
Tamaska Oil and Gas Ltd

ACN 127 735 442

NOTICE OF GENERAL MEETING

A general meeting of the Company will be held at 102 Forrest Street, Cottesloe, Western Australia on Tuesday 13 April 2021 at 10:00am (WST).

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

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary on +61 8 9320 4700.

TAMASKA OIL AND GAS LTD

ACN 127 735 442

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of Shareholders of Tamaska Oil and Gas Ltd (**Company**) will be held at 102 Forrest Street, Cottesloe, Western Australia on Tuesday 13 April 2021 at 10.00am (WST) (**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 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 Friday 9 April 2021 at 4.00pm (AWST).

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Section 6.

AGENDA

1. Resolution 1 – Ratification of prior issue of Consideration Shares under Listing Rule 7.1 capacity

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue of 45,000,000 Shares to the Vendors as part of the consideration for the Acquisition 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 Vendors or any associates of those persons.

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

2. Resolution 2 – Approval to issue Consideration Performance Shares

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

“That, for the purposes of Section 246B(1) of the Corporations Act, Article 2.3 of the Constitution, Listing Rule 7.1, and for all other purposes:

- *the Company be authorised to create a new class of shares, being the Consideration Performance Shares, on the terms and conditions in Schedule 1; and*
- *Shareholders approve and authorise the issue of 45,000,000 Consideration Performance Shares to the Vendors as part of the consideration for the Acquisition,*

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 the Vendors and their nominees or a person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a Shareholder) or any associates of those persons.

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

Dated 15 March 2021

BY ORDER OF THE BOARD

Brett Lawrence
Managing Director

TAMASKA OIL AND GAS LTD

ACN 127 735 442

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 Meeting to be held at 102 Forrest Street, Cottesloe, Western Australia on Tuesday 13 April 2021 at 10:00am (WST).

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 in person, 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 person.

Please note 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.

3. Acquisition of 20% interest in the Talisman Deeps Project

3.1 Background

The Company is an oil and gas exploration and production company. Recently, the Company announced it has successfully acquired a 20% interest in the Talisman Deeps Project located offshore in the Canarvon Basin in north west Australia, by purchasing 20% of the shares in Skye Napoleon Pty Ltd (**Skye Napoleon**) from the Vendors (**Acquisition**). There is a large potential hydrocarbons accumulation upon Talisman Deeps known as Napoleon.

Skye Napoleon is the legal and beneficial owner of the Talisman Deeps Project and holds the petroleum rights below 2,700m total vertical depth sub-sea and any other rights relating thereto of petroleum production licence WA-8-L.

Refer to the Company's announcement dated 22 February 2021 for further information about the Talisman Deeps Project and Skye Napoleon.

The Company entered into a binding share sale agreement to acquire 20% of the shares in Skye Napoleon from the Vendors (**Acquisition Agreement**). Key terms of the Acquisition Agreement are summarised in Section 3.2.

The consideration payable by the Company for the Acquisition is a total of 45,000,000 Shares as upfront consideration (**Consideration Shares**) and subject to Shareholder approval, a total of 45,000,000 Consideration Performance Shares as deferred consideration. There is no cash consideration payable under the Acquisition.

The Acquisition was completed on 24 February 2021. On completion, the Company issued the Consideration Shares to the Vendors without Shareholder approval using its existing capacity under Listing Rule 7.1.

Ratification of the issue of the Consideration Shares is sought pursuant to Resolution 1. Shareholder approval to issue the Consideration Performance Shares is sought under Resolution 2.

