on the Proxy Form to vote on the Resolution as the Chair of the Meeting decides; or

- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - o 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
  - o the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, in accordance with the Corporations Act, a vote must not be cast on these Resolutions (and will be taken not to have been cast if cast contrary to this restriction) by a member of the Key Management Personnel, and any Closely Related Party of such a member, acting as proxy if their appointment does not specify the way the proxy is to vote on these Resolutions. However, the member of the Key Management Personnel or any Closely Related Party of such a member may vote if it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on these Resolutions or by a person who is the Chair of the Meeting at which these Resolutions are voted on and the appointment expressly authorises the Chair of the Meeting to exercise the proxy even if these Resolutions are connected directly or indirectly with the remuneration of a Key Management Personnel.

Further, in accordance with the Corporations Act, a vote must not be cast on these Resolutions (and will be taken not to have been cast if cast contrary to this restriction) by Mr Larry Ingle (in respect of Resolution 4) and Mr Glen Chipman (in respect of Resolution 5) and any Associates of Mr Ingle and Mr Chipman.

## **BY ORDER OF THE BOARD**

Jaroslav (Jarek) Kopias  
Company Secretary  
**Iron Road Ltd**  
Dated 23 July 2021

## YOUR VOTE IS IMPORTANT

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

## IMPORTANT INFORMATION CONCERNING PROXY VOTES ON RESOLUTIONS 4 and 5

The Corporations Act places certain restrictions on the ability of Key Management Personnel and their closely related parties to vote on the Resolutions connected directly or indirectly with the remuneration of the Key Management Personnel.

For these reasons, Shareholders who intend to vote by proxy should carefully consider the identity of their proxy and are encouraged to direct their proxy as to how to vote on all Resolutions. In particular, Shareholders who intend to appoint the Company's Chair of the Meeting as their proxy (including an appointment by default) are encouraged to direct the Chair of the Meeting as to how to vote on all Resolutions.

If the Chair of the Meeting is appointed, or taken to be appointed, as your proxy, you can direct the Chair of the Meeting to vote for, against or abstain from voting on Resolutions 4 and 5 by marking the box opposite the respective Resolution on the Proxy Form. You should direct the Chair of the Meeting how to vote on these Resolutions.

However, if the Chair of the Meeting is your proxy and you do not direct the Chair of the Meeting how to vote in respect of Resolutions 4 and 5 on the Proxy Form, you will be deemed to have directed and expressly authorised the Chair of the Meeting to vote your proxy in favour of the relevant Resolution(s). This express authorisation acknowledged that the Chair of the Meeting may vote your proxy even if:

- (a) Resolutions 4 and 5 are connected directly or indirectly with the remuneration of a member or members of the Key Management Personnel for the Company; and
- (b) the Chair of the Meeting has an interest in the outcome of Resolutions 4 and 5 and votes cast by the Chair of the Meeting for these Resolutions, other than as authorised proxy holder, will be disregarded because of that interest.

## VIRTUAL (ONLINE) VOTING, ATTENDANCE ENTITLEMENT AND PROXY

In response to the global COVID-19 pandemic, on 29 March 2021 ASIC adopted a 'no-action' position in relation to the convening and holding of virtual meetings (**No-Action Position**), pursuant to which, subject to certain conditions being satisfied, companies required or permitted to hold a meeting pursuant to the Corporations Act may hold the meeting using virtual technology.

Accordingly, in order to maximise the opportunity for Shareholder participation, the Board has determined that the Meeting will be held virtually (online) via an online platform. There will be no physical Meeting. Both Shareholders and visitors can attend the virtual Meeting which will be broadcast as a live webinar. Please pre-register in advance of the virtual Meeting here:

[https://us02web.zoom.us/webinar/register/WN\\_PDPH7\\_GDSaSkXKh9k50w8Q](https://us02web.zoom.us/webinar/register/WN_PDPH7_GDSaSkXKh9k50w8Q)

In accordance with the No-Action Position, each Resolution will be decided on a poll, such that every Shareholder shall have one vote for every Share registered in their name as at 10:30am (AEST) on 24 August 2021. Shareholders participating in the Meeting will be able to vote directly at any time between the start of the Meeting and the closure of voting as announced by the Chair of the Meeting.

Shareholders who wish to vote virtually on the day of the Meeting will need to login to the Automic website with their username and password <https://investor.automic.com.au/#/home>.

A Member who is entitled to attend and cast a vote at the Meeting and who wishes to vote on the Resolutions contained in this Notice should either attend personally via the online platform at the time, date and place of the Meeting set out above or appoint a proxy or proxies to attend or vote on the Member's behalf. The Company encourages **Shareholders to participate in the Meeting via the online platform or, if they are unable to attend personally, to sign and return the Proxy Form to the Company in accordance with the instructions set out on the Proxy Form (as there will be no physical Shareholder Meeting).**

A Member who is entitled to attend and cast a vote at the Meeting and who wishes to vote on the Resolutions contained in this Notice should appoint the Chair of the Meeting as their proxy to attend and vote on the Member's behalf. The Company encourages shareholders to **appoint the Chair of the Meeting as their proxy.**

In order to attend the Meeting, Shareholders, attorneys, proxies and representatives will need to:

- a. have access to a desktop or mobile/tablet device with internet access to log onto the online platform prior to the commencement of the Meeting;
- b. open their internet browser and go to <https://investor.automic.com.au>;
- c. login with their username and password or click "register" if they haven't already created an account (Shareholders will need to provide their Shareholder Reference Number (SRN) or Holder Identification Number (HIN) as applicable);
- d. after logging in, click on "View" from the banner which appears at the top once the Meeting is open for registration;
- e. click on "Register" and follow the steps;
- f. click on the URL to join the Meeting;
- g. once the Chair of the Meeting has declared the poll open for voting, click on "Refresh" to be taken to the voting screen; and
- h. select their voting direction and click "confirm" to submit their vote (Note that Shareholders cannot amend their vote after it has been submitted).

A detailed guide on how Shareholders can participate in the Meeting, together with a step-by-step guide to using the online platform, is available to view and download from <https://www.automicgroup.com.au/virtual-agms/> (**Online Meeting Guide**).

Shareholders, their proxy, attorney or representative who plan on attending the Meeting are asked to log in to the online platform at least fifteen (15) minutes prior to the scheduled start time for the Meeting using the instructions out in this Notice of Meeting and the Online Meeting Guide, so that Shareholders can be checked against Iron Road's Share register, or appointment as proxy, attorney or representative can be verified and their attendance noted.

Subject to the connectivity of their devices, at the Meeting, Shareholders will have the opportunity to hear the Chair of the Meeting speak and the discussions which occur at the Meeting, and to ask questions via the online platform.

The situation regarding COVID-19 is evolving rapidly and Iron Road is following the health advice of the Australian Government. Shareholders are encouraged to monitor the Company's ASX announcements and website for any further updates in relation to arrangement for the Company's Shareholder Meeting.

Shareholders are encouraged to lodge their Proxy Forms online at <https://www.automicgroup.com.au/>.

In completing the attached Proxy Form, Members must be aware that where the Chair of the Meeting is appointed as their proxy, they will be directing the Chair of the Meeting to vote in accordance with the Chair of the Meeting's voting intention unless you indicate otherwise by marking the "For", "Against" or "Abstain" boxes. The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. Members should note that they are entitled to appoint the Chair of the Meeting as a proxy with a direction to cast the votes contrary to the Chair of the Meeting's voting intention, or to abstain from voting, on any Resolution in the Proxy Form. Also, Members may appoint, as their proxy, a person other than the Chair of the Meeting who may be an individual or a body corporate.

A proxy does need not be a Member of the Company. For the convenience of Members, a Proxy Form is enclosed. A Member who is entitled to attend and cast two or more votes is entitled to appoint two proxies. Where two proxies are appointed, each appointment may specify the proportion or number of voting rights each proxy may exercise. If the Member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes able to be cast by the appointing Member.

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 order to be valid, the Proxy Form must be received by the Company at the address or e-mail specified below, along with any power of attorney or certified copy of a power of attorney (if the Proxy Form is signed pursuant to a power of attorney), by no later than 48 hours before the Meeting (i.e., by no later than 10:30am AEST on 22 August 2021):

On-line: <https://www.automicgroup.com.au/>.

