

VYSARN



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VYSARN LIMITED  
ACN 124 212 175

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**NOTICE OF ANNUAL GENERAL MEETING**

**Date of Meeting**

Thursday, 23 November 2023

**Time of Meeting**

4:00pm (WST)

**Place of Meeting**

Wardroom  
South of Perth Yacht Club  
Canning Beach Road  
Applecross, Western Australia, 6005

*The Notice and the accompanying Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.*

***Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on +61 8 6182 1790***

## NOTICE OF ANNUAL GENERAL MEETING

**Notice is hereby given** that the Annual General Meeting of Vysarn Limited (**Company**) will be held at Wardroom, South of Perth Yacht Club, Canning Beach Road, Applecross, Western Australia, 6005 on Thursday, 23 November 2023 at 4:00pm (WST) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form, form part of the Notice.

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 on Tuesday, 21 November 2023 at 5:00pm (WST).

Terms and abbreviations used in the Notice are defined in Schedule 1.

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## AGENDA

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### Annual Report

To receive and consider the Annual Report of the Company for the financial year ended 30 June 2023, which includes the Financial Report, the Directors' Report and the Auditor's Report.

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## 1. Resolution 1 – Remuneration Report

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

*"That, the Remuneration Report be adopted by Shareholders on the terms and conditions in the Explanatory Memorandum."*

### Voting Prohibition

In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and either:

- (a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
  - (b) the person is the Chairperson and the appointment of the Chairperson as proxy does not specify the way the proxy is to vote on this Resolution but expressly authorises the Chairperson to exercise the proxy, even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
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## 2. Resolution 2 – Re-Election of Director – Mr Peter Hutchinson

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

*"That, pursuant to and in accordance with Listing Rule 14.5, Article 6.14 of the Constitution and for all other purposes, Mr Peter Hutchinson, retires by rotation, and, being eligible and offering*

himself for re-election, is re-elected as a Director on the terms and conditions in the Explanatory Memorandum."

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### 3. Resolution 3 – Approval of 10% Placement Facility

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

*"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities totalling up 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 on the terms and conditions in the Explanatory Memorandum."*

#### **Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is expected to participate in the proposed issue of securities or who will obtain a material benefit as a result of the proposed issue of securities (except a benefit solely in the capacity of a holder of ordinary securities in the entity) or an associate of that person (or those persons).

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

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution that way;
- (b) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson 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 this Resolution; and
  - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

*Note: As at the date of this Notice, it is not known who may participate in any Equity Securities issued under Resolution 3 and the Company has not approached any Shareholder or identified a class of existing Shareholders to participate in any issue of Equity Securities under the 10% Placement Capacity. Accordingly, no Shareholders are excluded from voting on Resolution 3.*

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### 4. Resolution 4 – Approval for Director Loan for exercise of Incentive Options

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

*"That, pursuant to and in accordance with section 260B and Chapter 2E of the Corporations Act and for all other purposes, Shareholders approve the financial assistance and financial benefit provided to Mr James Clement (and/or his nominee(s)) by the provision of a loan for the purpose*

*of exercising the Incentive Options on the terms and conditions as described in the Explanatory Memorandum."*

### **Voting Prohibition**

In accordance with section 260B(1)(a) of the Corporations Act, a vote on this Resolution must not be cast by Mr James Clement or an associate of Mr James Clement.

In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such a member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution, and:

- (a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (b) the person appointed as proxy is the Chairperson and the written appointment of the Chairperson as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chairperson to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Further, in accordance with section 224 of the Corporations Act, the Company will disregard any votes cast this Resolution (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given or an associate of such a related party.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution, and:

- (a) it is cast by a person as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) it is not cast on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given or an associate of such a related party.

### **BY ORDER OF THE BOARD**

Matthew Power  
**Company Secretary**  
**Vysarn Limited**  
Dated: 16 October 2023

**EXPLANATORY MEMORANDUM**

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**1. Introduction**

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the meeting to be held at **Wardroom, South of Perth Yacht Club, Canning Beach Road, Applecross, Western Australia, 6005** on **Thursday, 23 November 2023 at 4:00pm (WST) (Meeting)**.

This Explanatory Memorandum forms part of the Notice which should be read in its entirety. This Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

This Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

|            |                                                                             |
|------------|-----------------------------------------------------------------------------|
| Section 2  | Action to be taken by Shareholders                                          |
| Section 3  | Annual Report                                                               |
| Section 4  | Resolution 1 – Remuneration Report                                          |
| Section 5  | Resolution 2 – Re-Election of Director - Mr Peter Hutchinson                |
| Section 6  | Resolution 3 – Approval of 10% Placement Facility                           |
| Section 7  | Resolution 4 – Approval for Director Loan for exercise of Incentive Options |
| Schedule 1 | Definitions                                                                 |
| Schedule 2 | Summary of Loan Agreement                                                   |

A Proxy Form is enclosed with the Notice.

