



# Notice of General Meeting

1 July 2021

14:30 (AWST)

45 Ventnor Avenue,  
West Perth WA 6005

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## Pancontinental Oil & Gas NL

ABN 95 003 029 543

### Directors

Henry David Kennedy  
Ernest Anthony Myers  
Vesna Petrovic  
Roy Barry Rushworth  
Marie Michele Malaxos

Non-Executive Chairman  
Executive Director  
Executive Director  
Non-Executive Director  
Non-Executive Director

### Registered Office

Level 2, 30 Richardson Street,  
West Perth WA 6005  
Telephone: +61 8 6363 7090  
Facsimile: +61 8 6363 7099

### Company Secretary

Vesna Petrovic

### Internet Address & Contact

[www.pancon.com.au](http://www.pancon.com.au)  
[info@pancon.com.au](mailto:info@pancon.com.au)

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# Pancontinental Oil & Gas NL

## NOTICE OF MEETING 2021

<b>Items of business</b>			<b>Type of Resolution</b>	<b>Voting restrictions and further information</b>
<b>SPECIAL BUSINESS</b>				
<b>1.</b>	<b>Ratification of Share Placement</b>	That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 600,000,000 Shares issued on 24 February 2021, on the terms and conditions set out in the Explanatory Notes.	Ordinary Resolution	Page 4
<b>2.</b>	<b>Approval of Share issue to Director under the Placement – David Kennedy</b>	That, for the purposes of ASX Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of 100,000,000 Shares to Mr David Kennedy or his nominee at an issue price of \$0.001 per Share, on the terms and conditions set out in the Explanatory Notes.	Ordinary Resolution	Page 5
<b>3.</b>	<b>Approval of Share issue to Director under the Placement – Marie Malaxos</b>	That, for the purposes of ASX Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of 10,000,000 Shares to Ms Marie Malaxos or her nominee at an issue price of \$0.001 per Share, on the terms and conditions set out in the Explanatory Notes.	Ordinary Resolution	Page 5
<b>4.</b>	<b>Approval of change of Company name</b>	That, for the purposes of section 157(1) of the Corporations Act and for all other purposes, approval be given for the name of the Company to be changed from “Pancontinental Oil & Gas NL” to “Pancontinental Energy NL” and that for the purposes of section 136(2) of the Corporations Act and for all other purposes, all references to “Pancontinental Oil & Gas NL” in the Company’s Constitution be replaced with “Pancontinental Energy NL”, as set out in the Explanatory Notes.	Special Resolution	Page 6

Terms used in this Notice and the Explanatory Notes are defined in the glossary on page 7.

# Pancontinental Oil & Gas NL

## NOTICE OF MEETING 2021

### VOTING

#### Voting record date

Shareholders recorded on the Company's register of members at 5:00pm (AWST) on Tuesday 29 June 2021 will be entitled to attend and vote at the General Meeting.

#### Becoming a Shareholder

Shareholders who become registered Shareholders after the date of dispatch of this Notice and who wish to vote at the General Meeting by proxy should call +61 8 6363 7090 to request a Proxy Form.

Shareholders who become beneficial Shareholders of Shares by acquiring Shares after the date of dispatch of this Notice and who wish to vote at the General Meeting by proxy should contact their broker or intermediary for instructions on how to do so.

#### How to vote

Shareholders can vote in one of two ways:

- by attending the General Meeting and voting; or
- by appointing a proxy to attend and vote on their behalf.

Any applicable voting prohibitions and exclusions for each Item are set out in the Explanatory Notes to this Notice.

Shareholders are asked to arrive at the venue 30 minutes prior to the time designated for the General Meeting, if possible, so that the Company may check their shareholding against the Company's share register and note attendances.

### PROXY FORMS

#### Proxy Form

Enclosed with this Notice is a personalised Proxy Form. The Proxy Form allows Shareholders not attending the General Meeting to either lodge their vote directly or appoint a proxy to vote on their behalf.

If you hold Shares in more than one capacity, please be sure to complete the Proxy Form relevant to each holding.

#### Appointing proxies

Shareholders who are entitled to attend and vote at the General Meeting may appoint a proxy to act generally at the General Meeting on their behalf, and to vote.

To appoint a proxy, the attached Proxy Form should be completed and lodged in accordance with the instructions on that form. A proxy or nominee need not be a Shareholder of the Company.

A Shareholder entitled to cast two or more votes can appoint up to two proxies, and should specify the proportion or number of votes each proxy or nominee is appointed to exercise.

