
FBR Limited
ACN 090 000 276

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of the Company will be held as a virtual meeting at <https://web.lumiagm.com/383877123> on 20 December 2021 at 10:00am (AWST).

This Notice of Annual General Meeting and accompanying Explanatory Memorandum and Proxy Form should be read in their 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.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on (08) 9380 0240.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an annual general meeting of Shareholders of FBR Limited (**Company**) will be held as a virtual meeting at <https://web.lumiagm.com/383877123> on 20 December 2021 at 10:00am (AWST) (**Meeting**).

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

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 18 December 2021 at 10.00am (AWST).

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Section 10.

AGENDA

Annual Report

To table and consider the Annual Report of the Company and its controlled entities for the year ended 30 June 2021, which includes the Financial Report, the Directors' Report and the Auditor's Report.

Note: This item of business is for discussion only and is not a resolution.

1. Resolution 1 – Adoption of Remuneration Report

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

“That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the Company (which is contained in the Directors’ Report in the Annual Report) for the financial year ended 30 June 2021 be adopted.”

Note: Under section 250R(3) of the Corporations Act, the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion

In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) on this Resolution by or on behalf of the following persons:

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

However, a person described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described in subparagraphs (1) or (2) above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:

- (i) does not specify the way the proxy is to vote on this Resolution; and
- (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, or if the Company is part of a consolidated entity, for the entity.

2. Resolution 2 – Re-Election of Director – Mr Mark Pivac

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

“That Mr Mark Pivac, a Director who retires by rotation in accordance with Article 6.3 of the Constitution, Listing Rule 14.4 and for all other purposes, being eligible and offering himself for re-election, is so re-elected.”

3. Resolution 3 – Re-Election of Director – Mr Grant Anderson

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

“That Mr Grant Anderson, a Director who retires by rotation in accordance with Article 6.3 of the Constitution, Listing Rule 14.4 and for all other purposes, being eligible and offering himself for re-election, is so re-elected.”

4. Resolution 4 – Increase in maximum aggregate cap of non-executive Directors’ remuneration

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

“That, for the purpose of Article 6.5 of the Constitution and Listing Rule 10.17 and for all other purposes, the maximum aggregate amount of remuneration which may be provided by the Company to all non-executive Directors as a whole for their service as Directors be increased to a maximum amount of \$500,000 per annum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) Mr Michael Pivac, Mr Mark Pivac, Mr Richard Grellman, Mr Grant Anderson and/or Mr Greg Smith (each being a Director); or
- (b) any associate of Mr Michael Pivac, Mr Mark Pivac, Mr Richard Grellman, Mr Grant Anderson and/or Mr Greg Smith.

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

- (a) 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 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:

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

Voting Prohibition Statement:

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on the Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

5. Resolution 5 – Extension of loan and escrow period on existing 25,000,000 Short Term Loan Funded Shares for Mr Michael Pivac

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

“That, for all purposes, Shareholder approval is given for the Company to grant a 12-month extension to the loan previously given by the Company to its Managing Director and CEO, Mr Michael Pivac, on 24 December 2020 in connection with 25,000,000 Short Term Loan Funded Shares which were issued to Mr Michael Pivac (with prior Shareholder approval) on the terms and conditions in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast (in any capacity) on this Resolution by or on behalf of:

- (a) Mr Michael Pivac; or
- (b) an associate of Mr Michael Pivac.

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

- (a) 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 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(s), trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

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

Voting Prohibition:

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

6. Resolution 6 – Extension of loan and escrow period on existing 25,000,000 Short Term Loan Funded Shares for Mr Mark Pivac

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

“That, for all purposes, Shareholder approval is given for the Company to grant a 12-month extension to the loan previously given by the Company to its CTO and Executive Director, Mr Mark Pivac, on 24 December 2020 in connection with 25,000,000 Short Term Loan Funded Shares which were issued to Mr Mark Pivac (with prior Shareholder approval) on the terms and conditions in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast (in any capacity) on this Resolution by or on behalf of:

- (a) Mr Mark Pivac; or
- (b) an associate of Mr Mark Pivac.

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

- (a) 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 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(s), trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary

is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

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

Voting Prohibition:

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

7. Resolution 7 – Approval of 10% Placement Facility

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

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

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

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

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

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on this 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 this 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.

At the date of this Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in a proposed issue of Equity Securities under the proposed 10% Placement Facility. No existing Shareholders' votes will therefore be excluded under the voting exclusion in the Notice.

Dated 18 November 2021

BY ORDER OF THE BOARD

Aidan Flynn
Company Secretary

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Annual General Meeting to be held as a virtual meeting at <https://web.lumiagm.com/383877123> on 20 December 2021 at 10:00am (AWST).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions set out in the Notice.

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgment of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting.

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

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

2.2 How to join the Meeting

Shareholders can participate in the Meeting online using one of the following methods below. We also recommend that you refer to Computershare's Online Meeting Guide provided with the Meeting documentation and available at: www.computershare.com.au/virtualmeetingguide (**Online Meeting Guide**).

