



**STRATEGIC**  
ELEMENTS

## Notice of Annual General Meeting

**Date of Meeting:** 30<sup>th</sup> September 2020

**Time of Meeting:** 2:30pm (WST)

**Place of Meeting:** Trinity on Hampden Conference Centre  
230 Hampden Rd, Crawley WA 6009

This Notice of Annual General Meeting should be read in its entirety. If Shareholders are in any doubt as to how they should vote, they should seek advice from their professional advisor prior to voting.

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NOTICE is hereby given that the Annual General Meeting of members of Strategic Elements Limited ("the Company") will be held at Trinity on Hampden Conference Centre: 230 Hampden Rd, Crawley WA 6009, WA on 30th September 2020 at 2:30 pm (WST).

The Explanatory Notes to this Notice provide additional information on matters to be considered at the Meeting. The Explanatory Notes and Proxy Form form part of this Notice. Shareholders are urged to vote by attending the Meeting in person or by returning a completed Proxy Form. Terms and abbreviations used in this Notice and Explanatory Notes are defined in the Explanatory Notes.

## Ordinary Business

### Agenda Item 1 - Accounts and Reports

To receive and consider the Financial Reports of the Company and reports of the Directors and Auditor for the year ended 30 June 2020.

### Agenda Item 2 - Resolutions

#### Resolution 1: Remuneration Report

To consider and, if thought fit, to pass the following resolution as a **non-binding ordinary** resolution of the Company:

*"That for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Company's Remuneration Report as set out in the Company's Annual Report for the year ending 30 June 2020."*

A voting exclusion statement is set out below.

*Please note that the vote on this resolution is advisory only and does not bind the Directors or the Company.*

#### Resolution 2: Re-election of Mr Matthew Howard as a Director

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution** of the Company:

*"That Mr Matthew Howard, being a Director of the Company who retires in accordance with Clause 11.3 of the Company's Constitution and for all other purposes, offers himself for re-election, being eligible, is re-elected as a Director of the Company."*

#### Resolution 3: Approval of 10% placement facility

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

*"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue Equity Securities 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 set out in the Explanatory Notes."*

A voting exclusion statement is set out below.

### Voting Prohibition and Exclusion Statement

The Company will disregard any votes cast in favour of the following Resolution by or on behalf of the following persons excluded from voting; or an associate of those persons:

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Resolution	Persons excluded from voting
<b>Resolution 1 – Remuneration Report</b>	<ul style="list-style-type: none"><li>• By, or on behalf of, a member of the KMP named in the remuneration report for the year ended 30 June 2020, or that KMP's Closely Related Party, regardless of the capacity in which the vote is cast.</li><li>• As a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party, unless the vote is cast for a person who is entitled to vote on this resolution:<ul style="list-style-type: none"><li>(a) in accordance with their directions on how to vote as set out in the proxy form; or</li><li>(b) by the Chair pursuant to an express authorisation on the proxy form.</li></ul></li></ul>

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

- a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary of the holder to vote in that way.

## Proxies

Please note that:

1. a member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy;
2. a proxy need not be a member of the Company; and
3. a member of the Company entitled to cast two or more votes may appoint a maximum of 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.

Pursuant to sections 250BB and 250BC of the Corporations Act:

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

If you appoint the Chair as your proxy (or the Chair becomes your proxy by default) and the appointment does not specify the way the proxy is to vote on Resolution 1, you expressly authorise the Chair to exercise the proxy on Resolution 1.

**Proxy vote if appointment specifies way to vote**

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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:

1. the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;
2. if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
3. if the proxy is the Chair at which the resolution is voted on – the proxy must vote on a poll, must vote that way; and
4. if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way.

**Transfer of non-chair proxy to chair in certain circumstances**

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

1. 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;
2. the appointed proxy is not the Chair;
3. at the meeting, a poll is duly demanded on the resolution; and
4. either of the following applies:
  - (a) the proxy is not recorded as attending the meeting;
  - (b) the proxy does not vote on the resolution,

the Chair 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.

