



POINTERRA LIMITED
ACN 078 388 155
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 2:00pm (WST)
DATE: 29 November 2024
PLACE: Vibe Hotel Subiaco
9 Alvan Street
Subiaco, WA 6008

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4:00pm (WST) on 27 November 2024.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2024 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2024.”

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement:

The Company will disregard any votes cast in favour of this Resolution:

- (a) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) their Closely Related Parties regardless of the capacity in which the votes are cast;

However, votes will not be disregarded if they are cast by a person (the voter) as a proxy for a person entitled to vote on this Resolution and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - i. does not specify the way the proxy is to vote on this Resolution; and
 - ii. expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. RESOLUTION 2 – ELECTION OF DIRECTOR – DAMON FIELDGATE

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

“That, for the purpose of clause 13.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Damon Fieldgate (who was appointed casually as a Director of the Company by the Board on 13 November 2023), who offers himself for election and being eligible, be elected as a Director of the Company.”

4. RESOLUTION 3 – RE-ELECTION OF A DIRECTOR - NEVILLE BASSETT

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

“That, for the purpose of clause 13.2 of the Constitution, and for all other purposes, Mr Neville Bassett, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

5. RESOLUTION 4 – APPROVAL OF 7.1A MANDATE

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement.”

Note: Resolution 4 is a special resolution. To be passed, it must be approved by at least 75% of the votes cast by Shareholders entitled to vote on the Resolution.

6. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES (7 FEBRUARY 2024)

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue by the Company of 13,000,000 Shares at an issue price of \$0.08 each to a sophisticated investor pursuant to Listing Rule 7.1 and on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement in respect of Resolution 5:

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) a person who participated in the issue; or
- (b) an associate of that person or those persons.

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

- (a) a person as 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
- (b) the Chairman as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman 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.

7. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF SHARES (19 APRIL 2024)

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue by the Company of 1,000,000 Shares to Spark Plus Pte Ltd at an issue price of \$0.05, for investor relations services provided to the Company, pursuant to Listing Rule 7.1 and on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement in respect of Resolution 6:

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) Spark Plus Pte Ltd or any other person who participated in the issue; or
- (b) an associate of that person or those persons.

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

- (a) a person as 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
- (b) the Chairman as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman 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.

8. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER PLACEMENT PURSUANT TO LISTING RULE 7.1A (5 & 7 JUNE 2024)

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

“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue by the Company of 62,121,211 Shares at an issue price of \$0.033 each to professional and sophisticated investors on 5 and 7 June 2024 pursuant to Listing Rule 7.1A and on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement in respect of Resolution 7:

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) a person who participated in the issue; or
- (b) an associate of that person or those persons.

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

- (a) a person as 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
- (b) the Chairman as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

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

9. RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE OF OPTIONS (8 AUGUST 2024)

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

“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue by the Company of 12,000,000 Options to Lynx Advisors Pty Ltd (and nominees) for corporate advisory services, pursuant to Listing Rule 7.1, and on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement in respect of Resolution 8:

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) a person who participated in the issue; or
- (b) an associate of that person or those persons.

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

- (a) a person as 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
- (b) the Chairman as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman 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.

10. RESOLUTION 9 – ADOPTION OF SECURITIES INCENTIVE PLAN

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

“That, for the purposes of Listing Rule 7.2 (Exception 13(b)) and for all other purposes, approval is given for the Company to adopt an employee incentive scheme titled Employee Securities Incentive Plan and to enable the Company to issue of up to a maximum of 40,000,000 securities over the 3 years following Shareholder approval of that plan, on the terms and conditions set out in the Explanatory Statement.

Voting Exclusion Statement in respect of Resolution 9:

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) a person who is eligible to participate in the employee incentive scheme; or
- (b) an associate of that person or those persons.

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

- (a) a person as 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
- (b) the Chairman as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman 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 Prohibition Statement in respect of Resolution 9:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

11. RESOLUTION 10 – ISSUE OF DIRECTOR INCENTIVE SHARES AND APPROVAL OF LOAN TO RELATED PARTY (DAMON FIELDGATE)

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

"That, for the purposes of Listing Rule 10.14 and for all other purposes, the issue of up to 3,000,000 Shares to Mr Damon Fieldgate (or his nominee), as announced on 19 April 2024, on the terms set out in the Explanatory Statement, be and is hereby approved."

Voting Exclusion Statement in respect of Resolution 10:

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question; or
- (b) an associate of that person or those persons.

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

- (a) a person as 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
- (b) the Chairman as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman 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 Prohibition Statement in respect of Resolution 10:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

The above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Voting by proxy

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

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

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

Shareholders and their proxies should be aware that:

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

Voting in person

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

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 6268 2622.

EXPLANATORY STATEMENT

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

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2024 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.pointerra.com.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

3. RESOLUTION 2 – ELECTION OF DIRECTOR (DAMON FIELDGATE)

3.1 General

Resolution 2 relates to the election of Mr Damon Fieldgate as a Director.

Clause 13.4 of the Company's Constitution states that the Directors may appoint any person as a Director of the Company. Under clause 13.4 of the Constitution, Directors so appointed must retire at the next Annual General Meeting of the Company and are eligible for election at that Meeting.

Similarly, the Listing Rule 14.4 provides that a person appointed as a Director by the Board must not hold office (without re-election) past the Company's next annual general meeting.

Mr Fieldgate was appointed as a Non-Executive Director by the Board on 13 November 2023. In accordance with Listing Rule 14.4 and clause 13.4 of the Constitution, Mr Fieldgate retires and, having offered himself for election as a Director of the Company, the Board is seeking election of Mr Fieldgate as a Director at this Meeting.

If this Resolution is passed, Mr Fieldgate will be elected to the Board as an independent Director.

