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Hot Chili Limited

ACN 130 955 725

Notice of Annual General Meeting, Explanatory Statement and Proxy Form

Annual General Meeting to be held at

First Floor
768 Canning Highway
Applecross, Western Australia

9:30am (AWST) on Thursday, 28 November 2024

IMPORTANT NOTE

The Notice of Annual General Meeting, Explanatory Statement and Proxy Form should be read in their entirety. If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor or other professional adviser prior to voting.

Important Information

Contents

Item	Page
Notice of Annual General Meeting	2
Voting Prohibitions and Exclusions	4
Proxy Appointment, Voting and Meeting Instructions	5
Explanatory Statement	9
Glossary	17
Proxy Form	Attached

Important dates

An indicative timetable of key proposed dates is set out below. These dates are indicative only and are subject to change.

Event	Date
Last day for receipt of Proxy Forms – Proxy Forms received after this time will be disregarded	9:30am (AWST) on Tuesday, 26 November 2024
Snapshot date for eligibility to vote	4:00pm (AWST) on Tuesday, 26 November 2024
Annual General Meeting	9:30am (AWST) on Thursday, 28 November 2024

Voting

In compliance with ASX guidelines, each Resolution will be decided by poll, based on proxy votes and by votes from Shareholders in attendance at the Annual General Meeting. Shareholders are strongly encouraged to vote by lodging the proxy form attached to this Notice of Meeting in accordance with the instructions set out on that form by no later than 9:30am (AWST) on Tuesday, 26 November 2024.

Defined terms

Capitalised terms used in this Notice of Annual General Meeting will, unless the context otherwise requires, have the same meaning given to them in the Glossary set out in the Explanatory Statement.

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Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Hot Chili Limited (ACN 130 955 725) (**Hot Chili** or **Company**) will be held at **First Floor, 768 Canning Highway, Applecross, Perth, Western Australia** at **9:30am (AWST)** on **Thursday, 28 November 2024**.

The Explanatory Statement, which accompanies and forms part of this Notice, describes the various matters to be considered.

Terms used in this Notice will, unless the context otherwise requires, have the same meaning given to them in the Glossary as set out in the Explanatory Statement.

AGENDA

Financial Statements and Reports

To receive and consider the Annual Financial Report, Directors' Report and Auditor's Report of the Company for the financial year ended 30 June 2024, as contained in the Company's Annual Report.

Resolution 1: Adoption of Remuneration Report

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

> *"That the Remuneration Report contained in the Directors' Report for the year ended 30 June 2024 be adopted by the Company."*

***Notes*:**

In accordance with the Corporations Act, the vote on this Resolution is advisory only and does not bind the Directors or the Company.

The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

If 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution ("spill resolution") that another meeting be held within 90 days at which all of the offices of Director are vacated (other than the office of managing director) and each such office will be put to a vote. Refer to the Explanatory Statement for further information.

Resolution 2: Re-election of Director – Dr Nicole Adshead-Bell

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

> *"That for the purposes of section 14.2(c) of TSXV Policy 3.1 and all other purposes, Dr Nicole Adshead-Bell, the Chair of the Company, be re-elected as a Director of the Company."*

Resolution 3: Re-election of Director – Mr Christian Easterday

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

> *"That for the purposes of section 14.2(c) of TSXV Policy 3.1 and all other purposes, Mr Christian Easterday, the Managing Director of the Company, be re-elected as a Director of the Company."*

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Resolution 4: Re-election of Director – Mr Roberto de Andraca Adriasola

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

> *"That for the purposes of section 14.2(c) of TSXV Policy 3.1 and all other purposes, Mr Roberto de Andraca Adriasola, a Director of the Company, be re-elected as a Director of the Company."*

Resolution 5: Re-election of Director – Mr Mark Jamieson

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

> *"That for the purposes of Listing Rule 14.4, section 14.2 (c) of TSXV Policy 3.1, clause 7.3(a) of the Company's Constitution and for all other purposes, Mr Mark Jamieson, a Director of the Company who retires in accordance with clause 7.1(e) of the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."*

Resolution 6: Re-election of Director – Mr Stephen Quin

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

> *"That for the purposes of section 14.2(c) of TSXV Policy 3.1 and for all other purposes, Mr Stephen Quin, a Director of the Company be re-elected as a Director of the Company."*

Resolution 7: Approval of Auditor

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

> "*That for the purposes of sections 12.2 and 14.2(b) of TSXV Policy 3.1, the Company's auditor, RSM Australia Partners, having consented in writing to act as auditor, be re-elected as the auditor of the Company and its controlled entities for the 2024-2025 fiscal year, at a remuneration to be fixed by the Board*."

Resolution 8: Approval of Additional Placement Facility

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

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

***Note*:** Resolution 8 is a special resolution. To be passed, it must be approved by at least 75% of the votes cast by Shareholders entitled to vote on the Resolution.

