



NOTICE OF EXTRAORDINARY GENERAL MEETING

Ausmex Mining Group Limited (ASX:AMG) will be holding an Extraordinary General Meeting (“EGM”). Details of the EGM are as follows:

Time: 3:00 PM AEST
Date: Thursday, 20 June 2019
Location: Boardroom of HLB Mann Judd, Level 19, 207 Kent Street, NSW Sydney 2000

The Notice of Meeting and Explanatory Memorandum and Voting Form is being distributed to all shareholders. A copy of these documents is included in this announcement and the documents can also be viewed on the Company website at www.ausmexgroup.com.au.

ENDS

For and on behalf of the Board

Mientze Tang
Company Secretary

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NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

Ausmex Mining Group Limited ACN 148 860 299 (**Company**) Extraordinary General Meeting will be held at: the boardroom of HLB Mann Judd, Level 19, 207 Kent Street, NSW Sydney 2000 on 20 June 2019 at 3:00 PM AEST (the **Meeting**).

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

The directors of the Company (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 as Shareholders of the Company at 07:00 pm AEST on 19 June 2019. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

AGENDA

RESOLUTION 1: RATIFICATION OF CONVERTIBLE NOTES AND CONSEQUENTIAL ISSUE OF SHARES AND OPTIONS TO TRADE VISION INVESTMENTS LTD

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders approve and ratify the issue of 10 convertible notes totaling AU\$1,200,000 face value entitling Trade Vision Investments Ltd to convert the convertible notes into 17,923,824 ordinary shares (subject to adjustment as described in the Explanatory Memorandum) together with the issue of 7,500,000 options in the Company upon such terms and conditions more particularly described in the Explanatory Memorandum accompanying this Notice.”

Voting Exclusion:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue (being Trade Vision Investments Ltd) or an associate of these persons. However, the Company will not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the direction in the proxy form or if it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 2: RATIFICATION OF CONVERTIBLE NOTES AND CONSEQUENTIAL ISSUE OF SHARES AND OPTIONS TO JOROBED PTY LIMITED

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders approve and ratify the issue of 5 convertible notes totaling AU\$600,000 face value and subsequent conversion of convertible notes into 8,961,912 ordinary shares by Jorobed Pty Limited, together with the issue of 3,750,000 options in the Company

upon such terms and conditions more particularly described in the Explanatory Memorandum accompanying this Notice.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue (being Jorobed Pty Limited) or an associate of these persons. However, the Company will not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the direction in the proxy form or if it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 3: RATIFICATION OF PRIOR ISSUE OF SHARES UNDER PLACEMENT - ASX LISTING RULE 7.1

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the issue of 18,726,123 fully paid ordinary shares at A\$0.12 per share under the Placement, as described in the Explanatory Memorandum accompanying this Notice.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or an associate of these persons. However, the Company will not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the direction in the proxy form or if it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 4: RATIFICATION OF PRIOR ISSUE OF OPTIONS UNDER PLACEMENT - ASX LISTING RULE 7.1

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the issue of 5,000,000 Options under the Placement, as described in the Explanatory Memorandum accompanying this Notice.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue (being the Joint Lead Managers) or an associate of these persons. However, the Company will not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the direction in the proxy form or if it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 5: RATIFICATION OF PRIOR ISSUE OF SHARES UNDER PLACEMENT - ASX LISTING RULE 7.1A

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the issue of 39,357,213 fully paid ordinary shares at A\$0.12 per share under the Placement, as described in the Explanatory Memorandum accompanying this Notice.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or an associate of these persons. However, the Company will not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the direction in the proxy form or if it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 6: PARTICIPATION OF DIRECTOR, MR. MATTHEW MORGAN IN THE PLACEMENT

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue of 250,000 fully paid ordinary shares to Mr. Matthew Morgan or his nominee(s), on the terms set out in the Explanatory Statement accompanying this Notice.”

Voting Exclusion:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr. Matthew Morgan in this Resolution 6 or his nominee(s) who is to receive shares in the Company, and any other person who will obtain a material benefit as a result of the proposed share issue (except solely in the capacity of a holder of ordinary shares); or any associates of any such person. However the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Note regarding Resolutions 7 – 10

These resolutions involve the re-approval of options to Directors previously approved by shareholders at the Company’s annual general meeting on 24 November 2017, however due to an administrative issue these options were incorrectly issued, meaning as at the shareholders now need to re-approve the issue of these options.