If Resolution 2 is not approved by the Shareholders, Mr Fieldgate will cease to be a Director at the conclusion of the Meeting. In consequence, the Company may seek nominations or otherwise identify suitably qualified candidates to join the Company.

3.2 Qualifications and other material directorships

Mr Fieldgate has more than 30 years of experience in the International and Australian software solutions sector and has spent the past 18 years in senior executive positions across the public, private, and private equity sectors, and has also contributed his expertise to Company boards.

Having spent the past 10 years in the US leading and growing businesses in digital services, developing go-to-market strategies, focusing on customer success and profitable growth, Mr Fieldgate has also driven capital markets transactions, including a Nasdaq listing as part of the senior executive team, and multiple business sales to strategic and growth minded investors.

Mr Fieldgate was a part of the Senior Executive Management team that listed Endurance International Group on the Nasdaq and then spent 5 years working as Vice President and General Manager at Deluxe Corporation leading digital products and services, merging multiple businesses into one and executing 14 acquisitions, efficiently integrating operations, and driving revenue and EBITDA growth.

More recently he was the Chief Executive Officer of companies in the Cyber Security and Remote Wellness Management sectors, focusing on product development, and executing successful go-to-market strategies, before

achieving exits via strategic business sales.

In his current role as Operating Partner with Banyan Software, a diversified global software company that acquires, builds, and grows enterprise software businesses, Mr Fieldgate leads the effort to grow Banyan through acquisitions, and helps portfolio companies achieve their growth objectives.

Mr Fieldgate currently has no directorships with any other ASX listed companies and has no former listed company directorships in the last 3 years.

3.3 Independence

Mr Fieldgate has no interests, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interest of the Company and its security holders generally.

If elected, the Board considers Mr Fieldgate will be an independent Director.

3.4 Other material information

The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. These include checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. The Company undertook such checks prior to the appointment of Mr Fieldgate.

3.5 Board recommendation

The Board has reviewed Mr Fieldgate's performance since his appointment to the Board and considers that his skills and experience will continue to enhance the Board's ability to perform its role. The Directors, except for Mr Fieldgate, recommend that Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 – RE-ELECTION OF A DIRECTOR (NEVILLE BASSETT)

4.1 General

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Mr Neville Bassett, who has held office without re-election since 23 November 2022 and being eligible retires by rotation and seeks re-election.

Further information in relation to Neville Bassett is set out below.

4.2 Qualifications and other material directorships

Mr Bassett is a Chartered Accountant operating his own corporate consulting business, specialising in the area of corporate, financial and management advisory services. He consults to a number of publicly listed companies and private company groups in a diversity of industry sectors and is a director or company secretary of a number of public and private companies. Mr Bassett has been involved with numerous public company listings and capital raisings. His involvement in the corporate arena has also included mergers and acquisitions and includes significant knowledge and exposure to the Australian financial markets. He has a wealth of experience in matters pertaining to the Corporations Act, ASX listing requirements, corporate taxation and finance.

Mr Bassett is the principal director of Westar Capital Limited, the holder of an Australian Financial Services License and is a Fellow of Chartered Accountants Australia and New Zealand. He was previously State Chairman and a former National Director of the Royal Flying Doctor Service.

Mr Bassett is currently Non-Executive Chairman of Auris Minerals Limited and a Non-Executive Director of Tennant Minerals Limited and Bulletin Resources Limited.

4.3 Independence

Mr Bassett has no interests, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interest of the Company and its security holders generally.

If re-elected, the Board considers Mr Bassett will be an independent Director.

4.4 Board recommendation

The Board has reviewed Mr Bassett's performance since his appointment to the Board and considers that his skills and experience will continue to enhance the Board's ability to perform its role. The Directors, except for Mr Bassett, recommend that Shareholders vote in favour of Resolution 3.

5. RESOLUTION 4 – APPROVAL OF 7.1A MANDATE

5.1 General

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

However, under Listing Rule 7.1A, an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. The Company is an eligible entity for these purposes.

As at the date of this Notice, the Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$42,669,070 (based on the number of Shares on issue and the closing price of Shares on the ASX on 17 October 2024).

Resolution 4 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

For note, a special resolution is a resolution requiring at least 75% of votes cast by shareholders present and eligible to vote at the meeting in favour of the resolution.

If Resolution 4 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 4 is not passed, the Company will not be able to access the additional

10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A, and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

5.2 Technical information required by Listing Rule 7.1A

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to Resolution 4:

(a) Period for which the 7.1A Mandate is valid

The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:

- (i) the date that is 12 months after the date of this Meeting;
- (ii) the time and date of the Company's next annual general meeting; and
- (iii) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

(b) Minimum price

Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 trading days of the date in Section (i), the date on which the Equity Securities are issued.

(c) Use of funds raised under the 7.1A Mandate

The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate towards the global commercialisation of its proprietary 3D technology solution to support digital asset management activities across a range of sectors, potential new asset or investment acquisitions and general working capital (including corporate and administration costs).

(d) Risk of Economic and Voting Dilution

Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 4 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 17 October 2024.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Dilution		
			Issue Price		
			\$0.027	\$0.053	\$0.080
			50% decrease	Issue Price	50% increase
Funds Raised					
Current	808,076,797 Shares	80,807,679 Shares	\$2,181,807	\$4,282,806	\$6,464,614
50% increase	1,212,115,196 Shares	121,211,519 Shares	\$3,272,711	\$6,424,210	\$9,696,921
100% increase	1,616,153,594 Shares	161,615,359 Shares	\$4,363,614	\$8,565,614	\$12,929,228

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

- There are currently 808,076,797 Shares on issue comprising:
 - 805,076,797 existing Shares as at the date of this Notice; and
 - 3,000,000 Shares which will be issued if Resolution 9 is passed at this Meeting.
- The issue price set out above is the closing market price of the Shares on the ASX on 17 October 2024 (being \$0.053).
- The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
- The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
- The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- This table does not set out any dilution pursuant to approvals under Listing Rule a) unless otherwise disclosed.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(e) **Allocation policy under the 7.1A Mandate**

The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

(f) **Previous approval and issues under Listing Rule 7.1A in previous 12 months**

The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 22 November 2023 (**Previous Approval**).