By order of the Board



Carol Marinkovich
Company Secretary

25 October 2024

Voting Prohibitions and Exclusions

Corporations Act voting prohibitions

Pursuant to sections 250BD and 250R(4) of the Corporations Act, the following Resolutions are subject to restrictions on voting as set out in the table below:

Resolution	Voting prohibition	Exceptions
Resolution 1	In accordance with sections 250BD and 250R(4) of the Corporations Act, a vote on the Resolution must not be cast by: • a member of Key Management Personnel the details of whose remuneration is included in the Remuneration Report or their Closely Related Parties, regardless of the capacity in which the vote is cast; or • by a proxy for a member of Key Management Personnel at the date of the Meeting or their Closely Related Parties.	The prohibition does not apply if: • the vote is cast in accordance with the directions on how the proxy is to vote, as specified in the proxy appointment; or • the appointment expressly authorises the Meeting Chair to exercise the proxy even though the Resolution is in connection directly or indirectly with remuneration of a member of the Key Management Personnel.

ASX voting exclusion statements

For the purposes of Listing Rule 14.11, the following voting exclusion statements apply to the Resolution as set out in the table below:

Resolution	Excluded parties	Exceptions
Resolution 8	At the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A.2. Accordingly, a voting exclusion statement for the purposes of Listing Rules 7.3A.7 and 14.11 does not apply to the Resolution.	

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Proxy Appointment, Voting, and Meeting Instructions

Information for Shareholders on the Australian Register

Proxy Form

The Proxy Form (and any power of attorney or other authority, if any, under which it is signed) must be received as below by **9:300am (AWST)** on **Tuesday, 26 November 2024**, being not later than 48 hours before the commencement of the Meeting. A Proxy Form received after that time will not be valid.

Online	At www.investorvote.com.au
By mail	Share Registry – Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001, Australia
By fax	1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)
By mobile	Scan the QR Code on your proxy form and follow the prompts
Custodian voting	For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions

Appointment of a proxy

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy. The proxy may, but need not be, a Shareholder.

The Company encourages Shareholders to appoint the Chairperson as your proxy. To do so, mark the appropriate box on the Proxy Form. If the person you wish to appoint as your proxy is someone other than the Chairperson, please write the name of that person in the space provided on the Proxy Form. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairperson will be your proxy.

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, you may photocopy the Proxy Form or an additional Proxy Form may be obtained by telephoning the Company on +61 8 9315 9009 or via email on admin@hotchili.net.au.

To appoint a second proxy you must, on each Proxy Form, state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

Corporate Shareholders

Corporate Shareholders should comply with the execution requirements set out on the proxy form or otherwise with the provisions of section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a Company may execute a document without using its common seal if the document is signed by:

- two Directors of the Company;
- a Director and a Company Secretary of the Company; or
- for a proprietary company that has a sole director who is also the sole company secretary, that director.

Corporate representatives

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act, in which case the Company will require a certificate of appointment of the corporate representative executed in accordance with the Corporations Act. The certificate of appointment must be lodged with the Company and/or the Company's share registry before the Meeting or at the registration desk on the day of the Meeting.

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Votes on Resolutions

You may direct your proxy how to vote by placing a mark in the 'FOR', 'AGAINST' or 'ABSTAIN' box opposite the Resolution. All your votes will be cast in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on the Resolution by inserting the percentage or number of Shares you wish to vote in the appropriate boxes. If you do not mark any of the boxes next to a Resolution, your proxy may vote as he or she chooses. If you mark more than one box on the Resolution, your vote will be invalid.

Chairperson voting undirected proxies

If the Chairperson is your proxy, the Chairperson will cast your votes in accordance with your directions on the Proxy Form. If you do not mark any of the boxes on the Resolutions, then you expressly authorise the Chairperson to vote your undirected proxies at his/her discretion.

As at the date of this Notice of Meeting, the Chairperson intends to vote undirected proxies **FOR** each of the Resolutions. In exceptional cases the Chairperson's intentions may subsequently change and in this event, the Company will make an announcement to the market.

Voting entitlement (snapshot date)

For the purposes of determining voting and attendance entitlements at the Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at **9:30am (AWST)** on **Tuesday, 26 November 2024**. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Questions from Shareholders

Questions for the Board of Directors can be emailed to admin@hotchili.net.au and must be received and submitted by no later than **5:00pm (AWST)** on **Monday, 25 November 2024**.

The Board of Directors will endeavour to prepare answers to these questions, where necessary they will be moderated and curated to cover common ground.

Copies of written questions will be made available on the Company's website prior to the Meeting.

The Chairperson will allow a reasonable opportunity for Shareholders to ask questions or make comments on the management and performance of the Company.

RSM Partners Australia, as the Auditor responsible for preparing the Auditor's Report for the year ended 30 June 2024 (or its representative), will attend the Meeting. The Chairperson will allow a reasonable opportunity for the Shareholders as a whole to ask the Auditor questions at the Meeting about:

(a) the conduct of the audit;

(b) the preparation and content of the Auditor's Report;

(c) the accounting policies adopted by the Company in relation to the preparation of the Financial Statements; and

(d) the independence of the Auditor in relation to the conduct of the audit.

To assist the Auditor of the Company in responding to any questions you may have, please submit any questions you may have to the Auditor at an address below by no later than **5:00pm (AWST) on Monday, 25 November 2024**.