RESOLUTION 7: REAPPROVAL AND ISSUE OF OPTIONS TO MR. MATTHEW MORGAN

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

“That, for the purposes of section 195(4) of the Corporations Act ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 4,411,764 Options, expiring on 16 November 2020, to Mr. Matthew Morgan (or his nominee), a Director of the Company, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of the Notice of Meeting.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by or on behalf of Mr. Matthew Morgan or any of his associates, and as a proxy by a person who is a member of KMP and their closely related parties, unless the vote is cast as a proxy for a person entitled to vote on this resolution in accordance with a direction as to how to vote on the proxy form, or by the Chairman of the meeting following express authorisation on the proxy form to vote as he see fit.

RESOLUTION 8: REAPPROVAL AND ISSUE OF OPTIONS TO MR. JOSEPH (YOSSE) GOLDBERG

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

“That, for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 1,764,706 Options, expiring on 16 November 2020, to Mr. Yosse Goldberg (or his nominee), a Director of the Company, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of the Notice of Meeting.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by or on behalf of Mr. Yosse Goldberg or any of his associates, and as a proxy by a person who is a member of KMP and their closely related parties, unless the vote is cast as a proxy for a person entitled to vote on this resolution in accordance with a direction as to how to vote on the proxy form, or by the Chairman of the meeting following express authorisation on the proxy form to vote as he see fit.

RESOLUTION 9: REAPPROVAL AND ISSUE OF OPTIONS TO DR ANDREW FIREK

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

“That, for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 1,764,706 Options, expiring on 16 November 2020, to Dr Andrew Firek (or his nominee), a Director of the Company, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of the Notice of Meeting.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by or on behalf of Dr. Andrew Firek or any of his associates, and as a proxy by a person who is a member of KMP and their closely related parties, unless the vote is cast as a proxy for a person entitled to vote on this resolution in accordance with a direction as to how to vote on the proxy form, or by the Chairman of the meeting following express authorisation on the proxy form to vote as he see fit.

RESOLUTION 10: REAPPROVAL AND ISSUE OF OPTIONS TO MR. GEOFFREY KIDD

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

“That, for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the reissue and allotment of 3,529,412 Options, expiring on 16 November 2020, to Mr. Geoffrey Kidd (or his nominee), a Director of the Company, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of the Notice of Meeting.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by or on behalf of Mr. Geoffrey Kidd or any of his associates, and as a proxy by a person who is a member of KMP and their closely related parties, unless the vote is cast as a proxy for a person entitled to vote on this resolution in accordance with a direction

as to how to vote on the proxy form, or by the Chairman of the meeting following express authorisation on the proxy form to vote as he see fit.

RESOLUTION 11: APPROVAL OF ISSUE OF OPTIONS TO MR. AARON DAY

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

“That, for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of up to 4,000,000 Options, expiring on 20 June 2022, to Mr. Aaron Day (or his nominee), a Director of the Company, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of the Notice of Meeting.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by: or on behalf of Mr. Aaron Day or any of his associates, and as a proxy by a person who is a member of KMP and their closely related parties, unless the vote is cast as a proxy for a person entitled to vote on this resolution in accordance with a direction as to how to vote on the proxy form, or by the Chairman of the meeting following express authorisation on the proxy form to vote as he see fit.

BY ORDER OF THE BOARD OF DIRECTORS

Mientze Tang
Company Secretary

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EXPLANATORY MEMORANDUM FOR NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

This Explanatory Memorandum and the attachments to it (including the Proxy Form) are important documents. They should be read carefully. Other than the information set out in this Notice, the Company believes that there is no other information that would be reasonably required by Shareholders to pass Resolutions 1 to 11 (inclusive).

RESOLUTIONS 1 and 2: RATIFICATION OF CONVERTIBLE NOTES AND CONSEQUENTIAL ISSUE OF SHARES AND OPTIONS

The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for a previous issue of convertible notes during the last 12 months. The Company entitling Trade Vision Investments Ltd and Jorobed Pty Ltd (“**Noteholders**”) to options, and shares in the Company upon conversion of the options.