3.2 Acquisition Terms

A summary of the key terms of the Acquisition Agreement are set out below:

- (a) The Company acquired a 20% interest in the Talisman Deeps Project by acquiring 20% of the shares in Skye Napoleon.
- (b) The consideration for the Acquisition is:
 - (i) 45,000,000 Consideration Shares payable at completion of the Acquisition; and
 - (ii) 45,000,000 Consideration Performance Shares to be issued following regulatory and Shareholder approval. The Consideration Performance Shares will each be convertible to Shares on a one-for-one basis on the first to occur of either:
 - (A) an independent estimate is prepared in accordance with the reporting requirements of ASX Listing Rule 5.42 by a qualified petroleum reserves and resources evaluator and assesses the 2U (P50) prospective recoverable resource of Napoleon to be greater

than 120 million boe (such resource to be reported in accordance with the ASX Listing Rules and the 2018 Petroleum Resources Management System published by the Society of Petroleum Engineers (SPE-PRMS)). For these purposes boe (barrels of oil equivalent) equates to oil plus gas converted at a ratio of 6mcf = one barrel; or

- (B) an authorization for expenditure (AFE) in relation to the first exploration well on the Talisman Deeps Project being issued with a minimum AFE of A\$30 million and the Company resolving to participate in respect of its share of the AFE.

For more information on the key terms of the Acquisition refer to the Company's ASX announcement dated 22 February 2021.

- (c) The Company has the right to convert its 20% shareholding in Skye Napoleon to a 20% direct participating interest in the Talisman Deeps Project upon a joint venture for the Talisman Deeps Project being formed. The Company will contribute to expenditure in accordance with its percentage interest.
- (d) The Acquisition Agreement is conditional upon the Company receiving approvals from the ASX and Shareholders to issue the Consideration Performance Shares, which are conditions subsequent to completion of the Acquisition. If these conditions are not satisfied on or before 30 June 2021, then the Company will have no obligation to issue the Consideration Performance Shares and the Company will transfer 50% of its shares in Skye Napoleon back to the Vendors for nil consideration (such that the Company will retain a 10% interest in the Talisman Deeps Project).
- (e) The Acquisition Agreement contains standard commercial warranties and limits of liability as are usual for a transaction of this type.

4. Resolution 1 – Ratification of prior issue of Consideration Shares under Listing Rule 7.1 capacity

4.1 General

As noted in Section 3.1, the Company issued 45,000,000 Consideration Shares on 24 February 2021 to the Vendors as part of the consideration for the Acquisition.

The Consideration Shares were issued by the Company to the Vendors using its annual capacity permitted under Listing Rule 7.1 without the need for Shareholder approval.

Listing Rule 7.1 provides that a company must not (subject to specified exceptions), without the approval of shareholders, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made (pursuant to Listing Rule 7.1 or the additional 10% capacity under Listing Rule 7.1A). If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

Accordingly, Resolution 1 seeks Shareholder ratification of the issue of the Consideration Shares (which were issued pursuant to the Company's 15% capacity under Listing Rule 7.1) under and for the purposes of Listing Rule 7.4.

If Resolution 1 is passed, the issue of the Consideration Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Consideration Shares.

If Resolution 1 is not passed, the issue of the Consideration Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1 and additional 10% placement capacity under Listing Rule 7.1A, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Prior Placement Shares.

Resolution 1 is an ordinary resolution.

4.2 Information required by Listing Rule 7.5

The following information is provided for the purposes of Listing Rule 7.5:

- (a) On 24 February 2021, the Company issued a total of 45,000,000 Shares, being the Consideration Shares, using its existing 15% capacity under Listing Rule 7.1.
- (b) The Consideration Shares were issued to the Vendors as part of the consideration for the Acquisition.
- (c) The Consideration Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Consideration Shares were issued as part of the consideration payable by the Company for the Acquisition pursuant to the terms of the Acquisition Agreement. The balance of the consideration for the Acquisition is 45,000,000 Consideration Performance Shares subject to shareholder approval sought pursuant to Resolution 2. Accordingly, no funds will be raised from the issue of the Consideration Shares, however, the Company will receive a 20% interest in the Talisman Deeps Project in consideration for the Acquisition.
- (e) A summary of the material terms of the Acquisition Agreement is set out in Section 3.2
- (f) A voting exclusion statement is included in the Notice.