- (a) Computer – by entering this link in your browser: <https://web.lumiagm.com/383877123>
- (b) Mobile device – by entering this link in your browser: <https://web.lumiagm.com/383877123>

Additional meeting registration information - Shareholders and proxies will then need to enter the following information:

- (a) your username, which is your SRN/HIN (see details in your Proxy form)
- (b) your password, if registered in Australia this will be your postcode, and if overseas, the country code set out in the Online Meeting Guide

Registration time: registration will be open at 09:00 am (AWST) on Monday, 20 December 2021 (1hr prior to the start of the Meeting).

2.3 Voting in Person

The Lumi platform enables voting to take place at any time between the commencement of the Meeting up until closure is announced by the Chairman during the Meeting. The process for asking questions and voting is detailed in the Online Meeting Guide and the Chairman will also guide Shareholders through this process during the Meeting.

It may not be possible to respond to all questions raised during the Meeting. Shareholders are therefore encouraged to lodge questions prior to the Meeting by emailing their question(s) to enquiries@fbr.com by no later than 5:00pm (AWST) on 14 December 2021.

2.4 Voting By Proxy

Shareholders can appoint a proxy to attend and vote live at the Meeting. Your proxy need not be a Shareholder.

If you are entitled to cast two or more votes you may appoint two proxies and specify on your Proxy Form the proportion or number of votes each proxy is appointed to exercise. If you appoint two proxies and the appointment does not specify the number or proportion of votes each proxy may exercise, each proxy may exercise half the votes.

To vote by proxy, please complete and sign the enclosed Proxy Form and return:

- (a) online at www.investorvote.com.au;
- (b) by scanning the QR code of your proxy form and following the prompts;
- (c) by post to the Registry, Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria 3001;
- (d) by facsimile to the Registry on facsimile number (+61 3) 9473 2555; or
- (e) for custodian voting: for Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions, so that it is received no later than 10am (AWST) on 18 December 2021.

Proxy Forms received later than this time will be invalid.

3. Annual Report

Shareholders will be offered the opportunity to discuss the Annual Report at the Meeting. Copies of the Annual Report can be found on the Company's website www.fbr.com.au or are available by contacting the Company on (08) 9380 0240.

There is no requirement for Shareholders to approve the Annual Report.

Shareholders will be offered a reasonable opportunity to:

- (a) discuss the Annual Report for the financial year ended 30 June 2021;
- (b) ask questions or make comment on the management of the Company;
- (c) ask questions about, or make comment on, the Remuneration Report; and
- (d) ask the auditor questions about:
 - (i) the conduct of the audit;
 - (ii) the preparation and content of the Auditor's Report;
 - (iii) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
 - (iv) the independence of the auditor in relation to the conduct of the audit.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- (a) the content of the Auditor's Report; or
- (b) the conduct of the audit of the Financial Report,

may be submitted no later than five business days before the Meeting to the Company Secretary at the Company's registered office.

4. Resolution 1 – Adoption of Remuneration Report

The Annual Report for the year ended 30 June 2021 contains the Remuneration Report which:

- (a) sets out the remuneration policy for the Company;
- (b) discusses the relationship between the remuneration policy and the Company's performance; and
- (c) details the remuneration arrangements of Key Management Personnel, including the Managing Director, senior executives and non-executive Directors.

The Remuneration Report is contained within the Directors' Report in the Company's Annual Report (pages 34 to 48).

Voting on the adoption of the Remuneration Report is for advisory purposes only and will not bind the Directors or the Company. The Chair will allow reasonable opportunity for Shareholders to ask questions about, or comment on, the Remuneration Report at the meeting.

Section 250R(3) of the Corporations Act provides that the vote on the adoption of the Remuneration Report is for advisory purposes only and will not bind the Directors of the Company. However, under the Corporations Act if there are two consecutive votes at annual general meetings of the Company against the Company's remuneration report of 25% or more (each year's votes being considered a **Strike**), at the second consecutive annual general meeting at which a Strike occurs (**Second Strike**), a resolution must be put to Shareholders to hold another meeting where each Director is nominated for re-election (**Spill Resolution**). If the Spill Resolution is passed, then the Company is required to hold an additional general meeting (**Further Meeting**) within 90 days of the Spill Resolution. At the Further Meeting all Directors (excluding the Managing Director) must be nominated for re-election.

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

Voting Restrictions

Section 250R(4) of the Corporations Act prohibits any votes on this Resolution being cast by Key Management Personnel (or their associates) whose remuneration details are disclosed in the Remuneration Report. However, an exception to this prohibition exists to enable the Chair to vote Shareholders' undirected proxy votes. In this regard, you should specifically note that if you appoint the Chair as your proxy and you indicate on the Proxy Form you do not wish to specify how the Chair should vote on Resolution 1, the Chair will cast your votes in favour of Resolution 1.