ASX Listing rule 7.1 provides that a Company must not, subject to specified exceptions under ASX Listing Rule 7.2, issue or agree to issue securities during any 12-month period in excess of 15% of the number of securities on issue at the commencement of that 12-month period without shareholder approval. The issue of convertible notes is subject to ASX Listing Rule 7.1 on the basis of the maximum number of Shares into which the options could convert, which in the case of these convertible notes was less than 15% of the number of the Company’s Shares on issue when the notes were issued. The future issue of Shares on conversion of the convertible notes will, if approved in the proposed meeting, fall within the scope of the exemption in ASX Listing Rule 7.2 exception 4.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1 by permitting the ratification of previous issues of securities which were not made under a prescribed exception under ASX Listing Rule 7.2 or with shareholder approval, provided that such issues did not breach the 15% threshold set out by Listing Rule 7.1. If shareholders of a company approve the ratification of such previous issues of securities at a general meeting, those securities will be deemed to have been issued with shareholders approval for the purposes of ASX Listing Rule 7.1.

Accordingly, if shareholders ratify the issue of convertible notes made under ASX Listing Rule 7.1 by way of approving Resolutions 1 and 2, those convertible notes will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1 and will no longer be deducted from the Company’s 15% placement capacity.

Resolutions 1 and 2 seek shareholders ratification of the issue of convertible notes, entitling the Noteholders to Shares in the Company upon conversion. The convertible notes were issued within the Company’s 15% placement capacity under Listing Rule 7.1. As set out in the cleansing notice dated 15 November 2018, calculated at the Floor Price the maximum number of shares into which the convertible notes would convert is approximately 6.2% of the Company’s issued share capital.

In relation to Resolution 2, 8,961,912 ordinary shares (calculated by dividing the Face Value of AU\$600,000 by the Floor Price) were issued to Jorobed Pty Ltd on conversion of the 5 Convertible Notes. Refer to the Company’s ASX Announcement 29 April 2019.

ASX Listing Rule 7.5 requires that a notice sent to shareholders contain the following information for the purposes of ASX Listing Rule 7.4 :

- The number of securities issued.
- The price at which the securities were issued.
- The terms of the Securities.
- The names of the persons turn the entity issued the securities.
- The use (or intended use) of the funds raised.
- A voting exclusion statement.

This information is set out below:

Number of Securities issued	10 Convertible Notes (together with 7,500,000 options) to Trade Vision Investments Ltd and 5 Convertible Notes (together with 3,750,000 options) to Jorobed Pty Ltd
Term and Maturity Date	24 months from 15 November 2018 (the Execution Date).
Total Face Value of Convertible Notes	AU\$1,800,000 in total, comprising AU\$1,200,000 (Trade Vision Investments Ltd), AU\$600,000 (Jorobed Pty Ltd)
Issue Price	AU\$1,000,000 (Trade Vision Investments Ltd), AU\$500,000 (Jorobed Pty Ltd)
Floor Price	\$0.06695 per Share. See Announcement on 15 November 2018 for calculation.
Issue date of Convertible Notes	The Convertible Notes were issued on 15 November 2018.
Conversion Limits	The following limits apply on conversion: (a) The first 3 months from the Execution Date is a lock-up period (no conversions); (b) Between 3 months and 12 months from the Execution Date, Trade Vision Investments Ltd is limited to converting \$100,000 per month and Jorobed Pty Ltd is limited to converting \$50,000 per month; and (c) Between 12 months and 24 months from the Execution Date no conversion limits apply.
Exceptions to Conversion Limits	The conversion limits specified above do not apply where the market capitalisation of the Company is less than AU\$10,000,000 or more than AU\$30,000,000 on the relevant date of a Conversion Notice.