The table below shows the total number of Equity Securities issued under Listing Rule 7.1A.2 in the previous 12 months preceding the date of the annual general meeting and the percentage that those issues represent of the total number of Equity Securities on issue at the commencement of that 12-month period.

Total number of Equity Securities issued in the 12 months preceding the date of the Meeting	62,121,211
Percentage that they represent of the total number of Equity Securities on issue at the commencement of that 12-month period	8.65%

Listing Rule 7.3A.6(b)

The tables below set out specific details for each issue of Equity Securities that have taken place in the 12-month period prior to the date of the annual general meeting.

Date of issue	
	Issue 1: 5 June 2024 Issue 2: 7 June 2024
Number issued	Issue 1: 30,303,031 Issue 2: 31,818,180
Class of Securities issued	Shares
Names of the persons who received securities or basis on which those persons were determined	The Shares were issued to non-related party investors identified by Lynx Advisors Pty Ltd and the Company, who were "Sophisticated Investors" within the meaning of section 708(8) of the Corporations Act or other investors to whom the Company may issue Shares without a disclosure document pursuant to section 708 of the Corporations Act. The recipients were identified through a bookbuild process, which involved Lynx Advisors Pty Ltd seeking expressions of interest to participate in the capital raising from non-related parties of the Company.
Price	\$0.033 per Share
Discount to Market Price (if any) ¹	Issue 1: 8.33% discount to Market Price Issue 2: 8.33% discount to Market Price
Total cash consideration received	\$2,050,000
Amount of cash consideration spent	\$1,080,000
Use of cash consideration	Proceeds from the Placement applied towards advancing the Company's strategic objectives for FY25 and primarily allocated to recruit enterprise sales professionals, to deliver on qualified opportunities from expanding sales pipeline across all sectors, shrink sales cycles and expand sales reach via growing new channel partnerships globally; and general working capital.
Intended use for remaining amount of cash (if any)	Unspent funds: \$970,000 As outlined above. ²

Notes:

1. Market Price means the closing price of Shares on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.
2. This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.

5.3 Voting Exclusion Statement

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice

5.4 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 4 as it will give the Company the flexibility to issue securities without Shareholder approval to raise necessary working capital in the future.

6. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES (7 FEBRUARY 2024)

6.1 Overview of the Placement

On 7 February, the Company issued 13,000,000 Shares to an unrelated party at an issue price of \$0.08 per Share to raise \$1,040,000, as announced on 31 January 2024 (**February Placement**).

Funds raised under the February Placement will primarily be applied towards continuing growth of the business and general working capital purposes.

6.2 General

Resolution 5 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of 13,000,000 Shares under the February Placement (**February Placement Shares**).

The issue of the February Placement Shares did not breach Listing Rule 7.1 at the time of the issue.

As summarised in Section 5.1, subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

The issue of the February Placement Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the February Placement Shares.

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the February

Placement Shares.

Resolution 5 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the February Placement Shares.

6.3 Technical information required by Listing Rule 14.1A

If Resolution 5 is passed, the February Placement Shares will be excluded in calculating the Company's combined 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the February Placement Shares.

If Resolution 5 is not passed, the February Placement Shares will be included in calculating the Company's combined 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12-month period following the date of issue of the February Placement Shares.

6.4 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 5:

- (a) the February Placement Shares were issued to Mr Robert Newman, a non-related party of the Company;
- (b) 13,000,000 February Placement Shares were issued and the February Placement Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) the February Placement Shares were issued on 7 February 2024;
- (d) the issue price was \$0.08 per February Placement Share. The Company has not and will not receive any other consideration for the issue of the February Placement Shares;
- (e) the purpose of the February Placement and proposed use of funds is set out in Section 6.1 above;
- (f) the February Placement Shares were not issued under an agreement; and
- (g) a voting exclusion statement applies to this Resolution.

7. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF SHARES (19 APRIL 2024)

7.1 General

Resolution 6 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of 1,000,000 Shares to Spark Plus Pte Ltd, for investor relations services provided to the Company (**Investor Relations Services Shares**).

A summary of the key terms and conditions of the agreement between the Company and Spark Plus Pte Ltd, for the provision of investor relations services, is set out below.

Services	Spark Plus Pte Ltd agreed to provide corporate advisory services to the Company including but not limited to quarterly roadshows in Singapore and Hong Kong, analyst coverage, assessment of financing options and Bloomberg integration.
Term	The engagement will have a term of 6 months from 25 March 2024.
Fee	In consideration for its services, the Company agreed to issue Spark Plus Pte Ltd 1,000,000 Shares.

The issue of the Investor Relations Services Shares did not breach Listing Rule 7.1 at the time of the issue.

As summarised in Section 5.1, subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

The issue of the Investor Relations Services Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Investor Relations Services Shares.

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Investor Relations Services Shares.

Resolution 6 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Investor Relations Services Shares.

7.2 Technical information required by Listing Rule 14.1A

If Resolution 6 is passed, the Investor Relations Services Shares will be excluded in calculating the Company's combined 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Investor Relations Services Shares.

If Resolution 6 is not passed, the Investor Relations Services Shares will be included in calculating the Company's combined 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12-month period following the date of issue of the

Investor Relations Services Shares.

7.3 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 6:

- (a) the Investor Relations Services Shares were issued to Spark Plus Pte Ltd, a non-related party of the Company;
- (b) 1,000,000 Investor Relations Services Shares were issued and the Investor Relations Services Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) the Investor Relations Services Shares were issued on 19 April 2024;
- (d) the Investor Relations Services Shares were issued at a nil issue price in consideration for investor relations services provided to the Company;
- (e) the purpose for which Investor Relations Services Share were issued is set out in Section 7.1 above;
- (f) the Investor Relations Services Shares were issued under an investor relations services agreement with Spark Plus Pte Ltd. The material terms of this agreement are summarised in Section 7.1; and
- (g) a voting exclusion statement applies to this Resolution.

8. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES (5 & 7 JUNE 2024)

8.1 Overview of the Placement

As announced on 30 May 2024, the Company received firm commitments from existing and new institutional, professional and sophisticated investors to raise \$2.05 million before costs through the issue of up to 62,121,211 Shares at an issue price of \$0.033 per Share (**Placement**).

Funds raised under the Placement will primarily be applied towards accelerating the recruitment of enterprise sales professionals, to deliver on qualified opportunities from expanding sales pipeline across all sectors, shrink sales cycles and expand sales reach via growing new channel partnerships globally and for general working capital purposes.

The Company engaged the services of Lynx Advisors Pty Ltd (ACN 654 471 262) (AFSL 4566663) (**Lynx**) to act as the lead manager to the Placement. Under the terms of the engagement, the Company agreed to pay Lynx a capital raising fee of 6% of the gross proceeds of the Placement above \$1 million as remuneration for services as lead manager.

Further details in respect of the Placement are set out in the ASX announcement released on 30 May 2024.

8.2 General

Resolution 7 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of 62,121,211 Shares under the Placement (**Placement Shares**).

The issue of the Placement Shares did not breach Listing Rule 7.1 at the time of the issue.

As summarised in Section 5.1, subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

The Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of equity securities following this Meeting remains conditional on Resolution 4 being passed at this Meeting.

The issue of the Placement Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Placement Shares.

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Shares.

Resolution 7 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Shares.

8.3 Technical information required by Listing Rule 14.1A

If Resolution 7 is passed, the Placement Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Placement Shares.

If Resolution 7 is not passed, the Placement Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Placement Shares.

It is noted that the Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of equity securities following this Meeting remains conditional on Resolution 4 being passed at this Meeting.

8.4 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 7:

- (a) the Placement Shares were issued to institutional, professional and sophisticated investors who are clients of Lynx. The recipients were identified through a bookbuild process, which involved Lynx seeking expressions of interest to participate in the capital raising from non-related parties of the Company; and in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients were:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (b) 62,121,211 Placement Shares were issued and the Placement Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) 30,303,031 of the Placement Shares were issued on 5 June 2024 and 31,818,180 of the Placement Shares were issued on 7 June 2024;
- (d) the issue price was \$0.033 per Placement Share. The Company has not and will not receive any other consideration for the issue of the Placement Shares;
- (e) the purpose of the Placement and proposed use of funds is set out in Section 8.1 above;
- (f) the Placement Shares were not issued under an agreement; and
- (g) a voting exclusion statement applies to this Resolution.

9. RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE OF OPTIONS (8 AUGUST 2024)

9.1 General

Resolution 8 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of 12,000,000 Options to Lynx, for corporate advisory services to be provided to the Company (**Broker Options**).

Pursuant to a mandate, Lynx was appointed as a corporate advisor to the Company for a period of 12 months. The advisory covers investor awareness, investor engagement, introductions, strategic capital advice and other general advice. The key terms of the corporate advisory mandate (**Mandate**) are set out below.

Term	The Mandate commenced on 27 May 2024 and will continue for a period of 12 months (Term). Following expiration of the Term, the terms and conditions of the Mandate will continue on a month-to-month basis unless an extension
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	is otherwise agreed by the parties in writing or the Company provides Lynx 30 days written notice of its intention to terminate the Mandate.
Fee	<p>(a) In consideration for its services, the Company agreed to issue Lynx 12,000,000 Broker Options.</p> <p>(b) The Company agreed to reimburse Lynx for all reasonable out-of-pocket expenses incurred in connection with provision of services under the Mandate, with approval of the Company required for any single expense in excess of \$500.</p>
Termination	<p>Either party may terminate the Mandate:</p> <p>(a) by providing 30 days' notice in writing to the other party; or</p> <p>(b) with immediate effect if the other party fails to perform material obligation under the Mandate and does not remedy the failure within 14 days of being required to do so by written demand.</p>
Future Capital Raisings	In the event that a third party is introduced by Lynx to the Company during the Term, the Company must pay Lynx a capital raising fee of 6% (plus GST) of the gross amount invested by the introduced party upon receipt of funds by the Company.

The Company issued the 12,000,000 Broker Options to Lynx on 8 August 2024. The issue of the Broker Options did not breach Listing Rule 7.1 at the time of the issue.

As summarised in Section 5.1, 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 Broker Options does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Broker Options.

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Broker Options.

Resolution 8 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Broker Options.

9.2 Technical information required by Listing Rule 14.1A

If Resolution 8 is passed, the Placement Shares will be excluded in calculating the Company's combined 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Broker Options.

If Resolution 8 is not passed, the Broker Options will be included in calculating the Company's combined 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Broker Options.

9.3 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 8:

- (a) the Broker Options were issued to Lynx;
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients were:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) 12,000,000 Broker Options were issued and the Broker Options were issued on the terms and conditions set out in Annexure A;
- (d) the Broker Options were issued on 8 August 2024;
- (e) the Broker Options were issued at deemed issue price of \$0.0001 per option, in consideration for corporate advisory services to be provided by Lynx;
- (f) the purpose for which Broker Options were issued is out in Section 9.1 above;
- (g) the Broker Options were issued under the mandate with Lynx. A summary of the material terms of the mandate is set out in Section 9.1 above; and
- (h) a voting exclusion statement applies to this Resolution.

10. RESOLUTION 9 – ADOPTION OF SECURITIES INCENTIVE PLAN

10.1 General

Resolution 9 seeks Shareholder approval for the adoption of the employee incentive scheme titled "Employee Securities Incentive Plan" (**ESIP**) and for the issue of up to a maximum of 40,000,000 securities under the ESIP in accordance with Listing Rule 7.2 (Exception 13(b)).