If you wish to appoint the Chair as your proxy but do NOT want your votes to be cast in favour of Resolution 1, you must indicate your voting intention by marking either 'against' or 'abstain' against Resolution 1 in the Proxy Form.

5. Resolutions 2 & 3 – Election of Directors

5.1 General

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

Pursuant to Article 6.3(j) of the Constitution and Listing Rule 14.4, any Director so appointed holds office only until the next following annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Mark Pivac, in accordance with Article 6.3 of the Constitution, Listing Rule 14.4 and for all other purposes, retires and being eligible for re-election, offers himself for re-election at the Meeting.

Mr Grant Anderson, in accordance with Article 6.3 of the Constitution, Listing Rule 14.4 and for all other purposes, retires and being eligible for re-election, offers himself for re-election at the Meeting.

The Company confirms that the re-election of Messrs Pivac and Anderson will not breach the Constitution.

5.2 Qualifications

Mr Mark Pivac

Mr Pivac is the primary inventor of FBR's automated bricklaying technology. He is an aeronautical and mechanical engineer with over 30 years' experience working on the development of high technology equipment ranging from lightweight aircraft to heavy off road equipment and construction robotics. Mr Pivac has 25 years' experience of Pro/Engineer/Creo 3D CAD software. He also has high level mathematical skills and extensive design, commissioning and fault finding experience on servo controlled motion systems achieving very high dynamic performance. Mr Pivac has led the technical development of HadrianX for over 15 years

Mr Grant Anderson

Mr Anderson has over 40 years of experience in the design and manufacturing sectors, at the level of executive, CEO and managing director for a number of public and private best practice international companies. He also has extensive Board experience in both ASX-listed and private companies across multiple industries including automation, technology and robotics. He has experience as a Director in multiple countries including joint venture companies. He is currently Non-Executive Director of Sutton Tools Pty Ltd. and Non-Executive Chairman of Effusiontech Pty Ltd trading as SPEE3D a metal 3D printing company. His previous Board experience has included Berklee Limited (Deputy Chairman), Techni Waterjet Pty Ltd. (Chairman) and The ANCA Group Pty Ltd. which included multiple international subsidiaries.

Mr Anderson is a Fellow of the Australian Institute of Company Directors, a Fellow of the Australian Marketing Institute, and a life member of the FAPM.

5.3 Independence

If re-elected, the Board considers Mr Mark Pivac will be a non-independent Executive Director.

If re-elected, the Board considers Mr Anderson will be an independent Non-Executive Director.

5.4 Board recommendation

The Board (other than as regards each Director who is the subject of their own appointment Resolution) supports the election of each of the Directors and recommends that Shareholders vote in favour of each of Resolutions 2 and 3.

6. Resolution 4 – Increase in maximum aggregate cap of non-executive Director fees

6.1 General

In accordance with Article 6.5 of the Constitution and Listing Rule 10.17, the Company is seeking approval from Shareholders to increase the maximum aggregate amount of fees available for non-executive Directors as a whole by \$150,000, from \$350,000 per annum to \$500,000 per annum. This amount includes statutory superannuation contributions but does not include other payments that may be payable to the non-executive Directors as provided for in the Constitution.

The Company undertakes regular reviews of fees paid to its non-executive Directors to ensure that they are competitive, in line with the market and enable the Company to attract and retain high calibre Directors. This review includes consideration of fees paid to non-executive directors of comparable Australian listed companies. The Board's performance, duties and responsibilities, and the market comparison are all considered part of the review process.

The remuneration provided to each non-executive Director for the financial year ended 30 June 2021 is detailed in the Remuneration Report as set out in the Annual Report. The total value of remuneration paid to all non-executive Directors during the financial year ended 30 June 2021 was \$309,308. The current forecast value of remuneration to be paid to the existing three non-executive Directors during the financial year ended 30 June 2022 is \$319,000.

Accordingly, it is not the Company's intention to use the whole of the new maximum aggregate amount of fees payable to the non-executive Directors (should shareholder approval be granted) immediately.

The proposed increase in the maximum aggregate amount of fees payable to the non-executive Directors will provide flexibility to:

- (a) increase the number of future Board members and allow for transition periods, as part of an active Board renewal and succession planning process – this will ensure that the Company's interests are best served in its next period for growth and development;
- (b) continue to attract and retain Directors of the highest calibre to oversee the strategic and operational challenges of the Company as it continues its growth strategy;
- (c) allow for future adjustments in line with market conditions; and
- (d) allow for payment of appropriate fees over time, and taking into account the increasing time and responsibilities required of non-executive Directors generally and in particular with regard to:
 - (i) increasing corporate governance complexity and other regulatory requirements; and
 - (ii) the growth in the size, scope and diversity of the Company's businesses as it continues to expand into new markets and new regions, particularly with reference to its growing business.

