



ELEMENT 25 LIMITED
ACN 119 711 929

**NOTICE OF EXTRAORDINARY GENERAL MEETING
EXPLANATORY MEMORANDUM
AND
PROXY FORM**

Date of Meeting

20 March 2023

Time of Meeting

1:00pm (AWST)

Place of Meeting

Garden Office Park
355 Scarborough Beach Road
Osborne Park WA 3017

This Notice of Extraordinary General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor, or other professional adviser prior to voting.

*The **2022 Annual Report** may be viewed on the Company's website at www.e25.com.au*

ELEMENT 25 LIMITED
ACN 119 711 929
NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting of Shareholders of Element 25 Limited (**Company**) will be held at Garden Office Park, 355 Scarborough Beach Road, Osborne Park, Western Australia, on 20 March 2023 at 1:00pm (AWST) for the purpose of transacting the following business.

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

Terms used in this Notice will, unless the context otherwise requires, have the same meaning given to them in the glossary contained in the Explanatory Memorandum.

Resolution 1 – Ratification of Issue of Shares – ASX Listing Rule 7.1

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

“That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 15,948,964 Shares to the parties, for the purposes and on the terms set out in the Explanatory Memorandum.”

Short Explanation: Listing Rule 7.4 permits the ratification of previous issues of securities made without prior shareholder approval provided the issue did not breach the 15% threshold set by Listing Rule 7.1. The purpose and effect of such a ratification is to restore the Company’s discretionary power to issue further shares up to 15% of the issued capital of the Company without requiring shareholder approval.

Voting Exclusion: The Company will disregard any votes cast on this Resolution by or on behalf of:

- (a) any person who participated in the issue or is a counterparty to the agreement being approved;
- (b) an Associate of that person or those persons.

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

- (a) by a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (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.

Resolution 2 – Ratification of Issue of Shares – ASX Listing Rule 7.1A

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

“That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 15,301,036 Shares to the parties, for the purposes and on the terms set out in the Explanatory Memorandum.”

Short Explanation: Listing Rule 7.4 permits the ratification of previous issues of securities made without prior shareholder approval provided the issue did not breach the 10% threshold set by Listing Rule 7.1A. The purpose and effect of such a ratification is to restore the Company’s discretionary power to issue further shares up to 10% of the issued capital of the Company without requiring shareholder approval.

Voting Exclusion: The Company will disregard any votes cast on this Resolution by or on behalf of:

- (a) any person who participated in the issue or is a counterparty to the agreement being approved;
- (b) an Associate of that person or those persons.

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

- (a) by a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (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.

Resolution 3 – Approval of Issue of Shares – ASX Listing Rule 7.1

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

“That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of shares to the parties, to the value of US\$15,000,000 for the purposes and on the terms set out in the Explanatory Memorandum.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by or on behalf of:

- (a) any 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 entity);
- (b) an Associate of that person or those persons.

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

- (a) by a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (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.

Resolution 4 – Ratification of Issue of Shares – ASX Listing Rule 7.1

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

“That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 5,000,000 Shares to the parties, for the purposes and on the terms set out in the Explanatory Memorandum.”

Short Explanation: Listing Rule 7.4 permits the ratification of previous issues of securities made without prior shareholder approval provided the issue did not breach the 15% threshold set by Listing Rule 7.1. The purpose and effect of such a ratification is to restore the Company’s discretionary power to issue further shares up to 15% of the issued capital of the Company without requiring shareholder approval.

Voting Exclusion: The Company will disregard any votes cast on this Resolution by or on behalf of:

- (a) any person who participated in the issue or is a counterparty to the agreement being approved;
- (b) an Associate of that person or those persons.

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

- (a) by a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (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.

Resolution 5 – Approval of Issue of Shares – ASX Listing Rule 7.1

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

“That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 4,500,000 Shares to the parties, for the purposes and on the terms set out in the Explanatory Memorandum.”

Short Explanation: Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period that that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

Voting Exclusion: The Company will disregard any votes cast on this Resolution by or on behalf of:

- (a) any 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 entity);
- (b) an Associate of that person or those persons.

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

- (a) by a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (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.

Resolution 6 – Ratification of Issue of Options – ASX Listing Rule 7.1

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

“That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 2,000,000 Options to the parties, for the purposes and on the terms set out in the Explanatory Memorandum.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by or on behalf of:

- (a) any person who participated in the issue or is a counterparty to the agreement being approved;
- (b) an Associate of that person or those persons.

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

- (a) by a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (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.

Other Business

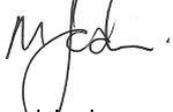
To deal with any other business that may be brought forward in accordance with the Constitution and the Corporations Act.

The enclosed Proxy Form provides further details on appointing proxies and lodging proxy forms. To be valid, properly completed Proxy Forms must be received by the Company’s share registry no later than 1:00pm (AWST) on 18 March 2023 by:

1. post to GPO Box 5193, Sydney NSW 2001;
2. email at meetings@automicgroup.com.au; or
3. online at <https://investor.automic.com.au/#/loginsah>.

If you are a beneficial Shareholder and receive these materials through your broker or through another intermediary, please complete and return the Proxy Form or voting instruction form in accordance with the instructions provided to you by your broker or by the other intermediary.