By mail: Level 32, Exchange Tower,
2 The Esplanade,
Perth WA 6000

By fax: +61 8 9261 9111

As required under section 250PA of the Corporations Act, at the Meeting, the Company will make available those questions directed to the Auditor received in writing at least five Business Days prior to the Meeting, being questions which the Auditor considers relevant to the content of the Auditor's report or the conduct of the audit of the Annual Financial Report for the year ended 30 June 2024. The Chairperson will allow a reasonable opportunity for the Auditor to respond to the questions set out on this list.

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Annual Report

The Company advises that a copy of its Annual Report for the year ended 30 June 2024, is available to download at the website address, https://www.hotchili.net.au/investors/.

When you access the Company's Annual Report online, you can view it and print a copy.

Please note that if you have elected to continue to receive a hard copy of the Company's Annual Reports, the Annual Report will accompany this Notice of Meeting or alternatively it will be mailed to you no later than 21 days before the Meeting.

Information for Shareholders on the Canadian Register

Proxy Form

The Proxy Form (and any power of attorney or other authority, if any, under which it is signed) must be received by 9:00pm **(EST)** on **26 November 2024**, by mail to Computershare Investor Services Inc., at 100 University Avenue, 8th Floor, Toronto ON, M5J 2Y, by facsimile at -416-263-9524 or toll free at 1-866-249-7775, online at www.investorvote.com and follow the instructions on the screen, or by phone at 1-866-732-VOTE (8683). A Proxy Form received after that time will not be valid.

Appointment of Proxy

You have the right to appoint a person (who need not be a Shareholder) to attend and act on your behalf at the Meeting other than the person designated in the form of proxy and may exercise such right by inserting the full name of the desired person in the blank space provided in the form of proxy.

A proxy will not be valid unless it is signed by you or by your attorney duly authorized in writing or, if the Shareholder is a corporation, executed by a duly authorized officer in accordance with the instructions attached on the enclosed form of proxy.

Revocation of Proxies

You have the power to revoke a proxy 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 authorized 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 Chairperson of the Meeting on the day of the Meeting or any adjournment thereof, or in any other manner permitted by law.

Voting of Proxies

The form of proxy confers discretionary authority upon the proxy with respect to any amendments or variations to the matters identified in the Notice of Meeting and any other matters that may properly come before the Meeting. At the time of printing this Notice of Meeting, management knows of no such amendment, variation or other matter.

You must mark the boxes directing your proxy on how to vote. If no voting instructions are indicated on the appointment of proxy form, the proxy will be voted as recommended by management or as the proxyholder sees fit (in the latter case, if management is not appointed as proxy).

Advice for Beneficial Holders

Shares may not be registered in the Shareholder's name but in the name of an intermediary (which is usually a bank, trust company, securities dealer or broker, or a clearing agency in which an intermediary participates). A non-registered shareholder cannot be recognized at the Meeting for the purpose of voting their Shares unless such holder is appointed by the applicable intermediary as a proxyholder.

In Canada, non-registered owners who have not objected to their intermediary disclosing certain ownership information about themselves to the Company are referred to as non-objecting beneficial owners ("**NOBOs**"). Those non-registered owners who have objected to their intermediary disclosing ownership information about themselves to the Company are referred to as objecting beneficial owners ("**OBOs**").

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In accordance with applicable securities legislation, the Company has elected to seek voting instructions directly from NOBOs. As a result, NOBOs can expect to receive a voting instruction form (a "**VIF**"), together with the meeting materials from the Company's transfer agent, Computershare Investor Services Inc. ("**Computershare Canada**"). These VIFs are to be completed and returned to Computershare Canada in accordance with the instructions. Computershare Canada will tabulate the results of the VIFs received from NOBOs and provide appropriate instructions at the Meeting with respect to the Shares represented by such VIFs.

The Company has distributed copies of the Meeting materials to intermediaries for distribution to all OBOs who have not waived their rights to receive these materials. Often, intermediaries will use a service company (such as Broadridge Financial Solutions Inc.) to forward these meeting materials to non-registered Shareholders. With those meeting materials the intermediaries will provide OBOs with a form of VIF. When properly completed this VIF will constitute voting instructions which the intermediary must follow.

The mechanisms described above for registered Shareholders cannot be used by non-registered shareholders and the instructions on the VIF **must** be followed. The VIF is provided instead of a proxy. By returning the VIF in accordance with its instructions, a non-registered owner is able to direct how his or her Shares are to be voted at the Meeting.

The purpose of these procedures is to allow non-registered Shareholders to direct the voting of the shares that they own but that are not registered in their name. Should a non-registered Shareholder wish to attend and vote at the Meeting in person (or have another person attend and vote on his behalf), the non-registered Shareholder should carefully follow the instructions provided on the VIF.

Proxies returned by intermediaries as "non-votes" because the intermediary has not received instructions from the non-registered Shareholder with respect to the voting of certain shares or, under applicable stock exchange or other rules, the intermediary does not have the discretion to vote those shares on one or more of the matters that come before the Meeting, will be treated as not entitled to vote on any such matter and will not be counted as having been voted in respect of any such matter. Shares represented by such broker "non-votes" will, however, be counted in determining whether there is a quorum.

All proxy-related material sent by the Company has been sent using information (as to name, address and shareholdings) obtained pursuant to, and in accordance with, applicable securities legislation from the intermediaries. By electing to send materials directly to NOBOs, the Company (and not the intermediary) has assumed responsibility for: (i) delivering the meeting materials to you; and (ii) executing proper voting instructions.

