

28 January 2022

## NOTICE OF AGM & PROXY FORM

Aspermont (ASX:ASP, FRA:00W), the market leader in B2B media for the global resource sectors, today releases its Notice of Annual General Meeting and Proxy Form for the 2022 AGM.

In accordance with the Treasury Laws Amendment (2021 Measures No. 1) Act 2021 made by the Commonwealth Treasurer on 18 August 2021, the Company will not be dispatching physical copies of the Notice of Meeting. Instead, the Notice of Meeting is being made available to shareholders electronically.

You can access the Notice of Meeting online at the Company's Website

<https://www.aspermont.com/investors/asx-announcements> or through the following link  
[https://web.automic.com.au/er/public/api/documents/ASP?fileName=ASP\\_2022\\_Note\\_of\\_AGM.pdf](https://web.automic.com.au/er/public/api/documents/ASP?fileName=ASP_2022_Note_of_AGM.pdf)

The Directors strongly encourage all Shareholders to lodge a directed proxy form prior to the Meeting. This can be done online at our share registry's website <https://investor.automic.com.au/#/home> by logging in and selecting Meetings or otherwise in instructions set out in the proxy form and the notice.

Your proxy voting instructions for the meeting must be received by **3.00pm (WST) / 6.00pm (AEDT) on Saturday, 26 February 2022**, 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.

In response to Government restrictions around COVID-19, the Meeting will be held online. There will not be a physical Meeting, but shareholders are invited to attend the Meeting through an online platform.

To attend the meeting online, please register in advance at:

[https://us02web.zoom.us/webinar/register/WN\\_hE6HLE1yTAe2cBRCsP84oQ](https://us02web.zoom.us/webinar/register/WN_hE6HLE1yTAe2cBRCsP84oQ)

All Resolutions will be conducted by poll. Shareholders attending the Meeting virtually will be able to ask questions and the Company has made provisions for Shareholders who register their attendance before the start of the Meeting to also cast their votes on the proposed resolutions.

Shareholders who wish to vote virtually on the day of the AGM will need to login to the Automic website <https://investor.automic.com.au/#/home> with their username and password. Please see the notice for step by step instructions.

This announcement has been authorised by the Board of Directors.

For further information please contact:

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## Aspermont Limited

Tim Edwards, Company Secretary +61 8 6263 9100

## About Aspermont

Aspermont is the leading media services provider to the global resource industries. Aspermont has built a commercial XaaS model for B2B media which distributes high value content to a growing global audience. This versatile model can be scaled to serve new business sectors in new countries and languages. Aspermont's increasing size of (paid) audiences has opened a data monetization opportunity that the company is now developing.

Aspermont is listed on the ASX and on the Frankfurt Stock Exchange. It is also quoted on Tradegate and other regional German exchanges. The company has offices in UK, Australia, Brazil, USA, Canada, Singapore and the Philippines.

For more information please see: [www.aspermont.com](http://www.aspermont.com)

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**ASPERMONT LIMITED**  
**ACN 000 375 048**  
**NOTICE OF ANNUAL GENERAL MEETING**

Notice is given that the Meeting will be held at:

**TIME:** 3:00pm (WST) / 6:00pm AEDT

**DATE:** Monday 28 February 2022

**PLACE:** Virtual Meeting

**PRE-MEETING REGISTRATION LINK:**

[https://us02web.zoom.us/webinar/register/WN\\_hE6HLE1yTAe2cBRCsP84oQ](https://us02web.zoom.us/webinar/register/WN_hE6HLE1yTAe2cBRCsP84oQ)

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

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

***The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 3:00pm WST on 26 February 2022.***

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## BUSINESS OF THE MEETING

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### AGENDA

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#### 1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 September 2021 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

#### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

*"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 September 2021."*

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

A voting prohibition statement applies to this Resolution. Please see below.

#### 3. RESOLUTION 2 – ELECTION OF DIRECTOR – MS TRICIA KLINGER

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

*"That, for the purpose of clause 14.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Ms Tricia Klinger, a Director who was appointed casually on 02 March 2021, retires, and being eligible, is elected as a Director."*

#### 4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR GEOFFREY DONOHUE

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

*"That, for the purpose of clause 14.2 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Geoffrey Donohue, a Director, retires by rotation, and being eligible, is re-elected as a Director."*

#### 5. RESOLUTION 4 – APPROVAL OF 7.1A MANDATE

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

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

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**6. RESOLUTION 5 – ISSUE OF PERFORMANCE RIGHTS TO RELATED PARTY – MR ALEX KENT**

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 10.14 and for all other purposes, approval is given for the Company to issue up to 15,666,667 Performance Rights to Mr Alex Kent (or his nominee) under the Performance Rights Plan on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

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**7. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF SHARES – MARCH PLACEMENT - 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 purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 100,000,000 Shares on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement applies to this Resolution. Please see below.

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**8. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF OPTIONS – SEPTEMBER OPTIONS - 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 purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 20,000,000 Options on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement applies to this Resolution. Please see below.

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**9. RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE OF OPTIONS – SOOCHOW OPTIONS - 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 purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 230,000,000 Options on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement applies to this Resolution. Please see below.

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**10. RESOLUTION 9 – APPROVAL TO ISSUE OPTIONS TO SOOCHOW**

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

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 20,000,000 Options to Soochow on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement applies to this Resolution. Please see below.