Conversion Price	<p>Means the lesser of:</p> <p>(a) 90% of the average of the VWAP for 5 trading days nominated by the Noteholders from the 20 Trading Days immediately prior to the Conversion Notice; and</p> <p>(b) the Floor Price \$0.06695 per Share.</p> <p>VWAP means the volume weighted average price of the Shares, traded in the ordinary course of business on the ASX on that trading day, excluding crossings executed outside the open session state, special crossings, overseas trades and trades pursuant to exercise of options over Shares.</p>
Conversion	<p>Where a Noteholder gives a Conversion Notice and the Conversion Price is less than the Floor Price, the Company may (at its option), in lieu of issuing the Conversion Shares to Trade Vision Investments Ltd, pay Trade Vision Investments Ltd in immediately available funds 104.1667% of the Conversion Amount (being 125% of that part of the Issue Price referable to the relevant Conversion Notice).</p>
Buy-Back Rights	<p>The Company has sole discretion to buy-back any part of the outstanding balance of the Face Value of the Convertible Notes.</p> <p>If the Company exercises this discretion, the Noteholders may require conversion of up to 25% of the Face Value of the Convertible Notes on issue, and the balance of the Face Value will be bought back.</p>
Options	<p>In addition to any other consideration under the Convertible Note Subscription Deed, the Company has issued 11,250,000 options (7,500,000 to Trade Vision Investments Ltd and 3,750,000 to Jorobed Pty Ltd) over Shares in the capital of the Company, exercisable in the period 48 months from the Execution Date, with an exercise price per Share equal to the Floor Price.</p>
Redemption and Redemption on Maturity Date	<p>On the Maturity Date, the Company must buy-back any Convertible Notes still on issue. All Convertible Securities that are redeemed or converted are automatically cancelled on buy-back, redemption or conversion and may not be re-issued</p>
Maximum number of Shares that may be issued	<p>If the Noteholders convert the maximum number of Convertible Notes at the Floor Price, then 26,885,736 new shares would be issued. At the date of this Notice of Meeting, 8,961,912 ordinary shares have been issued.</p> <p>Where the Company does not exercise its rights to pay an amount to buy-back the Convertible Notes where the Conversion Price at less than the Floor Price, then a larger number of shares may be issued.</p> <p>The maximum number of new shares that may be issued if the options are exercised is 11,250,000.</p> <p>The total number of shares that could be issued from the conversion of Convertible Notes and full exercise of the Options is 38,135,736 shares, subject to the discretion of the Company to convert the 10 outstanding convertible</p>

	notes and issue new shares where the Conversion Price is less than the Floor Price.
Use of funds	The funds raised are being applied towards the Company's working capital requirements, including for drilling and development.

The voting exclusion statement has been included in the notice of meeting.

The Directors believe that it is in the best interests of the Company to maintain its ability to issue up to 15% of its issued capital under ASX Listing Rule 7.1. The Directors consider it to be appropriate and prudent for approval to be sought at the Meeting in respect of the relevant issues of securities made by the Company in the last 12 months, as this approval will enhance the Company's flexibility to raise equity capital, should the Directors consider that it is in the best interests of the Company to do so.

Accordingly, the Board recommends that shareholders vote in favour of Resolutions 1 and 2.

RESOLUTIONS 3, 4 and 5: RATIFICATION OF PRIOR ISSUE OF SHARES AND ADVISER OPTIONS UNDER PLACEMENT

Background

On 2 April 2019, the Company announced that it was undertaking a placement of ordinary shares (**Shares**) to sophisticated and professional investors to raise approximately A\$6.0million (**Placement**):

The outcome of the Placement included an initial placement of 58,083,336 Shares to sophisticated and professional investors which was completed on 8 April 2019 raising A\$6,970,000. It is proposed that 250,000 Shares to be placed to Mr. Matthew Morgan, being a Director (or his nominee) being a Related Party of the Company, and also the subject of Resolution 6 and raising a total of A\$7,000,000 (before costs) for the Placement. Of the 58,088,336 shares issued, 18,726,123 Shares were issued under Listing Rule 7.1 placement capacity and 39,357,213 Shares under the additional placement capacity under Listing Rule 7.1A.

The issue price under the Placement is A\$0.12, which represents about a 17% discount to the Company's last closing price of \$0.14 on 27 March 2019, being the last closing price prior to the announcement of the Placement on 2 April 2019. Immediately prior to the issue of the Placement Shares, the Company had 412,412,399 fully paid Shares on issue, of which the Placement represents approximately 14.09%.

On 8 April 2019, the Company also issued 5,000,000 options, exercisable at \$0.18 within three years of issue to the Joint Managers or its nominees (**Advisor Options**). The Advisor Options formed part of the fees to the Joint Lead Managers for capital raising services provided in relation to the Placement. The Advisor Options were issued under the Company's 15% placement capacity under Listing Rule 7.1 with the Terms and Conditions set out in Schedule 2.

The Company is seeking shareholder ratification for the issue of the Placement Shares and Advisor Options pursuant to ASX Listing Rule 7.4.