Voting entitlement (record date)

For the purposes of determining voting and notice entitlements in respect of the Meeting, Shares will be taken to be held by the persons who are registered on the Canadian register as holding the Shares at the close of business (Toronto time) on **23 October 2024**. Accordingly, transactions registered after that time will be disregarded in determining entitlements to receive notice of and vote at the Meeting.

Listings

The Company is listed on the Australian Securities Exchange and the TSX Venture Exchange, and the Shares are quoted on the OTCQX Market. It is a "designated foreign issuer" as defined in National Instrument 71-102 – *Continuous Disclosure and Other Exemptions Relating to Foreign Issuers* and is subject to the regulatory requirements of the Australian Securities & Investments Commission and the Australian Securities Exchange. As a result, the Company does not include a management information circular pursuant to National Instrument 51-102 – *Continuous Disclosure Obligations* in this Notice of Meeting and Canadian shareholders are cautioned that the disclosures contained in this Notice of Meeting and Explanatory Statement may not be comparable to what would otherwise be disclosed by reporting issuers that are not designated foreign issuers.

Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Annual General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of Annual General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary.

1. Financial Statements and Reports

Shareholders are to receive and consider the Financial Statements, Directors' Report and the Auditor's Report of the Company for the financial year ended 30 June 2024.

Shareholders will be given the opportunity to ask questions of the Board and the Auditors in relation to the Annual Report for the financial year ended 30 June 2024 at the Meeting.

2. Resolution 1: Adoption of Remuneration Report

The Remuneration Report is set out in the Directors' Report in the Company's 2024 Annual Report.

The Corporations Act requires the Company to put a resolution to Shareholders that the Remuneration Report be adopted. In accordance with section 250R (3) of the Corporations Act, the vote on this Resolution is advisory only and does not bind the Directors or the Company.

In accordance with Division 9 of Part 2G.2 of the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director) must go up for re-election.

At the Company's previous Annual General Meeting the votes against the Remuneration Report was less than 25% of the votes cast on the Resolution. As such, Shareholders do not need to consider a spill resolution at the Meeting.

A voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. Key Management Personnel and their Closely Related Parties may not vote on this Resolution and may not cast a vote as proxy, unless the proxy appointment gives a direction on how to vote or the proxy is given to the Chairperson and expressly authorises the Chairperson to exercise the proxy. The Chairperson will use any such proxies to vote in favour of Resolution 1.

The Company encourages all Shareholders to cast their votes on Resolution 1.

3. Resolutions 2 to 6: Election of Directors

3.1 Background and regulatory requirements

Resolutions 2 to 6 seek Shareholder approval for the election of all Directors of the Company.

These Resolutions are proposed to satisfy various requirements of the Listing Rules, the Company's Constitution and TSXV Policies concerning the election of Directors.

Listing Rule 14.4 and clause 7.3(a) of the Constitution require that no Director may serve office for more than 3 years or 3 or more annual general meetings without re-election. The Directors to retire are:

(a) those who have been in office for 3 years since their appointment or last re-appointment;

(b) those who have been longest in office since their appointment or last re-appointment; or

(c) if the Directors have been in office for an equal length of time, by agreement.

Section 14.2(c) of TSXV Policy 3.1 and clause 7.3(a) of the Constitution requires that Shareholders be permitted to vote on the election of all Directors at every Annual General Meeting of a Company listed on the TSXV. The election of all Directors for the purposes of the requirements of TSX Policy 3.1 includes the Managing Director.

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3.2 Re-election of Dr Nicole Adshead-Bell (Resolution 2)

Dr Adshead-Bell stands for election as a Director in accordance with the requirements of section 14.2(c) of TSX Policy 3.1.

If Resolution 2 is passed, Dr Adshead-Bell will be re-elected as a Director of the Company.

If Resolution 2 is not passed, Dr Adshead-Bell has advised she will resign as a Director. In that event, the Board may then consider an appointment to fill a casual vacancy pursuant to the Constitution, with ratification at the Company's next AGM.

Dr Nicole Adshead-Bell is a geologist with a deep understanding of the mining industry from over 28 years bridging the gap between the technical, corporate (executive and non-executive director), institutional investor and investment banking segments of the business – within an ESG framework.

Dr Adshead-Bell resides in Canada and is currently a non- executive director of Altius Minerals Corp. (TSX), Dundee Precious Metals Corp. (TSX) and AuMEGA Metals Ltd (ASX & TSXV). Her career includes Managing Director and CEO of ASX-listed Brazilian gold producer Beadell Resources Ltd (prior to its acquisition by a Canadian mining company; Director of Mining Research at Sun Valley Gold LLC (SEC registered precious metals focused fund); Managing Director, Investment Banking, Haywood Securities Inc. (Canadian independent investment dealer) and Mining Analyst covering copper, zinc and uranium commodities and companies at Dundee Securities Corp. (former Canadian independent investment dealer). While at Haywood she was involved in approximately 20 public transactions including streaming, mergers, acquisitions and divestures and raising approximately C$1.8 billion in equity/ convertible debenture financings.