The objective of the ESIP is to attract, motivate and retain key employees and the Company considers that the adoption of the ESIP and the future issue of securities under the ESIP will provide selected employees with the opportunity to participate in the future growth of the Company.

10.2 Listing Rule 7.1 and Listing Rule 7.2 Exception 13(b)

As summarised in Section 5.1 above, and subject to a number of exceptions set out in Listing Rule 7.2, 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.

Listing Rule 7.2 (Exception 13(b)) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within 3 years before the date of issue of the securities, the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as exception to Listing Rule 7.1.

Exception 13(b) is only available if and to the extent that the number of equity securities issued under the scheme does not exceed the maximum number set out in the entity's notice of meeting dispatched to shareholders in respect of the meeting at which shareholder approval was obtained pursuant to Listing Rule 7.2 (Exception 13(b)). Exception 13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

If Resolution 9 is passed, the Company will be able to issue securities under the ESIP to eligible participants over a period of 3 years from the date of the Meeting. The issue of any securities to eligible participants under the ESIP (up to the maximum number of securities stated in Section 10.3(d) below) will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of securities under the ESIP to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.

If Resolution 9 is not passed, the Company will be able to proceed with the issue of securities under the ESIP to eligible participants, but any issues of securities will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1.

10.3 Technical information required by Listing Rule 7.2 (Exception 13)

Pursuant to and in accordance with Listing Rule 7.2 (Exception 13), the following information is provided in relation to Resolution 9:

- (a) a summary of the key terms and conditions of the ESIP is set out in Annexure B;
- (b) the Company has not issued any securities under the ESIP as this is the first time that Shareholder approval is being sought for the adoption of the ESIP;
- (c) the Company is seeking Shareholder approval to adopt the ESIP to allow the Company to have the option to issue securities to those eligible to participate;

- (d) the maximum number of securities proposed to be issued under the ESIP in reliance on Listing Rule 7.2 (Exception 13(b)), is 40,000,000 securities. It is not envisaged that the maximum number of securities for which approval is sought will be issued immediately;
- (e) a voting exclusion statement applies to this Resolution; and
- (f) a voting prohibition statement applies to this Resolution.

11. RESOLUTION 10 – ISSUE OF DIRECTOR INCENTIVE SHARES AND APPROVAL OF LOAN TO RELATED PARTY (DAMON FIELDGATE)

11.1 General

The Company has agreed, subject to obtaining Shareholder approval, to the provision of a non-recourse, interest free loan (**Loan**) to Mr Damon Fieldgate, pursuant to the ESIP, which was adopted by Shareholders on 6 December 2021, for the purpose of subscribing for 3,000,000 Shares (**Plan Shares**) on the terms and conditions set out below. Mr Fieldgate is a non-executive director of the Company.

The Company is in an important stage of growth with significant opportunities and challenges in both the near and long-term, and the proposed issue seeks to align the efforts of the Directors in seeking to achieve growth of the Share price and in the creation of Shareholder value. In addition, the Board also believes that the issue of Plan Shares is a prudent means of conserving the Company's available cash reserves. The Board believes it is important to offer these Plan Shares to continue to attract and maintain highly experienced and qualified Board members in a competitive market.

In April 2024, the Board determined to issue the Plan Shares to Mr Fieldgate at its next general meeting of shareholders. The 5-day weighted closing price at the date of determination was \$0.046.

The Plan Shares are to be issued under the Company's ESIP, the terms of which are summarised in the Company's 2021 notice of annual general meeting, announced on ASX on 8 November 2021.

Resolution 10 seeks Shareholder approval for the issue of up to a total of 3,000,000 Plan Shares under the ESIP to Mr Fieldgate (or his nominee) (the **Related Party**), under and for the purposes of Listing Rule 10.14.

11.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 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 grant of Plan Shares constitutes giving a financial benefit and Mr Fieldgate is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Fieldgate) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue, because the agreement to issue the Plan Shares, reached as part of the remuneration package for Mr Fieldgate, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

11.3 ASX Listing Rule 10.14

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire Equity Securities under an employee incentive scheme:

- (a) a director of the company (Listing Rule 10.14.1);
- (b) an associate of a director the company (Listing Rule 10.14.2); or
- (c) a person whose relation with the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders (Listing Rule 10.14.3), unless it obtains the approval of its shareholders.

The proposed issue of the Plan Shares falls within Listing Rule 10.14.1 (or Listing Rule 10.14.2 if a Related Party elects for the Plan Shares to be granted to their nominee) and therefore requires the approval of Shareholders under Listing Rule 10.14.

As Shareholder approval is sought under Listing Rule 10.14, approval under Listing Rule 7.1 or 10.11 is not required.

If Resolution 10 is passed, the Company will be able to proceed with the issue of the Plan Shares to Mr Fieldgate.

If Resolution 10 is not passed, the Company will not be able to proceed with the issue of the Plan Shares to Mr Fieldgate and the Company may need to consider other forms of performance-based remuneration, including by the payment of cash.