Purpose of approval

ASX Listing Rule 7.1 provides that a listed company must not issue or agree to issue equity securities that total more than 15% of its fully paid ordinary shares in a 12 month period without the approval of its shareholders (15% Capacity), subject to certain exceptions. However, ASX Listing Rule 7.4 allows an issue of securities made without shareholder approval to be treated as having been made with approval for the purposes of ASX Listing Rule 7.1, if the issue did not breach ASX Listing Rule 7.1 and is subsequently ratified by the shareholders. Accordingly, if shareholders ratify the issue of the Placement Shares and Adviser Options by way of approving Resolutions 3, 4 and 5, the Placement Shares and Adviser Options will be treated to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1, and will no longer be counted towards the Company's 15% Capacity. This effectively refreshes the Company's 15% Capacity in respect of the Placement Shares and Adviser Options, and the Company will be able to issue further equity securities up to its 15% Capacity in the next 12 months without requiring shareholder approval.

The Directors consider it to be in the best interests of the Company to maintain the Company's ability to issue up to 15% of its fully paid ordinary shares under ASX Listing Rule 7.1. Other than the Placement, the Board has not made a decision to undertake any further issue of Shares.

Resolutions 3, 4 and 5 seeks the ratification of the issue of 58,083,336 Shares and 5,000,000 options issued under the Placement:

Details of the Placement

(a) Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 3:

- The number of securities issued: 18,726,123 Shares;
- Issue price of the securities: A\$0.12;
- Recipients of the securities: The Shares were issued to sophisticated and professional investors who subscribed to the Placement following a process conducted by the Company's joint lead managers, Armada Capital & Equities Pty Ltd and CPS Capital Group Pty Ltd (Joint Lead Manager);
- Terms of the securities: The Shares issued rank equally with the Company's existing Shares on issue and officially quoted on the ASX;
- Intended use of the funds raised: The Company intends to use the proceeds raised for exploration activities including extensive drilling campaign at the Company's Tier 1 IOCG targets and general working capital and expenses associated with the Placement.

(b) Pursuant to and in accordance with ASX Listing Rules 7.4 and 7.5, the following information is provided in relation to Resolution 4:

- 5,000,000 Advisor Options were issued under the Company's 15% placement capacity under Listing Rule 7.1;
- each Advisor Option has an Issue Price of \$0.00001 and is exercisable at \$0.18;
- refer to Schedule 2 for the terms and conditions of the Advisor Options;
- the Advisors Options are unquoted. Upon the exercise of the Advisors Options, the shares will become fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares;

- the Options were issued to the Joint Lead Managers of the Placement and none were related parties of the Company; and
- the proceeds from the exercise of the Advisors Options will be used for exploration activities including extensive drilling campaign at the Company's Tier 1 IOCG targets and general working capital.

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

- The number of securities issued: 39,357,213 Shares;
- Issue price of the securities: A\$0.12;
- Recipients of the securities: The Shares were issued to sophisticated and professional investors who subscribed to the Placement following a process conducted by the Company's Joint Lead Managers;
- Terms of the securities: The Shares issued rank equally with the Company's existing Shares on issue and officially quoted on the ASX;
- Intended use of the funds raised: The Company intends to use the proceeds raised for exploration activities including extensive drilling campaign at the Company's Tier 1 IOCG targets and general working capital and expenses associated with the Placement.

Board recommendation

The Board unanimously recommends that shareholders vote in favour of Resolutions 3, 4 and 5.

RESOLUTION 6: PARTICIPATION OF DIRECTOR MATTHEW MORGAN IN THE PLACEMENT

General

A Director Mr. Matthew Morgan (Related Party) has agreed to subscribe for Shares in the Company at the same price and on the same terms as participants in the Placement, subject to Shareholder approval. The participation of Related party will raise an additional \$30,000 under the Placement.

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 Company notes:

- The Related Party will be paying the same price for their Shares as the unrelated participants in the Placement;
- The price and terms of the Placement has been determined in consultation with the Company's broker and Joint Lead Manager; and
- The participation of the Related Party in the Placement will raise an additional \$30,000 for the Company.

Accordingly, approval under Chapter 2E of the Corporations Act is not being sought for the participation of the Related Parties in the Placement as the Company considers that this is reasonable in the circumstances as if the Company and the Related Party were dealing at arm's length and accordingly this will come within the exception set out in section 210 of the Corporations Act.

Technical information required for Listing Rule 10.11

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolution 6:

- (a) the Shares will be granted to Mr. Matthew Morgan or his nominee;
- (b) the number of Shares to be issued: 250,000 Shares;
- (c) the Shares will be granted no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares occur on the same date;
- (d) the Shares will be issued at \$0.12 per share;
- (e) \$30,000 will be raised;
- (f) the Shares issued 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;
- (g) the terms and conditions of the Shares will be the same as the other subscribers of the Placement; and
- (h) funds raised from the issue under Resolution 7, when combined with the other funds raised under the Placement will be used for exploration activities including extensive drilling campaign at the Company's Tier 1 IOCG targets and general working capital and expenses associated with the Placement.