By order of the Board



Michael Jordon
Company Secretary
Date: 13 February 2023

PROXIES

A Shareholder entitled to attend and vote at the above meeting may appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights.

A proxy may, but need not be, a Shareholder of the Company.

The instrument appointing the proxy must be in writing, executed by the appointor or his attorney duly authorised in writing or, if such appointor is a corporation, either under seal or under hand of an officer duly authorised.

The instrument of proxy (and the power of attorney or other authority, if any, under which it is signed) must be lodged by person, post, courier or facsimile and reach the registered office of the Company at least 48 hours prior to the meeting. For the convenience of Shareholders, a Proxy Form is enclosed.

ENTITLEMENT TO VOTE

For the purposes of regulation 7.11.37 of the Corporations Regulations 2001, the Company determines that members holding Shares at 1:00pm (AWST) on 18 March 2023 will be entitled to attend and vote at the EGM.

CORPORATIONS

A corporation may elect to appoint a representative in accordance with the Corporations Act, in which case the Company will require written proof of the representative's appointment, which must be lodged with, or presented to the Company before the meeting.

ELECTRONIC COMMUNICATION

All Shareholders may, and are encouraged to, elect to receive communications from the Company's share registry electronically. To provide or update your email address, please contact the Company's share registry.

REVOCAION OF PROXIES

A Shareholder executing and delivering a proxy has the power to revoke it in accordance with the provisions of the Corporations Act, which provides that every proxy may be revoked by an instrument in writing executed by the Shareholder or by his or her attorney authorised in writing and delivered either to the registered office of the Company at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof at which the proxy is to be used, or to the Chair on the day of the Meeting or any adjournment thereof, or in any other manner permitted by law.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the Shareholders of Element 25 Limited ACN 119 711 929 (**Company**) in connection with the business to be conducted at the Extraordinary General Meeting of the Company to be held at 355 Scarborough Beach Road, Osborne Park, Western Australia, on 20 March 2023 commencing at 1:00pm (AWST).

This Explanatory Memorandum should be read in conjunction with, and form part of, the accompanying notice.

The Directors recommend that Shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

Terms used in this Explanatory Memorandum will, unless the context otherwise requires, have the same meaning given to them in the glossary as contained in this Explanatory Memorandum.

At the EGM, Shareholders will be asked to consider the following Resolutions:

- Resolution 1 - Ratification of Issue of Shares;
- Resolution 2 - Ratification of Issue of Shares
- Resolution 3 - Approval of Issue of Shares
- Resolution 4 - Ratification of Issue of Shares
- Resolution 5 - Approval of Issue of Shares
- Resolution 6 - Ratification of Issue of Options

Resolution 1 – Ratification of Issue of Shares

1.1 General

On 23 November 2022 the Company issued 31,249,999 Shares (15,948,964 under Listing Rule 7.1 and 15,301,036 under Listing rule 7.1A) at \$1.12 per Share to sophisticated, professional and institutional investors to raise up to a total of \$35,000,000 (before costs) under its Listing Rule placement capacity and now seeks, pursuant to Resolution 1 of the Notice, to ratify the allotment and issue of those Shares.

Listing Rule 7.4 permits the ratification of previous issues of securities made without prior shareholder approval provided the issue did not breach the 15% threshold set by Listing Rule 7.1. The purpose and effect of such a ratification is to restore the Company's discretionary power to issue further shares up to 15% of the issued capital of the Company without requiring shareholder approval.

By ratifying the issue, the subject of Resolution 1, the base figure (ie variable "A") in which the Company's 15% and 10% annual placement capacities are calculated under Listing Rule 7.1 and Listing Rule 7.1A will be a higher number which in turn will allow a proportionately higher number of securities to be issued without prior Shareholder approval.

The Company proposes Resolution 1 to ratify a previous issue of Shares in accordance with Listing Rule 7.4. The Company confirms that the allotment and issue of the Shares the subject of Resolution 1 did not breach Listing Rule 7.1.

1.2 Information required by Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- 1.2 (a) The shares were issued to sophisticated and professional investors who were selected based on factors including bidder type, bid timing and volume, existing holdings of each bidder, prior investment behaviours of each bidder, and aggregate demand for Placement Shares.
- 1.2 (b) 15,948,964 Shares were issued on 23 November 2022 (Listing Rule 7.1);
- 1.2 (c) the issue price was \$1.12 per Share;
- 1.2 (d) the 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;
- 1.2 (e) the Shares were issued to non-related parties of the Company; and
- 1.2 (f) the funds raised from the issue will be used to fund the Company's HPMSM project feasibility initial works, operating cost reduction capital costs, engineering optimisation works and working capital.

1.3 Directors' Recommendation

The Directors of the Company believe that Resolution 1 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

Resolution 2 – Ratification of Issue of Shares

2.1 General

On 23 November 2022 the Company issued 31,249,999 Shares (15,948,964 under Listing Rule 7.1 and 15,301,036 under Listing rule 7.1A) at \$1.12 per Share to sophisticated, professional and institutional investors to raise up to a total of \$35,000,000 (before costs) under its Listing Rule placement capacity and now seeks, pursuant to Resolution 2 of the Notice, to ratify the allotment and issue of those Shares.