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**2. Action to be taken by Shareholders**

Shareholders should read the Notice including this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

**2.1 Voting in person**

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

**2.2 Voting by corporation**

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. Written proof of the representative's appointment (including any authority under which it is signed) must be lodged with, or presented to the Company before the Meeting.

## 2.3 Proxies

### (a) Voting by proxy

A Proxy Form is enclosed with the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (i) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (ii) a proxy need not be a member of the Company; and
- (iii) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

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

### (b) Proxy vote if appointment specifies way to vote

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

- (i) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (ii) if the proxy has two or more appointments that specify different ways to vote on the Resolution – the proxy must not vote on a show of hands;
- (iii) if the proxy is the Chairperson of the Meeting at which the Resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (iv) if the proxy is not the Chairperson – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

### (c) Transfer of non-chairperson proxy to Chairperson in certain circumstances

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

- (i) an appointment of a proxy specifies the way the proxy is to vote on a particular Resolution at a meeting of the Company's members;
- (ii) the appointed proxy is not the Chairperson of the Meeting;
- (iii) at the Meeting, a poll is duly demanded on the Resolution; and
- (iv) either the proxy is not recorded as attending the Meeting or the proxy does not vote on the Resolution,

the Chairperson of the Meeting is taken, before voting on the Resolution closes, to have been appointed as the proxy for the purposes of voting on the Resolution at the Meeting.

## 2.4 Chairperson's voting intentions

The Chairperson intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

If the Chairperson is appointed as your proxy and you have not specified the way the Chairperson is to vote on Resolutions 1 and 4 by signing and returning the Proxy Form, you are considered to have provided the Chairperson with an express authorisation for the Chairperson to vote the proxy in accordance with the Chairperson's intention, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

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## 3. Annual Report

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2023.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report which is available online at [www.vysarn.com.au](http://www.vysarn.com.au);
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chairperson about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than five business days before the Meeting (being, no later than 10:00am (AWST) on Thursday, 16 November 2023) to the Company Secretary at the Company's registered office.

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## 4. Resolution 1 – Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with section 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

If the Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings, Shareholders will have the opportunity to remove the whole Board, except the Managing Director (if any).

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the Managing Director, if any) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Remuneration Report did not receive a Strike at the 2022 annual general meeting. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2024 annual general meeting, this may result in the re-election of the Board.

The Chairperson will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

Resolution 1 is an ordinary resolution.

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## 5. Resolution 2 – Re-Election of Director – Mr Peter Hutchinson

### 5.1 General

In accordance with Listing Rule 14.5, an entity which has directors must hold an election of directors at each annual general meeting.

Article 6.14 of the Constitution requires that one third of the Directors (excluding the Managing Director) must retire at each annual general meeting (or if that number is not a whole number, the whole number nearest to one third, rounded down). Article 6.16 of the Constitution requires that the Directors to retire are those who have held their office as Director for the longest period since their last election or appointment to that office. In the event two or more Directors have held office for equal periods of time, the retiring Directors are to be determined by lot, unless otherwise agreed by those Directors.

Article 6.17 of the Constitution provides that a Director who retires under Articles 6.13 to 6.15 (inclusive) or Article 6.23 is eligible for re-election.

Mr Hutchinson retires by rotation in accordance with Articles 6.14 and 6.16 of the Constitution and seeks re-election in accordance with Article 6.17.

If elected, the Board does not consider Mr Hutchinson to be an independent director due to his substantial security holding.

Resolution 2 provides that Mr Hutchinson retires by rotation and seeks re-election as a Director.

If Resolution 2 is passed, Mr Hutchinson will be a Director of the Company for the next three years.

If Resolution 2 is not passed, Mr Hutchinson will cease to be a Director of the Company.

Resolution 2 is an ordinary resolution.

### 5.2 Mr Peter Hutchinson

Mr Hutchinson holds a Bachelor of Commerce (UWA) and is a Fellow of both the Australian Institute of Company Directors and Certified Practising Accountants.

Mr Hutchinson was a Non-Executive Director of Zeta Resources (formerly Kumarina Resources Ltd). Mr Hutchinson was the founding director of ASX listed Forge Group Ltd, floated in 2007 with a market capitalisation of \$12m and reaching over \$450m at the time of Mr Hutchinson's resignation as chief executive officer and final sell down in July 2012. Mr Hutchinson has chaired ASX listed company Resource Equipment Ltd and was the founding shareholder and chair of Mareterram Ltd, both the subject of successful takeover bids at significant premiums to market prices.