By mail: Automic  
GPO BOX 5193  
SYDNEY NSW 2001

By hand: Level 5, 126 Phillip Street  
SYDNEY NSW 2000

By e-mail: [meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

Any Proxy Forms received after that time will not be valid for the Meeting.

A Member who is a body corporate may appoint a representative to attend the Meeting in accordance with the Corporations Act. Representatives will be required to present documentary evidence of their appointment on the day of the Meeting.

For the purpose of determining the voting entitlements at the Meeting, the Directors have determined that Shares will be taken to be held by the registered holders of those Shares at 10:30am AEST on 22 August 2021. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

## EXPLANATORY NOTES

These Explanatory Notes are for the information of Shareholders of Iron Road Ltd in connection with Resolutions to be considered at the General Meeting of the Company to be held at 10:30am (AEST) on Tuesday, 24 August 2021.

If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisors before voting.

### Introduction

These Explanatory Notes have been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be considered at the General Meeting of the Company. The Directors recommend Shareholders read these Explanatory Notes in full before making any decision in relation to the Resolutions.

Terms defined in the Notice of Meeting have the same meaning in these Explanatory Notes.

### **Resolutions 1 and 2 - Ratification of 19,767,444 Placement Shares and 465,116 Consideration Shares both issued on 10 May 2021**

#### Background

On 3 May 2021, the Company announced an issue of 19,767,444 Shares under a Share Placement to sophisticated, professional and institutional investors to raise \$4,250,000 (before costs) (**Placement**).

At the same time, the Company issued 465,116 Shares as consideration for professional services to the value of \$100,000 as announced on 10 May 2021 (**Consideration Shares**).

Broadly speaking, and subject to a number of exceptions, ASX 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 relevant Shares issued to participants in the Placement did not fall within an exception and were issued without Shareholder approval under the Company's 15% placement capacity under ASX Listing Rule 7.1.

ASX Listing Rule 7.4 allows the shareholders of a listed company to subsequently ratify the previous issues of securities made without prior shareholder approval under ASX Listing Rule 7.1, provided the issue did not breach the maximum thresholds set by ASX Listing Rule 7.1. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce the Company's capacity to issue further Equity Securities without shareholder approval under those rules.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under ASX Listing Rule 7.1 and thus the Company is seeking ratification of the Shares issued pursuant to the Placement by Resolution 1 and issue of Consideration Shares pursuant to Resolution 2. The Company confirms that the issue and allotment of the Shares did not breach ASX Listing Rule 7.1 at the date of issue.

If Resolutions 1 and 2 are passed, the Shares issued pursuant to the Placement and issue of Consideration Shares will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the date of issue.

If Resolutions 1 and 2 are not passed, the relevant issues will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the date of issue.

ASX Listing Rule 7.5 contains certain requirements as to the contents of a Notice sent to Shareholders for the purpose of ASX Listing Rule 7.4 and the following information is included in these Explanatory Notes for that purpose:

	<b>Resolution 1 - Placement Shares</b>	<b>Resolution 2 - Consideration Shares</b>
Party	Sophisticated, professional and institutional investors who were identified and sourced by Bell Potter Securities Limited. None of the parties for whom ratification is sought pursuant to this Resolution are related parties of the Company.	S3 Consortium Pty Ltd which is not a related party of the Company.
Securities issued	19,767,444 fully paid ordinary shares were issued under ASX Listing Rule 7.1.	465,116 fully paid ordinary shares were issued under ASX Listing Rule 7.1.
Date of issue	10 May 2021	10 May 2021
Consideration	\$4,250,000 at a price of \$0.215 (21.50 cents) per Share.	\$100,000 at a price of \$0.215 (21.50 cents) per Share.
Terms	Shares rank equally with all other Shares on issue.	Shares rank equally with all other Shares on issue except that the Shares are subject to voluntary escrow to 10 May 2022.
Purpose	The purpose of the issue was to contribute funding directed to Cape Hardy port precinct development costs, the lodgement of secondary approvals and updated costings for the 12Mtpa Central Eyre Iron Project (CEIP), maintaining the CEIP Mining Lease and for working capital purposes.	The purpose of the issue was for professional services.
Material Terms	The relevant placement agreements included various conditions for a placement agreement of this sort.	The agreement between S3 Consortium Pty and the Company dated May 7 2021 provides for the provision of sponsored content and digital marketing services to the Company and provides for the payment of fees in the form of Shares in the Company, which will be subject to a 12 month escrow from the date of the agreement. The agreement otherwise include various conditions for service agreements of this sort.

**Board Recommendation:** The Directors recommend that Shareholders vote in favour of Resolutions 1 and 2.

The Chair of the Meeting intends to vote all undirected proxies in favour of Resolutions 1 and 2.

### **Resolution 3 - Issue of Sentient Shares**

#### **Background**

On 3 May 2021, the Company announced the proposed issue of 2,311,014 Shares as settlement of total amounts owing to Sentient of approximately \$497,000. The amounts owing to Sentient represent repayment in full of an unsecured \$343,119.72 loan owing to Sentient and accrued director fees payable to Sentient in relation to Mr Glen Chipman's role as a Director from 1 April 2018 to 31 March 2021 (**Sentient Shares**).

#### **ASX Listing Rule Requirements**

ASX Listing Rule 10.11 requires Shareholder approval for the issue of securities to a person defined under Listing Rule 10.11. As Sentient (and its associates) hold in excess of 30% of the Shares in the Company, Sentient falls under Listing Rule 10.11.2 and any issues of Securities require approval of Shareholders, unless an exemption applies.

Accordingly, as Sentient falls under the definition of Listing Rule 10.11, Shareholder approval is being sought for the issue of a total of 2,311,014 Sentient Shares to Sentient (or its nominee) on the terms set out below and as detailed in the table below.

If approval of the issue of the Sentient Shares is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1 and the Sentient Shares will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the date of issue.

If Resolution 3 is not passed, the Company will be precluded from issuing the Sentient Shares to Sentient and the amounts owing to Sentient that are proposed to be discharged by the Company through the issue of Equity Securities will not be discharged.

## Corporations Act

As at the date of this Notice, Sentient has Voting Power in the Company of approximately 72.6%.

If Shareholders approve Resolution 2, and no other Shares are issued by the Company to another unrelated party between the date of this Notice and the date of issue, Sentient will acquire Voting Power in the Company of approximately 0.08% as a result of the issue of Sentient Shares.

As this maximum Voting Power is not more than 3% above the Voting Power held by Sentient throughout the previous six months, Sentient has advised that it intends to rely on the “3% creep” exception contained in item 9 of section 611 of the Corporations Act for the purpose of increasing its Voting Power without making a takeover offer for the Company.

## FIRB

As Sentient is considered to be a foreign person for the purpose of the *Foreign Acquisitions and Takeovers Act 1975* (Cth) (**FATA**), the issue of Sentient Shares is subject to the Treasurer of the Commonwealth of Australia (or his delegate), either:

- (a) having provided written notice that there is no objection under the FATA to the proposed issue of Sentient Shares; or
- (b) ceasing to be empowered to make an order under Part 3 of FATA in relation to the proposed issue of Sentient Shares because the applicable time limit on making orders and decisions under FATA has expired,

(**FIRB Approval**).

If either FIRB Approval or Shareholder approval is not obtained before 31 December 2021, the placement deed with Sentient will lapse and the Sentient Shares will not be issued.

## ASX Listing Rules Requirements

ASX Listing Rule 10.11 provides that a Company must not issue or agree to issue securities to a person, without first obtaining shareholder approval.