No securities were issued by the Company to non-executive Directors over the past 3 years under Listing Rules 10.11 or 10.14.

Shareholders should note that the proposed increase in non-executive Directors' remuneration does not relate to salaries paid to executive Directors in their capacity as executives of the Company. Executive Directors do not receive remuneration in the form of Directors' fees in addition to their salaries.

Resolution 4 is an ordinary resolution.

If Resolution 4 is passed, the aggregate annual remuneration pool for non-executive Directors will change to \$500,000 per annum, representing an increase of \$150,000 per annum.

If Resolution 4 is not passed, the aggregate remuneration pool for non-executive Directors will remain at \$350,000 per annum. This may inhibit the ability of the Company to remunerate, attract and retain appropriately skilled non-executive Directors.

6.2 Specific information required by ASX Listing Rule 10.17

Pursuant to and in accordance with ASX Listing Rule 10.17, the following information is provided in relation to Resolution 4:

- (a) the amount of the increase is \$150,000 per annum;

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- (b) the maximum aggregate amount of Director's fees that may be paid to all of the Company's non-executive Directors (assuming Resolution 4 is passed) is \$500,000 per annum;
 - (c) no securities were issued to any non-executive Director under Listing Rules 10.11 or 10.14 within the last three years; and
 - (d) a voting exclusion statement is included in this Notice.

6.3 Board recommendation

With the Company's non-executive Directors noting their interest in the matter, the Board unanimously recommends that Shareholders approve the increase in the maximum aggregate amount of non-executive Directors fees.

7. Resolutions 5 and 6 – 12 month extension of loan and escrow period on existing 25,000,000 Loan Funded Shares for Mr Michael Pivac and Mr Mark Pivac

7.1 General

At the Company's 2020 annual general meeting (**2020 AGM**), the Company obtained Shareholder approval (for the purpose of Listing Rule 10.11 and for all other purposes) for:

- (a) the issue of 50,000,000 Shares (**Loan Funded Shares**) comprising 25,000,000 **Long Term Loan Funded Shares** and 25,000,000 **Short Term Loan Funded Shares** to each of:
 - (i) Mr Michael Pivac, the Company's Managing Director and CEO; and
 - (ii) Mr Mark Pivac, the Company's CTO and an Executive Director; and
- (b) the provision by the Company of a limited recourse, interest free loan (**Loan**) to each of Mr Michael Pivac and Mr Mark Pivac (**Executive Directors**) in connection with the acquisition by the Executive Directors of the Loan Funded Shares, with the Loan having the following original terms as approved by Shareholders at the 2020 AGM:
 - (i) the amount of the Loan to each Executive Director is equal to \$2,250,000 (being the market value of 50,000,000 Shares over the 30 ASX trading day VWAP prior to the date of their issue);
 - (ii) the Loan has two distinct and discrete halves – with one half being applicable to the Short Term Loan Funded Shares, and the other half being applicable to the Long Term Loan Funded Shares;
 - (iii) no interest is payable on the Loan;
 - (iv) the Loan is limited in recourse to amounts recovered from disposal of the Loan Funded Shares;
 - (v) the Loan is to be repaid if the relevant Executive Director's employment is terminated and he is not a good leaver (e.g. summary dismissal or termination of employment for misconduct);
 - (vi) the Loan is repayable as follows:
 - (A) as regards the Short Term Loan Funded Shares, that half of the Loan is repayable 12 months after the date of the issue of the 25,000,000 Short Term

Loan Funded Shares to the Executive Directors (being 24 December 2021). The Short Term Loan Funded Shares cannot be sold by the Executive Directors prior to this date. If, upon the expiration of the applicable term of the Loan, the Short Term Loan Funded Shares are worth less than the value of the applicable half of the Loan, then the Executive Director will be entitled to sell the Short Term Loan Funded Shares and repay the applicable half of the Loan, with the shortfall balance of half of the Loan being cancelled by the Company. Under this circumstances no net proceeds whatsoever of the disposal of Short Term Loan Funded Shares would flow to the relevant Executive Director. If, upon the expiration of the applicable term of the Loan, the Short Term Loan Funded Shares are worth more than the value of the applicable half of the Loan, the Executive Directors will be entitled to sell the Short Term Loan Funded Shares in an approved trading window for the Company and first repay the applicable half of the Loan and then keep the excess sale proceeds above the half Loan repayment value; and