Mr Hutchinson has substantial experience in mergers and acquisitions, prospectus preparation, ASX listing, compliance and corporate governance, company secretarial requirements and exit strategies, and has been a Member of Audit, Remuneration and Nomination Committees, often as Chairperson.

### 5.3 **Board Recommendation**

The Board (excluding Mr Hutchinson) recommends that Shareholders vote in favour of Resolution 2.

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## 6. **Resolution 3 – Approval of 10% Placement Facility**

### 6.1 **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.

Listing Rule 7.1A enables an Eligible Entity to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% annual placement capacity under Listing Rule 7.1, so a combined limit of 25%, without any further Shareholder approval.

Resolution 3 seeks Shareholder approval by way of a special resolution to provide the Company the ability to issue Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 6.2(f) below). The number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 6.2(c) below).

If Resolution 3 is passed, the Company will be able to issue Equity Securities under Listing Rule 7.1A up to 10% of its issued share capital over a 12 month period after the annual general meeting, in addition to the Company's 15% placement capacity under Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to access the 10% Placement Facility to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval under Listing Rule 7.1.

Resolution 3 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

### 6.2 **Listing Rule 7.1A**

#### (a) **Is the Company an Eligible Entity?**

An Eligible Entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less.

The Company is an Eligible Entity as it is not included in the S&P/ASX 300 index and has a market capitalisation of approximately \$76 million, based on the closing price of Shares \$0.185 on 2 October 2023.

#### (b) **What Equity Securities can be issued?**

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

As at the date of the Notice, the Company has on issue one quoted class of Equity Securities, being Shares.

(c) **How many Equity Securities can be issued?**

Listing Rule 7.1A.2 provides that Eligible Entities which have obtained Shareholder approval at an annual general meeting may issue or agree to issue, during the 12-month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

**A** is the number of Shares on issue at the commencement of the Relevant Period:

- (a) plus the number of Shares issued in the Relevant Period under an exception in Listing Rule 7.2 other than exception 9, 16 or 7;
- (b) plus the number of Shares issued in the Relevant Period on the conversion of convertible securities within rule 7.2 exception 9 where:
  - the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or
  - the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
- (c) plus the number of Shares issued in the Relevant Period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
  - the agreement was entered into before the commencement of the Relevant Period; or
  - the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or 7.4;
- (d) plus the number of any other Shares issued in the relevant period with approval under Listing Rule 7.1 or 7.4;
- (e) plus the number of partly paid ordinary shares that became fully paid in the Relevant Period; and
- (f) less the number of Shares cancelled in the Relevant Period.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity under Listing Rule 7.1.

**D** is 10%.

**E** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the Relevant Period where the issue or agreement has not been subsequently approved by the Shareholders under Listing Rule 7.4.

(d) **What is the interaction with Listing Rule 7.1?**

The Company's ability to issue Equity Securities under Listing Rule 7.1A will be in addition to its 15% placement capacity under Listing Rule 7.1.

At the date of the Notice, the Company has on issue 408,622,529 Shares and, therefore has a capacity to issue:

- (i) 61,293,379 Equity Securities under Listing Rule 7.1; and
- (ii) subject to Shareholder approval being sought under Resolution 3, 40,862,253 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 6.2(c)).

(e) **At what price can the Equity Securities be issued?**

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same 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; or
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph 6.2(e)(i) above, the date on which the Equity Securities are issued,

**(Minimum Issue Price).**

(f) **When can Equity Securities be issued?**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained;
- (ii) the time and date of the entity's next annual general meeting; and
- (iii) the time and date of Shareholder approval of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

**(the 10% Placement Period).**

(g) **What is the effect of Resolution 3**

The effect of Resolution 3 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without further Shareholder approval or using the Company's 15% placement capacity under Listing Rule 7.1.

### 6.3 **Specific information required by Listing Rule 7.3A**

Pursuant to and in accordance with Listing Rule 7.3A, the following information is provided in relation to the 10% Placement Facility:

(a) **Minimum issue price**

If the Company issues Equity Securities for cash consideration under the 10% Placement Facility, then the issue price will be not less than the Minimum Issue Price.

(b) **Risk of economic and voting dilution**

If Resolution 3 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' economic and voting power in the Company will be diluted as shown in the below table (in the case of listed Options, only if the listed Options are converted into Shares).