ASX Listing Rule 10.13 requires that the following information be provided to Shareholders when seeking an approval for the purposes of ASX Listing Rule 10.11:

Party	The Sentient Shares will be issued to Sentient, being a person who falls within Listing Rule 10.11.2.
Securities issued	The maximum number of Sentient Shares to be issued to Sentient is 2,311,014 Shares.
Date of issue	The Sentient Shares are proposed to be issued within the latter of five business days after obtaining FIRB Approval and the date of the Meeting. As at the date of this notice, Sentient has applied for FIRB Approval and the Company understands that it is likely to receive a decision before the date of the Meeting. If FIRB Approval is not obtained within one month of the date of the Meeting, the Company intends to seek a waiver from the ASX from rule 10.13.5 to the extent necessary to allow for the Sentient Shares to be issued no later than five (5) Business Days after the date that FIRB Approval is obtained.
Consideration	The Sentient Shares will be issued at a price of \$0.215 (21.5 cents) per Share, being the same price as the Placement Shares as settlement of approximately \$497,000 in amounts owing by the Company.
Terms	The Sentient Shares will rank equally with all other Shares on issue from their date of issue.
Purpose	The purpose of the issue of Sentient Shares is settlement of amounts owing to Sentient.
Material terms of agreement	The Sentient Shares are issued under a deed setting out the details described above and includes representations and warranties customary for this type of Share placement.

**Board Recommendation:** The Directors recommend that Shareholders vote in favour of Resolution 3.

The Chair of the Meeting intends to vote all undirected proxies in favour of Resolution 3.

## **Resolutions 4 and 5: Issue of Performance Rights to Mr Larry Ingle and Mr Glen Chipman**

### **Background**

Mr Larry Ingle and Mr Glen Chipman are executives with responsibility of management and oversight of the Company. For the purpose of remunerating Mr Ingle and Mr Chipman (**Participating Executives**) based on their qualifications and experience within the exploration and development market and the desire to preserve cash, the Board has determined to include an incentive based component to their remuneration package. The Participating Executives have been invited by the board of the Company to receive up to 8,550,000 Performance Rights, with KPI based Performance Conditions, if approved by Members at this Meeting.

### **Reason for approval – Listing Rules**

ASX Listing Rule 10.11 requires Shareholder approval for the issue of Equity Securities to a related party, or a person whose relationship with the entity, or a related party is, in ASX's opinion, such that approval should be obtained.

Accordingly, shareholder approval is sought for the issue of a total of 8,550,000 Performance Rights to each of Mr Larry Ingle (4,500,000 Performance Rights) and Mr Glen Chipman (4,050,000 Performance Rights) (the Participating Executives) (or their nominees) on the terms set out below. If approval of the issue of the Performance Rights is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1. The issue of Performance Rights to the Participating Executives will therefore not be included in the 15% calculation for the purposes of Listing Rule 7.1.

All Performance Rights are proposed to be issued under the Company's PSP.

If Resolutions 4 and 5 are approved, then the Participating Executives will receive the relevant Performance Rights.

If Resolutions 4 and 5 are not approved, no Performance Rights will be issued to the Participating Executives pursuant to the PSP.

### **Reason for approval – Corporations Act – Termination Benefits**

The Corporations Act restricts the Company from giving certain "benefits" to certain persons (those who hold a managerial or executive office, as defined in the Corporations Act) on ceasing their employment with the Company (**Termination Benefits**), in the absence of prior shareholder approval unless an exemption applies.

The term "benefit" is defined broadly in the Corporations Act and includes benefits arising from the Board exercising its discretion under the rules of the PSP.

Accordingly, Resolutions 4 and 5 also seek Shareholder approval for the purpose of the Company providing these Termination Benefits to Mr Chipman and Mr Ingle in accordance with the terms of the PSP.

Specifically, Shareholder approval is being sought to enable the Board to exercise certain discretions under the PSP, including the discretion to determine to waive some or all of the Performance Conditions attaching to Performance Rights or accelerate their vesting, where a participant ceases to be employed or engaged by the Company, including as a result of redundancy, death, total or permanent incapacity and other circumstances determined by the Board.

This approval is being sought in respect of the current participation in the PSP, and the Termination Benefits that may arise if and when any Participating Executive ceases to be engaged by the Company.

Other than as expressly set out in Resolutions 5, no current Director will participate in the PSP unless separate Shareholder approval is first obtained.

For the purposes of section 200E of the Corporations Act, the Company advises that various matters will or are likely to affect that value of the Termination Benefits that the Board may give under the PSP and, therefore the value of the Termination Benefits cannot be determined in advance.

The value of a particular benefit resulting from the exercise of the Board's discretion under the PSP will depend on factors such as the Company's share price at the time of the exercise of this discretion and the number of Performance Rights that the Board decides to waive the Performance Conditions in respect of or for which the vesting date is accelerated. Some of the factors that may affect the value of the Termination Benefits are as follows:

- (c) the nature and extent of any Performance Conditions waived by the Board;
- (d) the number of Performance Conditions that have been satisfied at the time that the Board exercises this discretion; and
- (e) the number of unexercised Performance Rights that the Participating Executive holds at the time that this discretion is exercised.

## Issue of Performance Rights to Participating Executives

Upon approval at this Meeting, the Company intends to issue 8,550,000 Performance Rights in total to each Participating Executive within 5 business days of the Meeting. The Performance Rights will vest upon the performance hurdles being met as approved by the Board. The Company will not issue the Performance Rights later than the latter of five business days after obtaining FIRB Approval to the issue of the Sentient Shares and one month after the date of the Meeting.

In the event that all Performance Rights vest upon satisfaction of the Key Performance Indicators (**KPIs**) Performance Conditions (summarised below), the number of Shares that would be issued to the Participating Executives is 8,550,000. The Shares to be issued upon vesting of the Performance Rights will all be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares at the date of issue.

The Company advises that there are no loans provided to the Participating Executives in relation to the issue of Performance Rights.

Further key terms of the PSP are included in Appendix 1 to this Notice.

## Issue Price and Exercise Price

There is no issue price and consequently there are no funds raised upon issue of the Performance Rights as they are issued for nil consideration. Each issued Performance Right will have a nil exercise price.

## Key Performance Indicators

The Performance Rights vest and become exercisable if the Performance Conditions are determined to have been satisfied or as otherwise determined by the Board exercising its discretion.

Where the Performance Conditions are met and Performance Rights vest, Performance Rights may be exercised at any time prior to Exercise Period End Date. The Performance Conditions relate to the Participating Executives' and the Company's performance during the period 1 January 2021 to 31 December 2021. Upon Shareholder approval, Mr Ingle will be issued 4,500,000 Performance Rights and Mr Chipman will be issued 4,050,000 Performance Rights.

**TABLE 1**

Director	Number of Performance Rights vesting	Grant date <sup>1</sup>	Performance Condition	KPI End Date	Exercise Period End Date <sup>2</sup>
L Ingle	1,200,000	24 Aug 2021	Share Price 1 KPI	31 Dec 2021	31 Dec 2024
	800,000	24 Aug 2021	Share Price 2 KPI	31 Dec 2021	31 Dec 2024
	500,000	24 Aug 2021	Port KPI	31 Dec 2021	31 Dec 2024
	2,000,000	24 Aug 2021	CEIP KPI	31 Dec 2021	31 Dec 2024
G Chipman	1,080,000	24 Aug 2021	Share Price 1 KPI	31 Dec 2021	31 Dec 2024
	720,000	24 Aug 2021	Share Price 2 KPI	31 Dec 2021	31 Dec 2024
	450,000	24 Aug 2021	Port KPI	31 Dec 2021	31 Dec 2024
	1,800,000	24 Aug 2021	CEIP KPI	31 Dec 2021	31 Dec 2024
<b>TOTAL</b>	<b>8,550,000</b>				

<sup>1</sup> Expected to be within 5 business days of receipt of Shareholder approval.

<sup>2</sup> Performance Rights will expire within 3 months of the Participating Executive ceasing to hold office with the Company if earlier than the last day of the Exercise Period. The Board will have 3 months from the end of the KPI End Date to determine whether the rights have vested based on the KPI.

## Share Price 1 KPI

The Performance Rights will vest upon the Company's Share price, on a volume weighted average basis, being equal to or more than 20.0 cents per Share for the entirety of the 2021 calendar year to 31 December 2021. This KPI has been benchmarked to reflect historical performance relating to Company milestones and improved Company share price performance. The Performance Rights are further intended to align interests of Participating Executives with that of non-executive directors as approved at the Company's 2020 annual general meeting.