If no proportion or number is specified, each proxy or nominee may exercise half of the Shareholder's votes, with any fractional entitlements disregarded. If you wish to appoint two proxies or two nominees, please call +61 8 6363 7090 and request an additional Proxy Form.

Any directed proxies that are not voted on a poll at the General Meeting will automatically default to the Chair, who is required to vote proxies as directed.

A corporate Shareholder or proxy must appoint a person as its corporate representative.

#### Appointing the Chair as your proxy

The Chair intends to vote all available undirected proxies in favour of Items 1, 2, 3 and 4, subject to any applicable voting prohibitions and exclusions set out in this Notice.

#### Power of attorney and corporate representatives

If the Proxy Form is signed by an attorney, the power of attorney or a certified copy must be sent with the Proxy Form.

A body corporate member or proxy may elect to appoint a representative, rather than a proxy. In such circumstances, written proof of the representative's appointment must be lodged with, or presented to, the Company before the General Meeting.

A body corporate appointed as a proxy must also lodge a "Certificate of Appointment of a Corporate Representative".

## **LODGING PROXY FORMS**

### **Deadline**

Proxy Forms must be received by Tuesday, 29 June 2021 at 14:30 (AWST).

### **How to lodge Proxy Forms**

You can lodge your Proxy Forms:

**In person:** Advanced Share Registry Limited 110 Stirling Hwy, Nedlands WA 6009

**Mail:** PO Box 1156, Nedlands WA 6909

**Email:** [admin@advancedshare.com.au](mailto:admin@advancedshare.com.au)

**Facsimile:** to the Company on +61 8 6370 4203

Further details on how to lodge your Proxy Form can be found on the Proxy Form.

## **ENQUIRIES**

Shareholders are invited to contact the Company Secretary by email at [shareholder@pancon.com.au](mailto:shareholder@pancon.com.au) or by telephone on +61 8 6363 7090 if they have any queries in respect of the matters set out in these documents.

### **By order of the Board of Directors**

**Vesna Petrovic**

**Company Secretary**

1 June 2021

# Pancontinental Oil & Gas NL

## EXPLANATORY NOTES

### ITEM 1 – Ratification of Share Placement

#### Background

On 16 February 2021, the Company announced it had completed a bookbuild to raise \$710,000 through a placement of 710,000,000 Shares at an issue price of \$0.001 per Share to sophisticated and professional investors (**Placement**). The Company issued 600,000,000 of these Shares (**Placement Shares**) on 24 February 2021. The remaining 110,000,000 Shares to be issued as part of the Placement are proposed to be issued to two Directors, Mr David Kennedy and Ms Marie Malaxos or their respective nominees, subject to Shareholder approval being obtained (refer to Items 2 and 3 for further information).

The funds raised from the Placement are to be used in conjunction with existing cash for exploration activities, business development, payment of expenses and general working capital purposes.

Item 1 seeks Shareholder approval to the ratification of the issue of the Placement Shares for the purposes of Listing Rule 7.4.

#### Listing Rule 7.1

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 prior 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.

The issue of the Placement Shares did not fit within any of these exceptions and so were issued within the Company's 15% limit under Listing Rule 7.1.

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, provided the Company complied with

Listing Rule 7.1 at the time of issuing the relevant equity securities. 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 into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. To this end, Item 1 seeks Shareholder approval for the Placement under and for the purposes of Listing Rule 7.4 and for all other purposes.

If Item 1 is approved, the Placement Shares will be treated as if they were issued with the prior approval of Shareholders for the purposes of calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following their issue.

If Item 1 is not approved by the requisite majority, the Placement Shares will count towards the number of equity securities the Company can issue without Shareholder approval pursuant to the 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following their issue.

#### 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 the ratification of the issue of the Placement Shares:

- The Placement Shares were issued to certain sophisticated and professional investors who expressed an interest to the Placement Agent (Euroz Hartleys) in assisting it to meet its ongoing working capital requirements by subscribing for Shares. Perth Select Seafoods Pty Ltd, an

existing substantial Shareholder, was one of those investors who participated in the Placement.

- The Placement Shares comprise 600,000,000 Shares. The Placement Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- The Placement Shares were issued on 24 February 2021.
- The issue price was \$0.001 per Placement Share.
- Funds raised from the issue of the Placement Shares are to be used in conjunction with existing cash for exploration activities, business development, payment of expenses and general working capital purposes.
- A voting exclusion statement is set out below.