**Corporate representative**

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. Any corporate Shareholder who has appointed a person to act as its corporate representative at the Annual General Meeting must comply with the execution and appointment requirements set out on the Proxy Form and otherwise with the provisions of sections 127 and 250D of the Corporations Act or with the legal requirements of the country in which that corporate Shareholder was incorporated. The representative should be provided with a certificate or letter authorising him or her to act as that Company's representative including any authority under which it is signed. The authority may be sent to the Company and/or registry in advance of the Annual General Meeting or handed in at the Annual General Meeting when registering as a corporate representative.

**Entitlement to attend and vote**

In accordance with Regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001 (Cth), the Board has determined that, for the purposes of the Annual General Meeting, Shareholders are those persons who are the registered holders of Shares in the Company at 5:00pm (WST) on 28<sup>th</sup> September 2020. Accordingly, transactions registered after that time will be disregarded in determining a Shareholder's entitlement to attend and vote at the Meeting.

**By order of the Board of Directors:**



**Matthew Howard**  
**Strategic Elements Limited**  
**25<sup>th</sup> August 2020**

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## Explanatory Notes

### 1. Accounts and Reports

The Corporations Act requires the financial report and the reports of the Directors and Auditor to be laid before the Annual General Meeting and the Company's Constitution provides for these reports to be received and considered. Neither the Corporations Act nor the Constitution requires a vote of Shareholders at the Annual General Meeting on these reports.

Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report for the financial year ended 30 June 2020 which is available on the ASX platform at [www.asx.com.au](http://www.asx.com.au);
- (b) ask questions or make 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 Chair about the management of the Company, or 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 5 business days before the Meeting to the company Secretary at the Company's registered office.

### 2. Resolution 1: Remuneration Report

#### 2.1 Introduction

The Remuneration Report discloses the remuneration of Directors of the Company. This report can be found within the Directors Report of the Annual Report.

By way of summary, the Remuneration Report:

- (a) explains the Company's remuneration policy and the process for determining the remuneration of its Directors and executive officers;
- (b) addresses the relationship between the Company's remuneration policy and the Company's performance; and
- (c) sets out remuneration details for each Director and each of the Company's executives and group executives named in the Remuneration Report for the financial year ended 30 June 2020.

Section 250R(2) of the Corporations Act requires companies to put a resolution to their members that the Remuneration Report be adopted. The vote is advisory only and does not bind the Directors or the Company. The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.

The Chair will give Shareholders a reasonable opportunity to ask questions about or to make comments on the Remuneration Report.

## 2.2 Voting consequences

Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution to approve calling an extraordinary general meeting at which all of the Company's Directors who were directors when the resolution to make the directors report considered at the later annual general meeting was passed (other than the Managing Director) must go up for re-election (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene an extraordinary general meeting (**Spill Meeting**) within 90 days of the Company's second annual general meeting. All of the directors of the company who were directors of the Company when the resolution to make the directors' report considered at the second annual general meeting was passed, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

## 2.3 Previous voting results

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

Voting on Resolution 1 may be determined by a poll at the Meeting rather than a show of hands.

## 2.4 Board Recommendation

The Board recommends that Shareholders approve Resolution 1.

## 3. Resolution 2: Re-election of Mr Matthew Howard as a Director

### 3.1 Background

The Company's Constitution requires that one-third of the Directors retire by rotation at each Annual General Meeting and that Directors appointed by the Board hold office until the next annual general meeting.

Mr Howard was first appointed as a Director on 19<sup>th</sup> December 2008 and is a Director of the Company. In accordance with Clause 11.3 of the Company's constitution Mr Howard offers himself for re-election.

Further information on Mr Matthew Howard can be found in the Directors' Report contained within the Annual Report.

### 3.2 Board Recommendation

The Board, other than Mr Matthew Howard, unanimously recommends that Shareholders vote in favour of Resolution 2.