## Share Price 2 KPI

The Performance Rights will vest upon the Company's Share price, on a volume weighted average basis, being equal to or more than 30.0 cents per Share for the period 1 July 2021 to 31 December 2021.

## Port KPI

Attract non-grain trade value accretive Cape Hardy port business commitments via respective indicative agreements.

## CEIP KPI

Obtaining initial investment in the Central Eyre Iron Project (**CEIP**) from a single partner of no less than \$50 million in relation to a % interest in the CEIP at an IRD see-through valuation determined substantial and acceptable by the Board of the Company, which amount will be set prior to the date of issue.

Should the Participating Executive cease to be an officer of the Company, the corresponding unvested Performance Rights will expire within 3 months of their departure.

#### Participating Executive total current remuneration

The Participating Executives are remunerated as listed below.

**TABLE 2**

KMP	Full year amount <sup>1</sup>	2020/21 payments <sup>2</sup>
L Ingle	\$400,000	\$344,400
G Chipman	\$350,000	\$57,500 <sup>3</sup>

<sup>1</sup> Represents amounts agreed to be paid as announced on or about 19 July 2021 and inclusive of statutory superannuation on a full year basis.

<sup>2</sup> Payments for the year ended 30 June 2021 including accrued Director fees.

<sup>3</sup> G Chipman 2020/21 Director fees payable to Sentient

The Participating Executives have the following relevant interest in Equity Securities of the Company (directly and indirectly):

**TABLE 3**

KMP	Shares
L Ingle	423,380
G Chipman	1,189,535

If all of the Performance Rights granted to the Participating Executives vest and are exercised, then a total of 8,550,000 new Shares would be issued. This will increase the number of Shares on issue from 792,279,280 to 800,829,280 (assuming that no other Shares are issued) with the effect that the shareholding of existing Shareholders would be diluted by approximately 1.08%.

The market price for Shares during the term of the Performance Rights will affect the value of the perceived benefit given to the Participating Executives. If, at any time, any of the Performance Rights vest, then there may be a perceived cost to Iron Road. The trading history of Shares on ASX in the 12 months before to 14 July 2021 is listed in Table 4 below:

**TABLE 4**

	Price	Date
Highest	\$0.40	29 January 2021
Lowest	\$0.067	17 July 2021
Last	\$0.265	14 July 2021

#### Corporations Act – Related Party

Under Chapter 2E of the Corporations Act, a public company cannot give a financial benefit to a related party unless an exception applies or shareholders have in a general meeting approved the giving of that financial benefit to the related party.

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

The Board has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed issue of the Performance Rights, pursuant to Resolution 5, as the exception in section 211 of the Corporations Act applies. Shareholder approval must nonetheless be obtained pursuant to ASX Listing Rule 10.11. The Director Performance Rights which are proposed to be issued are considered to be reasonable remuneration for the purposes of section 211 of the Corporations Act.

#### ASX Listing Rules Disclosure

ASX Listing Rule 10.11 provides that a Company must not issue or agree to issue securities to a Person, without first obtaining shareholder approval.

ASX Listing Rule 10.13 requires that the following information be provided to Shareholders when seeking an approval for the purposes of ASX Listing Rule 10.11:

- the Performance Rights will be issued to nominees of the Participating Executives, being persons who fall within Listing Rule 10.11.1 and, therefore, for whose nominees fall within 10.11.4;
- the number of Performance Rights to be issued is up to a total of 8,550,000;
- the issue of the Performance Rights the subject of Resolutions 4 and 5 will occur no later than the latter of five business days after obtaining FIRB Approval to the issue of the Sentient Shares and one month after the date of the Meeting, but will vest upon meeting the required KPIs;
- the Performance Rights will be issued for no consideration and no consideration is payable by the Participating Executives upon the exercise and conversion of the Performance Right to a Share; and

- (e) no funds will be raised upon the issue of Performance Rights, and the purpose of the issue is to include an incentive based component to the remuneration package of the Participating Executives.

### **Board Recommendation**

Mr Chipman declines to make a recommendation to Shareholders in relation to Resolution 5 due to his material personal interest in the outcome of the Resolution on the basis that he is to be issued Performance Rights should Resolution 5 be passed.

With the exception of the Performance Rights to Mr Chipman in respect of Resolution 5, no other Director has a personal interest in the outcome of Resolutions 4 and 5. The Directors (other than in respect of Performance Rights that relate to Mr Chipman with respect to the Performance Rights the subject of Resolution 5) recommend that Shareholders vote in favour of Resolution 4 and 5 for the following reasons:

- the issue of Performance Rights to the Participating Executives will better align the interests of the Participating Executives with those of Shareholders;
- the issue of the Performance Rights is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would, if cash payments were given to the Participating Executives under their employment arrangements; and
- it is not considered that there aren't any significant opportunity costs to Iron Road or benefits foregone by Iron Road in the issue of Performance Rights on the terms proposed.

In forming their recommendations, each Director considered the experience of the Participating Executives, the skills the Participating Executives bring to the Company and the current market price of Shares when determining the number of Performance Rights to be issued.

The Chair of the Meeting intends to vote all undirected proxies in favour of Resolutions 4 and 5.

## GLOSSARY

In the Notice of General Meeting and Explanatory Notes:

**AEST** means Australian Eastern Standard Time.

**ASIC** means the Australian Securities and Investments Commission.

**Associate** has the meaning given to that term in the Corporations Act.

**ASX** means ASX Limited (ABN 98 008 624 691).

**Board** means the board of Directors of Iron Road.

**Chair of the Meeting** means the chairman of the Meeting.

**Closely Related Party** has the meaning given to it in the Corporations Act and the Corporations Regulations.

**Consideration Shares** means 465,116 Shares issued at a price of 21.5 cents per Share on 10 May 2021 as consideration for professional services to the value of \$100,000 as announced on 10 May 2021 and escrowed to 10 May 2022.

**Constitution** means the constitution of the Company.

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

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

**Director** means a director of the Company.

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

**Exercise Period** means the period in which the Performance Rights may be exercised.

**Exercise Period End Date** means the date on which the Exercise Period expires.

**Explanatory Notes** means these Explanatory Notes.

**Iron Road** or **Company** means Iron Road Ltd (ABN 51 128 698 108).

**KMP** or **Key Management Personnel** means a member of the key management personnel as disclosed in the Remuneration Report.

**KPIs** means the Key Performance Indicators pursuant to the PSP.

**Listing Rules** and **ASX Listing Rules** means the listing rules of ASX.

**Meeting** or **General Meeting** means the General Meeting of Shareholders to be virtually (online) with voting via the online platform located at <https://investor.automic.com.au> on Tuesday 24 August 2021 at 10:30 am (AEST).

**Member** or **Shareholder** means each person registered as a holder of a Share.

**No-Action Position** means the no-action position taken by ASIC as detailed in media release 21-061MR.

**Notice** or **Notice of Meeting** means this Notice of General Meeting.

**Online Meeting Guide** means the online meeting guides attached to this Notice of Meeting.

**Ordinary Resolution** means a resolution passed by more than 50% of the votes at a general meeting of Shareholders.

**Participating Executives** means Mr Larry Ingle and Mr Glen Chipman, being executives of the Company.

**Performance Conditions** means the performance conditions pursuant to the PSP.

**Performance Rights** means KPI based unquoted rights issued to Directors and employees of the Company pursuant to the PSP.

**Person** means a person requiring Shareholder approval pursuant to Listing Rule 10.11.

**Placement** means the issue of Placement Share as defined.

**Placement Shares** means 19,767,444 Shares issued at a price of 21.5 cents per Share on 10 May 2021 pursuant to a share placement to raise \$4.25 million as announced on 3 May 2021.

**Proxy Form** means the proxy form attached to this Notice of Meeting.

**PSP** means Performance Share Plan as published on the Company's website.

**Resolution** means a resolution referred to in this Notice.

**Sentient** means Sentient Executive GP IV, Limited.

**Sentient Shares** means 2,311,014 Shares proposed to be issued to Sentient in satisfaction of amounts owing.

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

**Voting Power** has the same meaning as ascribed to that term in the Corporations Act.

## Appendix 1

### Key terms of the PSP

#### 1. Eligibility

- a. The Board may, in its absolute discretion, grant Performance Rights to an “Eligible Employee”.
- b. An “Eligible Employee” is a Director, senior executive or full or part time employee or contractor of the Company or its related body corporate, who is invited by the Board to participate in the PSP.