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**Dated: 28 January 2022**

**By order of the Board**

**Tim Edwards  
Company Secretary**

For personal use only

## Voting Prohibition Statements

### Resolutions 1 and 5 – Adoption of Remuneration Report and Issue of Performance Rights to Related Party – Mr Alex Kent

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

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

## Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolutions set out below by or on behalf of the following persons:

### Resolution 5 – Issue of Performance Rights to Related Party – Mr Alex Kent

Any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question (including Alex Kent) or an associate of that person or those persons.

### Resolution 6 – Ratification of prior issue of Shares – March Placement – Listing Rule 7.1

A person who participated in the issue or is a counterparty to the agreement being approved (namely the Placement Participants) or an associate of that person or those persons.

### Resolution 7 – Ratification of prior issue of Options – September Issue – Listing Rule 7.1

A person who participated in the issue or is a counterparty to the agreement being approved (namely Christian West and Clayton Witter) or an associate of that person or those persons.

### Resolution 8 – Ratification of Prior Issue of Options – Soochow Options - Listing Rule 7.1

A person who participated in the issue or is a counterparty to the agreement being approved (namely Soochow) or an associate of that person or those persons.

### Resolution 9 – Approval to Issue Options to Soochow

A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely Soochow) or an associate of that person (or those persons).

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

- (a) a person as 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

- (b) the Chair 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
- (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

#### **Voting in person**

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

#### **Voting by proxy**

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

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

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

Shareholders and their proxies should be aware that:

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

#### **Virtual attendance**

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The Meeting will be held by a virtual videoconferencing facility which will allow Shareholders to watch, listen and participate in real time in the Meeting.

To attend online, please register in advance at:

[https://us02web.zoom.us/webinar/register/WN\\_hE6HLE1yTAe2cBRCsP84oQ](https://us02web.zoom.us/webinar/register/WN_hE6HLE1yTAe2cBRCsP84oQ)

All Resolutions will be conducted by poll. Shareholders attending the Meeting virtually will be able to ask questions and the Company has made provisions for Shareholders who register their attendance before the start of the Meeting to also cast their votes on the proposed resolutions.

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

**The Directors strongly encourage all Shareholders to lodge a directed proxy form prior to the Meeting.**

***Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary at [tim.edwards@aspermontmedia.com](mailto:tim.edwards@aspermontmedia.com).***



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## EXPLANATORY STATEMENT

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

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### 1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 September 2021 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at [www.aspermont.com](http://www.aspermont.com).

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### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

#### 2.1 General

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

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

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

#### 2.2 Voting consequences

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

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

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

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

## 2.3 Previous voting results

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

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## 3. RESOLUTION 2 – ELECTION OF DIRECTOR – MS TRICIA KLINGER

### 3.1 General

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Ms Tricia Klinger, having been appointed by other Directors on 02 March 2021 in accordance with the Constitution, will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seeks election from Shareholders.

### 3.2 Qualifications and other material directorships

A marketing and digital business leader, Tricia has over 20 years leadership experience in digital marketing and communications, publications, sponsorship and events with high profile consumer and B2B brands in Asia and Australia. Tricia is an experienced Non Executive Director and currently serves on the board of Procurement Australia, one of Australia's largest procurement aggregators and Rigetti Australia, a leading quantum computing hardware provider. Tricia is a graduate of the Australian Institute of Company Directors, holds a Bachelor of Economics (Sydney University) and Master of Commerce in Marketing (UNSW).

### 3.3 Independence

Ms Klinger has no interests, position or relationship that might influence, or reasonably be perceived to influence, in a material respect her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interest of the Company as a whole rather than in the interests of an individual security holder or other party.

If elected the Board considers Ms Klinger will be an independent Director.

### 3.4 Other material information

Ms Klinger has confirmed that she considers she will have sufficient time to fulfil her responsibilities as a Non-Executive Director of the Company and does not consider that any other commitment will interfere with her availability to perform her duties as a Non-Executive Director of the Company.

### 3.5 Board recommendation

The Board has reviewed Ms Klinger's performance since her appointment to the Board and considers that Ms Klinger's skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports

the election of Ms Klinger and recommends that Shareholders vote in favour of Resolution 2.

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#### **4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR GEOFFREY DONOHUE**

##### **4.1 General**

Listing Rule 14.4 and clause 14.2 of the Constitution provide that, other than a managing director, a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or three years, whichever is the longer. However, where there is more than one managing director, only one is entitled to be exempt from this rotation requirement.

Mr Geoffrey Donohue, who has served as a Director since 03 October 2016 and was last re-elected on 28 February 2019, retires by rotation and seeks re-election.

##### **4.2 Qualifications and other material directorships**

Mr Donohue has over 30 years experience at both board and senior management level within public companies and the securities industry. Mr Donohue was former director of Zamanco Minerals Limited and serves as Lead Independent Chair, Chair of the Audit Committee and is a Member of the Remuneration Committee of the Company.

##### **4.3 Independence**

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

##### **4.4 Board recommendation**

The Board has reviewed Mr Donohue's performance since his appointment to the Board and considers that Mr Donohue's skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the re-election of Mr Donohue and recommends that Shareholders vote in favour of Resolution 3.

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#### **5. RESOLUTION 4 – APPROVAL OF 7.1A MANDATE**

##### **5.1 General**

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

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

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

As at the date of this Notice, the Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of approximately \$50,852,913 (based on the number of Shares on issue and the closing price of Shares on the ASX on 28 January 2022).

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

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

If Resolution 4 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A, and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

## **5.2 Technical information required by Listing Rule 7.1A**

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

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

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

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

### **(b) Minimum price**

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

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 trading days of the date in Section 5.2(b)(i), the date on which the Equity Securities are issued.