The below table shows:

- (i) the dilution of existing Shareholders based on the current market price of Shares and the current number of Shares for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 (see Section 6.2(c)) as at the date of the Notice (**Variable A**);
- (ii) two examples where Variable A has increased, by 50% and 100%; and
- (iii) two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

| Share on issue<br>Variable A in<br>Listing<br>Rule 7.1A.2       | Dilution                  |                                            |                        |                                           |
|-----------------------------------------------------------------|---------------------------|--------------------------------------------|------------------------|-------------------------------------------|
|                                                                 | Issue price<br>per Share  | \$0.0925<br>50% decrease<br>in Issue Price | \$0.185<br>Issue Price | \$0.37<br>100% increase<br>in Issue Price |
| 408,622,529<br>Shares<br>Current Variable A                     | 10%<br>Voting<br>Dilution | 40,862,253<br>Shares                       | 40,862,253<br>Shares   | 40,862,253<br>Shares                      |
|                                                                 | Funds<br>raised           | \$3,779,758                                | \$7,559,517            | \$15,119,034                              |
| 612,933,794<br>Shares<br>50% increase in<br>current Variable A  | 10%<br>Voting<br>Dilution | 61,293,379<br>Shares                       | 61,293,379<br>Shares   | 61,293,379<br>Shares                      |
|                                                                 | Funds<br>raised           | \$5,669,638                                | \$11,339,275           | \$22,678,550                              |
| 817,245,058<br>Shares<br>100% increase in<br>current Variable A | 10%<br>Voting<br>Dilution | 81,724,506<br>Shares                       | 81,724,506<br>Shares   | 81,724,506<br>Shares                      |
|                                                                 | Funds<br>raised           | \$7,559,517                                | \$15,119,034           | \$30,238,067                              |

**Notes:**

1. The table has been prepared on the following assumptions:
  - (a) the issue price is \$0.185 being the closing price of the Shares on ASX on 2 October 2023, being the latest practicable date before the date of the Notice;

- (b) Variable A is 408,622,529, comprising 408,622,529 Shares as at the date of the Notice, assuming the Company has not issued any Shares in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or without Shareholder approval under Listing Rule 7.1 and 7.4;
  - (c) the Company issues the maximum number of Equity Securities available under the 10% Placement Facility;
  - (d) no convertible securities (including any convertible securities issued under the 10% Placement Facility) are exercised or converted into Shares before the date of the issue of the Equity Securities; and
  - (e) the issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Options, it is assumed that those Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
2. The number of Shares on issue (i.e. Variable A) may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue, scrip issued under a takeover offer or upon exercise of convertible securities) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting.
  3. 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%.
  4. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
  5. The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

(c) **Timing of potential issues**

Approval of the additional 10% Placement Facility will be valid during the 10% Placement Period.

(d) **Purposes of issues under 10% Placement Facility**

In the event funds were raised under the 10% Placement Facility, the Company would likely use such funds raised for the acquisition of new assets or investments, and/or for general working capital purposes.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 upon issue of any Equity Securities.

(e) **Allocation policy**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities is not yet known and will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from its professional advisors, including corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of the Notice but may include existing substantial Shareholders and/or new Shareholders who are not a related party or an associate of a related party of the Company.

(f) **Issues in the past 12 months**

The Company has previously obtained Shareholder approval under Listing Rule 7.1A at its annual general meeting held on 24 November 2022.

In the 12 months preceding the date of the Meeting and as at the date of the Notice, the Company has not issued any Equity Securities under Listing Rule 7.1A.

(g) **Voting exclusion statement**

A voting exclusion statement has been included in the Notice for Resolution 3.

At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

6.4 **Board Recommendation**

The Board recommends that Shareholders vote in favour of Resolution 3.

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7. **Resolution 4 – Approval for Director Loan for exercise of Incentive Options**

7.1 **General**

On 24 November 2022, Shareholders approved the issue of 10,000,000 Options to Mr James Clement (and/or his nominee(s)), as part of his long-term incentive based remuneration package with the Company (**Incentive Options**).

The material terms of the Incentive Options are as follows:

| Exercise Price | Expiry Date | Vesting Conditions                                                                                         | Number of Incentive Options |
|----------------|-------------|------------------------------------------------------------------------------------------------------------|-----------------------------|
| \$0.075        | 5 July 2024 | The Incentive Options are exercisable at any time after the occurrence of earlier of any of the following: | 10,000,000                  |

|  |  |                                                                                                                                                                                                                                                                                                                                |  |
|--|--|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
|  |  | <p>(a) Mr Clement remains employed by the Company until 30 June 2024;</p> <p>(b) the Company declares its maiden dividend payment to the Shareholders;</p> <p>(c) the Company declares a capital return or other distribution in connection with its Shares to the Shareholders; and</p> <p>(d) a Change of Control Event.</p> |  |
|--|--|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|

Resolution 4 seeks Shareholder approval pursuant to, and in accordance with, section 260B and Chapter 2E of the Corporations Act for the provision of an interest free loan of \$750,000 to be provided by the Company to Mr James Clement (and/or his nominee(s)) for the purpose of funding the exercise of the Incentive Options (**Director Loan**).