#### 2. Rights attaching to Performance Rights

- a. A Performance Right entitles its holder to a Share which can be exercised once the Performance Right has become exercisable and provided it has not lapsed.
- b. The Board may determine that certain Performance Conditions must be satisfied or waived before the Performance Right becomes exercisable.
- c. If the Performance Conditions are satisfied, the Performance Rights vest and become exercisable.
- d. A Performance Right does not give the holder a legal or beneficial right to Shares.
- e. Performance Rights do not carry any rights or entitlements to dividends, return of capital or voting in shareholder meetings.
- f. A Performance Right does not entitle the holder to participate in any new issues of securities unless, before the record date for determining entitlements under the new issue, that performance right has vested, been exercised and a share has been issued in respect of that right.

#### 3. Exercise of Performance Rights

- a. Performance Rights will vest and become exercisable if:
  - i. the Performance Conditions set by the Board at the time of the grant are met;
  - ii. an event occurs such as the winding up of the Company; or
  - iii. the Board determines that a Performance Right becomes a vested Performance Right.
- b. Once the Performance Rights become exercisable, the holder will need to exercise those rights to acquire Shares.
- c. The exercise of any vested Performance Right granted under the PSP will be effected in the form and manner determined by the Board.
- d. Consideration, if any, for the issue of Performance Rights will be determined by the Board.

#### 4. Lapse and Forfeiture

- a. The Performance Rights will lapse on their expiry date.
- b. This period may be shortened if the holder ceases to be employed under certain circumstances or where Performance Conditions have not been met.
- c. A Share issued on the exercise of an option will be forfeited upon the holder perpetrating fraud as against, acting dishonestly or committing a breach of its obligations to, the Company or any of its associated bodies corporate.

#### 5. Restrictions

- a. The maximum number of Performance Rights that can be issued under the PSP is that number which equals 5% of the total number of issued Shares in existence from time-to-time subject to the Corporations Act, the ASX Listing Rules or any other statutory or regulatory requirements. Participants in the PSP are prohibited from transferring Performance Rights without the consent of the Board.
- b. Performance Rights will not be listed for quotation on the ASX. Shares issued on exercise of vested Performance Rights will be subject to transfer restrictions as determined by the Board at the time of granting the Performance Right.
- c. In the event of any reconstruction of the issued capital of the Company between the date of allocation of the Performance Rights and the exercise of those rights, the number of Shares to which the holder will become entitled on the exercise of the Performance Right or any amount payable on exercise of the Performance Right will be adjusted as determined by the Board and in accordance with the Listing Rules.

#### 6. Miscellaneous

- a. Subject to the Corporations Act, the Listing Rules and all other applicable laws, the Performance Share Plan Rules may be amended or added to by resolution of the Board.
- b. The Board may at any time waive in whole or in part any terms or conditions (including any Performance Condition) in relation to any Performance Rights granted to any Participant.



Iron Road Ltd | ABN 51 128 698 108

# Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **10.30am (AEST) on Sunday, 22 August 2021**, 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 dispatched 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](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

**WEBCHAT:** <https://automicgroup.com.au/>

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

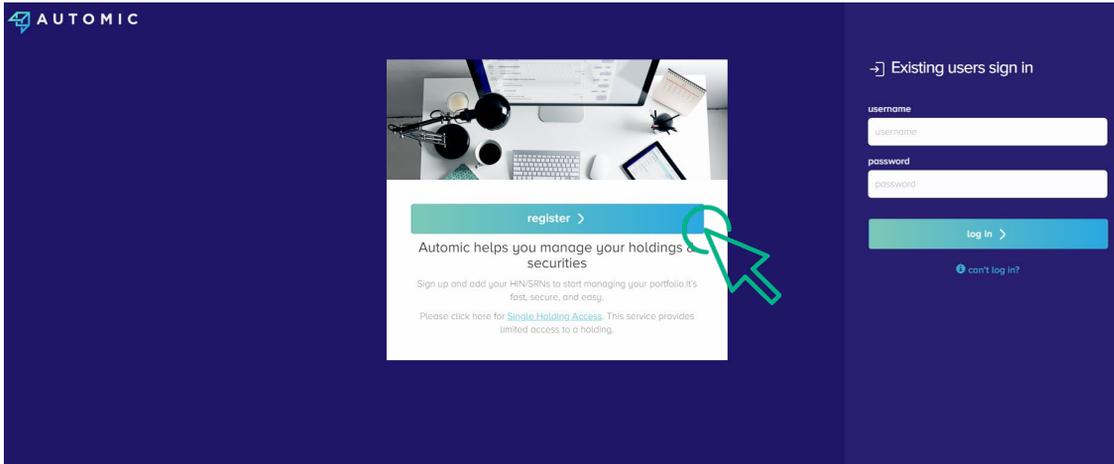


# Virtual Meeting Registration and Voting

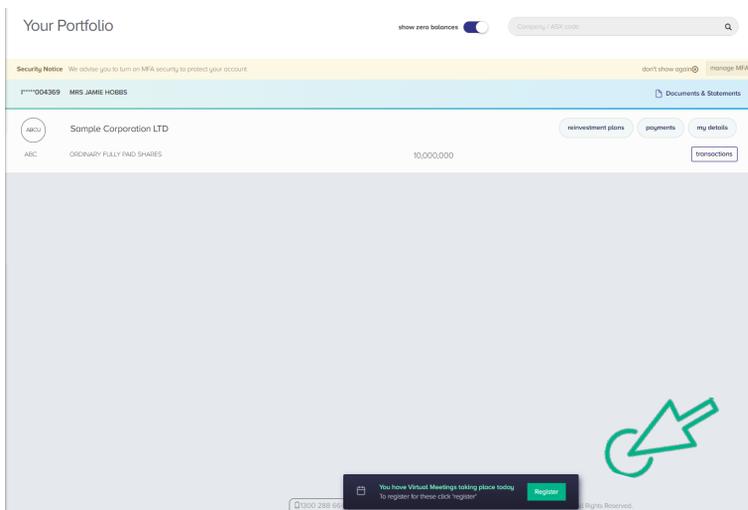


## REGISTRATION

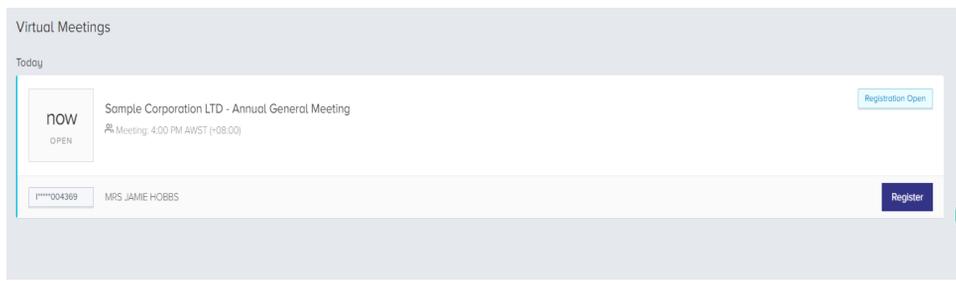
- Go to: <https://investor.automic.com.au/#/home>.
- Log in using your existing username and password or click on “register” and follow the on-screen prompts to create your login credentials.



- Once logged in you will see from the banner at the bottom of your screen that the meeting is open for registration. Click on “register”.



- Click on “register” to register your attendance for the meeting.



## REGISTRATION

- Select “yes, I would like to vote” and then click “next”.

The screenshot shows a web interface titled "Registration" for "Sample Corporation LTD - Annual General Meeting". A progress bar at the top shows "Registration" as the current step and "Complete" as the next step. Below the progress bar, the text "Registration - Step 1 of 2" is displayed. A question box asks "Will you be registering to vote?" with two radio button options: "YES, I would like to vote" (which is selected) and "NO, I will not be voting". A green mouse cursor points to the "YES" option. Below the question box, a blue "next" button is visible, with another green mouse cursor pointing to it.