Listing Rule 7.4 permits the ratification of previous issues of securities made without prior shareholder approval provided the issue did not breach the 10% threshold set by Listing Rule 7.1A. The purpose and effect of such a ratification is to restore the Company's discretionary power to issue further shares up to 10% of the issued capital of the Company without requiring shareholder approval.

By ratifying the issue the subject of Resolution 2, the base figure (ie variable "A") in which the Company's 15% and 10% annual placement capacities are calculated under Listing Rule 7.1 and Listing Rule 7.1A will be a higher number which in turn will allow a proportionately higher number of securities to be issued without prior Shareholder approval.

The Company proposes Resolution 2 to ratify a previous issue of Shares in accordance with Listing Rule 7.4. The Company confirms that the allotment and issue of the Shares the subject of Resolution 2 did not breach Listing Rule 7.1A.

2.2 Information required by Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- 2.2 (a) The shares were issued to sophisticated and professional investors who were selected based on factors including bidder type, bid timing and volume, existing holdings of each bidder, prior investment behaviours of each bidder, and aggregate demand for Placement Shares.
- 2.2 (b) 15,301,036 Shares were issued on 23 November 2022 (Listing Rule 7.1A);
- 2.2 (c) the issue price was \$1.12 per Share;
- 2.2 (d) the 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;
- 2.2 (e) the Shares were issued to non-related parties of the Company; and
- 2.2 (f) the funds raised from the issue will be used to fund the Company's HPMSM project feasibility initial works, operating cost reduction capital costs, engineering optimisation works and working capital.

2.3 Directors' Recommendation

The Directors of the Company believe that Resolution 2 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

Resolution 3 – Approval of Issue of Shares

3.1 General

On 9 January 2023 the Company entered a binding agreement with Stellantis N.V. for the supply of battery grade High Purity Manganese Sulphate (HPMSM) for Stellantis' Electric Vehicle (EV) battery requirements. The term of the agreement is for a minimum of 5 years for the take or pay of 45Kt of HPMSM with opportunities for contract extension. Under the terms of the agreement, subject to conditions precedent set out in the agreement, Stellantis will part fund the development of the Company's HPMSM processing facility with US\$30million investment in two tranches. Tranche one, subject to Shareholder approval, is equity funding of US\$15million to assist with the construction of the HPMSM facility.

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period that that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The effect of Resolution 3 will be to allow the Company to issue such number of shares required at the calculated issue price in accordance with the terms of the Subscription Agreement to the value of US\$15,000,000 no later than 3 months after the date of this Meeting without using the Company's 15% annual placement capacity.

By approving the issue, the subject of Resolution 3, the base figure (ie variable "A") in which the Company's 15% and 10% annual placement capacities are calculated under Listing Rule 7.1 and Listing Rule 7.1A will be a higher number which in turn will allow a proportionately higher number of securities to be issued without prior Shareholder approval.

The Company proposes Resolution 3 to approve the issue of Shares in accordance with Listing Rule 7.3. The Company confirms that the allotment and issue of the Shares the subject of Resolution 3 does not breach Listing Rule 7.1.

3.2 Information required by Listing Rule 7.3

The following information is provided to Shareholders for the purposes of Listing Rule 7.3.

- 3.2 (a) the proposed Share issue are subject to the Company and Stellantis N.V. meeting conditions precedent set out in the Subscription Agreement by 30 April 2023;
- 3.2 (b) the value of the proposed Shares to be issued is US\$15,000,000;
- 3.2 (c) Stellantis N.V. shall subscribe for such number of ordinary shares in Element 25 at the issue price as equals the US\$15,000,000, expressed in Australian dollars.
- 3.2 (d) the issued price is the price calculated on the volume weighted average price of the Company's shares in the 20 days prior to the Feasibility Study announcement at minimum of A\$1.00 per share;
- 3.2 (e) the amount, US\$15,000,000 will be converted into Australian dollars at the US:AUD exchange rate published by Westpac Banking Corporation at 12:00pm Perth time on the Business Day immediately prior to the execution of the Subscription Agreement
- 3.2 (f) the proposed allottee of the Shares is Stellantis N.V., a public limited liability company under the laws of the Netherlands, having its corporate office at Taurusavenue 1, Hoofddorp P7 2132LS;
- 3.2 (g) the proposed shares issued are all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- 3.2 (h) the issue of shares is subject to material conditions precedents being achieved by both the Company and Stellantis within commercial timeframes. The Offtake Agreement sets out the terms of the proposed issue of Shares with the material terms provided in Annexure A;
- 3.2 (i) the Shares will be issued on the date provided under the Offtake Agreement, and in any event within three months of the date of this Meeting; and
- 3.2 (j) the Shares are to be issued to non-related parties of the Company.

3.3 Risk of Economic and Voting Dilution

Any issue of Equity Securities under the 15% annual placement facility will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 3 is approved by Shareholders and the Company issues Equity Securities available considering the investment of US\$15million, the potential economic and voting dilution of existing Shares would be as shown in the table below.

The Table 1 below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1, on the basis of the minimum issue price of Shares to Stellantis (A\$1.00) and additional examples at A\$1.10 and A1.20 as the issued price is the price calculated on the volume weighted average price of the Company's shares in the 20 days prior to the Feasibility Study announcement of a minimum of A\$1.00 per share.