11.4 Specific information required by ASX Listing Rule 10.15

Pursuant to and in accordance with the requirements of ASX Listing Rule 10.15, the following information is provided in relation to the proposed issue of Plan Shares to the Related Party:

- (a) Mr Fieldgate is the recipient of the Plan Shares and is a related party by virtue of being a Director and falls into the category stipulated by Listing Rule 10.14.1. In the event the Plan Shares are issued to a nominee of Mr Fieldgate, that person will fall into the category stipulated by Listing Rule 10.14.2;
- (b) the maximum amount of the Loan (being the nature of the financial benefit) to be provided to the Related Party (or his nominee) can be calculated by multiplying the number of Shares to be issued (determined in accordance with paragraph (c)) by the issue price (determined in accordance with paragraph (d)). Based on the issue price (ie \$0.08), the amount of the Loan will be \$240,000;
- (c) the maximum number of Shares to be issued is 3,000,000 Shares to Mr Fieldgate (or his nominee);

- (d) the issue price of the Shares will be \$0.08 per Share;
- (e) no funds will be raised from the issue of the Plan Shares as there will be no change to the Company's cash position (ie the Loan made by the Company will be used to subscribe for the Plan Shares to be issued to the Related Party). Amounts repaid to the Company by the Related Party in the future in satisfaction of the Loan will be used by the Company for general working capital purposes;
- (f) Mr Fieldgate's remuneration package for the financial year ended 30 June 2024 was \$32,471, noting that Mr Fieldgate was appointed on 13 November 2023. Mr Fieldgate's remuneration package for the current financial year ending 30 June 2025 is \$74,750, comprising Directors salary of \$36,000 and share-based payments of \$38,750 being the value of the Plan Shares;
- (g) the issue of the Plan Shares will have a diluting effect on the percentage interest of existing Shareholders' holdings. As the Plan Shares will be issued as fully paid ordinary shares the dilutionary effect will be 0.43%.

The dilution effect assumes the current Share capital structure as at the date of this Notice (being 805,076,797 Shares and that no Shares are issued other than the Plan Shares to Mr Fieldgate).

- (h) the Loan will be provided on the following key terms and otherwise subject to the terms and conditions of the ESIP, a summary of which is set out in Annexure B:
 - (i) (non-recourse): the Loan is secured against the Shares but the Related Party is not personally liable for the Loan. In other words, in the event the Shares are sold to repay the Loan but the sale proceeds are insufficient to cover the amount of the Loan which is outstanding the Company cannot recover the remaining amount from the Related Party. Conversely, where the sale proceeds are greater than the amount of the Loan the Company will not receive any additional repayment as the Related Party is entitled to the surplus proceeds;
 - (ii) (interest free): the Loan will be interest free unless otherwise agreed by the Related Party; and
 - (iii) (term): 5 years from the date of issue of the Shares subject to earlier repayment in accordance with the terms of the ESIP (e.g. ceasing to be an employee of the Company, an event of insolvency);
- (i) the value of the Loan using the Trinomial Lattice Option Pricing model valuation methodology is \$82,800;

This value is based on the following assumptions:

- (i) a valuation date of 17 October 2024;
- (ii) an issue price of \$0.08 per Share and corresponding Loan principal of \$240,000;
- (iii) a current market price of \$0.053 per Share. Shareholders should also note that the market price of Shares during the term of the Loan will affect the value of the financial benefit provided to the Related Party;

- (iv) a risk free interest rate of 3.84% per annum;
 - (v) a Loan term of 5 years. Shareholders should note that the actual term of the Loan may be shorter (eg where a Related Party ceases to be an employee of the Company, an event of insolvency occurs in respect of a Related Party, or, a Related Party elects to repay their Loan early). The actual term of the Loan will affect the value of the financial benefit provided to the Related Party; and
 - (vi) a Share price volatility of 90%;
- (j) the highest and lowest closing market sale prices of the Shares on ASX during the 12 months prior to the date of this Notice were:

Highest: \$0.092 per Share on 27 October 2023

Lowest: \$0.03 per Share on 20 June 2024

The latest available closing market sale price of the Shares on ASX prior to the date of this Notice was \$0.053 per Share on 17 October 2024.

- (k) no Shares have previously been issued under the ESIP to Mr Fieldgate;
- (l) at the date of this Notice, Mr Fieldgate holds no interests in any Equity Securities of the Company. Assuming that Resolution 10 is approved by Shareholders, the issue of the Plan Shares to Mr Fieldgate and no other Equity Securities are issued or exercised, Mr Fieldgate's interest would approximate 0.43% of the Company's expanded capital.
- (m) The Directors, other than Mr Fieldgate who declines to make a recommendation to Shareholders in relation to Resolution 10 due to his material personal interest in the outcome of the Resolution, recommend that Shareholders vote in favour of Resolution 10 for the following reasons:
 - (i) through his legal professional expertise and listed company knowledge, Mr Fieldgate has contributed to the enhancement of the Company's contractual matters and governance practices, whilst contributing on future strategy, throughout a period of growth and advancement over the last 12 months;
 - (ii) accordingly, the grant of the Plan Shares is a reasonable benefit to recognise the past performance by Mr Fieldgate;
 - (iii) the Company will receive up to \$240,000 in equity funds in the future, assuming the disposal of the Plan Shares at a price greater than \$0.08, or on early repayment of the non-recourse loan by Mr Fieldgate;
 - (iv) the issue of the Plan Shares will further align the interests of Mr Fieldgate with those of Shareholders to increase shareholder value;
 - (v) the issue of the Plan Shares provides Mr Fieldgate with incentives to focus on superior performance in creating shareholder value;
 - (vi) the issue of the Plan Shares 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 alternative cash forms of remuneration were given to Mr Fieldgate; and

- (vii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the Plan Shares upon the terms proposed;
- (n) the Company will not issue any Plan Shares later than three years after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (o) the nature of the financial benefit to be given is the issue of Plan Shares on the basis outlined above. The Plan Shares issued to the Related Party will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares other than being subject to a holding lock until such time as the respective Loan has been extinguished or repaid under the terms of the Plan or 12 months from the date of issue of the Shares, whichever is the greater;
- (p) details of the Shares issued under the ESIP will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under listing Rule 10.14;
- (q) any additional persons covered by listing rule 10.14 who become entitled to participate in an issue of securities under the ESIP after this resolution is approved and who are not named in this Notice will not participate until approval is obtained under listing rule 10.14; and
- (r) the Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolution 10.

11.5 Board Recommendation

The Board (other than Mr Fieldgate who has a material personal interest in the outcome of Resolution 10) recommends that Shareholders vote in favour of Resolution 10 for the reasons set out in Section 11.4(o).