- You will be placed on a holding page until voting opens for the meeting. From here you can access the meeting video/audio by selecting the meeting URL.
- Once the Chair of the Meeting declares voting open, you should select “refresh”.

The screenshot shows a web interface titled "Registration" for "Sample Corporation LTD - Annual General Meeting". A progress bar at the top shows "Registration" as the current step and "Complete" as the next step. Below the progress bar, the text "Complete - Step 2 of 2" is displayed. A green checkmark icon is followed by the text "Registration Complete!". Below this, it says "The voting is not open yet. Refresh this page or come back here later." A blue "Refresh" button is visible, with a green mouse cursor pointing to it. At the bottom, a light blue box contains the text "You can join the meeting online using the following link" followed by the URL: <https://us02web.zoom.us/j/84986335645?pwd=QTFUUGhjbjYyZjNQd2xVWXdlMGgwZz09>. A green mouse cursor points to the URL.

# VOTING

- The next screen will display the resolutions to be put to the meeting.
- The Chair of the meeting will provide instructions on when to mark your vote.
- You record your vote by selecting either “for”, “against” or “abstain” next to the appropriate resolution.
- Once voting has been declared closed you must select “next” to submit your vote.

Voting

Sample Corporation LTD - Annual General Meeting

Registration Poll Review Complete

Poll - Step 2 of 4

You can join the meeting online using the following link  
<https://us02web.zoom.us/j/84986335645?pwd=QTFUUGhjbLYyZjNkQ2xVWXdiMGgwZz09>

**Resolutions**  
You must vote on all resolutions, except for those marked as withdrawn.

1	Remuneration Report	for	against	abstain
2	Re-Election of Mr Robert Smith as Director	for	against	abstain

prev next

- On the next screen, check your vote is correct and select the box next to “declaration” – you cannot confirm your vote unless you select this box.
- Select “confirm” to confirm your vote – you CANNOT amend your vote after pressing the “confirm” button.

Review - Step 3 of 4

**Confirmation**  
Please review and confirm.

1	Remuneration Report	for	against	abstain
2	Re-Election of Mr Robert Smith as Director	for	against	abstain

**Declaration** PLEASE NOTE: You will not be able to change your votes after pressing the confirm button.  
By pressing **confirm** you agree that this online voting form has been signed, authorised and submitted by you, in your capacity as a registered holder (or legally authorised representative) of the Company, in accordance with the requirements under the Company's Constitution, the Corporations Act 2001 (Cth) and Automic's terms and conditions.

prev confirm

# VOTING COMPLETE

- Your vote is now lodged and is final.

## Voting

Sample Corporation LTD - Annual General Meeting



Complete - Step 3 of 3

 Complete

You have successfully submitted your vote.

You can join the meeting online using the following link

<https://us02web.zoom.us/j/85784417406?pwd=TFF0TTdGTEhGSENIbUN5NzF3bUUQT09;>

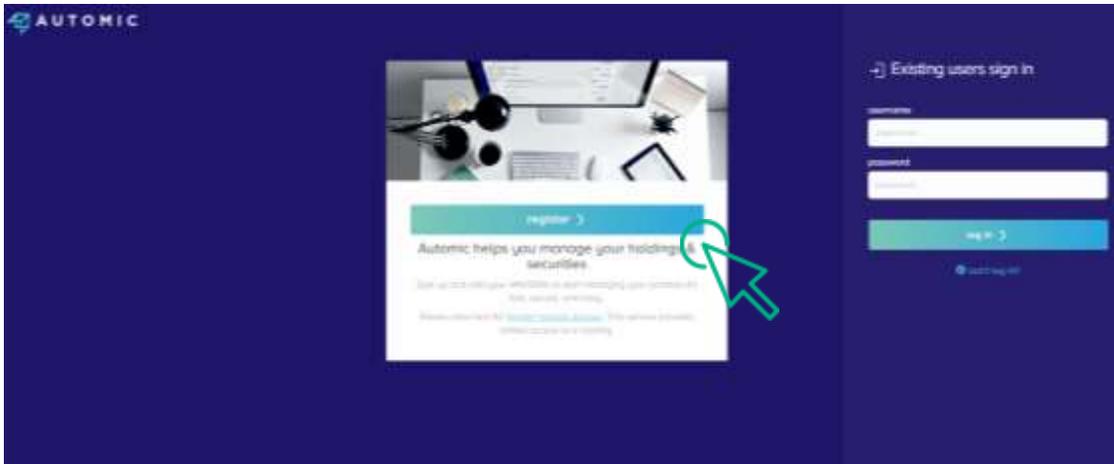
# Online Proxy Lodgment



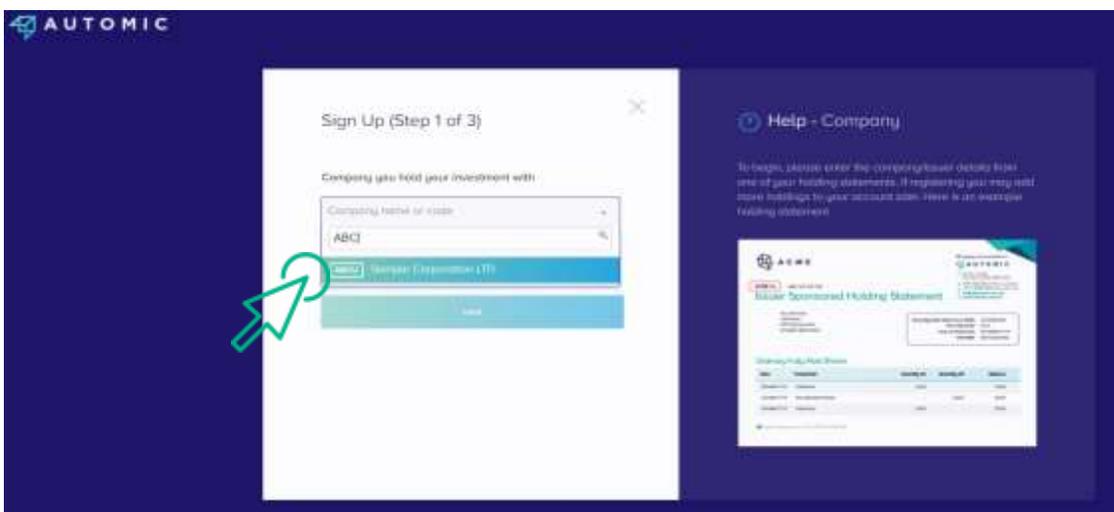
# REGISTER

## Step 1

- Go to: <https://investor.automic.com.au/#/home>.
- If you are a new user, select “register”.
- If you are an existing user, simply sign in under the “Existing users sign in”. and follow the instructions in **Step 2** of this guide.

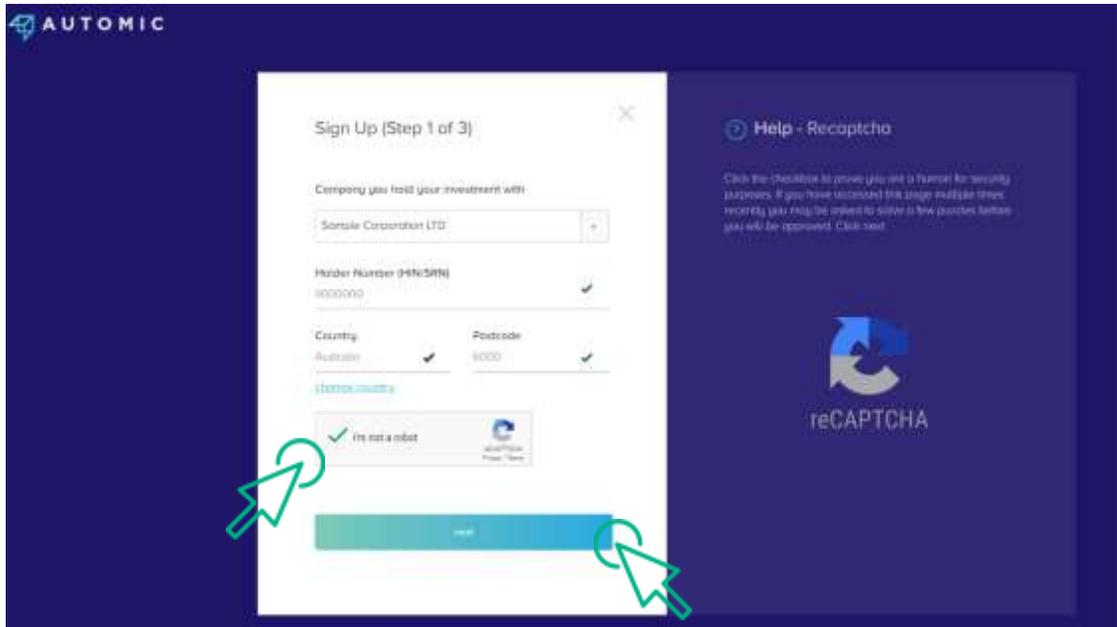


- Start typing the company name or company code that you hold shares in and select the relevant company from the dropdown.