5. Resolution 2 – Approval to issue Consideration Performance Shares

5.1 General

As noted in Section 3.1, the Company has agreed to issue 45,000,000 Consideration Performance Shares to the Vendors as part of the consideration for the Acquisition, subject to Shareholder approval.

The Consideration Performance Shares each will convert on a one-for-one basis into Shares on the occurrence of certain performance milestones set out in Section 5.4(c) below. The number of Shares that will be issued on conversion of the Consideration Performance Shares is 45,000,000 Shares, representing approximately 4.8% of the number of Shares the Company has on issue at the date of this Notice.

The performance milestones of the Consideration Performance Shares are directly linked to the performance of Napoleon being the key asset of Skye Napoleon, the entity in which the Company is intending to acquire a 20% interest. This enables a portion of the consideration for the Acquisition to be deferred until an uplift in the value of Napoleon is realised and demonstrated through achievement of the performance milestone. The issue of the Consideration Performance Shares as deferred consideration allows risk to be shared between the Company and the Vendors. It also allows both parties to benefit from the uplift in value upon progressing exploration or achieving a resource in respect of Napoleon.

The Board considers the quantum of the consideration payable for the Acquisition (including the number of Consideration Performance Shares) reflects reasonable fair value for a 20% interest in the business and assets of Skye Napoleon. The quantum of the consideration for the Acquisition was determined by the Board having regard to:

- (a) the value of the assets of Skye Napoleon and the Board's assessment of the future prospects of the assets;
- (b) recent market examples of comparable transactions;
- (c) the trading price and market capitalisation of the Company; and

the fact that part of the consideration payable by the Company (being the Consideration Performance Shares) will be deferred until the value of the assets is increased and demonstrated through achievement of the performance milestone. Resolution 2 seeks Shareholder approval to create the Consideration Performance Shares as a new class of shares. Resolution 2 also seeks Shareholder approval to issue the 45,000,000 Consideration Performance Shares to the Vendors.

Resolution 2 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the cast of a corporate Shareholder, by a corporate representative).

5.2 Corporations Act and Constitution

Under Article 2.1 of the Constitution and, subject to the Corporations Act, the Listing Rules and the Constitution, the Directors may issue such number of shares either as ordinary shares or shares of a named class or classes (being either an existing class or a new class) on any terms, at any time and for any consideration as the Directors resolve.

Section 246C(5) of the Corporations Act provides that if a company has one class of share and seeks to issue a new class of share, such issue is taken to vary the rights attached to the shares already issued.

Under section 246B(1) of the Corporation Act, if a company has a constitution which sets out the procedure for varying or cancelling (in the case of a company with share capital) rights attached to shares in a class of shares, those rights may be varied or cancelled only in accordance with that procedure.

In accordance with Article 2.3 of the Constitution, the Company may vary rights attached the Shares by a special resolution of the Company and:

- (a) a special resolution passed at a meeting of Shareholders; or
- (b) the written consent of Shareholders who are entitled to at least 75% of the votes attaching to Shares.

Accordingly, Resolution 2 seeks Shareholder approval for the issue of the Consideration Performance Shares as a new class of shares on the terms and conditions set out in Schedule 1.

5.3 Listing Rule 7.1

Resolution 2 also seeks Shareholder approval for the issue of 45,000,000 Consideration Performance Shares under and for the purposes of Listing Rule 7.1.

A summary of Listing Rule 7.1 is in Section 4.1.

If Resolution 2 is passed, the Company will issue the Consideration Performance Shares to the Vendors. In addition, the issue of the Consideration Performance Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Consideration Shares.