#### Voting exclusion statement

The Company will disregard any votes cast in favour of Item 1 by or on behalf of:

- a person who participated in the issue or is a counterparty to the agreement being approved; or
- an associate of that person or those persons.

However, this voting exclusion does not apply to a vote cast in favour of Item 1 by:

- a person as a proxy or attorney for a person who is entitled to vote on Item 1, in accordance with the directions given to the proxy or attorney to vote on Item 1 in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on Item 1, in accordance with a direction given to the Chair to vote on Item 1 as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Item 1; and
- the holder votes on Item 1 in accordance with directions given by the beneficiary to the holder to vote in that way.

#### Board recommendation

The Board unanimously recommends that Shareholders vote **in favour** of Item 1.

## ITEMS 2 AND 3 – Approval of Share issue to Directors under the Placement – David Kennedy and Marie Malaxos

### Background

As part of the Placement described in Item 1 above:

- Mr David Kennedy, a Director, agreed to subscribe for 100,000,000 Shares via his nominee entity Sundowner International Ltd (**Kennedy Placement**); and
- Ms Marie Malaxos, a Director, agreed to subscribe for 10,000,000 Shares via her nominee entity Vincelle Pty Ltd (**Malaxos Placement**),

each subject to Shareholder approval.

### Section 208 of the Corporations Act

In accordance with section 208 of the Corporations Act, to give a financial benefit to a related party (which includes a Director), the Company must obtain Shareholder approval unless the giving of the financial benefit falls within an exception in sections 210 to 216 of the Corporations Act. Mr Kennedy and Ms Malaxos are related parties of the Company for the purposes of the Corporations Act because they are Directors.

The Board (excluding Mr Kennedy and Ms Malaxos) has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed issue

of Shares pursuant to the Kennedy Placement and the Malaxos Placement because these Shares will be issued on the same terms as Shares issued to participants in the Placement and as such the giving of the financial benefit is considered to be on arm's length terms and within the exception provided in section 210 of the Corporations Act.

### Listing Rule 10.11

In accordance with ASX Listing Rule 10.11, unless one of the exceptions in ASX Listing Rule 10.12 applies, the Company must not issue, or agree to issue, equity securities to:

- a related party of the Company (including a Director of the Company) (ASX Listing Rule 10.11.1);
- a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) shareholder in the Company (ASX Listing Rule 10.11.2);
- a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) shareholder in the Company and who has nominated a Director to the Board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so (ASX Listing Rule 10.11.3);
- an associate of person referred to above (ASX Listing Rule 10.11.4); or
- a person whose relationship with the Company or a person referred to above is such that, in ASX's opinion, the issue or agreement should be approved by its Shareholders (ASX Listing Rule 10.11.5),

unless it obtains prior Shareholder approval.

Both the Kennedy Placement and the Malaxos Placement fall within the scope of Listing Rule 10.11.1 because Mr Kennedy and Ms Malaxos, respectively, are Directors. Accordingly, Items 2 and 3 seek the approval of Shareholders to the Kennedy Placement and the Malaxos Placement, respectively, under and for the purposes of Listing Rule 10.11 and for all other purposes.

Pursuant to ASX Listing Rule 7.2, exception 14, the effect of passing Items 2 and 3 will be to treat the intended Kennedy Placement and Malaxos Placement as if the Shares the subject of those placements were issued with the prior approval of Shareholders for the purposes of calculating the Company's 15% placement capacity under ASX Listing Rule 7.1 (an explanation of which is included in these Explanatory Notes in relation to Item 1).

If Shareholders do not approve Item 2, the Company will not issue any Shares in connection with the Kennedy Placement (and therefore will not raise any funds from the Kennedy Placement).

If Shareholders do not approve Item 3, the Company will not issue any Shares in connection with the Malaxos Placement (and therefore will not raise any funds from the Malaxos Placement).

### Technical information required by Listing Rule 10.13

In compliance with the requirements of Listing Rule 10.13, information regarding the proposed issue of Shares under Items 2 and 3, respectively, is provided as follows:

- Both Mr Kennedy and Ms Malaxos are related parties of the Company pursuant to Listing Rule 10.11.1 by virtue of each being a Director.
- Mr Kennedy's nominee entity Sundowner International Ltd will be issued 100,000,000 Shares if the Kennedy Placement is approved. Ms Malaxos' nominee entity Vincelle Pty Ltd will be issued 10,000,000 Shares if the Malaxos Placement is approved. The Shares will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares then on issue.
- The Company intends to issue the Shares to the respective nominee entities of Mr Kennedy and Ms Malaxos as soon as practicable after Shareholder approval is obtained, and in any event no later than one month after the date of

Shareholder approval. The Company intends to issue all of the Shares pursuant to Items 2 and 3 on the same date (assuming Shareholder approval is obtained).