Table 1 also has been modelled with various Australian dollar investment values as the proposed investment equals US\$15million and is subject to exchange rate variations which will alter the Australian dollar investment value. The exchange rates used in Table 1 are for modelling purposes with the actual exchange rate to be applied noted at 3.2 (e) to be applied.

Table 1 has been modelled using the number of Equity Securities on issue or proposed to be issued as at 31 January 2023.

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 15% annual placement facility.

Table 1 – Voting Dilution Impact

Variable “A” in Listing Rule 7.1	Issue Price A\$1.00 per share	Issue Price A\$1.10 per share	Issue Price A\$1.20 per share
Current Variable A	185,460,369 shares	185,460,369 shares	185,460,369 shares
Equity Value	\$185,460,369	\$204,006,406	\$222,552,443
US \$15m invested at AUD \$0.700			
Increase in Variable A	21,428,571 shares	19,480,519 shares	17,857,143 shares
Funds Raised (US\$15m)	\$21,428,571	\$21,428,571	\$21,428,571
Variable A after proposed Share Issue	206,888,940 shares	204,940,888 shares	203,307,512 shares
Voting Dilution	11.55%	10.50%	9.63%
US \$15m invested at AUD \$0.675			
Increase in Variable A	22,222,222 shares	20,202,020 shares	18,518,519 shares
Funds Raised (US\$15m)	\$22,222,222	\$22,222,222	\$22,222,222
Variable A after proposed Share Issue	207,682,591 shares	205,662,389 shares	203,978,888 shares
Voting Dilution	11.98%	10.89%	9.99%
US \$15m invested at AUD \$0.650			
Increase in Variable A	23,076,923 shares	20,979,021 shares	19,230,769 shares
Funds Raised (US\$15m)	\$23,076,923	\$23,076,923	\$23,076,923
Variable A after proposed Share Issue	208,537,292 shares	206,439,390 shares	204,691,138 shares
Voting Dilution	12.44%	11.31%	10.37%
US \$15m invested at AUD \$0.625			
Increase in Variable A	24,000,000 shares	21,818,182 shares	20,000,000 shares
Funds Raised (US\$15m)	\$24,000,000	\$24,000,000	\$24,000,000
Variable A after proposed Share Issue	209,460,369 shares	207,278,551 shares	205,460,369 shares
Voting Dilution	12.94%	11.76%	10.78%

The table has been prepared on the following assumptions:

- 3.3 (a) there are currently 185,460,369 Shares on Issue at 31 January 2023.
- 3.3 (b) the issued price is the price calculated on the volume weighted average price of the Company's shares in the 20 days prior to the Feasibility Study announcement, estimated to be 30 April 2023, of at minimum of A\$1.00 per share, with additional examples shown at an issue price of A\$1.10 and A\$1.20.
- 3.3 (c) the Company issues the maximum number of Equity Securities available for the investment of the US\$15 million at the prevailing exchange rate.
- 3.3 (d) no Options are exercised into Shares before the date of issue of the Equity Securities.
- 3.3 (e) the voting dilution reflects the potential aggregate percentage dilution against the Issued Share Capital at the time of issue. The different scenarios of both variable exchange rate on the investment value and Share Issue Price alter the dilution scenarios.
- 3.3 (f) the table shows only the effect of issue of Equity Securities under Listing Rule 7.1, not under the 10% placement capacity under Listing Rule 7.1A.
- 3.3 (g) 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.
- 3.3 (h) the table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 15% annual placement facility, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- 3.3 (a) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- 3.3 (b) 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.

3.4 Directors' Recommendation

The Directors of the Company believe that Resolution 3 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

Resolution 4 – Ratification of Issue of Shares

4.1 General

On 10 February 2023, the Company entered into an At-the-Market Subscription Agreement (**ATM**) with Acuity Capital. The ATM provides the Company with up to \$30,000,000 of standby equity capital over a 36-month period, ending 31 January 2026. The facility gives the Company significant flexibility of terms and of timing for financing the development of the HPMSM Project and operating cost reduction capital costs, engineering optimisation works and/ or working capital.

Under the terms of the ATM the Company retains full control of all aspects of the subscription process, having sole discretion including, whether to utilise the ATM, the maximum number of shares to be issued, the minimum issue price of shares and the timing of each subscription (if any). There is no obligation for the Company to utilise the ATM and the Company may terminate the agreement at any time, without cost or penalty. Acuity Capital and the ATM do not place any restrictions at any time on the Company raising capital through other methods.

If the Company utilises the ATM, it is able to set a price floor (at its sole discretion), with the final issue price being calculated as the greater of the nominated price floor and up to a 10% discount to a Volume Weighted Average Price (VWAP) over a period of the Company's choosing (again at its sole discretion).

The Company issued 5,000,000 Shares (**Collateral Shares**) on 10 February 2023, from its LR7.1 capacity, at nil consideration, as security under the ATM for provision of the ATM facility. The Company may, however, at any time terminate the ATM and buy back (and cancel) the Collateral Shares for no cash consideration (subject to shareholder approval).

Listing Rule 7.4 permits the ratification of previous issues of securities made without prior shareholder approval provided the issue did not breach the 15% threshold set by Listing Rule 7.1. The purpose and effect of such a ratification is to restore the Company's discretionary power to issue further shares up to 15% of the issued capital of the Company without requiring shareholder approval.