If Resolution 2 is not passed, the Company will not be able to issue the Consideration Performance Shares to the Vendors and pursuant to the terms of the Acquisition Agreement, the Company will have no obligation to issue the Consideration Performance Shares and the Company will transfer 50% of the shares it acquired in Skye Napoleon at completion of the Acquisition Agreement back to the Vendors for nil consideration (such that the Company will return a 10% shareholding interest in Skye Napoleon and retain a 10% shareholding interest in Skye Napoleon meaning the Company will retain a 10% interest in the Talisman Deeps Project). The issue of the Consideration Performance Shares is a condition subsequent on the Acquisition Agreement which is to be satisfied post completion of the transaction, Given the Consideration Performance Shares are part of the valuable consideration (being 45,000,000 Shares and 45,000,000 Consideration Performance Shares) to the acquisition of the 20% shareholding interest in Skye Napoleon, the parties have agreed that should shareholders not approve the issue the Consideration Performance Shares then half of the shares in Skye Napoleon (being a 10% shareholding interest) will be returned to the Vendors.

5.4 Information required by Listing Rule 7.3

The following information is provided for the purposes of Listing Rule 7.3:

- (a) The maximum number of securities the Company may issue under Resolution 2 is 45,000,000 Consideration Performance Shares.

- (b) The Consideration Performance Shares will be issued to the Vendors.
 - (c) The Consideration Performance Shares will be issued on the terms and conditions in Schedule 1. The Consideration Performance Shares will convert on a one-for-one basis into Shares on the first to occur of either:
 - (i) an independent estimate is prepared in accordance with the reporting requirements of ASX Listing Rule 5.42 by a qualified petroleum reserves and resources evaluator and assesses the 2U (P50) prospective recoverable resource of Napoleon to be greater than 120 million boe (such resource to be reported in accordance with the ASX Listing Rules and the 2018 Petroleum Resources Management System published by the Society of Petroleum Engineers (SPE-PRMS)). For these purposes boe (barrels of oil equivalent) equates to oil plus gas converted at a ratio of 6mcf = one barrel; or
 - (ii) an authorization for expenditure (AFE) in relation to the first exploration well on the Talisman Deeps Project being issued with a minimum AFE of A\$30 million and the Company resolving to participate in respect of its share of the AFE.
- Shares issued on conversion of the Consideration Performance Shares will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue.
- (d) The Consideration Performance Shares may be issued no later than three months after the date of the Meeting (or such later date to the extent permitted by an ASX waiver or modification of the Listing Rules).
 - (e) The Consideration Performance Shares will be issued as part of the consideration payable by the Company for the Acquisition pursuant to the terms of the Acquisition Agreement. Accordingly, no funds will be raised from the issue of the Consideration Performance Shares.
 - (f) A summary of the material terms of the Acquisition Agreement is set out in Section 3.2.
 - (g) A voting exclusion statement is included in the Notice.

6. Definitions

\$ means Australian Dollars.

Acquisition Agreement has the meaning in Section 3.1.

Acquisition has the meaning in Section 3.1.

ASIC means Australian Securities and Investments Commission.

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

Chair means the chair of this Meeting.

Constitution means the constitution of the Company.

Company means Tamaska Oil and Gas Ltd ACN 127 735 442.

Consideration Shares has the meaning in Section 3.1.

Consideration Performance Shares means the performance shares granted on the terms and conditions set out in Schedule 1.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Listing Rules means the listing rules of ASX.

Meeting has the meaning in the introductory paragraph of the Notice.

Napoleon means the hydrocarbon lead or prospect within the Talisman Deeps Project known as Napoleon.

Notice means this notice of meeting.

Proxy Form means the proxy form attached to the Notice.

Resolution means a resolution contained in this Notice.

Schedule means a schedule to 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.

Skye Napoleon means Skye Napoleon Pty Ltd ACN 635 226 765.

Talisman Deeps Project means the petroleum rights below 2,700m total vertical depth sub-sea and any other rights relating thereto of petroleum production licence WA-8-L.