Resolution 4 is a special resolution and can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the Resolution (whether by direct voting or in person, or by proxy, attorney or representative) are voted in favour of Resolution 4.

## 7.2 The proposed financial assistance

Sums advanced under the Director Loan may only be used to fund the exercise of the Incentive Options and acquire Shares upon exercise of the Incentive Options (**Loan Funded Shares**).

The Loan Agreement, which is summarised in Schedule 2, includes the circumstances upon which Mr Clement must repay the Director Loan, the circumstances upon which Mr Clement will forfeit the Loan Funded Shares (i.e. upon failure to repay the Director Loan) and details of a Holding Lock to be applied to the Loan Funded Shares.

By providing the Director Loan, the Company is providing financial assistance pursuant to section 260A of the Corporations Act and a financial benefit pursuant to Chapter 2E of the Corporations Act to Mr Clement (and/or his nominee(s)) to fund the exercise of the Incentive Options and acquire the Loan Funded Shares. The Board (excluding Mr Clement) is seeking Shareholder approval for the provision of the Director Loan to Mr Clement (and/or his nominee(s)).

## 7.3 Restrictions on companies giving financial assistance

Pursuant to section 260A(1) of the Corporations Act, a company may financially assist a person to acquire shares in the company or a holding company of the company only if:

- (a) giving the assistance does not materially prejudice:
  - (i) the interests of the company or its shareholders; or
  - (ii) the company's ability to pay its creditors;
- (b) the assistance is approved by shareholders under section 260B of the Corporations Act; or
- (c) the assistance is exempted under section 260C of the Corporations Act.

The Board (excluding Mr Clement) does not consider that the provision of the Director Loan in connection with the exercise of the Incentive Options and subsequent acquisition of the Loan Funded Shares on the terms and in the manner described in this Explanatory Memorandum will materially prejudice the interests of the Company or its Shareholders, or its ability to pay its creditors because (among other things):

- (a) giving the assistance is in the best interests of the Company and its Shareholders because it increases the alignment of the interests of Mr Clement and Shareholders, rewards Mr Clement for the creation of Shareholder wealth, and therefore creates incentives for Mr Clement to strive to ensure the Company performs for the benefit of all its Shareholders; and
- (b) the terms and conditions do not materially prejudice the interests of the Company and its Shareholders or the Company's ability to pay its creditors because the costs of providing the Director Loan are relatively small and are outweighed by the benefit of alignment of interests that is achieved by providing the financial assistance proposed to serve as a long term incentive for Mr Clement's continued involvement and support for the business.

However, as none of the exemptions in section 260C of the Corporations Act apply to the current circumstances, the Board (excluding Mr Clement) is seeking the approval of Shareholders under Resolution 4, pursuant to section 260B(1) of the Corporations Act, to authorise the provision of the Director Loan to Mr James Clement (and/or his nominee(s)) to fund the exercise of the Incentive Options and the acquisition of Loan Funded Shares.

#### 7.4 **Shareholder approval of financial assistance**

Under section 260B(1) of the Corporations Act, shareholder approval for the giving of financial assistance by a company to acquire shares (or units of shares) in the company must be given by:

- (a) a special resolution passed at a general meeting of the company, with no votes being cast in favour of the resolution by the person acquiring the shares (or units of shares) or by their associates; or
- (b) a resolution agreed to, at a general meeting, by all ordinary shareholders.

#### 7.5 **Reasons for financial assistance**

The reason for the provision of financial assistance described above is to enable Mr James Clement (and/or his nominee(s)) to fund the exercise of the Incentive Options and acquire the Loan Funded Shares as part of his long-term incentive based remuneration package with the Company. The Board (excluding Mr Clement) believes that this incentive structure will benefit Shareholders by motivating the Company's senior management to create wealth for Shareholders and allow the Company's senior management to be financially invested in the success of the Company.

#### 7.6 **Effects of the financial assistance**

The provision of the financial assistance is not likely to materially prejudice the interests of the Company or its Shareholders, or its ability to pay its creditors. However, the Director Loan will have an effect of reducing the Company's cash balance by approximately \$750,000 (being the Loan Amount), that it would have received had the Incentive Options been exercised for cash without the Director Loan, until the Director Loan is repaid. Subject to Shareholder approval (which is being sought pursuant to Resolution 4), upon the issue of the Loan Funded Shares on exercise of the Incentive Options, the number of Shares on issue in the Company will increase from 408,622,529 Shares (being the total number of Shares on issue as at the date of the Notice) to 418,622,529 Shares (assuming no further issues of Shares and no convertible Equity Securities vest or are exercised) with the effect that existing Shareholders would be diluted by an aggregate of 2.4%.