## 4. Resolution 3: Approval of 10% Placement Facility

### 4.1 General

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of their 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% placement capacity under Listing Rule 7.1.

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, having a market capitalisation of \$12.11 million as at the date of this Notice and is not included in the S&P/ASX 300 Index.

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The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact 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 4.2(c) below).

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 using the Company's 15% placement capacity under Listing Rule 7.1.

There will be no foreseeable impact on the Company if this resolution passes or is rejected by Shareholders.

## **4.2 Listing Rule 7.1A**

### **(a) Shareholder approval**

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an annual general meeting.

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).

### **(b) Equity Security**

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 Annual General Meeting, the Company has one class of quoted Equity Securities, being Shares.

### **(c) Formula for calculating 10% Placement Capacity**

Listing Rule 7.1A.2 provides that in addition to issues under Listing Rule 7.1, an eligible entity which has obtained the approval of the holders of its ordinary securities under Listing Rule 7.1A may, during the period of approval, issue or agree to issue a number of Equity Securities calculated in accordance with the following formula:

$$\text{Number of Equity Securities} = (A \times D) - E$$

where:

- "A" = the number of fully paid ordinary securities on issue at the commencement of the relevant period,
- plus the number of fully paid ordinary securities issued in the relevant period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17,
  - plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within Listing 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 these rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4,
  - plus the number of fully paid ordinary securities 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 these rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4,
  - plus the number of any other fully paid ordinary securities issued in the relevant period with approval under Listing Rule 7.1 or Listing Rule 7.4,
  - plus the number of partly paid ordinary securities that became fully paid in the relevant period,

- less the number of fully paid ordinary securities cancelled in the relevant period;

"D" = 10%

"E" = 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 holders of its ordinary securities under Listing Rule 7.4; and

"relevant period" means:

- if the entity has been admitted to the official list for 12 months or more, the 12 month period immediately preceding the date of issue or agreement; or
- if the entity has been admitted to the official list for less than 12 months, the period from the date the entity was admitted to the official list to the date immediately preceding the date of issue or agreement.

(d) **Listing Rule 7.1 and 7.1A**

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of the Annual General Meeting, the Company has on issue 286,379,891 Shares and therefore has a capacity to issue:

- 42,956,983 Equity Securities under Listing Rule 7.1; and
- 28,637,989 Equity Securities under Listing Rule 7.1A, subject to the Shareholder approval being obtained under Resolution 3.

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 4.2(c) above).

Any Equity Securities issued under Listing Rule 7.1A.2 must be in an existing quoted class of the Company's Equity Securities.

**4.3 Specific information by Listing Rule 7.3A**

For the purposes of Listing Rule 7.3A, the following information is provided about the proposed issue:

**(a) Period for which approval will be valid**

An approval under Listing Rule 7.1A commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

- the date that is 12 months after the date of the annual general meeting at which the approval is obtained.
- The time and date of the Company's next annual general meeting.
- The time and date of approval by holders of the Company's ordinary securities of a transaction under Listing Rule 11.1.2 or 11.2.

**(b) Minimum price**

Any Equity Securities issued under Listing Rule 7.1A.2 must be in an existing quoted class of the Company's Equity Securities and issued for a cash consideration per security which is not less than 75% of the VWAP for securities in that class, calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- the date on which the price at which the securities are to be issued is agreed by the Company and the recipient of the securities; or

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- (ii) if the securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the securities are issued.

**(c) Use of funds**

Funds raised by an issue of Equity Securities under Listing Rule 7.1A.2 may be used for the following purposes:

- (i) new investments (including expenses associated with such investments such as identification and evaluation), continued expenditure on the Company's current investments (Stealth Technologies Pty Ltd, Australian Advanced Materials Pty Ltd, Maria Resources Pty Ltd and Strategic Materials Pty Ltd) and/or for general working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4, 3.10.3 and 2.7 upon issue of any Equity Securities.