RESOLUTIONS 7 to 10: APPROVAL OF REISSUE OF OPTIONS TO RELATED PARTIES

Resolutions 7 to 10 are the reissue of unquoted options to the directors (**Options**) previously approved by the Company's shareholders at the Annual General Meeting on 24 November 2017. While the Options were validly issued per the Corporations Act, they were inadvertently issued outside the time restrictions governed by ASX Listing Rule 10.13.3. The Company has taken the corrective action of reversing the issue of the Options. Please see ASX Market Announcements on 16 March 2018.

The Company hereby seek the re-approval of Shareholder for the grant of Options to the following directors (**Related Parties**) or their respective nominees:

Directors	Number of Options
Mr. Matthew Morgan	4,411,764
Mr. Yosse Goldberg	1,764,706
Dr. Andrew Firek	1,764,706

Mr. Geoff Kidd	3,529,412
Total:	11,470,588

The Company has agreed, subject to obtaining Shareholder approval, to issue 11,470,588 Options (Related Party Options) in total to the Related Parties (or their respective nominees) on the terms and conditions set out below.

Chapter 2E of the Corporations Act

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 Related Party Options constitutes giving a financial benefit and the Related Parties are related parties of the Company by virtue of being Directors.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of Related Party Options because the agreement to grant the Related Party Options, reached as part of the remuneration package for the Related Parties, is considered reasonable remuneration in the circumstances.

ASX Listing Rule 10.11

ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX’s opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

As the grant of the Related Party Options involves the issue of securities to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

Technical Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolutions 7 to 10:

- (a) the Related Party Options will be granted to the Related Parties (or their nominees);
- (b) the number of Related Party Options to be issued is 11,470,588 in total;

For personal use only

- For personal use only
- (c) the Related Party Options will be granted no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Options will occur on the same day;
 - (d) the Related Party Options will be issued for nil cash consideration as they constitute fee and incentives for service provided, accordingly no funds will be raised;
 - (e) the exercise price of the Related Party Options is \$0.09 with an expiry date of 16 November 2020 (being 36 months from the date on which the initial approval for the issue was obtained for the Company's 2017 annual general meeting);
 - (f) the shares to be issued on exercise of the Related Party Options will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's shares at the time of exercise;
 - (g) the Related Party Options will be issued on the terms set out in Schedule 1;
 - (h) pursuant to, and in accordance with listing rules 10.13.6 and 14.11, a voting exclusion statement is included in the notice in respect of resolutions 7 to 10; and
 - (i) no funds will be raised by the issue of Related Party Options. However, if all Related Party options are exercised, the Company will receive \$1,032,352.90 being 11,470,588 multiplied by the exercise price of the Related Party Options.

Approval pursuant to ASX Listing Rule 7.1 is not required for the grant of the Related Party Options as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the grant of Related Party Options to the Related Parties (or their nominees) will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

RESOLUTION 11: APPROVAL OF ISSUE OF OPTIONS TO MR. AARON DAY

The Company is seeking the approval of Shareholder for the grant of 4,000,000 options to the director Mr. Aaron Day or his respective nominees ("**Related Party**").

Chapter 2E of the Corporations Act

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 Related Party Options constitutes giving a financial benefit and the Related Parties are related parties of the Company by virtue of being Directors.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of Related Party Options because the agreement to grant the Related Party Options, reached as part of the remuneration package for the Related Parties, is considered reasonable remuneration in the circumstances.

ASX Listing Rule 10.11

ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

As the grant of the Related Party Options involves the issue of securities to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

Technical Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolution 11:

- (a) the Related Party Options will be granted to the Related Parties (or their nominees);
- (b) the number of Related Party Options to be issued is 4,000,000 in total;
- (c) the Related Party Options will be granted no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Options will occur on the same day;
- (d) the Related Party Options will be issued for nil cash consideration as they constitute fee and incentives for service provided, accordingly no funds will be raised;
- (e) the exercise price of the Related Party Options is \$0.195 with an expiry date of 36 months from the date of issue;
- (f) the shares to be issued on exercise of the Related Party options will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's shares at the time of exercise;
- (g) the Related Party Options will be issued on the terms set out in Schedule 1;
- (h) pursuant to, and in accordance with listing rules 10.13.6 and 14.11, a voting exclusion statement is included in the notice in respect of resolutions 11; and
- (i) no funds will be raised by the issue of Related Party Options. However, if all Related Parties options are exercised, the Company will receive \$780,000 being 4,000,000 multiplied by the exercise price of the Related Party Options.