- (B) as regards the Long Term Loan Funded Shares, that half of the Loan is repayable as follows:
- (1) the half of the Loan is repayable three years after the date of issue of the Long Term Loan Funded Shares (being 24 December 2023). The Long Term Loan Funded Shares cannot be sold by the Executive Directors prior to this date, and furthermore cannot provide any net benefit to the Executive Directors until and after the achievement of a performance hurdle of a 3,000 Standard Brick Equivalents (SBEs) per hour lay rate for the HadrianX® for one hour of operating time. If the performance hurdle is not achieved within three years then the Long Term Loan Funded Shares will be sold on market on the ASX by the relevant Executive Director and 100% of the proceeds will be given to the Company to repay the half of the Loan. Under this circumstance no proceeds whatsoever of the disposal of the Long Term Funded Shares will flow to the Executive Director; and
 - (2) if the performance hurdle of a 3,000 Standard Brick Equivalents (SBEs) per hour lay rate for the HadrianX® for one hour of operating time is achieved within three years of the date of issue of the Long Term Loan Funded Shares (being by 24 December 2023), then if, upon the expiration of the applicable term of the Loan, the Long Term Funded Shares are worth less than the value of the applicable half of the Loan, then the relevant Executive Director will be entitled to sell the Long Term Funded Shares and repay the applicable half of the Loan, with the shortfall balance of half the Loan being cancelled by the Company. Under this circumstance no proceeds whatsoever of the disposal of the Long Term Funded Shares will flow to the Executive Director. If, however, upon the expiration of the applicable half of the Loan the Long Term Funded Shares are worth more than the value of the applicable half of the Loan, then the relevant Executive Director will be entitled to sell the Long Term Funded Shares in an approved trading window of the Company and first repay the applicable half of the Loan and then keep the excess sale proceeds above the half Loan repayment value;
- (C) where a Loan Funded Share is sold, the Loan amount for that Loan Funded Share only must be repaid to the Company in cleared funds within 5 business days of the sale; and

- (D) the Loan is secured against the proceeds from the sale of the Loan Funded Share but the Executive Directors are not personally liable for the Loan. In other words, in the event the Loan Funded Share are sold to repay the Loan but the sale proceeds are insufficient to cover the amount of the loan which is outstanding the Company cannot recover the remaining amount from the Executive Directors and the Company will be unlikely to recoup the full face value of the Loan. Conversely, where the sale proceeds are greater than the amount of the Loan the company will not receive an additional repayment as the Executive Directors are entitled to the surplus proceeds.

The Short Term Loan Funded Shares were issued to each Executive Director on 24 December 2020 following Shareholder approval at the 2020 AGM.

7.2 Approval to extend terms of Loan relating to Short Term Loan Funded Shares

Resolutions 5 and 6 seek Shareholder approval for all purposes to enable the Company to extend the term of the half of the Loan to each Executive Director relating to the 25,000,000 Short Term Loan Funded Shares issued to them (as set out in Section 7.1(b)(vi)(A) above) by an additional 12 months (being until 24 December 2022). As a result of Shareholders approving Resolutions 5 and 6, the period in which the Executive Directors will be prevented from selling the Short Term Loan Funded Shares will also be extended for 12 months (to 24 December 2022).

The Board considers that it is appropriate, as a matter of good corporate governance, to seek Shareholder approval to extend the term of the half of the Loan to each Executive Director relating to the 25,000,000 Short Term Loan Funded Shares.

In forming the decision to extend the term of the applicable half of the Loan to the Executive Directors, the Board and its Remuneration Committee reviewed similar sized listed companies operating in similar industries in regard to setting appropriate Executive Director remuneration and previously had sought and received advice regarding the most appropriate structure to incentivise the Executive Directors. This previous advice recommended a non-cash share loan as the most appropriate incentive structure.

The Board takes the view that a cash-based incentive structure is inappropriate at the current stage of development. The Board takes the view that the non-cash loan structure provides a suitable incentive whilst avoiding the payment of a cash bonus. The Board takes the view that the recommended extension of the Loan becomes the sole short-term incentive for each Executive Director.

Resolutions 5 and 6 are each an ordinary resolution.

7.3 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The extension of the half of the Loan relating to the Short Term Loan Funded Shares to each Executive Director constitutes giving a financial benefit. Each Executive Director is a related party

of the Company by virtue of being a Director.

The Directors (other than the Executive Directors) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolutions 5 and 6 as the benefit given to the Executive Directors under those Resolutions is in lieu of short term cash incentives, and are considered to be reasonable remuneration for the purposes of section 211 of the Corporations Act.

7.4 Further information

Resolutions 5 and 6 seek to materially alter the terms of the half of the Loan relating to the Short Term Loan Funded Shares to each Executive Director which was previously approved by Shareholders at the 2020 AGM.

If Resolutions 5 and 6 are passed, the Company will proceed with granting the extension of the term of the half of the Loan relating to the Short Term Loan Funded Shares to each Executive Director as set out above and in Section 7.5(h) below.

If Resolutions 5 and 6 are not passed, the Company will not proceed with granting the extension of the term of the half of the Loan relating to the Short Term Loan Funded Shares to each Executive Director and that half of the Loan will instead be repayable by each Executive Director in the manner set out in Section 7.1(b)(vi)(A) above. Additionally, the Company will be required to consider other alternative forms of incentivization and remuneration for the Executive Directors.