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

There is a risk of economic and voting dilution to existing Shareholders that may result from an issue of Equity Securities under Listing Rule 7.1A.2 if Shareholders approve the 10% Placement Facility, including the risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower of the date of the issue of the Equity Securities than on the date of approval under Listing Rule 7.1A; 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.

Following is a table that sets out the potential dilution of existing Shareholders if Equity Securities are issued under the 10% Placement Facility:

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.034 50% decrease in Issue Price	\$0.068 Issue Price	\$0.14 100% increase in Issue Price
<b>Current Variable A</b> 286,379,891 Shares	<b>10% Voting Dilution</b>	28,637,989 Shares	28,637,989 Shares	28,637,989 Shares
	<b>Funds raised</b>	\$973,692	\$1,947,383	\$3,894,767
<b>50% increase in current Variable A</b> 429,569,837 Shares	<b>10% Voting Dilution</b>	42,956,984 Shares	42,956,984 Shares	42,956,984 Shares
	<b>Funds raised</b>	\$1,460,537	\$2,921,075	\$5,842,150
<b>100% increase in current Variable A</b> 572,759,782 Shares	<b>10% Voting Dilution</b>	57,275,978 Shares	57,275,978 Shares	57,275,978 Shares
	<b>Funds raised</b>	\$1,947,383	\$3,894,767	\$7,789,533

The table has been prepared on the following assumptions:

- (i) The Company issues, or agrees to issue, the maximum number of Equity Securities available under the 10% Placement Facility.  
(ii) No Options (including any quoted Options issued under the 10% Placement Facility) are exercised into Shares before the date of the issue of the Equity Securities;  
(iii) 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%.

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- (iv) 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.
- (v) The issue price is \$0.068 being the closing price of the Shares on ASX on 14 August 2020.
- (vi) All Equity Securities issued within the 12 months period preceding the date of this Meeting were either with Shareholder approval or ratified.

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.

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.

**(e) Allocation policy**

The Company's policy for allocating Equity Securities issued under the 10% Placement Facility will be determined on a case-by-case basis depending upon the purpose, and prevailing market conditions at the time, of any issue and having regard to factors including but not limited to the following:

- (i) the fundraising methods available to the Company, including but not limited to, rights issue or other issue which may minimise dilution to Shareholders.
- (ii) in the case of an asset or investment acquisition, the nature and circumstances of the acquisition.
- (iii) the effect of the issue of the Equity Securities on the control of the Company.
- (iv) the financial situation and solvency of the Company.
- (v) advice from corporate, financial and broking advisers (if applicable).

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

**(f) Equity securities issued over the previous 12 months**

The Company received approval under Listing Rule 7.1A at its 2019 AGM. The Company has issued a total of 47,633,437 securities during the 12 months preceding the date of the meeting, none of which have been issued under the Company's Listing Rule 7.1A placement capacity.

Date of issue	Number of Equity securities issued	Class and summary of terms of equity securities	Names of persons who received securities or basis on which those person was determined	Price and discounts to market price (if any) of equity securities issued	Amount of cash consideration OR The non-cash consideration that was paid and the current value of that non-cash consideration	Issued by way of:
27/09/19	3,500,000	Performance Rights subject to performance hurdles.	Charles Murphy	Nil consideration	Granting of Unvested Performance Rights.  \$238,000 (based on market price as at 16/08/20)	Shareholder approval
27/09/19	3,500,000	Performance Rights subject to performance hurdles.	Matthew Howard	Nil consideration	Granting of Unvested Performance Rights.  \$238,000 (based on market price as at 16/08/20)	Shareholder approval

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Date of issue	Number of Equity securities issued	Class and summary of terms of equity securities	Names of persons who received securities or basis on which those person was determined	Price and discounts to market price (if any) of equity securities issued	Amount of cash consideration OR The non-cash consideration that was paid and the current value of that non-cash consideration	Issued by way of:
27/09/19	1,500,000	Performance Rights subject to performance hurdles.	Elliot Nicholls	Nil consideration	Granting of Unvested Performance Rights.  \$102,000 (based on market price as at 14/08/20)	Shareholder approval
1/10/19	39,133,437	Shares ranking equally with existing Shares on issue.	Shareholders under SPP	\$0.06	\$2,234,006*	LR7.1 exception 5

\*Of the \$2,234,006 received from the SPP, approximately \$1,800,000 has been spent on project development and corporate costs. The intended use for the remaining funds will be targeted toward ongoing project development.