By ratifying the issue the subject of Resolution 4, the base figure (ie variable “A”) in which the Company’s 15% and 10% annual placement capacities are calculated under Listing Rule 7.1 and Listing Rule 7.1A will be a higher number which in turn will allow a proportionately higher number of securities to be issued without prior Shareholder approval.

The Company proposes Resolution 4 to ratify a previous issue of Shares in accordance with Listing Rule 7.4. The Company confirms that the allotment and issue of the Shares the subject of Resolution 4 did not breach Listing Rule 7.1.

4.2 Information required by Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- 4.2 (a) 5,000,000 Shares were issued on 10 February 2023;
- 4.2 (b) the purpose of the Share issue is to provide security under the ATM as Collateral Shares;
- 4.2 (c) the issue price was Nil per Share for the Collateral Shares;
- 4.2 (d) the Shares were issued to Acuity Capital Investment Management Pty Ltd as trustee for the Acuity Capital Holdings Trust;
- 4.2 (e) the 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;
- 4.2 (f) the Shares were issued to non-related parties of the Company; and
- 4.2 (g) as the Shares were issued of nil cash consideration no funds were raised for the issue.
- 4.2 (h) the ATM agreement is subject to terms and conditions, with the material terms summarised in Annexure B;

4.3 Directors’ Recommendation

The Directors of the Company believe that Resolution 4 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

Resolution 5– Approval of Issue of Shares

5.1 General

Under the terms of the ATM the Company retains full control of all aspects of the subscription process, having sole discretion including, whether to utilise the ATM, the maximum number of shares to be issued, the minimum issue price of shares and the timing of each subscription (if any). There is no obligation for the Company to utilise the ATM and the Company may terminate the agreement at any time, without cost or penalty. Acuity Capital and the ATM do not place any restrictions at any time on the Company raising capital through other methods.

If the Company utilises the ATM, it is able to set a price floor (at its sole discretion), with the final issue price being calculated as the greater of the nominated price floor and up to a 10% discount to a Volume Weighted Average Price (VWAP) over a period of the Company’s choosing (again at its sole discretion).

The Company has agreed to issue 4,500,000 Shares (Collateral Share) on 21 March 2023, subject to shareholder approval, at nil consideration, as security under the ATM for provision of the ATM facility. If approved by shareholders, this will increase the total number of E25 shares issued as security under the ATM to 9,500,000 Collateral Shares. The Company may, however, at any time terminate the ATM and buy back (and cancel) the Collateral Shares for no cash consideration (subject to shareholder approval).

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period that that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The effect of Resolution 5 will be to allow the Company to issue 4,500,000 Shares no later than 3 months after the date of this Meeting without using the Company’s 15% annual placement capacity.

By approving the issue, the subject of Resolution 5, the base figure (ie variable “A”) in which the Company’s 15% and 10% annual placement capacities are calculated under Listing Rule 7.1 and Listing Rule 7.1A will be a higher number which in turn will allow a proportionately higher number of securities to be issued without prior Shareholder approval.

The Company proposes Resolution 5 to approve the issue of Shares in accordance with Listing Rule 7.3. The Company confirms that the allotment and issue of the Shares the subject of Resolution 5 does not breach Listing Rule 7.1.

If Resolution 5 is not passed the Company will not be issuing the shares.

5.2 Information required by Listing Rule 7.3

The following information is provided to Shareholders for the purposes of Listing Rule 7.3.

- 5.2 (a) 4,500,000 Shares will be issued;
- 5.2 (b) the purpose of the Share issue is to provide additional security under the ATM as Collateral Shares;
- 5.2 (c) the issue price is Nil per Share for the Collateral Shares;
- 5.2 (d) the proposed allottee of the Shares is Acuity Capital Investment Management Pty Ltd as trustee for the Acuity Capital Holdings Trust;
- 5.2 (e) the proposed Shares issued are all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company’s existing Shares;
- 5.2 (f) the Shares will be issued on the date provided under the ATM, and in any event within three months of the date of this Meeting;
- 5.2 (g) the Shares are to be issued to non-related parties of the Company; and
- 5.2 (h) as the Shares will be issued of nil cash consideration no funds will be raised for the issue.
- 5.2 (i) the ATM agreement is subject to terms and conditions, with the material terms summarised in Annexure B;

5.3 Directors’ Recommendation

The Directors of the Company believe that Resolution 5 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

Resolution 6 – Ratification of Issue of Options

6.1 General

During the year the Company issued the following options under its Listing Rule 7.1 placement capacity and now seeks, pursuant to Resolution 6 of the Notice, to ratify the allotment and issue of those Options.

On 1 November 2022, 500,000 Options, exercise price \$1.1747 and expiring on 29 September 2027 were issued to AG Graham in order to reward and incentivise the non-related party of the Company performing work associated with the development of the HPMSM Project.

On 1 November 2022, 500,000 Options, exercise price \$1.1747 and expiring on 29 September 2027 were issued to Tambotia Family Trust in order to reward and incentivise the non-related party of the Company performing work associated with the development of the HPMSM Project.

On 23 September 2022, 500,000 Options, exercise price \$1.2806 and expiring on 23 September 2027 were issued to CEV Pty Ltd in order to reward and incentivise the non-related party of the Company performing work associated with the development of the HPMSM Project.