The Company also provides the following information to Shareholders for the purposes of obtaining Shareholder approval in relation to Resolutions 5 and 6:

- (a) The Loan Funded Shares were previously issued to Mr Michael Pivac and Mr Mark Pivac, each a Director, with Shareholder approval following the 2020 AGM.
- (b) No new Shares will be issued to the Executive Directors under Resolutions 5 and 6. Rather, the term of the half of the Loan relating to the 25,000,000 Short Term Loan Funded Shares issued to each Executive Director will be extended by 12 months until 24 December 2022. Consequentially, the 25,000,000 Short Term Loan Funded Shares issued to each Executive Director will also be subject to an additional voluntary escrow period of 12 months, being until 24 December 2022.
- (c) The 25,000,000 Short Term Loan Funded Shares issued to each Executive Director are fully paid ordinary Shares and were issued at a deemed issue price of \$0.045 per Share (having a total value of \$1,125,000).
- (d) No funds will be raised from the extension of the term of half of the Loan to each Executive Director relating to the Short Term Loan Funded Shares as there will be no change to the Company's cash position (i.e. the Loans already made by the Company were to allow the Executive Directors subscribe for the Loan Funded Shares). Amounts repaid to the Company by each Executive Director in the future in satisfaction of the applicable Loan will be used by the Company for general working capital purposes. For accounting purposes these Loan Funded Shares are recorded as Options in the Company's accounts.
- (e) Mr Michael Pivac has an interest in Resolution 5 and therefore believes it is inappropriate to make a recommendation. The other Directors each recommend the extension of the term of half of the Loan relating to the 25,000,000 Loan Funded Shares issued to Mr Michael Pivac as it aligns the interests of the Company and Mr Michael Pivac to maximise Shareholder value.

- For personal use only
- (f) Mr Mark Pivac has an interest in Resolutions 6 and therefore believes it is inappropriate to make a recommendation. The other Directors each recommend the extension of the term of half of the Loan relating to the 25,000,000 Loan Funded Shares issued to Mr Mark Pivac as it aligns the interests of the Company and Mr Mark Pivac to maximise Shareholder value.
 - (g) A voting exclusion statement is included in Resolutions 5 and 6 in the Notice.
 - (h) The extension of the term of half of each Loan relating to the Short Term Loan Funded Shares will be provided on the following key terms:
 - (i) The amount of the Loan to each Executive Director is equal to \$1,125,000 and repayable on 24 December 2022.
 - (ii) No interest is payable on the Loan.
 - (iii) The Loan is limited in recourse to amounts recovered from disposal of the 25,000,000 Short Term Loan Funded Shares.
 - (iv) The Loan is to be repaid if the relevant Executive Director's employment is terminated and he is not a good leaver (e.g. summary dismissal or termination of employment for misconduct);
 - (v) the Loan is repayable on 24 December 2022. The 25,000,000 Short Term Loan Funded Shares held by the Executive Director cannot be sold prior to this date. If, upon the expiration of the term of the Loan the Short Term Loan Funded Shares are worth less than the value of the Loan, then the Executive Director will be entitled to sell the Short Term Loan Funded Shares and repay the Loan, with the shortfall balance of the Loan being cancelled by the Company. Under this circumstance no net proceeds whatsoever of share disposal will flow to the Executive Director. If, upon the expiration of the applicable term of the Loan the Short Term Loan Funded Shares are worth more than the value of the Loan, the Executive Directors will be entitled to sell the Short Term Loan Funded Shares in an approved trading window of the Company and first repay the Loan and then keep the excess sale proceeds above the Loan repayment value;
 - (vi) where a Loan Funded Share is sold, the Loan amount for that Loan Funded Share only must be repaid to the Company in cleared funds within 5 business days of the sale; and
 - (vii) the Loan is secured against the proceeds from the sale of the Short Term Loan Funded Shares, but the Executive Directors are not personally liable for the Loan. In other words, in the event the Short Term Loan Funded Shares are sold to repay the Loan but the sale proceeds are insufficient to cover the amount of the loan which is outstanding, the Company cannot recover the remaining amount from the Executive Directors and the Company will be unlikely to recoup the full face value of the Loan. Conversely, where the sale proceeds are greater than the amount of the Loan the company will not receive an additional repayment as the Executive Directors are entitled to the surplus proceeds.
 - (i) The current total remuneration package for each Executive Director is as follows:
 - (i) for Mr Michael Pivac – \$400,000 per annum including superannuation; and
 - (ii) for Mr Mark Pivac – \$475,000 per annum including superannuation.

- (j) The purpose of the extension of the term of the Loan is to provide a short term non cash incentive to the Executive Directors.
- (k) The Chair will cast available proxies in favour of Resolutions 5 and 6.

8. Resolution 7 – Approval of 10% Placement Facility

8.1 General

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

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25% (**10% Placement Facility**).