#### 7.7 **Advantages of financial assistance**

The Board (excluding Mr Clement) believes that the key advantages of providing the Director Loan are as follows:

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- (a) the provision of the Director Loan will significantly improve the Company's ability to incentivise and retain senior management, and is consistent with the strategic goals and targets of the Company;
  - (b) the retention of Mr Clement is in the best interests of Shareholders and it is important for the Board to continue to retain highly experienced and qualified Board members in a competitive market; and
  - (c) it is reasonable for remuneration to have a cash component and an equity component to further align Mr Clement's interests with Shareholders.

#### 7.8 **Disadvantages of financial assistance**

The Board (excluding Mr Clement) believe that the key disadvantages of providing the Director Loan are as follows:

- (a) the provision of the Director Loan will reduce the Company's cash balance by approximately \$750,000, that it would have received had the Incentive Options been exercised for cash without the Director Loan, until the Director Loan is repaid; and
- (b) if all Loan Funded Shares are issued on exercise of the Incentive Options (and assuming no further issues of Shares and no convertible Equity Securities vest or are exercised), existing Shareholders would be diluted by an aggregate of 2.4%.

#### 7.9 **Notice to ASIC**

A copy of the Notice, including this Explanatory Memorandum, was lodged with ASIC before being despatched to Shareholders, as required by section 260B(5) of the Corporations Act.

If Resolution 4 is passed:

- (a) the Company will lodge with ASIC a notice in the prescribed form stating that the Financial Assistance has been approved at least 14 days before the provision of the Director Loan, as required by section 260B(6) of the Corporations Act; and
- (b) a copy of Resolution 4 will be lodged with ASIC within 14 days after being passed, as required by section 260B(7) of the Corporations Act.

#### 7.10 **Other relevant information**

In accordance with section 260B(4) of the Corporations Act, the Board (excluding Mr Clement) consider that this Explanatory Memorandum contains all information known to the Company that would be material to Shareholders in deciding how to vote on Resolution 4, other than the information which it would be unreasonable to require the Company to include because it has been previously disclosed to Shareholders.

#### 7.11 **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 section 210 to 216 of the Corporations Act.

The provision of the Director Loan to enable the exercise of the Incentive Options constitutes the giving of a financial benefit and Mr James Clement is a related party of the Company by virtue of

being a Director. The Board (excluding Mr Clement) has determined to seek Shareholder approval for the purposes of section 208 of the Corporations Act for the provision of the Director Loan to Mr Clement under Resolution 4.

#### 7.12 **Specific Information required by Chapter 2E of the Corporations Act**

In accordance with section 219 of the Corporations Act, information is provided in relation to the provision of the Director Loan as follows:

- (a) Mr James Clement is a related party of the Company by virtue of his position as Managing Director.
- (b) The financial benefits proposed to be provided to Mr Clement (and/or his nominee(s)) is an interest free loan up to \$750,000 to fund the exercise of the Incentive Options pursuant to Resolution 4.
- (c) A summary of the Loan Agreement is detailed in Schedule 2.
- (d) Mr Clement has a material personal interest in the outcome of Resolution 4 and therefore believes it inappropriate to make a recommendation.
- (e) The remaining Directors, Messrs Peter Hutchinson and Sheldon Burt, recommend that Shareholders vote in favour of Resolution 4, for the following reasons:
  - (i) the provision of the Director Loan is a cost effective and efficient reward for the Company to make to appropriately incentivise the continued performance of Mr Clement and is considered by the Board to be consistent with the strategic goals and targets of the Company to increase the alignment of the interests of Mr Clement and Shareholders; and
  - (ii) the terms and conditions of the Director Loan does not materially prejudice the interests of the Company and its Shareholders or the Company's ability to pay its creditors.
- (f) Messrs Peter Hutchinson and Sheldon Burt do not have an interest in the outcome of Resolution 4.
- (g) The value of the Director Loan is approximately \$750,000 (equal to the exercise price of the Incentive Options). As a result, the total value attributed to the Loan Funded Shares to be issued to Mr James Clement (and/or his nominee(s)) would be approximately \$750,000.
- (h) The current remuneration package of Mr Clement is as follows:
  - (i) Base Salary: \$425,000 per annum inclusive of mandatory superannuation contributions;
  - (ii) Short Term Incentive: up to \$150,000 per annum, subject the achievement of specified key performance indicators; and
  - (iii) Long Term Incentive: 1,666,667 performance rights, expiring on 3 February 2025 and 10,000,000 unlisted Options at \$0.075 lapsing on 5 July 2024;
- (i) If the Loan Funded Shares are issued, this will increase the number of Shares on issue from 408,622,529 Shares (being the total number of Shares on issue as at the date of the Notice) to 418,622,529 Shares (assuming no further issues of Shares and no convertible Equity Securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 2.4%.
- (j) A voting exclusion statement has been included in the Notice for Resolution 4.