**(g) Voting exclusion statement**

At the time of dispatching this Notice, the Company is not proposing to make an issue of equity securities under Listing Rule 7.1A.2. Accordingly, a voting exclusion statement is not included in respect of Resolution 3 in this Notice.

**4.4 Directors Recommendation**

The Directors believe that Resolution 3 is in the best interest of the Company and unanimously recommend that Shareholders vote in favour of this Resolution. This will allow the Company to issue securities and raise funds, if required, whilst preserving the Company's 15% annual limit permitted by Listing Rule 7.1.

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## GLOSSARY

In the Notice and Explanatory Notes:

<b>Accounting Standards</b>	has the meaning given to that term in the Corporations Act.
<b>ASX</b>	means ASX Limited or the Australian Securities Exchange operated by ASX Limited, as the context requires.
<b>Annual Report</b>	the annual report of the Company for the year ended 30 June 2020.
<b>Auditor</b>	means Nexia Perth Audit Services Pty Ltd.
<b>Board</b>	means the board of Directors.
<b>Chair</b>	means the chair of the Meeting.
<b>Closely Related Party</b>	has the meaning given to that term in the Corporations Act.
<b>Company</b>	means Strategic Elements Limited (ACN 122 437 503).
<b>Constitution</b>	means the constitution of the Company.
<b>Corporations Act</b>	means the Corporations Act 2001 (Cth) as amended.
<b>Director</b>	means a director of the Company.
<b>Equity Securities</b>	has the same meaning as in the Listing Rules.
<b>Explanatory Notes</b>	means the explanatory notes accompanying the Notice.
<b>Key Management Personnel or KMP</b>	has the meaning given to that term in the Accounting Standards.
<b>Listing Rules</b>	means the listing rules of the ASX.
<b>Meeting or Annual General Meeting</b>	means the meeting convened by the Notice.
<b>Notice</b>	means this notice of annual general meeting.
<b>Option</b>	means an option to be issued a Share.
<b>Performance Right</b>	means a right granted in accordance with the terms of the Plan.
<b>Plan</b>	Means the Strategic Elements Performance Rights Plan.
<b>Proxy Form</b>	means the proxy form attached to this Notice.
<b>Remuneration Report</b>	The remuneration report set out in the Directors' Report section of the Company's annual financial report for the year ended 30 June 2020.
<b>Resolution</b>	means a resolution to be considered at the Meeting as contained in the Notice.
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.

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**Shareholder**

means a holder of a Share.

**Trading Day**

means a day determined by ASX to be a trading day in accordance with the Listing Rules.

**VWAP**

means volume weight average price.

**\$**

means Australian dollars.

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

Holder Number:

## Vote by Proxy: SOR

Your proxy voting instruction must be received by **2.30pm (WST) on Monday 28 September 2020**, 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 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 the Chair of the Meeting as your proxy, write "Chair of the Meeting" in the box, otherwise leave this box blank, and the Chairman of the Meeting will be appointed as your proxy by default. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chair of the Meeting please write the full name of that individual or body corporate. If you leave this section blank or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the Company. Do not write the name of the Company or the registered securityholder in the space.

#### 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 those 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 must complete two separate Proxy Voting Forms and on each form state the percentage of your voting rights or number of securities applicable to that form (together not being more than 100% of your total shareholding). If the appointments do not specify a percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Factions of votes will be disregarded. You must return both Proxy 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 signing under a power of attorney, you must lodge (or have previously lodged) this document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the power of attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Sole Company Secretary. Please indicate office held by signing in the appropriate place.

**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 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.