More recently she established Cupel Advisory Corp. to focus on investments and advisory services in the mining sector. Over the past 10 years Nicole has held directorships with several public companies including First Majestic Silver Corp. (TSX/NYSE), Pretium Resources Inc. (TSX/NYSE, acquired by Newcrest in 2022), Dalradian Resources Inc. (TSXV, acquired by Orion Mine Finance in 2018) and Bravo Mining Corp (TSXV).

Dr Adshead-Bell has a PhD in structural/economic geology from James Cook University, Townsville, Australia where she also completed her geology undergraduate and honours degrees.

3.3 Re-election of Mr Christian Easterday (Resolution 3)

Mr Easterday stands for election as a Director in accordance with the requirements of section 14.2(c) of TSX Policy 3.1.

If Resolution 3 is passed, Mr Easterday will be re-elected as a Director of the Company.

If Resolution 3 is not passed, Mr Easterday has advised he will resign as a Director. In that event, the Board anticipates that Mr Easterday would remain employed as the Company's Chief Executive Officer (but not as a Director), unless Mr Easterday also resigns as Chief Executive Officer.

Mr Easterday is a geologist with over 26 years' experience in the mineral exploration and mining industry and is a founding director of Hot Chili, having led the Company since its public listing in 2010. He holds an Honours Degree in Geology from the University of Western Australia, a Masters degree in Mineral Economics from Curtin University of Technology and a Masters Degree in Business Administration from Curtin's Graduate School of Business.

Mr Easterday held several senior positions and exploration management roles with top tier gold companies including Placer Dome, Hill 50 Gold and Harmony Gold, specialising in structural geology, resource development and mineral economic valuation. Mr Easterday has extensive experience in various aspects of project negotiation drawing together his commercial, financial and project valuation skills. This work has involved negotiations and valuations covering gold, copper, uranium, iron ore, nickel, and tantalum resource projects in Australia and internationally. Mr Easterday is a Member of The Australian Institute of Geoscientists.

3.4 Re-election of Mr Roberto de Andraca Adriasola (Resolution 4)

Mr de Andraca Adriasola stands for election as a Director in accordance with the requirements of section 14.2(c) of TSX Policy 3.1.

If Resolution 4 is passed, Mr de Andraca Adriasola will be re-elected as a Director of the Company.

If Resolution 4 is not passed, Mr de Andraca Adriasola has advised he will resign as a Director. In that event, the Board may then consider an appointment to fill a casual vacancy pursuant to the Constitution, with ratification at the Company's next AGM.

Mr de Andraca Adriasola is an executive with 26 years' experience in the financial and mining business. He is currently a Director of CAP S.A – one of the largest iron ore producers and the largest steel maker in Chile. He also oversaw the construction of the first desalination plant dedicated 100% to producing water for mining companies in the north of Chile.

Mr de Andraca Adriasola has international finance experience with Chase Manhattan Bank, ABN Amro and Citigroup, working both in Chile and in New York. He holds an MBA from the Adolfo Ibanez Business School of Chile. He is a director of Puerto Los Losas, a port in the Atacama Region of Chile.

He was elected to the board of directors of CAP S.A. on 18 April 2017; prior to that date he held the position of Vice President of Business Development.

3.5 Re-election of Mr Mark Jamieson (Resolution 5)

Mr Jamieson retires in accordance with the Listing Rules and the Constitution and being eligible, Mr Jamieson offers himself for re-election as a Director. He also stands for election as a Director in accordance with the requirements of section 14.2(c) of TSX Policy 3.1.

If Resolution 5 is passed, Mr Jamieson will be re-elected as a Director of the Company.

If Resolution 5 is not passed, Mr Jamieson has advised he will resign as a Director. In that event, the Board anticipates that another nominee of Glencore AG may be appointed to the Board to fill a casual vacancy.

Mr Jamieson is currently General Manager Resource Engineering for Glencore's global copper asset group leading technical support and governance in geology, mine engineering and asset optimisation for development projects, operations and joint ventures.

Mr Jamieson brings 20+ years of technical and project experience in open pit and underground operations, including sub level and block cave mines with Newcrest, MMG and Barrick Gold across Australia, Africa, South East Asia and South America.

Mr Jamieson holds a bachelor's degree with honours in Geotechnical Engineering from RMIT University, and a Masters of Engineering Science in Mining Geomechanics from the University of New South Wales.

3.6 Re-election of Mr Stephen Quin (Resolution 6)

Mr Quin stands for election as a Director in accordance with the requirements of section 14.2(c) of TSX Policy 3.1.

If Resolution 6 is passed, Mr Quin will be elected as a Director of the Company.

If Resolution 6 is not passed, Mr Quin will no longer be a Director of the Company. In that event, the Board may then consider an appointment to fill a casual vacancy pursuant to the Constitution, with ratification at the Company's next AGM.

Mr Quin is a graduate of the Royal School of Mines, London, with a BSc (Honours) in Mining Geology and has 43 years' experience in all stages of the mining industry, from exploration to mine development, operations and closure.