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

The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate to fund the organic development of its existing key XaaS and Data commercial models and for further development of its operational capacities.

(d) **Risk of Economic and Voting Dilution**

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

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

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 28 January 2022.

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

Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Dilution		
			Issue Price		
			\$0.011	\$0.021	\$0.032
			50% decrease	Issue Price	50% increase
			Funds Raised		
Current	2,421,567,312 Shares	242,156,731 Shares	\$2,663,724	\$5,085,291	\$7,749,015
50% increase	3,632,350,968 Shares	363,235,096 Shares	\$3,995,586	\$7,627,937	\$11,623,523
100% increase	4,843,134,624 Shares	484,313,462 Shares	\$5,327,448	\$10,170,582	\$15,498,030

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

**The table above uses the following assumptions:**

1. There are currently 2,421,567,312 Shares on issue comprising:
  - (a) 2,421,567,312 existing Shares as at the date of this Notice of Meeting;
2. The issue price set out above is the closing market price of the Shares on the ASX on 28 January 2022 (being \$0.021).
3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
5. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.

6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.
8. 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%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

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

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

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

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

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

The Company did not obtain approval under Listing Rule 7.1A at its annual general meeting held on 02 March 2021. Accordingly, the Company has not issued any Equity Securities under Listing Rule 7.1A.2 in the twelve months preceding the date of the Meeting.

### 5.3 Voting Exclusion Statement

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

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## **6. RESOLUTION 5 – ISSUE OF PERFORMANCE RIGHTS TO RELATED PARTY – MR ALEX KENT**

### **6.1 General**

The Company has agreed, subject to obtaining Shareholder approval, to issue up to a total of 15,666,667 performance rights to Mr Alex Kent (**Performance Rights**), pursuant to the Performance Rights Plan (**Plan**) and on the terms and conditions set out below.

Performance Rights will vest three years after issue provided Mr Alex Kent remains an officer or employee of the Company.

### **6.2 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 issue of Performance Rights to Mr Alex Kent (or his nominee) constitutes giving a financial benefit and Mr Alex Kent is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Alex Kent, who has a material personal interest in Resolution 5) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of Performance Rights because the agreement to issue the Performance Rights, reached as part of the remuneration package for Mr Alex Kent, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

### **6.3 Listing Rule 10.14**

Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire equity securities under an employee incentive scheme without the approval of the holders of its ordinary securities:

- 10.14.1 a director of the entity;
- 10.14.2 an associate of a director of the entity; or
- 10.14.3 a person whose relationship with the entity or a person referred to in Listing Rules 10.14.1 to 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by security holders.

The issue of Performance Rights to Mr Alex Kent falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14.

Resolution 5 seeks the required Shareholder approval for the issue of the Performance Rights under and for the purposes of Listing Rule 10.14.

#### 6.4 Technical information required by Listing Rule 14.1A

If Resolution 5 is passed, the Company will be able to proceed with the issue of the Performance Rights to Mr Alex Kent under the Plan within three years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Performance Rights (because approval is being obtained under Listing Rule 10.14), the issue of the Performance Rights will not use up any of the Company's 15% annual placement capacity.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of the Performance Rights to Mr Alex Kent under the Plan. If Resolution 5 is not passed, the Company will not provide an alternative source of remuneration to Mr Alex Kent over and above his current remuneration package.

The Company attributes a value of \$195,131 to the 15,666,667 Performance Rights. This value is based on the valuation method used for the last issue of executive performance rights issued on 15 July 2021 and the recent closing price of the Company's shares of \$0.021 on 26 January 2022.

#### 6.5 Technical information required by Listing Rule 10.15

Pursuant to and in accordance with the requirements of Listing Rule 10.15, the following information is provided in relation to Resolution 5;

- (a) the Performance Rights will be issued to Mr Alex Kent (or his nominee) who falls within the category set out in Listing Rule 10.14.1 by virtue of being a Director;
- (b) the maximum number of Performance Rights to be issued to Mr Alex Kent (being the nature of the financial benefit proposed to be given) is 15,666,667;
- (c) the Plan was originally adopted by Shareholders on 1 February 2018 and subsequently re-approved by Shareholders on 02 March 2021. A total of 182,929,297 performance rights have previously been issued under the Plan to a total of twenty one(21) employees including Mr Alex Kent who has received 90,000,000 performance rights under the Plan;
- (d) a summary of the material terms and conditions of the Performance Rights is set out in Schedule 2;
- (e) the Performance Rights are unquoted securities. The Company has chosen to issue Performance Rights to Mr Alex Kent to incentivise his performance in generating Shareholder value for the Company;
- (f) the number of Performance Rights to be issued to Mr Alex Kent has been determined based upon a consideration of:
  - (i) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company;
  - (ii) the remuneration of Mr Alex Kent; and
  - (iii) incentives to attract and ensure continuity of service of Mr Alex Kent while maintaining the Company's cash reserves,