- The issue price is \$0.001 per Share.
- The issues to the nominee entities of Mr Kennedy and Ms Malaxos are part of the Placement described in Item 1 and the funds raised are to be used in conjunction with existing cash for exploration activities, business development, payment of expenses and general working capital purposes.
- The issues are not intended to remunerate or incentivise either Mr Kennedy or Ms Malaxos in their respective capacities as Directors. Mr Kennedy and Ms Malaxos participated in the Placement (via their respective nominee entities) on the same terms as other investors, other than in relation to the issue of the Shares to them being subject to Shareholder approval.
- A voting exclusion statement is set out below.

#### **Voting exclusion statement**

The Company will disregard any votes cast in favour of Item 2 by or on behalf of:

- Mr Kennedy, his nominee entity Sundowner International Ltd and any other person who will obtain a material benefit as a result of the issue of the Shares (except a benefit solely by reason of being a Shareholder); or
- an associate of that person or those persons.

However, this voting exclusion does not apply to a vote cast in favour of Item 2 by:

- a person as a proxy or attorney for a person who is entitled to vote on Item 2, in accordance with the directions given to the proxy or attorney to vote on Item 2 in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on Item 2, in accordance with a direction

given to the Chair to vote on Item 2 as the Chair decides; or

- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Item 2; and
  - the holder votes on Item 2 in accordance with directions given by the beneficiary to the holder to vote in that way.

The Company will disregard any votes cast in favour of Item 3 by or on behalf of:

- Ms Malaxos, her nominee entity Vincelle Pty Ltd and any other person who will obtain a material benefit as a result of the issue of the Shares (except a benefit solely by reason of being a Shareholder); or
- an associate of that person or those persons.

However, this voting exclusion does not apply to a vote cast in favour of Item 3 by:

- a person as a proxy or attorney for a person who is entitled to vote on Item 3, in accordance with the directions given to the proxy or attorney to vote on Item 3 in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on Item 3, in accordance with a direction given to the Chair to vote on Item 3 as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from

voting, and is not an associate of a person excluded from voting, on Item 3; and

- the holder votes on Item 3 in accordance with directions given by the beneficiary to the holder to vote in that way.

#### **Board recommendation**

The Board (other than Mr Kennedy in respect of Item 2 given his interest in Item 2, and Ms Malaxos in respect of Item 3 given her interest in Item 3) unanimously recommends that Shareholders vote **in favour** of Items 2 and 3.

#### **ITEM 4 – Approval of change of Company name**

In accordance with section 157(1) of the Corporations Act, a company may change its name by Special Resolution. Item 4 seeks approval for the Company to change its name to “Pancontinental Energy NL”.

The Board believes that the proposed name better reflects the Company’s stated business objectives and its longer-term strategic direction.

The change of name will take effect when ASIC alters the details of the Company’s registration.

The proposed name has been reserved by the Company and the Company will lodge a copy of the Special Resolution with ASIC following the General Meeting in order to effect the change.

There is no change required to the Company’s ASX listing code.

The Company also seeks approval under section 136(2) of the Corporations Act to amend the Company’s Constitution to reflect the change of name.

#### **Board recommendation**

The Board unanimously recommends that Shareholders vote **in favour** of Item 4.