Vendors means the sellers of their shares in Skye Napoleon who were Danaka Plus Pty Ltd ACN 101 284 815 ATF the Jablonski Family Trust and Green Iguana Capital Pty Ltd ACN 605 814 186.

WST means Western Standard Time, being the time in Perth, Australia.

In this Notice, words importing the singular include the plural and vice versa.

Schedule 1 – Terms and Conditions of Performance Shares

1. Definitions

For the purpose of these terms and conditions:

ASX means ASX Limited ACN 008 624 691 or, as the context permits, the securities exchange operated by that entity.

BOE means barrels of oil equivalent, which equates to oil plus gas converted at a ratio of 6 mcf = one barrel.

Change of Control Event means

- (a) the occurrence of:
 - (i) the offeror under a takeover offer in respect of all Shares announcing that it has achieved acceptances in respect of 50.1% or more of the Shares; and
 - (ii) that takeover bid has become unconditional,provided that the offeror did not have control of the Company at the time that the Performance Shares are issued; or
- (b) the announcement by the Company that:
 - (i) shareholders of the Company have at a Court convened meeting of shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement under which all Shares are to be either:
 - (A) cancelled; or
 - (B) transferred to a third party; and
 - (ii) the Court, by order, approves the proposed scheme of arrangement,provided that the offeror did not have control of the Company at the time that the Performance Shares are issued.

Company means Tamaska Oil and Gas Ltd ACN 127 735 442.

Corporations Act means the Corporations Act 2001 (Cth).

Expiry Date has the meaning given to that term in paragraph 2(b).

Holder means a holder of a Performance Share.

Listing Rules means the Listing Rules of the ASX.

Milestone has the meaning given to that term in paragraph 2(a).

Milestone Achievement Date has the meaning given to that term in paragraph 2(a).

Napoleon means the lead or prospect within Talisman Deeps known as Napoleon.

Performance Share means a performance share in the Company issued on these terms and conditions.

Share means a fully paid ordinary share in the Company.

Skye Napoleon means Skye Napoleon Pty Ltd ACN 635 226 765.

Talisman Deeps means the petroleum rights below 2,700m total vertical depth sub-sea and any other rights relating thereto of petroleum production licence WA-8-L.

2. Conversion and Expiry of Performance Shares

- (a) **(Conversion on achievement of Milestone)** Upon achievement of one of the following milestones:
 - (i) an independent estimate is prepared in accordance with the reporting requirements of ASX Listing Rule 5.42 by a qualified petroleum reserves and resources evaluator and which assesses the 2U (P50) prospective recoverable resource of Napoleon to be greater than **120 million boe** (such resource to be reported in accordance with the ASX Listing Rules and the 2018 Petroleum Resources Management System published by the Society of Petroleum Engineers (SPE-PRMS)). For these purposes boe (barrels of oil equivalent) equates to oil plus gas converted at a ratio of 6 mcf = one barrel; or
 - (ii) an authorization for expenditure (**AFE**) in relation to the first exploration well on Talisman Deeps being issued with a minimum AFE of A\$30 million and the Company resolving to participate in respect of its share of the AFE;

(Milestone) each Performance Share will convert on a one for one basis into a Share.
- (b) **(Expiry)** Unless converted earlier under clause 2(a), the Performance Shares will expire and cease to be capable of conversion, other than under clause 2(c) below, on the date that is four years from the date of issue of the Performance Shares (**Expiry Date**).
- (c) **(No conversion)** To the extent that the Performance Shares have not converted into Shares on or before the Expiry Date, then all such unconverted Performance Shares held by each holder will automatically consolidate into one Performance Share and will then convert into one Share.
- (d) **(Conversion procedure)** The Company will issue a Holder with a new holding statement for the Share or Shares as soon as practicable following the conversion of each Performance Share.
- (e) **(Ranking of shares)** Each Share into which the Performance Shares will convert will upon issue:
 - (i) rank equally in all respects (including, without limitation, rights relating to dividends) with other issued Shares;
 - (ii) be issued credited as fully paid;
 - (iii) be duly authorised and issued by all necessary corporate action; and
 - (iv) be issued free from all liens, charges and encumbrances whether known about or not including statutory and other pre-emption rights and any transfer restrictions.