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

Resolution 7 seeks Shareholder approval by way of a special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

If Resolution 7 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 7 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

8.2 Requirements under Listing Rule 7.1A

8.2.1 Eligible Entities

As set out above, an eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. As of 5 November 2021, based on a closing share price of \$0.042, the Company has a market capitalisation of approximately \$92.7 million and therefore is an eligible entity. If at the time of the Meeting the Company is no longer an eligible entity this Resolution will be withdrawn.

8.2.2 Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at the Annual General Meeting, which requires the approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative). A resolution under Listing Rule 7.1A cannot be put at any other Shareholder meeting.

8.2.3 Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

As at the date of the Notice, the Company has on issue one class of quoted Equity Securities, being Shares.

8.2.4 Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12-month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

A is the number of fully paid ordinary securities on issue at the commencement of the relevant period:

- plus the number of fully paid ordinary securities issued in the relevant period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;
- plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
- plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
 - the agreement was entered into before the commencement of the relevant period; or
 - the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
- plus the number of any other fully paid ordinary securities issued in the relevant period;
- less the number of fully paid ordinary securities cancelled in the relevant period.

Note: "A" has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement to issue has not been subsequently approved by the holders of its ordinary securities under Listing Rule 7.4;

and

“relevant period” means:

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

Note that “relevant period” has the same meaning in Listing Rule 7.1 when calculating an entity’s 15% placement capacity.

8.2.5 Listing Rule 7.1 and Listing Rule 7.1A

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

At the date of this Notice, the Company has on issue 2,206,584,092 Shares. If Resolution 7 is passed, the Company will be permitted to issue (as at the date of this Notice):

- (a) 330,987,614 Equity Securities under Listing Rule 7.1; and
- (b) 220,658,409 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities the Company will be permitted to issue under Listing Rule 7.1A will be calculated at the date of issue or agreement to issue the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (as set out above).

The effect of Resolution 7 will be to allow the Company to issue Equity Securities under Listing Rule 7.1A without using the Company’s placement capacity under Listing Rule 7.1.

8.3 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

8.3.1 Listing Rule 7.3A.1 – Placement Period

The Company previously received Shareholder approval for the 10% Placement Facility at its annual general meeting held on 26 November 2020. This approval is valid as at the date of this Notice.

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid and commences from the date of the annual general meeting at which the approval is obtained (being 20 December 2021) and expires on the first to occur of the following:

- (a) the date that is 12 months after the date of the annual general meeting at which the approval is obtained;
- (b) the time and date of the entity’s next annual general meeting; and
- (c) the time and date of Shareholder approval of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

8.3.2 Listing Rule 7.3A.2 – Minimum price at which the equity securities may be issued under Listing Rule 7.1A

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

The issue price per Equity Security must not be less than 75% of the volume weighted average market price of the Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or
- (b) if the Equity Securities are not issued within 10 trading days of the date in paragraph (1) above, the date on which the Equity Securities are issued.

8.3.3 Listing Rule 7.3A.3 – Purposes for which the new Equity Securities may be issued

As noted above, any equity securities issued under Listing Rule 7.1A.2 must be issued for cash consideration. Accordingly, every issue of equity securities under Listing Rule 7.1A.2 will have an accompanying proposed use of funds at the time of issue.

As at the date of this Notice, the Company has not formed an intention to offer any Equity Securities under Listing Rule 7.1A during the Listing Rule 7.1A mandate period, if Shareholders approve Resolution 7. However, if Shareholders approve Resolution 7 and the Company raised funds from the issue of Equity Securities under Listing Rule 7.1A, based on the Company's existing plans, the Company considers that the funds may be used for the following purposes:

- (a) to accelerate the development and commercialisation of the Company's core technology and business; and
- (b) for general working capital.

8.3.4 Listing Rule 7.3A.4 – Risk of economic and voting dilution

If Resolution 7 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, existing Shareholders' voting power in the Company will be diluted as shown in the below table (in the case of Options, only if the Options are exercised) to the extent Shareholders do not receive any Shares under the issue. There is a risk:

- (a) the market price for the Company's existing Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
- (b) the new Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary Shares for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice. For the purpose of Listing Rule 7.3A.2, the table also shows:

- two examples, where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary

securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlement issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and

- two examples, where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.021 50% decrease in Issue Price	\$0.042 Current Market/ Issue Price	\$0.063 50% increase in Issue Price
Current Variable A 2,206,584,092 Shares	10% Voting Dilution	220,658,409 Shares	220,658,409 Shares	220,658,409 Shares
	Funds Raised	\$4,633,827	\$9,267,653	\$13,901,480
50% Increase in Variable A 3,309,876,138 Shares	10% Voting Dilution	330,987,614 Shares	330,987,614 Shares	330,987,614 Shares
	Funds Raised	\$6,950,740	\$13,901,480	\$20,852,220
100% Increase in Variable A 4,413,168,184 Shares	10% Voting Dilution	441,316,818 Shares	441,316,818 Shares	441,316,818 Shares
	Funds Raised	\$9,267,653	\$18,535,306	\$27,802,960

The table has been prepared on the following assumptions:

- the Company issues the maximum number of Equity Securities available under the 10% Placement Facility;
- no Options or performance rights are exercised into Shares before the date of the issue of the Equity Securities;
- the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%;
- the table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting;
- the table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1;
- the issue of Equity Securities under the 10% Placement Facility consists only of Shares; and

- (g) the issue price is \$0.042, being the closing price of the Shares on ASX on 5 November 2021.