Approval pursuant to ASX Listing Rule 7.1 is not required for the grant of the Related Party Options as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the grant of Related Party Options to the Related Parties (or their nominees) will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

GLOSSARY

\$ means Australian dollars.

AEST means Australian Eastern Standard Time.

ASIC means the Australian Securities & Investments Commission.

Associate(S) has the meaning given to it by the ASX Listing Rules.

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

ASX Listing Rules or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Board means the current board of directors of the Company.

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
- (e) member, or be influenced by the member, in the member's dealing with the entity;
- (f) a company the member controls; or
- (g) 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 Ausmex Mining Group Ltd (ACN 148 860 299).

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Directors means the current directors of the Company.

Directors' Report means the report of Directors as included in the Annual Financial Report.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

Joint Lead Manager means Armada Capital & Equities Pty Ltd and CPS Capital Group Pty Ltd.

Key Management Personnel or KMP 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.

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

Option means an option to acquire a Share.

Proxy Form means the proxy form accompanying the Notice.

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

Section means a section of the Explanatory Statement.

Securities means Shares and/or Options and/or rights to a Share and/or Option (as the context requires).

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

Shareholder means a registered holder of a Share.

SCHEDULE 1 – TERMS OF OPTIONS (RELATED PARTY OPTIONS AND RELATED PARTY OPTIONS - AARON DAY)

The Related Party Options and the Related Party Options-Aaron Day (also referred to as the “Options”) entitle the holder to subscribe for Shares on the terms and conditions set out below:

(a) Entitlement

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) Issue Price

Nil.

(c) Expiry Date

Each Related Party Option will expire at 5.00pm (AEST) on 16 November 2020 (Expiry Date).

Each Related Party Option - Aaron Day will expire at 5.00pm (AEST) 36 months after the date of issue (Expiry Date)

(d) Exercise Price

Each Related Party Option will have an exercise price equal to \$0.090 (Exercise Price).

Each Related Party Option - Aaron Day will have an exercise price equal to \$0.195 (Exercise Price).

(e) Exercise period and lapsing

Subject to clause (j), Options may be exercised at any time after the date of issue and prior to the Expiry Date. After this time, any unexercised Options will automatically lapse.

(f) Exercise Notice and payment

Options may be exercised by notice in writing to the Company (Exercise Notice) together with payment of the Exercise Price for each Option being exercised. Any Exercise Notice for 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. Cheques paid in connection with the exercise of Options must be in Australian currency, made payable to the Company and crossed “Not Negotiable”.

(g) Shares issued on exercise

Shares issued on exercise of Options will rank equally in all respects with existing Shares on issue.

(h) Quotation of Shares

Provided that the Company is quoted on 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.

(i) Timing of issue of Shares

Subject to clause j), within 5 Business Days after the later of the following:

- i. receipt of an Exercise Notice given in accordance with these terms and conditions and payment of the Exercise Price for each Option being exercised by the Option holder if the Company is not in possession of excluded information (as defined in section 708A(7) of the Corporations Act); and
- ii. the date the Company ceases to be in possession of excluded information with respect to the Company (if any) following the receipt of the Notice of Exercise and payment of the Exercise Price for each Option being exercised by the Option holder,

the Company will:

- A. allot and issue the Shares pursuant to the exercise of the Options;
- B. give ASX a notice that complies with section 708A(5)(e) of the Corporations Act (to the extent that it is legally able to do so); and
- C. apply for official quotation on the ASX of the Shares issued pursuant to the exercise of the Options.

(j) Shareholder and regulatory approvals

Notwithstanding any other provision of these terms and conditions, exercise of Options into Shares will be subject to the Company obtaining all required (if any) Shareholder and regulatory approvals for the purpose of issuing the Shares to the holder. If exercise of the Options would result in any person being in contravention of section 606(1) of the Corporations Act then the exercise of each Option that would cause the contravention will be deferred until such time or times that the exercise would not result in contravention of section 606(1) of the Corporations Act. Holders must give notification to the Company in writing if they consider that the exercise of the Options may result in contravention of section 606(1) of the Corporations Act, failing which the Company will be entitled to assume that the exercise of the Options will not result in any person being in contravention of section 606(1) of the Corporations Act.