GLOSSARY

\$ means Australian dollars.

7.1A Mandate has the meaning given in Section 5.1.

ASIC means the Australian Securities & Investments Commission.

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

Board means the current board of directors of the Company.

Broker Options has the meaning given in Section 9.1.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Pointerra Limited (ACN 078 388 155).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

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

ESIP has the meaning given in Section 10.1.

Explanatory Statement means the explanatory statement accompanying the Notice.

February Placement has the meaning given in Section 6.1.

February Placement Shares has the meaning given in Section 6.1.

Investor Relations Services Shares has the meaning given in Section 7.1.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the Listing Rules of ASX.

Loan has the meaning given in Section 11.1.

Meeting means the meeting convened by the Notice.

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

Option means an option to acquire a Share.

Placement has the meaning given in Section 8.1.

Placement Shares has the meaning given in Section 8.2.

Plan Shares has the meaning given in Section 11.1

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2024.

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

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

Variable A means "A" as set out in the formula in Listing Rule 7.1A.2.

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

ANNEXURE A

TERMS AND CONDITIONS OF BROKER OPTIONS

The terms of the Options are as follows:

- (i) **(Entitlement)**: Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
- (ii) **(Exercise Price)**: The Options have an exercise price of \$0.06 per Option **(Exercise Price)**.
- (iii) **(Expiry Date)**: The Options expire at 5.00 pm (WST) on 8 August 2027 **(Expiry Date)**. An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (iv) **(Exercise Period)**: The Options are exercisable at any time and from time to time on or prior to the Expiry Date.
- (v) **(Quotation of the Options)**: The Company will not apply for quotation of the Options on ASX.
- (vi) **(Transferability of the Options)**: The Options are not transferable, except with the prior written approval of the Company.
- (vii) **(Notice of Exercise)**: The Options may be exercised by notice in writing to the Company in the manner specified on the Option certificate (Notice of Exercise) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company. Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds **(Exercise Date)**.
- (viii) **(Timing of issue of Shares on exercise)**: Within 5 Business Days after receiving an application for exercise of Options and payment by the Option Holder of the Exercise Price, the Company must issue the Option holder the number of Shares specified in the application.
- (ix) **(Shares issued on exercise)**: Shares issued on exercise of the Options will rank equally with the then Shares of the Company.
- (x) **(Quotation of Shares on exercise)**: If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options in accordance with the Listing Rules.
- (xi) **(Reconstruction of capital)**: If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.
- (xii) **(Participation in new issues)**: There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
- (xiii) **(Adjustment for bonus issues of Shares)**: If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

- (a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and
- (b) no change will be made to the Exercise Price.

ANNEXURE B

TERMS AND CONDITIONS OF THE COMPANY'S EMPLOYEE SECURITIES INCENTIVE PLAN

A summary of the terms of the Company's Employee Securities Incentive Plan (Plan) is set out below.

1.1 Awards

Award means an Option, a Performance Right, a Share Award and/or a Loan Funded Share, as the case may be.

1.2 Eligible Participant

Eligible Participant means:

- (i) any Director or a person who is a full-time or part-time employee of the Company or its Related Bodies Corporate who is declared by the Board in its sole and absolute discretion to be eligible to receive grants of Awards under the Plan; or
- (ii) any other person providing services to the Group and who is declared by the Board in its sole and absolute discretion to be eligible to receive grants of Awards under the Plan.

1.3 Plan administration

The Plan will be administered by the Board in accordance with the Plan rules.

1.4 Purpose

The purpose of the Plan is to:

- (i) assist in the reward, retention and motivation of Eligible Participants;
- (ii) link the reward of Eligible Participants to Shareholder value creation; and
- (iii) align the interests of Eligible Participants with Shareholders by providing an opportunity to Eligible Participants to earn rewards via an equity interest in the Company based on creating Shareholder value.

1.5 Eligibility, invitation and application

The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for any (or any combination) of the different types of Awards on such terms and conditions as the Board decides.

On receipt of an Invitation, an Eligible Participant may apply for the Awards the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part.

If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.

1.6 Terms of Awards

The terms and conditions of Awards offered or granted under these Rules to each Eligible Participant will be determined by the Board in its sole and absolute discretion.

1.7 Grant of Awards

The Company will, to the extent that it has accepted a duly completed application, grant the Eligible Participant the relevant number of Awards, subject to the terms and conditions set out in the Invitation, the Plan rules and any ancillary documentation required.

1.8 Terms of Options and Performance Rights

Each Option and/or Performance Right (Convertible Security) represents a right to acquire one or more Shares (for example, under an option or performance right), subject to the terms and conditions of the Plan. Prior to a Convertible Security being exercised a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. A Participant may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted to them unless otherwise determined by the Board. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.

1.9 Vesting of a Convertible Security

Any vesting conditions applicable to the grant of Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.

1.10 Exercise of Convertible Securities and cashless exercise

To exercise a Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Options (see below), pay the exercise price (if any) to or as directed by the Company, at any time following vesting of the Convertible Security (if subject to vesting conditions) and prior to the expiry date as set out in the invitation or vesting notice.

The Board may determine in its sole and absolute discretion that a Participant will not be required to provide payment of the exercise price of Options, but that on exercise of the Options the Company will only allot and issue or transfer that number of Plan Shares to the Participant that are equal in value to the difference between the exercise price otherwise payable in relation to the Options and the then Market Value of the Plan Shares as at the time of the exercise (with the number of Plan Shares rounded down).

An invitation may specify that at the time of exercise of the Convertible Securities, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.

Market Value means:

- (i) in relation to Options and Performance Rights, a value determined by application of a valuation methodology approved by the Board; and
- (ii) in relation to Share Awards, Loan Funded Shares and Plan Shares, the 'volume weighted average market price' (as that term is defined in the Listing Rules) per Share during the previous five trading days.