- (g) the Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Performance Rights upon the terms proposed;
- (h) the total remuneration package for Mr Alex Kent for the previous financial year was \$720,104 comprising:
  - (i) a base salary of \$360,497;
  - (ii) \$147,476 in short term incentive payments;
  - (iii) \$30,664 in non-monetary benefits; and
  - (iv) \$181,467 attributable to the value of performance rights,and the proposed total remuneration package for the current financial year is the same as FY21.
- (i) the Performance Rights will be issued to Mr Alex Kent no later than 12 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated the Performance Rights will be issued on one date;
- (j) the issue price of the Performance Rights will be nil, as such no funds will be raised from the issue of the Performance Rights;
- (k) the purpose of the issue of the Performance Rights is to provide a performance linked incentive component in the remuneration package for Mr Alex Kent to align the interests of Mr Alex Kent with those of Shareholders, to motivate and reward the performance of Mr Alex Kent in his role as Managing Director and to provide a cost effective way from the Company to remunerate Mr Alex Kent, which will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Mr Alex Kent;
- (l) a summary of the material terms and conditions of the Plan is set out in Schedule 3;
- (m) no loans are being made to Mr Alex Kent in connection with the acquisition of the Performance Rights;
- (n) details of any Performance Rights issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14;
- (o) any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of performance rights under the Plan after Resolution 5 is approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14;

- (p) the relevant interests of Mr Alex Kent in securities of the Company as at the date of this Notice is set out below:

Shares <sup>1</sup>	Options <sup>2</sup>	Performance Rights <sup>3</sup>
271,357,877	258,245,641	88,650,000

1. Fully paid ordinary shares in the capital of the Company (ASX: ASP).
2. Unquoted Options exercisable at \$0.03 each, expiring on 25 September 2025.
3. Performance rights subject to various vesting conditions.

- (q) if the milestones attaching to the Performance Rights issued to Mr Alex Kent are met and the Performance Rights are converted, a total of 15,666,667 Shares would be issued. This will increase the number of Shares on issue from 2,421,567,312 (being the total number of Shares on issue as at the date of this Notice) to 2,437,233,979 (assuming that no Shares are issued and no convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 0.64%;

- (r) the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price	Date
Highest	\$0.048	16 February 2021
Lowest	\$0.014	02 February 2021
Last	\$0.021	28 January 2022

- (s) the Directors (other than Mr Alex Kent who has a material personal interest in the outcome of Resolution 5) recommend that Shareholders vote in favour of Resolution 5; and
- (t) the Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolution 5.

## 7. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF SHARES – MARCH PLACEMENT – LISTING RULE 7.1

### 7.1 Background

As set out in the Company's announcement of 03 March 2021, the Company completed a placement of 100,000,000 Shares at an issue price of \$0.03 per Share to raise \$3,000,000 (**March Placement**). The Shares were issued to a single German institutional investor, showing strong support for the Company's business strategy.

### 7.2 General

The 100,000,000 Shares were issued pursuant to the Company's capacity under Listing Rule 7.1. The Company engaged the services of Wealth Express Holdings Group Limited (**Wealth Holding**) who acted as lead manager to the placement.

Wealth Holding was paid a lead manager fee of 20% of the total amount raised under the March Placement.

### **7.3 Listing Rule 7.1**

A summary of Listing Rule 7.1 is set out in Section 5.1 above.

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

### **7.4 Listing Rule 7.4**

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

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

Resolution 6 therefore seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the March Placement Shares.

### **7.5 Technical information required by Listing Rule 14.1A**

If Resolution 6 is passed, the March Placement Shares will be excluded in calculating the Company's 15% limit, and if Shareholder approval is obtained pursuant to Resolution 4, combined 25% limit, in Listing Rules 7.1, and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the March Placement Shares.

If Resolutions 6 is not passed, the March Placement Shares will be included in calculating the Company's 15% limit, and if Shareholder approval is obtained pursuant to Resolution 4, combined 25% limit, in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the March Placement Shares.

### **7.6 Technical information required by Listing Rule 7.5**

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

- (a) the March Placement Shares were issued to a German based institutional investor introduced to the Company by Wealth Holding;
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that the recipient of the March Placement Shares:

- (i) is not a related party of the Company, member of the Company's Key Management Personnel, substantial holder of the Company, adviser of the Company or an associate of any of these parties; and
- (ii) at the time of issue, was issued approximately 4% of the issued capital of the Company;
- (c) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company notes that the recipient was issued 100,000,000 March Placement Shares;
- (d) 100,000,000 March Placement Shares were issued pursuant to Listing Rule 7.1;
- (e) the March Placement Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (f) the March Placement Shares were issued on 03 March 2021;
- (g) the issue price was \$0.03 per Share. The Company has not and will not receive any other consideration for the issue of the March Placement Shares;
- (h) the purpose of the issue of the March Placement Shares was to raise \$3,000,000 and bring the support of a large German institutional investor to progress the Company's business strategy; and
- (i) the Company engaged the services of Wealth Holding for the March Placement. A summary of the material terms of the Lead Manager Mandate is set out below. The March Placement Shares were not otherwise issued under any agreement.

## 7.7 Lead Manager Mandate

The Company and Wealth Express Holdings Group Limited entered into a lead manager mandate dated on or about 2 March 2021 (**Lead Manager Mandate**), pursuant to which Wealth Holding was engaged as lead manager to the March Placement.

In consideration for its services, Wealth Holding was entitled to receive a fee of 20% of the total amount raised under the March Placement, payable in cash, unless otherwise agreed to by the parties.

The Lead Manager Mandate was otherwise on terms and conditions considered standard for agreements of this nature.

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## 8. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF OPTIONS – SEPTEMBER ISSUE – LISTING RULE 7.1

### 8.1 Background

As set out in the Company's announcement of 13 September 2021, the Company issued 20,000,000 unlisted Options exercisable at \$0.03 and expiring on 30 September 2025 (**September Options**). The September Options were issued to retired directors Christian West and Clayton Witter (retired 2 March 2021) as consideration for previous services provided to the Company.