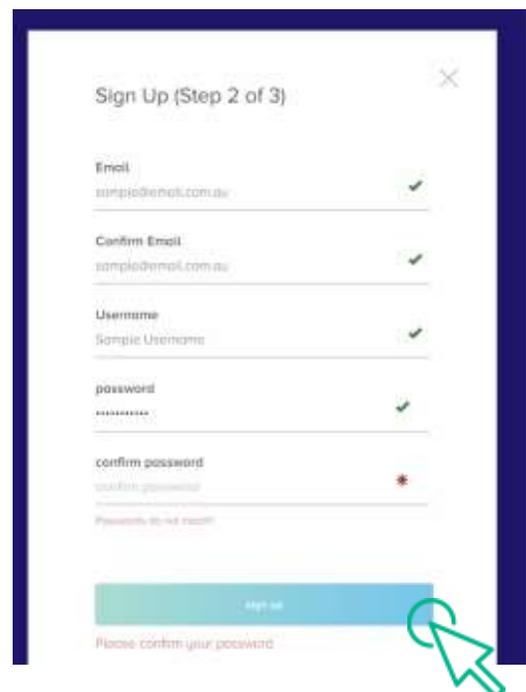
## REGISTER

- Enter your unique Holder Number which can be found on your proxy form. This number starts with a capital letter “I” or “X”.
- Enter the postcode recorded on the proxy form or select “[change the country](#)” if your holding is registered to an overseas address (then type and select the applicable country your holding is registered to).
- Tick the box “[I’m not a robot](#)” and select “[next](#)”.



The screenshot shows the 'Sign Up (Step 1 of 3)' form. It features a dropdown menu for 'Company you hold your investment with' (Sample Corporation LTD), a text field for 'Holder Number (IIN/SIN)' (I000000), and two dropdown menus for 'Country' (Australia) and 'Postcode' (8000). A green checkmark is visible next to the 'Holder Number' field. Below these fields is a reCAPTCHA widget with a green checkmark and the text 'I'm not a robot'. A green cursor points to the 'next' button at the bottom of the form.

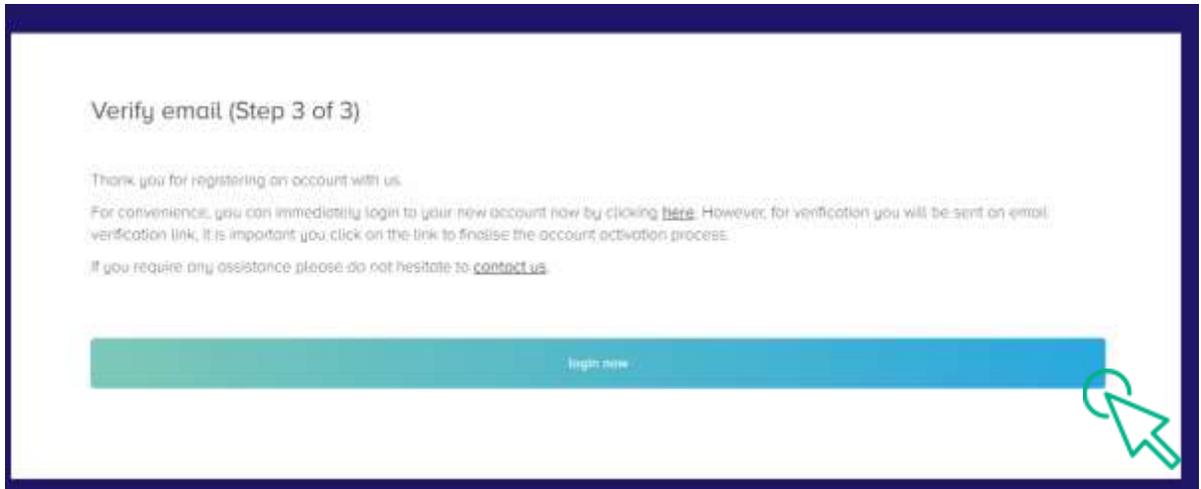
- Next, complete all information on the screen.
- Once each field is completed correctly you will see a green tick appear at the end of the field. Where you have entered incorrect information, you will see a red star.
- Your password must contain: at least 8 characters, at least 1 number, at least 1 capital and lowercase letter and at least one special symbol (#, %, ! etc)
- Click “[sign up](#)”.



The screenshot shows the 'Sign Up (Step 2 of 3)' form. It features five input fields: 'Email' (sample@email.com.au), 'Confirm Email' (sample@email.com.au), 'Username' (Sample Username), 'password', and 'confirm password'. Green checkmarks are visible at the end of the first four fields. A red star is visible at the end of the 'confirm password' field. A green cursor points to the 'sign up' button at the bottom of the form.

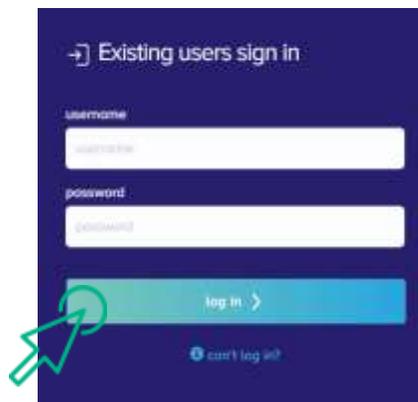
## LOG IN

- On the next screen simply select “login now”.



## Step 2

- Under “existing users” enter the username and password you created in the previous steps and select “log in”.

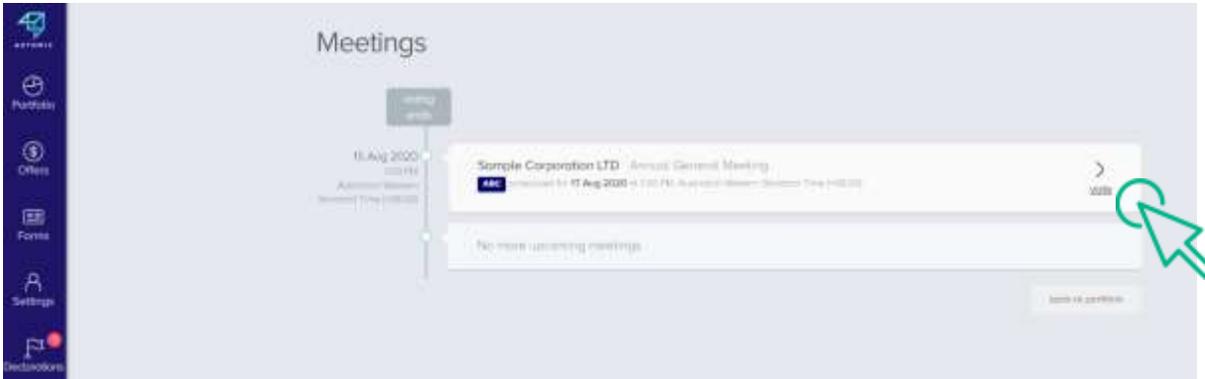


- Select “Meetings”.