- (k) Other than the information above and otherwise set out in the Notice, the Company believes that there is no other information that would be reasonably required by Shareholders to pass Resolution 4.

7.13 **Board Recommendation**

The Board (excluding Mr Clement) recommends that Shareholders vote in favour of Resolution 4.

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## Schedule 1 - Definitions

In the Notice, words importing the singular include the plural and vice versa.

**10% Placement Facility** has the meaning given in Section 6.1.

**10% Placement Period** has the meaning given in Section 6.2(f).

**\$** means Australian Dollars.

**Annual Report** means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2023.

**Article** means an article of the Constitution.

**ASX** means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

**Auditor's Report** means the auditor's report on the Financial Report.

**Board** means the board of Directors.

**Chairperson** means the person appointed to chair the Meeting of the Company convened by the Notice.

**Change of Control Event** occurs when any of the following events occurs, or the Board determines that such event is likely to occur:

- (a) the Company announcing that its Shareholders have at a Court convened meeting of Shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement (excluding a merger by way of scheme of arrangement for the purposes of a corporate restructure (including change of domicile, consolidation, sub-division, reduction or return) of the issued capital of the Company) and the Court, by order, approves the scheme of arrangement;
- (b) a Takeover Bid is announced, has become unconditional and the person making the Takeover Bid has a Relevant Interest in 50% or more of the Shares;
- (c) any person acquires a Relevant Interest in 50.1% or more of the Shares by any other means; or
- (d) any person acquires Control of the Company.

**Chief Executive Officer** means the chief executive officer of the Company.

**Closely Related Party** has the meaning given in section 9 of the Corporations Act.

**Company** means Vysarn Limited (ACN 124 212 175).

**Constitution** means the constitution of the Company as at the date of the Meeting.

**Control** has the meaning given in section 50AA of the Corporations Act.

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

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

**Director Loan** has the meaning given in Section 7.1.

**Directors' Report** means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

**Eligible Entity** has the same meaning as in the Listing Rules.

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

**Explanatory Memorandum** means the explanatory memorandum which forms part of the Notice.

**Financial Report** means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

**Forfeited Shares** has the meaning given in paragraph 8 of Schedule 2.

**Group** means the Company and its Subsidiaries.

**Holding Lock** has the same meaning as in section 2 of the ASX Settlement Rules issued by ASX Settlement Pty Limited.

**Incentive Options** 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 Agreement** means the loan agreement entered into between the Company and Mr James Clement for the Loan Amount.

**Loan Amount** has the meaning given in paragraph 1 of Schedule 2.

**Loan Balance** means, in respect of Mr James Clement at any given time, the amount of his outstanding Loan Amount.

**Loan Funded Shares** has the meaning given in Section 7.2.

**Managing Director** means the managing director of the Company.

**Maturity Date** has the meaning given in paragraph 3 of Schedule 2.

**Meeting** has the meaning given in the introductory paragraph of the Notice.

**Minimum Issue Price** has the meaning given in Section 6.2(e).

**Notice** means this notice of annual general meeting.

**Option** means an option to acquire a Share.

**Proxy Form** means the proxy form enclosed with the Notice.

**Relevant Interest** has the meaning given in the Corporations Act.

**Relevant Period** means the 12 month period immediately preceding the date of issue or agreement.

**Remuneration Report** means the remuneration report of the Company contained in the Directors' Report.

**Repayment Date** has the meaning given in paragraph 3 of Schedule 2.

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

**Schedule** means a schedule to the Notice.

**Section** means a section of the Explanatory Memorandum.

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

**Shareholder** means the holder of a Share.

**Strike** means a 'no' vote of 25% or more on the resolution approving the Remuneration Report.

**Subsidiary** has the meaning given to that term in section 9 of the Corporations Act.

**Takeover Bid** has the meaning given to that term in section 9 of the Corporations Act.

**Trading Day** has the meaning given in the Listing Rules.

**Variable A** has the meaning given in Section 6.3(b)(i).

**VWAP** means volume weighted average market price.

**WST** means Western Standard Time being the time in Perth, Western Australia.

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## Schedule 2 – Summary of Loan Agreement

### 1. **Loan and permitted use**

The Company will advance a loan of \$750,000, being an amount equal to the Exercise Price for the Incentive Options (**Loan Amount**), to Mr James Clement to be used to fund the acquisition of the Loan Funded Shares.