## 8.2 General

The 20,000,000 September Options were issued pursuant to the Company's capacity under Listing Rule 7.1 and were issued in consideration for services provided to the Company.

## 8.3 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 5.1 above.

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

## 8.4 Listing Rule 7.4

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

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

Resolution 7 therefore seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the September Options.

## 8.5 Technical information required by Listing Rule 14.1A

If Resolution 7 is passed, the September Options will be excluded in calculating the Company's 15% limit, and if Shareholder approval is obtained pursuant to Resolution 4, combined 25% limit, in Listing Rules 7.1, and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the September Options.

If Resolutions 7 is not passed, the September Options will be included in calculating the Company's 15% limit, and if Shareholder approval is obtained pursuant to Resolution 4, combined 25% limit, in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the September Options.

## 8.6 Technical information required by Listing Rule 7.5

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

- (a) the September Options were issued to retired directors Christian West and Clayton Witter who are not a related party of the Company, member of the Company's Key Management Personnel, substantial holder of the

Company or an associate of any of these parties; Each were issued with 10,000,000 September Options.

- (b) 20,000,000 September Options were issued pursuant to Listing Rule 7.1;
- (c) the September Options issued were Options to acquire fully paid ordinary shares in the capital of the Company and the full terms and conditions of the September Options are outlined in Schedule 1;
- (d) the September Options were issued on 16 September 2021;
- (e) the September Options were issued as consideration for services provided to the Company. The Company has not and will not receive any other consideration for the issue of the September Options; and
- (f) the purpose of the issue of the September Options was payment for previous services provided to the Company.

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## **9. RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE OF OPTIONS – SOOCHOW OPTIONS – LISTING RULE 7.1**

### **9.1 Background**

As set out in the Company's announcement of 14 January 2022, the Company has issued 230,000,000 unlisted Options exercisable at \$0.0432, at an issue price of \$0.0000032 per Option and expiring on 30 September 2022 (**Issued Soochow Options**). The issue of the Issued Soochow Options was made pursuant to the Soochow Mandate and is in part consideration for corporate advisory services to be provided to the Company.

The Issued Soochow Options were issued pursuant to the Company's capacity under Listing Rule 7.1.

In addition to the Issued Soochow Options and pursuant to the Soochow Mandate, the Company is also proposing to issue an additional 20,000,000 Options to Soochow on the same terms as the Issued Soochow Options, subject to obtaining Shareholder approval under Resolution 9.

### **9.2 Material terms of the Soochow Mandate**

Under the terms of the Soochow Mandate, Soochow has been engaged as corporate finance advisor to the Company for a period of nine (9) months, with the ability to extend by mutual agreement of the parties. Soochow's general role under the engagement involves providing general corporate advisory services to the Company with the aim of introducing institutional investors to the Company.

In consideration for Soochow's services under the Soochow Mandate, the Company has agreed to pay Soochow the following fees:

- (a) a non-refundable fee of up to SGD\$31,000 payable as follows:
  - (i) SGD\$1,000 on the date of execution of the Soochow Mandate;
  - (ii) SGD\$15,000 when the market capitalisation of the Company (based on the 5 day VWAP) on the ASX is greater than or equal to \$80,000,000; and

- (iii) SGD\$15,000 when the market capitalisation of the Company (based on the 5 day VWAP) on the ASX is greater than or equal to \$120,000,000,

- (b) 250,000,000 Soochow Options.

The Soochow Mandate is otherwise on terms and conditions considered standard for an agreement of this type, including with respect to provisions relating to termination rights, liability and indemnity, and confidentiality.

### **9.3 Listing Rule 7.1**

A summary of Listing Rule 7.1 is set out in Section 5.1 above.

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

### **9.4 Listing Rule 7.4**

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

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

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

### **9.5 Technical information required by Listing Rule 14.1A**

If Resolution 8 is passed, the Issued Soochow Options will be excluded in calculating the Company's 15% limit, and if Shareholder approval is obtained pursuant to Resolution 4, combined 25% limit, in Listing Rules 7.1, and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Issued Soochow Options.

If Resolutions 8 is not passed, the Issued Soochow Options will be included in calculating the Company's 15% limit, and if Shareholder approval is obtained pursuant to Resolution 4, combined 25% limit, in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Issued Soochow Options.

### **9.6 Technical information required by Listing Rule 7.5**

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

- (a) The Issued Soochow Options were issued to Soochow CSSD Capital Markets (Asia) Pte. Ltd. who is not a related party of the Company, member of the Company's Key Management Personnel, substantial holder of the Company or an associate of any of these parties;
- (b) 230,000,000 Soochow Options were issued pursuant to Listing Rule 7.1;
- (c) the Issued Soochow Options are Options to acquire fully paid ordinary shares in the capital of the Company and the full terms and conditions of the Soochow Options are outlined in Schedule 4;
- (d) the Issued Soochow Options were issued on 10 January 2022;
- (e) the Issued Soochow Options were issued as part consideration for corporate advisory services to be provided to the Company pursuant to the Soochow Mandate, the material terms of which are outlined in Section 9.2; and
- (f) the purpose of the issue of the Issued Soochow Options was in part consideration for corporate advisory services to be provided to the Company.