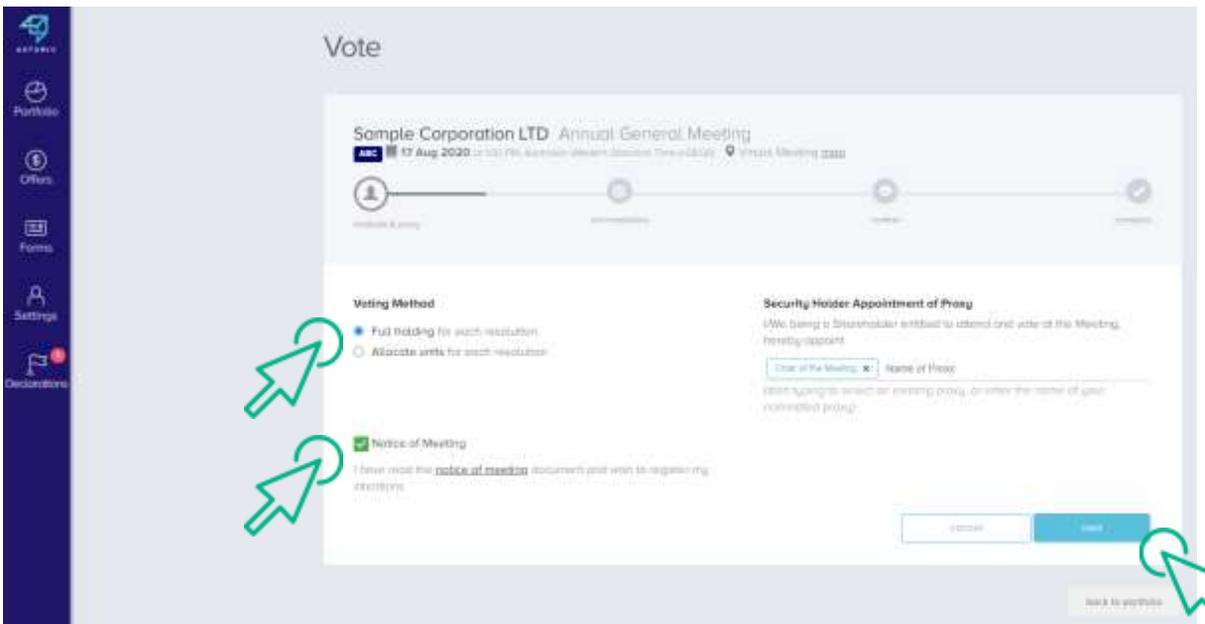


# VOTING

- Select “Vote”.

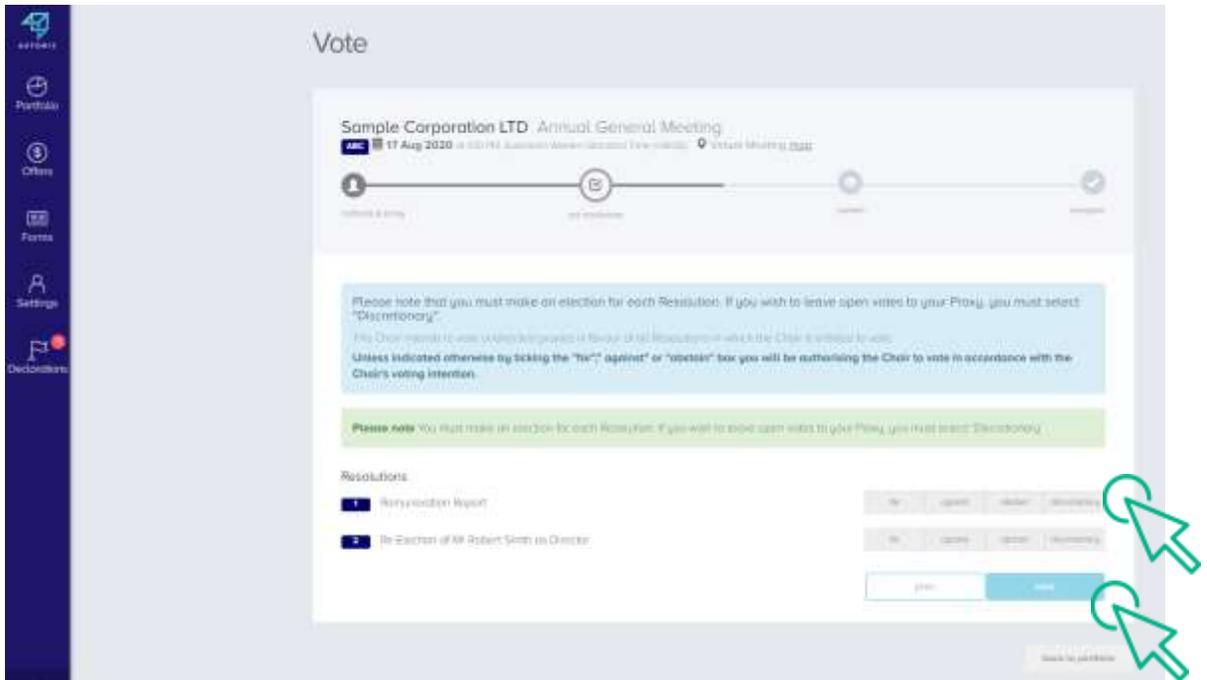


- Select “Full holding” and select the box next to “Notice of Meeting”.
- If you wish to nominate the Chair of the Meeting as your proxyholder simply select “next”.
- If you wish to appoint a different proxyholder, place your cursor on “name of proxy” and type the name of your appointed proxyholder. Once you’ve typed the name in full press enter on your keyboard. This will replace “Chair of the meeting” with your chosen proxyholder.
- Select “next”.

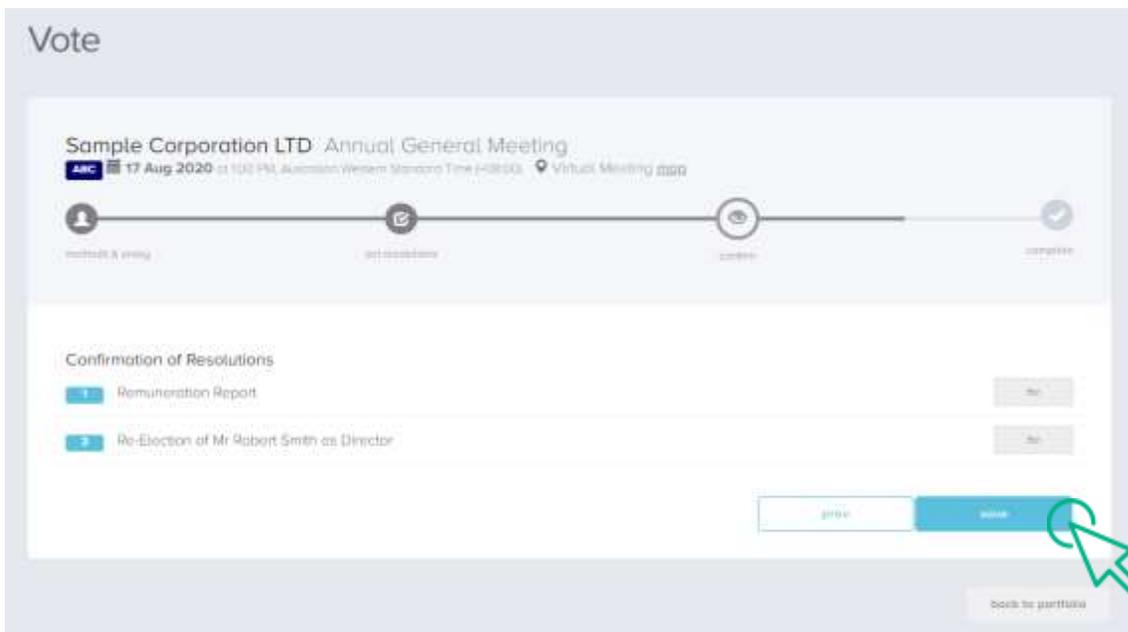


# VOTING

- Mark your voting instruction next to each resolution. You must select a vote for each resolution before you can continue. Select “next”.



- Check your vote is as you intended.
- If you are registered as a Corporation you must select the box next to “declaration”.
- Then select “save” to save your proxy vote.



# VOTING COMPLETE

- Your voting is complete.