### 2. **Interest free**

No interest is payable on the Director Loan.

### 3. **Repayment**

Unless otherwise determined by the Board, Mr Clement must repay the Loan Balance to the Company within 10 business days of the earlier of:

- (a) three (3) years after the date on which Mr Clement (and/or his nominee(s)) is issued the Loan Funded Shares on exercise of the Incentive Options (**Maturity Date**);
  - (b) the date on which Mr Clement:
    - (i) ceases to be employed or engaged by the Group; or
    - (ii) where the Board has determined (in its absolute discretion) that Mr Clement has engaged in serious misconduct; or
  - (c) the date on which the last Loan Funded Share held by Mr Clement is sold,
- (each a **Repayment Date**).

Mr Clement may repay all or part of the Loan Amount at any time prior to a Repayment Date.

### 4. **Cash distributions**

For as long as there is an outstanding Loan Balance, Mr Clement must apply 50% of all cash dividends and cash distributions in respect of Shares (less any income tax payable at the highest marginal rate of tax) towards reduction of the Loan Balance.

### 5. **Loan forgiveness**

In exceptional circumstances, including but not limited to the death of Mr Clement or a Change of Control Event, the Board may (in its sole discretion), waive the Company's right to repayment of all or part of the Loan Balance, in which case the Loan Balance is deemed to have been repaid in full for the purposes of the Loan Agreement.

### 6. **No security interest**

During the term of the Director Loan, until the Loan Balance is fully repaid to the Company, Mr Clement must not grant, or purport to grant, any security interest over any Loan Funded Shares until the Loan Balance has been repaid to the Company in full.

### 7. **Forfeiture**

A Loan Funded Share will be forfeited on Mr Clement's failure to repay the outstanding balance of the Loan Amount (**Forfeited Shares**). As soon as reasonably practicable after any Loan Funded Shares become Forfeited Shares, and subject to the applicable laws, the Company must:

- (a) sell or transfer those Forfeited Shares; or
- (b) deal with the Forfeited Shares in any other manner determined by the Company.

No consideration or compensation will be payable to Mr Clement for or in relation to the forfeiture by Mr Clement of ownership of the Loan Funded Shares acquired with the Loan Amount. Mr Clement (and/or his nominee) must do all things required by the Company to sell, transfer or otherwise deal with the Forfeited Shares.

Where Loan Funded Shares become Forfeited Shares:

- (c) Mr Clement will be taken to have repaid the Loan Amount in full and is discharged from any further liability or obligation in respect of the Loan Amount;
- (d) no further amount will be repayable by Mr Clement to the Company for the Loan Amount; and
- (e) no further amount will at any time be recoverable by the Company from Mr Clement in respect of the Loan Amount.

**8. Security**

The Director Loan is secured against the Loan Funded Shares.

**9. Holding Lock**

Mr Clement requests, authorises and directs the Company's share registry to apply a Holding Lock to the Loan Funded Shares, and agrees to do all things necessary to perfect the Holding Lock. The Company will release the Loan Funded Shares from Holding Lock:

- (a) on the earlier of the Maturity Date and the repayment of the Loan Balance, or
- (b) upon written application by Mr Clement to the Board requesting the release of the Holding Lock for all or some of the Loan Funded Shares where the Board (acting reasonably) is satisfied with the arrangements that Mr Clement has made for the repayment of the Director Loan arising from any sale of the Loan Funded Shares which are released from the Holding Lock.

**10. Power of attorney**

Mr Clement irrevocably appoints the Company, and any person nominated by the Company severally, as Mr Clement's attorney to do all things necessary to give effect to any right, power or remedy conferred on the Group under the Loan Agreement, including to sell, transfer or dispose of the Loan Funded Shares acquired with the Director Loan.

**11. Assignment**

The Company may assign its rights under the Loan Agreement. Mr Clement may assign his rights, title, interest and obligations under the Loan Agreement with the prior written consent of the Company.

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Your proxy voting instruction must be received by **04.00pm (AWST) on Tuesday, 21 November 2023**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

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

### YOUR NAME AND ADDRESS

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

### STEP 1 – APPOINT A PROXY

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

### DEFAULT TO THE CHAIR OF THE MEETING

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

### STEP 2 - VOTES ON ITEMS OF BUSINESS

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

### APPOINTMENT OF SECOND PROXY

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

### SIGNING INSTRUCTIONS

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

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

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

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

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

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

### CORPORATE REPRESENTATIVES

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

### Lodging your Proxy Voting Form:

#### Online

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

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



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
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