On 01 July 2022, 500,000 Options, exercise price \$0.6547 and expiring on 1 July 2027 were issued to Jordon Family Trust in order to reward and incentivise employee’s performing work associated with the development of the Company strategic and operating performance.

Listing Rule 7.4 permits the ratification of previous issues of securities made without prior shareholder approval provided the issue did not breach the 15% threshold set by Listing Rule 7.1. The purpose and effect of such a ratification is to restore the Company’s discretionary power to issue further shares up to 15% of the issued capital of the Company without requiring shareholder approval.

By ratifying the issues the subject of Resolution 6, the base figure (ie variable “A”) in which the Company’s 15% and 10% annual placement capacities are calculated under Listing Rule 7.1 and Listing Rule 7.1A will be a higher number which in turn will allow a proportionately higher number of securities to be issued without prior Shareholder approval.

The Company proposes Resolution 6 to ratify previous issues of Options in accordance with Listing Rule 7.4. The Company confirms that the allotment and issue of the Options the subject of Resolution 6 did not breach Listing Rule 7.1.

6.2 Information required by Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- 6.2 (a) 2,000,000 Options were issued;
- 6.2 (b) the Options were issued for Nil consideration;
- 6.2 (c) the Options issued were on the terms and conditions set out in Annexures C, D, and E;
- 6.2 (d) 500,000 Options were issued on 1 November 2022 to AG Graham (Annexure C) in order to reward and incentivise the non-related party of the Company performing work associated with the development of the HPMSM Project,
- 6.2 (e) 500,000 Options were issued on 1 November 2022 to Tambotia Family Trust (Annexure C) in order to reward and incentivise the non-related party of the Company performing work associated with the development of the HPMSM Project,
- 6.2 (f) 500,000 Options were issued on 23 September 2022 to CEV Pty Ltd (Annexure D) in order to reward and incentivise the non-related party of the Company performing work associated with the development of the HPMSM Project, and
- 6.2 (g) 500,000 Options were issued on 1 July 2022 to Jordon Family Trust (Annexure E) in order to reward and incentivise employee's performing work associated with the development of the Company strategic and operating performance.
- 6.2 (h) no funds were raised from the issues.

6.3 Directors' Recommendation

The Directors of the Company believe that Resolution 6 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

OTHER BUSINESS

The Company is not aware of any other business to come before the Meeting other than as set forth in the accompanying Notice.

GLOSSARY

In this Explanatory Memorandum and the Notice, the following terms have the following meanings unless the context otherwise requires:

Acuity Capital	means Acuity Capital Investment Management Pty Ltd.
Annual Report	means the Directors' report, the annual financial report and auditor's report in respect of the financial year ended 30 June 2022.
Associate	has the same meaning as defined in Section 11 and Sections 13 to 17 of the Corporations Act.
ASX	means ASX Ltd ABN 98 008 624 691 and, where the context requires, the Australian Securities Exchange operated by ASX Ltd.
ATM	means At-The-Market Subscription Agreement with Acuity Capital.
Board	means the board of Directors of the Company.
Closely Related Party	has the same meaning as defined in Section 9 of the Corporations Act.
Company	means Element 25 Limited ACN 119 711 929.
Corporations Act	means Corporations Act 2001 (Cth).
Director	means a director of the Company.
EGM	means an Extraordinary General Meeting.
Explanatory Memorandum	means this information attached to the Notice, which provides information to Shareholders about the Resolutions contained in the Notice.
Facility	Means the High Purity Manganese Sulphate facility subject to the feasibility study
HPMSM	means High Purity Manganese Sulphate
Listing Rules	means the listing rules of ASX.
Notice or Notice of Meeting	means the Notice of Extraordinary General Meeting accompanying this Explanatory Memorandum.
Option	means an option to be issued a Share.
Proxy Form	means the proxy form attached to this Notice.
Resolution	means a resolution contained in the Notice.
Subscription Agreement	means the agreement with Stellantis for the investment of US\$15,000,000
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a share.
Stellantis	means Stellantis N.V., a public limited liability company under the laws of the Netherlands, having its corporate office at Taurusavenue 1, Hoofddorp P7 2132LS
Variable A	means "A" as set out in the formula in Listing Rule 7.1A.2.

ANNEXURE A

**ELEMENT 25 LIMITED
SUMMARY OF MATERIAL COMMERCIAL TERMS - STELLANTIS**

The Agreement contemplates parallel commitments from the parties including:

1. Take or pay obligations for Stellantis under an Offtake Agreement to buy 45Kt of battery-grade HPMSM from Element 25 (E25) over a five-year period.
2. The equity funding of US\$15M under the Subscription Agreement is at a price calculated on the volume-weighted average price (VWAP) of E25 shares in the 20 days prior to the FS announcement or at A\$1.00 per share, whichever is higher. E25 intends to hold a shareholder meeting as soon as practicable to ratify prior share issuances and restore capacity under LR 7.1/7.1A to issue the shares pursuant to the equity funding.
3. Further funding of US\$15M is structured as a Prepayment Agreement to be repaid out of HPMSM supplied under the Offtake Agreement to Stellantis over a five-year period, on commercial terms normal for a facility of this type including interest at the prevailing consumer price index inflation rate over the term.