(k) 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. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least four Business Days after the issue is announced. This is intended to give the holders of Options the opportunity to exercise their Options prior to the announced record date for determining entitlements to participate in any such issue.

(l) 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):

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

(m) Adjustment for rights issue

If the Company makes an issue of Shares pro rata to existing Shareholders there will be no adjustment to the Exercise Price.

(n) Adjustments for reorganisation

If there is any reconstruction of the issued share capital of the Company, the rights of the holders may be varied to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

(o) Quotation

The Company will not apply for quotation of the Options on ASX.

(p) Transferability

Options can only be transferred with the prior written consent of the Company (which consent may be withheld in the Company's sole discretion).

(q) Cashless Exercise Facility

- (i) A holder may, subject to clause (iii) below, elect to pay the Exercise Price for an Option by setting off the Exercise Price against the number of Shares which it is entitled to receive upon exercise (Cashless Exercise Facility). By using the Cashless Exercise Facility, the holder will receive Shares to the value of the surplus after the Exercise Price has been set off.
- (ii) If a holder elects to use the Cashless Exercise Facility, the holder will only be issued that number of Shares (rounded down to the nearest whole number) as are equal in value to the difference between the total Exercise Price otherwise payable for the Options on the Options being exercised and the then market value of the Shares at the time of exercise (determined as the volume weighted average of the prices at which Shares were traded on the ASX during the one week period immediately preceding the exercise date) calculated in accordance with the following formula:

$$S = O \times \frac{MSP - EP}{MSP}$$

Where:

S = Number of Shares to be issued on exercise of the Options

O = Number of Options

MSP = Market value of the Shares (calculated using the volume weighted average of the prices at which Shares were traded on the ASX during the one week period immediately preceding the exercise date)

EP = Option exercise price (in respect of the Options being exercised)

- (iii) If the difference between the total Exercise Price otherwise payable for the Options on the Options being exercised and the then market value of the Shares at the time of exercise (calculated in accordance with paragraph (ii)) is zero or negative, then a holder will not be entitled to use the Cashless Exercise Facility.

SCHEDULE 2 – ADVISOR OPTIONS - TERMS & CONDITIONS

(a) Entitlement

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) Issue Price

\$0.00001 per option

(b) Exercise Price

Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.18 (Exercise Price).

(c) Expiry Date

Each Option will expire at 5:00 pm (EST) on the date which is 3 years from their date of issue (Expiry Date).

An Option not exercised before their respective Expiry Date will automatically lapse on the Expiry Date.

(d) Exercise Period

The Options are exercisable at any time on and from the date upon which the Vesting Condition is satisfied until the Expiry Date (Exercise Period).

(e) Notice of Exercise

The Options may be exercised during the Exercise Period 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.

(f) Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (Exercise Date).

(g) Timing of issue of Shares on exercise

Within 15 Business Days after the Exercise Date, the Company will:

- (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with

the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options .

If a notice delivered under (e) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

- (h) Shares issued on exercise

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

- (i) Quotation of Shares issued 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.

- (j) Reconstruction of capital

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

- (k) 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.

- (l) Change in exercise price

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

- (m) Unquoted

The Company will not apply for quotation of the Options on ASX.

- (n) Transferability

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

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

[EntityRegistrationDetailsLine1Envelope]
[EntityRegistrationDetailsLine2Envelope]
[EntityRegistrationDetailsLine3Envelope]
[EntityRegistrationDetailsLine4Envelope]
[EntityRegistrationDetailsLine5Envelope]
[EntityRegistrationDetailsLine6Envelope]

[HolderNumber]

Holder Number:
[HolderNumber]

Vote by Proxy: AMG

Your proxy voting instruction must be received by **3.00PM (AEST) on Tuesday 18 June 2019**, being not later than **48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY VOTE ONLINE

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

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

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



SUBMIT YOUR PROXY VOTE BY PAPER

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

YOUR NAME AND ADDRESS

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

VOTING UNDER STEP 1 - APPOINTING A PROXY

If you wish to appoint someone other than the Chairman 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 Chairman of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chairman 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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

You must sign this form as follows in the spaces provided

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

Joint holding: Where the holding is in more than one name, all of the 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>.

ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.