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## 10. RESOLUTION 9 – APPROVAL TO ISSUE OPTIONS TO SOOCHOW

### 10.1 General

As set out in Section 9.1, pursuant to the Soochow Mandate, the Company has agreed, subject to obtaining Shareholder approval, to issue 250,000,000 Options to Soochow in part consideration for corporate advisory services to be provided to the Company by Soochow. 230,000,000 of the Soochow Options were issued on 10 January 2022 pursuant to the Company's capacity under Listing Rule 7.1. The remaining 20,000,000 Soochow Options are subject to Shareholder approval under Resolution 9 (**Unissued Soochow Options**).

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

The proposed issue of the Unissued Soochow Options does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

### 10.2 Technical information required by Listing Rule 14.1A

If Resolution 9 is passed, the Company will be able to proceed with the issue of the Unissued Soochow Options. In addition, the issue of the Unissued Soochow Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 9 is not passed, the Company will not be able to proceed with the issue of the Unissued Soochow Options.

Resolution 9 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Unissued Soochow Options.



### 10.3 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 9:

- (a) the Unissued Soochow Options will be issued to Soochow CSSD Capital Markets (Asia) Pte. Ltd, who has been engaged as an adviser to the Company;
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be:
  - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company or an associate of any of these parties; and
  - (ii) issued more than 1% of the issued capital of the Company;
- (c) the maximum number of Unissued Soochow Options to be issued is 20,000,000. The terms and conditions of the Unissued Soochow Options are set out in Schedule 4;
- (d) the Unissued Soochow Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that the issue of all of the Unissued Soochow Options will occur on the same date;
- (e) the Unissued Soochow Options will be issued for \$0.0000032 each, and in part consideration for corporate advisory services to be provided by Soochow. This nominal amount of \$64 raised will be allocated towards the Company's general working capital;
- (f) the purpose of the issue of the Unissued Soochow Options is to satisfy the Company's obligations under the Soochow Mandate;
- (g) the Unissued Soochow Options are being issued to Soochow under the Soochow Mandate. A summary of the material terms of the Soochow Mandate is set out in Section 9.2; and
- (h) the Unissued Soochow Options are not being issued under, or to fund, a reverse takeover.

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## GLOSSARY

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\$ means Australian dollars.

**7.1A Mandate** has the meaning given in Section 5.1.

**AEDT** means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

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

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

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

**Board** means the current board of directors of the Company.

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

**Chair** means the chair of the Meeting.

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

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

**Company** means Aspermont Limited (ACN 000 375 048).

**Constitution** means the Company's constitution.

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

**Directors** means the current directors of the Company.

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

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**Issued Soochow Options** means 230,000,000 Soochow Options issued to Soochow on 10 January 2022.

**Key Management Personnel** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority

and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

**Listing Rules** means the Listing Rules of ASX.

**Lead Manager Mandate** means the letter agreement between the Company and Wealth Express Holdings Group Limited dated on or about 2 March 2021.

**March Placement** has the meaning given to it in Section 7.1.

**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.

**Optionholder** means a holder of an Option.

**Performance Rights** means 15,666,667 performance rights proposed to be issued to Mr Alex Kent pursuant to Resolution 5.

**Plan** means the Company's Performance Right Plan, approved by Shareholders on 02 March 2021.

**Proxy Form** means the proxy form accompanying the Notice.

**Remuneration Report** means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 September 2021.

**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.

**September Options** means 20,000,000 unlisted Options exercisable at \$0.03 and expiring on 30 September 2025, as outlined in Section 8.

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

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

**Soochow** means Soochow CSSD Capital Markets (Asia) Pte. Ltd.

**Soochow Mandate** means the agreement between Soochow and the Company dated 10 January 2022.

**Soochow Options** means the full 250,000,000 Options issued to Soochow pursuant to the Soochow Mandate.

**Unissued Soochow Options** means 20,000,000 Options proposed to be issued to Soochow pursuant to Resolution 9.

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

**VWAP** means volume weighted average price.

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## SCHEDULE 1 – TERMS AND CONDITIONS OF SEPTEMBER OPTIONS

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(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.03 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on 30 September 2025 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to 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) 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 (g)(ii) 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) **Reconstruction of capital**

ASX LR 6.16 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.

(j) **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.

(k) **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.

(l) **Transferability**

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

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## SCHEDULE 2 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

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Set out below are the terms and conditions of the Performance Rights:

(a) **Milestones**

The milestones attaching to the Performance Rights (**Milestones**) are as follows:

Performance Rights will vest three years after issue provided the participant remains and officer or employee of the Company.

(b) **Notification to holder**

The Company shall notify the holder in writing when the relevant Milestone has been satisfied.

(c) **Conversion**

Subject to paragraph (p), upon vesting, each Performance Right will, at the election of the holder, convert into one Share.

(d) **Expiry Date**

Each Performance Right shall otherwise expire on or before 7 years after the Issue Date (**Expiry Date**). If the relevant Milestone attached to the Performance Right has been achieved by the Expiry Date, all unconverted Performance Rights of the relevant tranche will automatically lapse at that time.

(e) **Lapsing Otherwise**

If the holder (or the effective holder where a nominee has been appointed) of the Performance Right's engagement with the Company (or one of its subsidiaries) is terminated for whatever reason, any unvested Performance Rights held by that relevant holder will automatically lapse.

(f) **Consideration**

The Performance Rights will be issued for nil consideration and no consideration will be payable upon the conversion of the Performance Rights into Shares.

(g) **Share ranking**

All Shares issued upon the vesting of Performance Rights will upon issue rank pari passu in all respects with other Shares.