He most recently spent a decade as President & CEO of gold explorer/developer Midas Gold Corp. and, prior to that, President of copper miner Capstone Mining Corp. and, prior to the merger with Capstone, was President & CEO of copper developer and operator Sherwood Copper Corp. Prior to Sherwood, Mr Quin was Executive Vice President of gold producer and explorer Miramar Mining Corp. and its copper exploration affiliate, Northern Orion Exploration. He started his career with what became Imperial Metals Corp. where he was a responsible for the advancement of their polymetallic copper-zinc project through a feasibility study and permitting.

Mr Quin has a combination of technical, governance, and capital markets experience having led multiple studies on projects in the copper and gold sectors, ranging from preliminary economic assessments to feasibility studies, permitting, mine financing and development, operations and closure, and also has experience with base metals and platinum group metal projects.

From a governance perspective, he has sat on and/or chaired numerous board committees, has led governance enhancing efforts at a number of companies and has been an advocate of prioritizing ESG since well before the acronym became popular.

Mr Quin is a non-executive director of Bravo Mining Corp. (TSXV:BRVO), Kutcho Copper Corp. (TSXV:KC) and West Vault Mining (TSXV:WVM), and is non-executive Chair of TGD Gold Corp. (TSXV:TDG). He also serves as technical advisor to a number of copper and gold explorers and developers.

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3.7 Directors' recommendations

The Directors (other than Dr Adshead-Bell) recommend that Shareholders vote in favour of Resolution 2 to re-elect Dr Adshead-Bell as a Director.

The Directors (other than Mr Easterday) recommend that Shareholders vote in favour of Resolution 3 to re-elect Mr Christian Easterday as a Director.

The Directors (other than Mr de Andraca Adriasola) recommend that Shareholders vote in favour of Resolution 4 to re-elect Mr de Andraca Adriasola as a Director.

The Directors (other than Mr Jamieson) recommend that Shareholders vote in favour of Resolution 5 to re-elect Mr Mark Jamieson as a Director.

The Directors (other than Mr Quin) recommend that Shareholders vote in favour of Resolution 6 to re-elect Mr Stephen Quin as a Director.

4. Resolution 7 – Approval of Auditor

4.1 Background

As the Company is listed on the TSXV it is required to comply with the TSXV Policies.

In accordance with sections 12.2 and 14.2(b) of TSXV Policy 3.1, the Company is required to place before the Shareholders for consideration at each annual general meeting, the election or re-election of the Company's auditor.

It is proposed that the Company's Auditor, RSM Australia Partners, be re-elected as the auditor of the Company and its controlled entities.

If Resolution 7 is approved, RSM Australia Partners will continue as the Company's Auditor.

If Resolution 7 is not passed, the Company would be required to seek the appointment of a new auditor.

4.2 Directors' recommendation

The Directors unanimously recommend that Shareholders approve Resolution 7 to ensure RSM Australia Partners continue their appointment as the Company's Auditor.

5. Resolution 8 – Approval of Additional Issuance Capacity

5.1 General

Resolution 8 seeks Shareholder approval for an additional issuing capacity under Listing Rule 7.1A (**Additional Issuance Capacity**).

If Resolution 8 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 8 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A, and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

Resolution 8 is a special resolution. It must be passed by at least 75% of the votes cast by Shareholders present and entitled to vote on the Resolution.

5.2 Applicable Listing Rules

Listing Rule 7.1A provides that an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting, to allow it to issue Equity Securities totalling up to 10% of its issued share capital through placements over a 12-month period after the annual general meeting (i.e. the Additional Issuance Capacity). This capacity is in addition to the 15% annual issuance capacity under Listing Rule 7.1.

An "eligible entity" for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of $300 million or less. The Company meets the requirements of an eligible entity for this purpose because it is not included in the S&P/ASX 300 Index and has a market capitalisation of less than $300 million.

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5.3 **Overview of Listing Rule 7.1A**

(a) **Quoted securities**

Equity Securities issued under the Additional Issuance Capacity must be the same as an existing class of Equity Securities of the Company quoted on ASX.

As at the date of the Notice, the Company has one class of Equity Securities quoted on ASX, being fully paid ordinary Shares.

(b) **Formula for calculating Additional Issuance Capacity**

Listing Rule 7.1A.2 provides that the Company may issue or agree to issue a number of Equity Securities calculated in accordance with the following formula under the Additional Issuance Capacity:

Additional Issuance Capacity = (A x D) – E

where:

A is the number of Shares on issue 12 months before the commencement of the relevant period:

- plus the number of Shares issued in the period from the date the Company was admitted to the official list of ASX to the date immediately preceding the date of the issue or agreement (**Relevant Period**) under an exception in Listing Rule 7.2 (other than exceptions 9, 16 or 17);
- plus the number of Shares issued in the Relevant Period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
  - the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or
  - the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under Listing Rules 7.1 or 7.4;
- plus the number of Shares issued in the Relevant Period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
  - the agreement was entered into before the commencement of the Relevant Period; or
  - the agreement or issue was approved, or taken under these rules to have been approved, under Listing Rules 7.1 or rule 7.4;
- plus the number of Shares issued in the Relevant Period with approval under Listing Rules 7.1 or 7.4;
- plus the number of partly paid ordinary securities that became fully paid in the Relevant Period; and
- less the number of Shares cancelled in the Relevant Period;

D is 10%; and

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 has not been subsequently approved by the Shareholders under Listing Rule 7.4.