# Pancontinental Oil & Gas NL

<b>A\$ or \$</b>	Australian dollars.
<b>ASIC</b>	The Australian Securities and Investments Commission.
<b>ASX</b>	ASX Limited (ABN 98 008 624 691), or as the context requires, the financial market operated by it.
<b>AWST</b>	Australian Western Standard Time.
<b>Board</b>	The Board of Directors of the Company.
<b>Chair</b>	The Chair of the General Meeting.
<b>Company or Pancontinental</b>	Pancontinental Oil & Gas NL (ABN 95 003 029 543).
<b>Corporations Act</b>	<i>Corporations Act 2001</i> (Cth).
<b>Director</b>	A Director of the Company.
<b>General Meeting</b>	The General Meeting of Shareholders of the Company to be held at 45 Ventnor Avenue, West Perth WA 6005 on 1 July 2021 at 14:30 (AWST), or any adjournment thereof.
<b>Explanatory Notes</b>	The Explanatory Notes attached to the Notice of Meeting.
<b>Item</b>	Each resolution set out in the Notice of Meeting or item of business.
<b>Listing Rules</b>	The listing rules of the ASX.
<b>Notice or Notice of Meeting</b>	The notice convening the General Meeting.
<b>Ordinary Resolution</b>	A resolution that must be passed by at least 50% of the votes cast by Shareholders being in favour of the resolution.
<b>Proxy Form</b>	The Proxy Form included with the Notice.
<b>Share</b>	A fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	Any person holding a Share in the Company's share register.
<b>Special Resolution</b>	A resolution that must be passed by at least 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative) being in favour of the resolution.



**PANCONTINENTAL**

**LODGE YOUR PROXY APPOINTMENT ONLINE**

**ONLINE PROXY APPOINTMENT**  
www.advancedshare.com.au/investor-login

**MOBILE DEVICE PROXY APPOINTMENT**  
Lodge your proxy by scanning the QR code below, and enter your registered postcode.  
It is a fast, convenient and a secure way to lodge your vote.

**2021 GENERAL MEETING PROXY FORM**

I/We being shareholder(s) of Pancontinental Oil & Gas NL and entitled to attend and vote hereby:

**STEP 1**

**APPOINT A PROXY**

The Chair of the Meeting **OR**  **PLEASE NOTE:** If you leave the section blank, the Chair of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) are named, the Chair of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the General Meeting of the Company to be held at **45 Ventnor Avenue, West Perth WA 6005 on 1 July 2021 at 14:30 (AWST)** and at any adjournment or postponement of that Meeting.

**CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES:**  
The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

**STEP 2**

**VOTING DIRECTIONS**

Resolutions	For	Against	Abstain*
1 Ratification of Share Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approval of Share issue to Director under the Placement – David Kennedy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of Share issue to Director under the Placement – Marie Malaxos	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of change of Company name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\* If you mark the Abstain box for a particular Resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

**STEP 3**

**SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED**

Shareholder 1 (Individual)  Joint Shareholder 2 (Individual)  Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary  Director/Company Secretary (Delete one)  Director

This form should be signed by the shareholder. If a joint holding, all the shareholders should sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

Email Address

Please tick here to agree to receive communications sent by the Company via email. This may include meeting notifications, dividend remittance, and selected announcements.

## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

### CHANGE OF ADDRESS

This form shows your address as it appears on Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

### APPOINTMENT OF A PROXY

If you wish to appoint the Chair as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair, please write that person's name in the box in Step 1. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

### DEFAULT TO THE CHAIR OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chair of the Meeting.

### VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each resolution 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 resolution 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 a given resolution, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on a resolution, your vote on that resolution will be invalid.

**PLEASE NOTE:** If you appoint the Chair as your proxy (or if he is appointed by default) but do not direct him how to vote on a resolution (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that resolution), the Chair may vote as he sees fit on that resolution.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

### COMPLIANCE WITH LISTING RULE 14.11

In accordance with Listing Rule 14.11, if you hold shares on behalf of another person(s) or entity/entities or you are a trustee, nominee, custodian or other fiduciary holder of the shares, you are required to ensure that the person(s) or entity/entities for which you hold the shares are not excluded from voting on resolutions where there is a voting exclusion. Listing Rule 14.11 requires you to receive written confirmation from the person or entity providing the voting instruction to you and you must vote in accordance with the instruction provided.

By lodging your proxy votes, you confirm to the company that you are in compliance with Listing Rule 14.11.

### CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

### SIGNING INSTRUCTIONS ON THE PROXY FORM

#### Individual:

Where the holding is in one name, the security holder must sign.

#### Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

#### Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or a certified photocopy of the Power of Attorney to this form when you return it.

#### Companies:

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

### LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 14:30 (AWST) on 29 June 2021, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled Meeting.



#### ONLINE PROXY APPOINTMENT

[www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login)



#### BY MAIL

Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009; or  
PO Box 1156, Nedlands WA 6909



#### BY FAX

+61 8 6370 4203



#### BY EMAIL

[admin@advancedshare.com.au](mailto:admin@advancedshare.com.au)



#### IN PERSON

Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009



#### ALL ENQUIRIES TO

Telephone: +61 8 9389 8033