(h) **Application to ASX**

The Performance Rights will not be quoted on ASX. The Company must apply for the official quotation of a Share issued on conversion of a Performance Right on ASX within the time period required by the ASX Listing Rules.

(i) **Timing of issue of Shares on conversion**

Within 5 business days after date that the Performance Rights are converted, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Performance Rights converted;

- (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 conversion of the Performance Rights.

If a notice delivered under (i)(ii) 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.

(j) **Transfer of Performance Rights**

The Performance Rights are not transferable.

(k) **Participation in new issues**

A Performance Right does not entitle a holder (in their capacity as a holder of a Performance Right) to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues without exercising the Performance Right.

(l) **Reorganisation of capital**

If, at any time, the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder will be changed in a manner consistent with the applicable ASX Listing Rules and the *Corporations Act 2001* (Cth) at the time of reorganisation.

(m) **Adjustment for bonus issues of Shares**

If the Company makes a bonus issue of Shares or other securities to the Company's existing shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment) no changes will be made to the Performance Rights.

(n) **Dividend and voting rights**

The Performance Rights do not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends.

(o) **Change in control**

Subject to paragraph (p), upon:

- (i) a takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and:
- (A) having received acceptances for not less than 50% of the Company's Shares on issue; and

- (B) having been declared unconditional by the bidder; or
- (ii) a Court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme of arrangement for the reconstruction of the Company or its amalgamation with any other company or companies,

the Performance Rights shall automatically convert into Shares, provided that if the number of Shares that would be issued upon such conversion is greater than 10% of the Company's Shares on issue as at the date of conversion, then that number of Performance Rights that is equal to 10% of the Company's Shares on issue as at the date of conversion under this paragraph will automatically convert into an equivalent number of Shares. The conversion will be completed on a pro rata basis across each class of Performance Rights then on issue as well as on a pro rata basis for each holder of Performance Rights. Performance Rights that are not converted into Shares under this paragraph will continue to be held by the holders on the same terms and conditions.

(p) **Deferral of conversion if resulting in a prohibited acquisition of Shares**

If the conversion of a Performance Right under paragraph (c) or (n) would result in any person being in contravention of section 606(1) of the *Corporations Act 2001* (Cth) (**General Prohibition**) then the conversion of that Performance Right shall be deferred until such later time or times that the conversion would not result in a contravention of the General Prohibition. In assessing whether a conversion of a Performance Right would result in a contravention of the General Prohibition:

- (i) holders may give written notification to the Company if they consider that the conversion of a Performance Right may result in the contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition; and
- (ii) the Company may (but is not obliged to) by written notice to a holder request a holder to provide the written notice referred to in paragraph (p)(i) within seven (7) days if the Company considers that the conversion of a Performance Right may result in a contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition.

(q) **No rights to return of capital**

A Performance Right does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

(r) **Rights on winding up**

A Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.



(s)

**No other rights**

A Performance Right gives the holder no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

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## SCHEDULE 3 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS PLAN

- (a) **Eligibility:** Participants in the Performance Rights Plan may be:
- (i) a Director (whether executive or non-executive) of the Company and any associated body corporate of the Company (each a **Group Company**);
  - (ii) a full or part time employee of any Group Company;
  - (iii) a casual employee or contractor of a Group Company to the extent permitted by ASIC Class Order 14/1000 as amended or replaced (**Class Order**); or
  - (iv) a prospective participant, being a person to whom the offer is made but who can only accept the offer if an arrangement has been entered into that will result in the person becoming a participant under subparagraphs (i), (ii) or (iii) above,
- who is declared by the Board to be eligible to receive grants of** Performance Rights **under the Performance Rights Plan (Eligible Participants).**
- (b) **Offer:** The Board may, from time to time, in its absolute discretion, make a written offer to any Eligible Participant (including an Eligible Participant who has previously **received** an offer) to apply for up to a specified number of Performance Rights, upon the terms set out in the Performance Rights Plan and upon such additional terms and conditions as the Board determines.
- (c) **Plan limit:** The Company must have reasonable grounds to believe, when making an offer, that the number of Shares to be received on exercise of Performance Rights offered under an offer, when aggregated with the number of Shares issued **or** that may be issued as a result of offers made in reliance on the Class Order at any time during the previous 3 year period under an employee incentive scheme covered by the Class Order or an ASIC exempt arrangement of a similar kind to an employee incentive scheme, will not exceed 5% of the total number of Shares on issue at the date of the offer.
- (d) **Issue price:** Performance Rights issued under the Performance Rights Plan will be issued for nil cash consideration.
- (e) **Vesting Conditions:** A Performance Right may be made subject to vesting conditions as determined **by** the Board in its discretion and as specified in the offer for the Performance Right.
- (f) **Vesting:** The Board **may** in its absolute discretion (except in respect of a Change of Control occurring where Vesting Conditions are deemed to be automatically waived) by written notice to a Participant (being an Eligible Participant to whom Performance Rights have been granted under the Performance Rights Plan or their nominee where the Performance Rights have been granted to the nominee of the Eligible Participant (**Relevant Person**)), resolve to waive any of the Vesting Conditions applying to Performance Rights due to:
- (i) Special Circumstances arising in relation to a Relevant Person in respect of those Performance Rights, being:
    - (A) a Relevant Person ceasing to be an Eligible Participant due to:

- (I) death or Total or Permanent Disability of a Relevant Person; or
  - (II) Retirement or Redundancy of a Relevant Person;
- (B) a Relevant Person suffering Severe Financial Hardship;
- (C) any other circumstance stated to constitute "Special Circumstances" in the terms of the relevant Offer made to and accepted by the Participant; or
- (D) any other circumstances determined by the Board at any time (whether before or after the Offer) and notified to the relevant Participant which circumstances may relate to the Participant, a class of Participant, including the Participant or particular circumstances or class of circumstances applying to the Participant; or
- (ii) a Change of Control occurring; or
- (iii) the Company passing a resolution for voluntary winding up, or an order is made for the compulsory winding up of the Company.
- (g) **Lapse of a Performance right:** A **Performance** Right will lapse upon the earlier to occur of:
  - (i) an unauthorised dealing in the Performance Right;
  - (ii) a Vesting Condition in relation to the Performance Right is not satisfied by its due date, or becomes incapable of satisfaction, unless the Board exercises its discretion to waive the Vesting Conditions and vest the Performance Right in the circumstances set out in paragraph (g) or the Board resolves, in its absolute discretion, to allow the unvested Performance Rights to remain unvested after the Relevant Person ceases to be an Eligible Participant;
  - (iii) in respect of unvested Performance Rights only, an Eligible Participant ceases to be an Eligible Participant, unless the Board exercises its discretion to vest the Performance Right in the circumstances set out in paragraph (g) or the Board resolves, in its absolute discretion, to allow the unvested Performance Rights to remain unvested after the Relevant Person ceases to be an Eligible Participant;
  - (iv) in respect of vested Performance Rights only, a relevant person ceases to be an Eligible Participant and the Performance Right granted in respect of that person is not exercised within one (1) month (or such later date as the Board determines) of the date that person ceases to be an Eligible Participant;
  - (v) the Board deems that a Performance Right lapses due to fraud, dishonesty or other improper behaviour of the Eligible Participant;
  - (vi) the Company undergoes a Change of Control or a winding up resolution or order is made and the Board does not exercise its discretion to vest the Performance Right;
  - (vii) the expiry date of the Performance Right

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- (h) **Shares:** Shares resulting from the exercise of the Performance Rights shall, subject to any Sale Restrictions (refer to paragraph (i)) **Sale Restrictions:** The Board may, in its discretion, determine at any time up until exercise of Performance Rights, that a restriction period will apply to some or all of the Shares issued to an Eligible Participant (or their eligible nominee) on exercise of those **Performance** Rights up to a maximum of seven (7) years from the grant date of the Performance Rights. In addition, the Board may, in its sole discretion, having regard to the circumstances at the time, waive any such restriction period determined.) from the date of issue, rank on equal terms with all other Shares on issue.
  - (i) **Sale Restrictions:** The Board may, in its discretion, determine at any time up until exercise of Performance Rights, that a restriction period will apply to some or all of the Shares issued to an Eligible Participant (or their eligible nominee) on exercise of those **Performance** Rights up to a maximum of seven (7) years from the grant date of the Performance Rights. In addition, the Board may, in its sole discretion, having regard to the circumstances at the time, waive any such restriction period determined.
  - (j) **No Participation Rights:** There are no participating rights or entitlements inherent in the **Performance** Rights and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights.
  - (k) **Change in exercise price of number of underlying securities:** Unless specified in the offer of the Performance Rights and subject to compliance with the ASX Listing Rules, a **Performance** Right does not confer the right to a change in exercise price or in the number of underlying Shares over which the Performance Right can be exercised.
  - (l) **Reorganisation:** If, at any time, the issued capital of the Company is reorganised (including **consolidation**, subdivision, reduction or return), all rights of a holder of a Performance Right are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reorganisation.
  - (m) **Trust:** The Board may, at any time, establish a trust for the sole purpose of acquiring and holding Shares in respect of which a Participant may exercise, or has exercised, vested Performance Rights, including for the purpose of enforcing the **disposal** restrictions and appoint a trustee to act as trustee of the trust. The trustee will hold the Shares as trustee for and on behalf of a Participant as beneficial owner upon the terms of the trust. The Board may at any time amend all or any of the provisions of the Performance Rights Plan to effect the establishment of such a trust and the appointment of such a trustee.

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## SCHEDULE 4– TERMS AND CONDITIONS OF SOOCHOW OPTIONS

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(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.0432 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on 30 September 2022(**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Issue price**

Each Option was issued for a nominal issue price of \$0.0000032.

(f) **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.

(g) **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**).

(h) **Timing of issue of Shares on exercise**

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

- (i) 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 (h)(ii) 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.

(i) **Shares issued on exercise**

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

(j) **Reconstruction of capital**

ASX LR 6.16 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) **Transferability**

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

# Proxy Voting Form

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

Holder Number:

Your proxy voting instruction must be received by **3.00pm (WST) / 6.00pm (AEDT) on Saturday, 26 February 2022**, being not later than **48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

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

### YOUR NAME AND ADDRESS

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

### STEP 1 – APPOINT A PROXY

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

### DEFAULT TO THE CHAIR OF THE MEETING

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

### STEP 2 - VOTES ON ITEMS OF BUSINESS

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

### APPOINTMENT OF SECOND PROXY

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

### SIGNING INSTRUCTIONS

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

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

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

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

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

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

### CORPORATE REPRESENTATIVES

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

## Lodging your Proxy Voting Form:

### Online:

Use your computer or smartphone to appoint a proxy at

<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

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



### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

### BY FACSIMILE:

+61 2 8583 3040

### All enquiries to Automic:

**PHONE:** 1300 288 664 (Within Australia)

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(Overseas)