The funds raised will be directed towards the construction costs of the Facility.

The agreements are subject to several conditions precedent (**CPs**) as expected for an agreement of this nature, including:

CPs for the overall transaction – by 30 April 2023:

1. Stellantis completing a technical due diligence process to its satisfaction.
2. E25 completing a successful HPMSM Feasibility Study (FS) for a USA-based HPMSM facility to Stellantis' reasonable satisfaction.
3. A decision by the E25 board to proceed with the project based on the FS.

CP for the Share Subscription Agreement and Offtake Agreement – by 30 April 2023

1. E25 securing a minimum of US\$100M project financing.

CP for the Prepayment Agreement – by 30 June 2023

1. E25 securing a minimum of US\$200M project financing.

The supply of HPMSM to Stellantis is expected to commence in 2026, with volumes of 5,000t of HPMSM in year one of operations, increasing to 10,000t in years two to five.

- E25 will supply quantities of HPMSM produced at the Facility and that meets purity and other specifications as defined in the agreement (Product).
- E25 and Stellantis have agreed a product qualification process to be satisfied by 1 January 2026.
- Start of commercial delivery of the Product from January 2026.
- Supply of 45Kt of HPMSM over five years from commencement.
- Term of the offtake to be for an initial five-year period, subject to extension by mutual agreement.

ANNEXURE B

**ELEMENT 25 LIMITED
SUMMARY OF MATERIAL COMMERCIAL TERMS – ATM AGREEMENT ACUITY CAPITAL**

The Summary of material terms of the ATM agreement with Acuity Capital:

1. The ATM provides the Company with up to \$30,000,000 of standby equity capital.
2. The term of the agreement is from 10 February 2023 and ends 31 January 2026
3. The Company has full discretion as to whether or not to utilise the ATM, the maximum number of shares to be issued, the minimum issue price of shares and the timing of each subscription (if any).
4. There are no requirements on the Company to utilise the ATM and E25 may terminate the ATM at any time, without cost or penalty.
5. Acuity Capital and the ATM do not place any restrictions at any time on the Company raising capital through other methods.
6. If the Company does decide to utilise the ATM, the Company is able to set an issue price floor at its sole discretion, with the final issue price being calculated as the greater of the nominated floor price and up to a 10% discount to a Volume Weighted Average Price (VWAP) over a period of the Company's choosing.
7. As security for the ATM, the Company has agreed to place 9,500,000 fully paid ordinary E25 shares to Acuity Capital at nil cash consideration.
 - a. 5,000,000 E25 shares are to be issued from its Listing Rule 7.1 capacity and
 - b. 4,500,000 will be issued subject to shareholder approval.
8. Upon early termination or maturity of the ATM, the Company may buy back (and cancel) the shares placed as security for no cash consideration (subject to shareholder approval).

ANNEXURE C**ELEMENT 25 LIMITED
TERMS AND CONDITIONS
OPTIONS EXPIRING 29 SEPTEMBER 2027**

The Options will be issued on the following terms:

1. Each Option shall be issued for no consideration.
2. The exercise price of each Option will be 117.47 cents ("Exercise Price").
3. Each Option entitles the holder to, after the Vesting Date and before the Expiry Date, subscribe for one Share in Element 25 Limited ABN 46 119 711 929 ("Company") upon the payment of the Exercise Price per Share subscribed for.
4. The Options will lapse at 5:00 pm, Western Standard Time on 29 September 2027 ("Expiry Date").
5. The Options may be transferred at any time in accordance with the Corporations Law, the SCH Business Rules and/or the Listing Rules.
6. There are no participating rights or entitlements inherent in these Options and holders of the Options will not be entitled to participate in new issues of capital that may be offered to shareholders during the currency of the Option.
7. After the Vesting Date, option holders have the right to exercise their Options prior to the date of determining entitlements to any capital issues to the then existing shareholders of the Company made during the currency of the Options and will be granted a period of at least 10 business days before closing date to exercise the Options.
8. In the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to the holders of Shares after the date of issue of the Options, the exercise price of the Options will be adjusted in accordance with the formula set out in ASX Listing Rule 6.22.2.
9. In the event of any re-organisation (including reconstruction, consolidation, subdivision, reduction or return of capital) of the issued capital of the Company, the Options will be re-organised as required by the Listing Rules, but in all other respects the terms of exercise will remain unchanged.
10. The Options shall be exercisable at any time after the Vesting Date, until the Expiry Date ("Exercise Period") by the delivery to the registered office of the Company of a notice in writing ("Notice") stating the intention of the Option holder to exercise all or a specified number of Options held by them accompanied by an Option certificate and a cheque made payable to the Company for the subscription monies for the Shares. The Notice and cheque must be received by the Company during the Exercise Period. An exercise of only some Options shall not affect the rights of the Option holder to the balance of the Options held by it.
11. The Company shall allot the resultant Shares and deliver a statement of shareholdings with a holders' identification number within 10 business days of exercise of the Options.
12. The Shares allotted shall rank, from the date of allotment, equally with the existing ordinary shares of the Company in all respects.