(c) **Interaction with Listing Rule 7.1**

Listing Rule 7.1 limits the number of Equity Securities that an entity may issue without the approval of its shareholders over any 12 month period to 15% of the fully-paid ordinary shares it had on issue at the start of that period, subject to certain exceptions.

The Additional Issuance Capacity under Listing Rule 7.1A is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

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5.4 **Listing Rule requirements**

The following information is provided in relation to Resolution 8, in accordance with Listing Rule 7.3A:

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

The Additional Issuance Capacity will commence on date of the Meeting and expire on the earlier of:

- 12 months from the Meeting date;
- the Company's next annual general meeting; and
- when a transaction under Listing Rules 11.1.2 (change to nature or scale of activities) or 11.2 (change involving main undertaking) is approved by Shareholders.

(b) **Minimum price at which Equity Securities may be issued**

The issue price of any Equity Security under the Additional Issuance Capacity will not be less than 75% of the VWAP for securities in the same class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- the date on which the price at which the securities are to be issued is agreed; or
- if the securities are not issued within 10 trading days of the date above, the date on which the securities are issued.

(c) **Purposes for which funds may be used**

The Company does not have any current intention to issue Equity Securities using the Additional Issuance Capacity. However, it may decide to do so for cash consideration to fund working capital requirements, advancing projects (including those outlined in its initial public offer prospectus), potential acquisitions, meet financial commitments and capital management activities.

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

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

Any issue of Equity Securities under the Additional Issuance Capacity will dilute the interests of Shareholders who do not receive Shares under the issue.

If Resolution 8 is approved and the Company issues Equity Securities under the Additional Issuance Capacity, then there is a risk to existing Shareholders of economic and voting dilution, including the risk that:

- the market price for Equity Securities in the same class may be significantly lower on the issue date of the new Equity Securities than on the date of the Meeting; and
- the new Equity Securities may be issued at a price that is at a discount to the market price for Equity Securities in the same class on the issue date.

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

The table below identifies the potential dilution to existing Shareholders following the issue of Equity Securities under the Additional Issuance Capacity (based on the formula set out above) using different variables for the number of issued Shares and the market price of Shares.

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Number of Shares on issue	Share price	New Shares issued	Funds raised	Voting dilution	Economic dilution
151,420,450 (Shares currently on issue / current variable 'A' in Listing Rule 7.1A)	$0.820 (as at 18/10/24)	15,142,045	$12,416,476.90	10.00%	0.00%
	$0.615 (25% decrease)	15,142,045	$9,312,357.67	10.00%	2.99%
	$0.410 (50% decrease)	15,142,045	$6,208,238.45	10.00%	5.77%
227,130,675 (50% increase)	$0.820 (as at 18/10/24)	22,713,067	$18,624,714.94	10.00%	0.00%
	$0.615 (25% decrease)	22,713,067	$13,968,536.20	10.00%	2.99%
	$0.410 (50% decrease)	22,713,067	$9,312,357.47	10.00%	5.77%
302,840,900 (100% increase)	$0.820 (as at 18/10/24)	30,284,090	$24,832,953.80	10.00%	0.00%
	$0.615 (25% decrease)	30,284,090	$18,624,715.35	10.00%	2.99%
	$0.410 (50% decrease)	30,284,090	$12,416,476.90	10.00%	5.77%

Notes: The above table has been prepared on the following assumptions:

1. the current market price is the closing price at which Shares were traded on 18 October 2024 (being $0.82);
2. the current Shares on issue are the Shares at 18 October 2024 (being 151,420,450 Shares);
3. the Company issues the maximum number of Equity Securities available under the Additional Issuance Capacity;
4. existing Shareholders' holdings do not change from the date of this Meeting to the date of the issue under the Additional Issuance Capacity;
5. the Company issues Shares only and does not issue other types of Equity Securities (such as Options) under the Additional Issuance Capacity;
6. the impact of placements under Listing Rule 7.1 or following the conversion of convertible securities (e.g. Options) is not included in the calculations; and
7. economic dilution (**ED**) is calculated using the following formula:

$$ED = (MP - (NMC / TS)) / MP$$

where:

MP = *the market price of shares traded on ASX, expressed in dollars;*

MC = *market capitalisation prior to issue of Equity Securities, being the MP multiplied by the number of shares on issue;*

NMC = *notional market capitalisation, being the market capitalisation plus the NSV;*

NSV = *new security value, being the number of new Equity Securities multiplied by the issue price of those Equity Securities; and*

TS = *total shares on issue following new Equity Security issue.*

(e) **Allocation policy**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the Additional Issuance Capacity.

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The Company has not yet identified allottees to receive the Equity Securities under the Additional Issuance Capacity. However, they may include current Shareholders, new investors, or both. None of the allottees will be Related Parties or Associates of Related Parties.

Potential allottees will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

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

(f) **Details of prior issues**

The Company has issued the following Equity Securities under its Listing Rule 7.1A capacity in the 12 months prior to this Notice of Meeting.

On 9 May 2024 the Company issued 11,944,520 Shares to institutional and professional investors at a price of A$1.00 to raise A$11,944,520.