3. Conversion on Change of Control

If there is a Change of Control Event prior to the conversion of the Performance Shares, then the Milestone will be deemed to have been achieved by the Expiry Date and each Performance Share will automatically and immediately convert into Shares.

4. Takeover Provisions

- (a) If the conversion of Performance Shares (or part thereof) under these terms and conditions would result in any person being in contravention of section 606(1) of the Corporations Act then the conversion of each Performance Share that would cause the contravention will be deferred until such time or times thereafter that the conversion would not result in a contravention of section 606(1) of the Corporations Act. Following

a deferment under this paragraph, the Company will at all times be required to convert that number of Performance Shares that would not result in a contravention of section 606(1) of the Corporations Act.

- (b) The Holders will give notification to the Company in writing if they consider that the conversion of Performance Shares (or part thereof) under these terms and conditions may result in the contravention of section 606(1) of the Corporations Act, failing which the Company will assume that the conversion of Performance Shares (or part thereof) under these terms and conditions will not result in any person being in contravention of section 606(1) of the Corporations Act.
- (c) The Company may (but is not obliged to) by written notice request the Holders to give notification to the Company in writing within seven days if they consider that the conversion of Performance Shares (or part thereof) under these terms and conditions may result in the contravention of section 606(1) of the Corporations Act. If the Holders do not give notification to the Company within seven days that they consider the conversion of Performance Shares (or part thereof) under these terms and conditions may result in the contravention of section 606(1) of the Corporations Act then the Company will assume that the conversion of Performance Shares (or part thereof) under these terms and conditions will not result in any person being in contravention of section 606(1) of the Corporations Act.

5. Rights attaching to Performance Shares

- (a) **(Share capital)** Each Performance Share is a share in the capital of the Company.
- (b) **(General meetings)** Each Performance Share confers on a Holder the right to receive notices of general meetings and financial reports and accounts of the Company that are circulated to shareholders. A Holder has the right to attend general meetings of shareholders of the Company.
- (c) **(No voting rights)** A Performance Share does not entitle a Holder to vote on any resolutions proposed at a general meeting of shareholders of the Company.
- (d) **(No dividend rights)** A Performance Share does not entitle a Holder to any dividends.
- (e) **(No right to surplus profits or assets)** A Performance Share does not entitle a Holder to participate in the surplus profits or assets of the Company upon winding up of the Company.
- (f) **(No right to a return of capital)** A Performance Share does not entitle a Holder to a return of capital, whether upon winding up of the Company, upon a reduction of capital or otherwise.
- (g) **(Not transferable)** A Performance Share is not transferable.
- (h) **(Reorganisation of capital)** If there is a reorganisation (including, without limitation, consolidation or sub-division, but excluding a return of capital) of the issued capital of the Company, the rights of a Holder will be varied (as appropriate) in accordance with the Listing Rules which apply to reorganisation of capital at the time of the reorganisation.
- (i) **(Quotation of shares on conversion)** An application will be made by the Company to ASX for official quotation of the Shares issued upon the conversion of each Performance Share within the time period required by the Listing Rules.
- (j) **(Participation in entitlements and bonus issues)** A Performance Share does not entitle a Holder to participate in new issues of capital offered to holders of Shares, such as bonus issues and entitlement issues.
- (k) **(No other rights)** A Performance Share does not give a Holder any other rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

Proxy Voting Form

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

Holder Number:

Your proxy voting instruction must be received by **10.00am (WST) on Sunday, 11 April 2021**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/login> or scan the QR code below using your smartphone

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBCHAT: <https://automicgroup.com.au/>

PHONE: 1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