ANNEXURE D

**ELEMENT 25 LIMITED
TERMS AND CONDITIONS
OPTIONS EXPIRING 23 September 2027**

The Options will be issued on the following terms:

1. Each Option shall be issued for no consideration.
2. 50% of The Options (250,000) will vest if the Employee serves out the initial twelve-month term of this Agreement and will lapse if this Agreement is terminated by either party within twelve months from the commencement date.
3. 50% of The Options (250,000) will vest if the Employee serves out the initial twenty four-month term of this Agreement and will lapse if this Agreement is terminated by either party within twenty four months from the commencement date.
4. The exercise price of each Option will be 128.06 cents ("Exercise Price").
5. Each Option entitles the holder to, after the Vesting Date and before the Expiry Date, subscribe for one Share in Element 25 Limited ABN 46 119 711 929 ("Company") upon the payment of the Exercise Price per Share subscribed for.
6. The Options will lapse at 5:00 pm, Western Standard Time on 23 September 2027 ("Expiry Date").
7. The Options may be transferred at any time in accordance with the Corporations Law, the SCH Business Rules and/or the Listing Rules.
8. There are no participating rights or entitlements inherent in these Options and holders of the Options will not be entitled to participate in new issues of capital that may be offered to shareholders during the currency of the Option.
9. After the Vesting Date, option holders have the right to exercise their Options prior to the date of determining entitlements to any capital issues to the then existing shareholders of the Company made during the currency of the Options and will be granted a period of at least 10 business days before closing date to exercise the Options.
10. In the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to the holders of Shares after the date of issue of the Options, the exercise price of the Options will be adjusted in accordance with the formula set out in ASX Listing Rule 6.22.2.
11. In the event of any re-organisation (including reconstruction, consolidation, subdivision, reduction or return of capital) of the issued capital of the Company, the Options will be re-organised as required by the Listing Rules, but in all other respects the terms of exercise will remain unchanged.
12. The Options shall be exercisable at any time after the Vesting Date, until the Expiry Date ("Exercise Period") by the delivery to the registered office of the Company of a notice in writing ("Notice") stating the intention of the Option holder to exercise all or a specified number of Options held by them accompanied by an Option certificate and a cheque made payable to the Company for the subscription monies for the Shares. The Notice and cheque must be received by the Company during the Exercise Period. An exercise of only some Options shall not affect the rights of the Option holder to the balance of the Options held by it.
13. The Company shall allot the resultant Shares and deliver a statement of shareholdings with a holders' identification number within 10 business days of exercise of the Options.
14. The Shares allotted shall rank, from the date of allotment, equally with the existing ordinary shares of the Company in all respects.

ANNEXURE E

**ELEMENT 25 LIMITED
TERMS AND CONDITIONS
OPTIONS EXPIRING 23 September 2027**

The Options will be issued on the following terms:

1. Each Option shall be issued for no consideration.
2. 50% of The Options (250,000) will vest if the Employee serves out the initial six-month term of this Agreement and will lapse if this Agreement is terminated by either party within twelve months from the commencement date.
3. 50% of The Options (250,000) will vest if the Employee serves out the initial twelve-month term of this Agreement and will lapse if this Agreement is terminated by either party within twenty four months from the commencement date.
4. The exercise price of each Option will be 65.47 cents ("Exercise Price").
5. Each Option entitles the holder to, after the Vesting Date and before the Expiry Date, subscribe for one Share in Element 25 Limited ABN 46 119 711 929 ("Company") upon the payment of the Exercise Price per Share subscribed for.
6. The Options will lapse at 5:00 pm, Western Standard Time on 1 July 2027 ("Expiry Date").
7. The Options may be transferred at any time in accordance with the Corporations Law, the SCH Business Rules and/or the Listing Rules.
8. There are no participating rights or entitlements inherent in these Options and holders of the Options will not be entitled to participate in new issues of capital that may be offered to shareholders during the currency of the Option.
9. After the Vesting Date, option holders have the right to exercise their Options prior to the date of determining entitlements to any capital issues to the then existing shareholders of the Company made during the currency of the Options and will be granted a period of at least 10 business days before closing date to exercise the Options.
10. In the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to the holders of Shares after the date of issue of the Options, the exercise price of the Options will be adjusted in accordance with the formula set out in ASX Listing Rule 6.22.2.
11. In the event of any re-organisation (including reconstruction, consolidation, subdivision, reduction or return of capital) of the issued capital of the Company, the Options will be re-organised as required by the Listing Rules, but in all other respects the terms of exercise will remain unchanged.
12. The Options shall be exercisable at any time after the Vesting Date, until the Expiry Date ("Exercise Period") by the delivery to the registered office of the Company of a notice in writing ("Notice") stating the intention of the Option holder to exercise all or a specified number of Options held by them accompanied by an Option certificate and a cheque made payable to the Company for the subscription monies for the Shares. The Notice and cheque must be received by the Company during the Exercise Period. An exercise of only some Options shall not affect the rights of the Option holder to the balance of the Options held by it.
13. The Company shall allot the resultant Shares and deliver a statement of shareholdings with a holders' identification number within 10 business days of exercise of the Options.
14. The Shares allotted shall rank, from the date of allotment, equally with the existing ordinary shares of the Company in all respects.

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

Holder Number:

Your proxy voting instruction must be received by **1.00pm (WST) on Saturday, 18 March 2023**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/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.



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