The issue was part of the Company's placement and share purchase plan funding announced to ASX on 6 May 2024 to provide a total of A$29.9 million in funding for the Company's Costa Fuego copper-gold project.

The 11,944,520 Shares issued were:

- fully paid ordinary shares ranking equally with the existing Shares;
- issued to institutional and professional investors as arranged and identified by Veritas Securities Limited and Cormark Securiteis Limited, the lead managers to the placement;
- represented 9.99% of the total number of 119,445,206 Shares the Company had on issue on 29 November 2023 (the date of commencement of the 12 month period in which Shares were issued in accordance with the Listing Rule 7.1A capacity); and

The issue price of the Shares ($1.00) was at 20% discount to the closing price of Shares prior to the date of agreement for the issue.

5.5 **Directors' recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 8 as it will give the Company the flexibility to raise additional working capital whilst preserving the Company's cash reserves.

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Glossary

In this Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

AGM	An annual general meeting of Shareholders.
Annual General Meeting or **Meeting**	The annual general meeting of Shareholders, or any resumption thereof, convened by this Notice.
Annual Report	The annual report of the Company for the financial year ended 30 June 2024, including the annual financial report, the Directors' report and the Auditor's report.
Associate	Has the meaning given to that term in the Listing Rules.
ASX	ASX Limited (ACN 008 624 691) or the financial market known as the Australian Securities Exchange, as the context requires.
Auditor	The auditor of the Company, being RSM Partners Australia at the date of this Notice.
A$ or $	Australian dollars.
Board	The board of Directors of the Company.
Chairperson	The chairperson of the Annual General Meeting.
Closely Related Party	Has same meaning given to that term in section 9 of the Corporations Act, being, in relation to a member of Key Management Personnel: (a) a spouse or child of the member; (b) a child of the member's spouse; (c) a dependent of the member or the member's spouse; (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity; (e) a Company the member controls; or (f) a person prescribed by the *Corporations Regulations 2001* (Cth) (currently none are prescribed).
Company or **Hot Chili**	Hot Chili Limited (ACN 130 955 725).
Company Secretary	The Company Secretary of the Company at the time of the Meeting.
Constitution	The Constitution of the Company.
Corporations Act	*Corporations Act 2001* (Cth).
Director	A Director of the Company.
Employee Incentive Plan	The Employee Incentive Plan established by the Company and governed by the Employee Incentive Plan Rules, for which Shareholder approval is sought pursuant to Resolution 7.
Equity Security	Has the meaning given to that term in Listing Rule 19.12, being: (a) a share; (b) a unit; (c) a right to a share or unit or option; (d) an option over an issued or unissued security;

	(e) a convertible security; (f) any security that ASX decides to classify as an equity security; (g) but not a security that ASX decides to classify as a debt security.
Explanatory Statement	This explanatory statement which accompanies and forms part of the Notice.
Glossary	This glossary of terms.
Key Management Personnel	Has the meaning given in section 9 of the Corporations Act.
Listing Rules	The listing rules of ASX, as amended from time to time.
Non-Related Parties	Persons who are not Related Parties of the Company.
Notice or **Notice of Meeting** or **Notice of Annual General Meeting**	The notice of Annual General Meeting which accompanies this Explanatory Statement.
Option	An option to subscribe for a Share.
Proxy Form	The proxy form accompanying the Notice of Meeting.
Related Party	Has the meaning given to that term in the Listing Rules.
Remuneration Report	The remuneration report of the Company for the financial year ended 30 June 2024, appearing in the Annual Report.
Resolution	A resolution set out in the Notice.
Schedule	A section of this Explanatory Statement.
Section	A section of this Explanatory Statement.
Share	A fully paid ordinary share in the Company.
Shareholder	The holder of a Share.
TSX Listed Company	A Company listed on the Toronto Stock Exchange or the TSXV.
TSXV	The TSX Venture Exchange.
TSXV Policies	The policies included in the TSXV Corporate Finance Manual.
VWAP	Has the meaning given to that term in the Listing Rules.
WST	Australian Western Standard Time, being the time in Perth, Western Australia.

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Hot Chili Limited
ABN 91 130 955 725

Need assistance?

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

Online:
www.investorcentre.com/contact

HCH

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

YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:30am (AWST) on Tuesday, 26 November 2024.**

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.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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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.

I 9999999999 I N D

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 Hot Chili Limited 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 Hot Chili Limited to be held at First Floor, 768 Canning Highway, Applecross, WA 6153 on Thursday, 28 November 2024 at 9:30am (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 Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is 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 Resolution 1 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	☐	☐	☐
Resolution 2	Re-election of Director – Dr Nicole Adshead-Bell	☐	☐	☐
Resolution 3	Re-election of Director – Mr Christian Easterday	☐	☐	☐
Resolution 4	Re-election of Director – Mr Roberto de Andraca Adriasola	☐	☐	☐
Resolution 5	Re-election of Director – Mr Mark Jamieson	☐	☐	☐
Resolution 6	Re-election of Director – Mr Stephen Quin	☐	☐	☐
Resolution 7	Approval of Auditor	☐	☐	☐
Resolution 8	Approval of Additional Placement Facility	☐	☐	☐

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	Securityholder 2	Securityholder 3	
			/ /
Sole Director & Sole Company Secretary	Director	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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