A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.

Options must be exercised in multiples of 100 unless fewer than 100 Options are held by a Participant or the Board otherwise agrees.

1.11 Delivery of Shares on exercise of Convertible Securities

As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.

1.12 Forfeiture

The Board may determine, and set out in the Invitation, Forfeiture Conditions which apply to the Awards. Where such Forfeiture Conditions are met, unless the Board in its sole discretion determines otherwise, all unvested and vested Convertible Securities will automatically lapse and all unvested and vested Share Award or Loan Fund Shares will automatically be surrendered.

In addition, where the Board determines that a Participant has acted fraudulently or dishonestly, or wilfully breaches his or her duties to the Group, the Board may in its discretion deem all Awards to be forfeited.

1.13 Change of control

If a change of control event occurs in relation to the Company, and unless the Board determines otherwise in its sole and absolute discretion, Awards granted will vest where vesting conditions and performance hurdles have been satisfied on a pro rata basis based on the period which has elapsed from the grant date to the change of control date. As determined by the Board, any Convertible Securities which do not vest in this way will automatically lapse and any Share Awards or Loan Funded Shares will automatically be surrendered.

1.14 Adjustment for capital reconstructions

If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the number of Awards each Participant holds and the exercise price of Options will be adjusted in accordance with the Listing Rules.

Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

1.15 Participation rights in new issues

There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Convertible Securities without exercising the Convertible Securities.

1.16 Share Awards

The Board may from time to time make an invitation to an Eligible Participant to acquire Share Awards under the Plan. The Board will determine in its sole and absolute discretion the acquisition price (if any) for each Share Award which may be nil. The Share Awards may be subject to performance hurdles and/or vesting conditions as determined by the Board.

Where Share Awards granted to a Participant are subject to performance hurdles and/or vesting conditions, the Participant's Share Awards will be subject to certain restrictions until the applicable performance hurdles and/or vesting conditions (if any) have been satisfied, waived by the Board or are deemed to have been satisfied under these Rules.

Following the issue of a vesting notification to the Participant, the Share Awards held by the Participant will no longer be subject to any restrictions and may be transferred or sold by the Participant, subject to compliance with applicable laws, the Company's Securities Trading Policy and the terms of the Plan.

1.17 Loan Funded Shares

The Board may from time to time make an invitation to an Eligible Participant to acquire Loan Funded Shares under the Plan. The Board will determine in its sole and absolute discretion the acquisition price (if any) for each Loan Funded Share which may be nil. The Loan Funded Shares may be subject to performance hurdles and/or vesting conditions as determined by the Board.

Where Loan Funded Shares granted to a Participant are subject to performance hurdles and/or vesting conditions, the Participant's Loan Funded Shares will be subject to certain restrictions until the applicable performance hurdles and/or vesting conditions (if any) have been satisfied, waived by the Board or are deemed to have been satisfied under these Rules.

Following the issue of a vesting notification to the Participant, the Loan Funded Shares held by the Participant will no longer be subject to any restrictions and may be transferred or sold by the Participant, subject to compliance with applicable laws, the Company's Securities Trading Policy and the terms of the Plan.

When the Company makes an Invitation to an Eligible Participant to acquire Loan Funded Shares, the Company will also offer the Eligible Participant a Loan on terms and conditions to be determined by the Board, for the amount of the acquisition price of the Loan Funded Shares, for the purposes of acquiring all or part of the Loan Funded Shares the subject of the invitation.

The loan amount may accrue interest as determined by the Board.

A Participant may repay all or part of a Loan at any time before the expiration of the Loan term, and at the expiration of the Loan term the Participant must immediately repay all of the Loan.

1.18 Rights Attaching to Share Awards, Loan Funded Shares and Plan Shares

Any Share Awards, Loan Funded Shares and/or Plan Shares allotted, issued or transferred by the Company to a Participant under the Plan will rank equally with all existing Shares on and from the date of allotment, issue or transfer, including in respect of all rights and bonus issues.

A Participant will have a vested and indefeasible entitlement to any dividends declared and distributed by the Company on any Share Awards, Loan Funded Shares and/or Plan Shares which, at the record date for determining entitlement to those dividends, are standing to the account of the Participant.

The Participant may also participate in any dividend reinvestment plan operated by the Company in respect of Share Awards, Loan Funded Shares (provided the Loan has been fully repaid) and/or Plan Shares held by the Participant.

1.19 Disposal restrictions

If the invitation provides that any Share Awards, Loan Funded Shares and/or Plan Shares held by any Participants are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.

For so long as Share Awards, Loan Funded Shares and/or Plan Shares held by any Participants are subject to any disposal restrictions under the Plan, the Participant will not:

- (i) transfer, encumber or otherwise dispose of, or have a security interest granted over that security; or
- (ii) take any action if to do so would contravene applicable laws.

At all times, the Participant must comply with the Company's Share Trading Policy.

1.20 Buy-back

Subject to applicable law, the Company may at any time buy-back Awards in accordance with the terms of the Plan.

1.21 Compliance with applicable law

No act will be done or determination made in accordance with the Plan rules where to do so would be a breach of any applicable laws, and where any such act is done or determination made it will be considered void and to the extent possible be unwound and of no effect in respect of Awards.

1.22 Amendment of Plan

Subject to the following paragraph, the Listing Rules and the Company's constitution, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Awards that have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.

No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by the relevant Participant.

1.23 Plan duration

The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely and may end any suspension. If the Plan is terminated or suspended for any reason, the Board must consider and endeavour to ensure that there is fair and equitable treatment of all Participants.

If a Participant and the Company (acting by the Board) agree in writing that some or all of the Convertible Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Convertible Securities may be cancelled in the manner agreed between the Company and the Participant.

Your proxy voting instruction must be received by **02.00pm (AWST) on Wednesday, 27 November 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

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



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