8.3.5 Listing Rule 7.3A.5 – Allocation policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to factors including, but not limited to, the following:

- the methods of raising funds available to the Company, including but not limited to rights issues or other issues in which existing security holders can participate;
- the effect of the issue of new Equity Securities on the control of the Company;
- the financial situation and solvency of the Company; and
- advice from corporate, financial and broking advisers (if applicable).

As at the date of this Notice the allottees are not known but may include existing substantial Shareholders and/or new Shareholders. No allottee under the 10% Placement Facility will be a Related Party or associate of a Related Party. Existing Shareholders may or may not be entitled to subscribe for any Equity Securities issued under the 10% Placement Facility, and it is possible that their Shareholding will be diluted.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 upon issue of any Equity Securities using the 10% Placement Facility.

8.3.6 Listing Rule 7.3A.6 – Details of Equity Securities issued during past 12 months

During the 12 months prior to the date of the Annual General Meeting, and assuming no further issue of securities occurs between the date of this Notice of Meeting and the date of the Annual General Meeting, the Company has not issued any Equity Securities under Listing Rule 7.1A during the 12 months preceding the date of this Meeting.

8.4 Voting Exclusion Statement

A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

8.5 Board recommendation

The Board believes the 10% Placement Facility is beneficial for the Company as it will give the Company the flexibility to issue further securities representing up to 10% of the Company's Share capital during the next 12 months. Accordingly, the Directors believe Resolution 7 is in the best interests of the Company and unanimously recommend Shareholders vote in favour of Resolution 7.

Definitions

In this Notice, Explanatory Memorandum and Proxy Form:

\$ means Australian Dollars.

10% Placement Facility has the meaning given in Section 8.1.

2020 AGM has the meaning given in Section 7.1.

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

AWST means means Western Standard Time as observed in Perth, Western Australia.

Annual Report means the Directors' Report, the Financial Report and Auditor's Report in respect to the financial year ended 30 June 2021.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

Auditor's Report means the auditor's report on the Financial Report.

Board means the board of Directors.

Chair means the person appointed to chair the Meeting.

Closely Related Party means, as defined in the Corporations Act, a closely related party of a member of the Key Management Personnel, being:

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

Company or **FBR** means FBR Limited ACN 090 000 276.

Constitution means the current constitution of the Company.

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

Director means a director of the Company.

Directors' Report means the annual directors report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Equity Securities has the same meaning as in the Listing Rules.

Executive Directors has the meaning given in Section 7.1.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Key Management Personnel means the persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Listing Rules means the listing rules of ASX.

Loan has the meaning given in Section 7.1.

Loan Funded Shares has the meaning given in Section 7.1.

Long Term Loan Funded Shares has the meaning given in Section 7.1.

Managing Director means the managing Director of the Company.

Notice or **Notice of Meeting** means this Notice of Annual General Meeting.

Online Meeting Guide has the meaning given in Section 2.2.

Option means an option to acquire a Share.

Proxy Form means the proxy form attached to the Notice.

Related Party is defined in section 228 of the Corporations Act.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

Resolution means a resolution contained in this Notice.

Section means a section contained in this Explanatory Memorandum.

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

Shareholder means a shareholder of the Company.

Short Term Loan Funded Shares has the meaning given in Section 7.1.

Spill Meeting means the meeting that will be convened within 90 days of this Meeting if a threshold of votes is cast against Resolution 1 of this Notice of Meeting.

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

VWAP means volume weighted average price.



ABN 58 090 000 276

FBR

MR SAM SAMPLE
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123 SAMPLE STREET
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SAMPLEVILLE VIC 3030

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AWST) on Saturday, 18 December 2021.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

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

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



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I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of FBR Ltd hereby appoint

☐

the Chairman
of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and 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 Annual General Meeting of FBR Ltd to be held as a virtual meeting on Monday, 20 December 2021 at 10:00am (AWST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 4, 5 and 6 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 4, 5 and 6 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 4, 5 and 6 by marking the appropriate box in step 2.

Step 2

Items of Business

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

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-Election of Director – Mr Mark Pivac	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-Election of Director – Mr Grant Anderson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Increase in maximum aggregate cap of non-executive Directors' remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Extension of loan and escrow period on existing 25,000,000 Short Term Loan Funded Shares for Mr Michael Pivac	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Extension of loan and escrow period on existing 25,000,000 Short Term Loan Funded Shares for Mr Mark Pivac	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3

Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

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Computershare

