



1414 DEGREES LIMITED

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NOTICE OF 2021 ANNUAL GENERAL MEETING

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ACN 138 803 620

NOTICE IS HEREBY GIVEN that the 2021 Annual General Meeting (**AGM** or **Meeting**) of Shareholders of 1414 Degrees Limited will be held as a **virtual meeting** on **Thursday 25 November 2021** commencing at **10:00 am** (Adelaide time).

Shareholders are encouraged to participate in the Meeting via the links to be provided, where you will be able to watch the Meeting online, cast an online vote during the Meeting and ask questions online.

The Explanatory Memorandum and the Proxy Form part of this notice.

### Ordinary Business

#### Financial Report

To receive and consider the Company's Financial Statements, Directors' Report and Independent Audit Report for the year ended 30 June 2021.

The 2021 Annual Report is available to view online at the Company's website <http://www.1414degrees.com.au>, and has been despatched to those Shareholders who have elected to receive a hard copy of the report.

#### Resolution 1 — Adoption of the Remuneration Report for the year ended 30 June 2021

To consider, and if thought fit, pass the following resolution as an ordinary resolution of the Company:

*That, for the purpose of section 250R(2) of the Corporations Act, the Company adopt the Remuneration Report for the period ended 30 June 2021 as set out in the Directors' Report in the 2021 Annual Report.*

Notes:

- In accordance with section 250R of the Corporations Act the vote on Resolution 1 will be advisory only and will not bind the Directors or the Company.
- A voting exclusion statement applies to Resolution 1 (see Explanatory Memorandum for details).

#### Resolution 2 – Election of Mr Tony Sacre as a Director

To consider, and if thought fit, pass the following resolution as an ordinary resolution of the Company:

*That Mr Tony Sacre, being a Director who was appointed by the Directors on 3 June 2021, and who will retire at the conclusion of the Meeting in accordance with clause 3.3 of the Company's Constitution and ASX Listing Rule 14.4, and being eligible, offers himself for election, be elected as a Director of the Company.*

#### Resolution 3 – Election of Mr Peter Gan as a Director

To consider, and if thought fit, pass the following resolution as an ordinary resolution of the Company:

*That Mr Peter Gan, being a Director who was appointed by the Directors on 4 January 2021, and who will retire at the conclusion of the Meeting in accordance with clause 3.3 of the Company's Constitution and ASX Listing Rule 14.4, and being eligible, offers himself for election, be elected as a Director of the Company.*

#### Resolution 4 – Re-election of Mr Dana Larson as a Director

To consider, and if thought fit, pass the following resolution as an ordinary resolution of the Company:

*That Mr Dana Larson, being a Director who is retiring in accordance with clause 3.6 of the Company's Constitution, and being eligible, offers himself for re-election, be re-elected as a Director of the Company.*

#### Resolution 5 – Approval of Additional 10% Placement Capacity

To consider, and if thought fit, pass the following resolution as a SPECIAL resolution of the Company:

*That for the purposes of ASX Listing Rule 7.1A and for all other purposes, the issue of Equity Securities totalling up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum be approved.*

Note: A voting exclusion statement applies to Resolution 5 (see Explanatory Memorandum for details).

#### **Resolution 6 – Appointment of Auditors**

To consider, and if thought fit, pass the following resolution as an ordinary resolution of the Company:

*That, for the purposes of section 327B(1)(b) of the Corporations Act and for all other purposes, BDO Audit Pty Ltd, having consented in writing to act as auditor of the Company, is appointed as auditor of the Company with effect from the conclusion of this Meeting.*

#### **Resolution 7 - Issue of Shares to Mr Tony Sacre**

To consider, and if thought fit, pass the following resolution as an ordinary resolution of the Company:

*That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Company issue 50,000 Shares to Mr Tony Sacre.*

Note: A voting exclusion statement applies to Resolution 7 (see Explanatory Memorandum for details).

#### **Resolution 8 – Issue of Shares to Mr Peter Gan**

To consider, and if thought fit, pass the following resolution as an ordinary resolution of the Company:

*That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Company issue 50,000 Shares to Mr Peter Gan.*

Note: A voting exclusion statement applies to Resolution 8 (see Explanatory Memorandum for details).

#### **Resolution 9 – Issue of Shares to Mr Dana Larson**

To consider, and if thought fit, pass the following resolution as an ordinary resolution of the Company:

*That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Company issue 50,000 Shares to Mr Dana Larson.*

Note: A voting exclusion statement applies to Resolution 9 (see Explanatory Memorandum for details).

#### **Resolution 10 – Issue of Shares to Dr Jordan Parham**

To consider, and if thought fit, pass the following resolution as an ordinary resolution of the Company:

*That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Company issue 50,000 Shares to Dr Jordan Parham.*

Note: A voting exclusion statement applies to Resolution 10 (see Explanatory Memorandum for details).

#### **Resolution 11 – Issue of Shares to Ms Tania Sargent**

To consider, and if thought fit, pass the following resolution as an ordinary resolution of the Company:

*That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Company issue 50,000 Shares to Ms Tania Sargent.*

Note: A voting exclusion statement applies to Resolution 11 (see Explanatory Memorandum for details).

By Order of the Board



Tania Sargent  
Company Secretary  
Dated this 26th Day of October 2021

## **Important Information**

### **Voting Entitlements**

The Company has determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that, for the purposes of ascertaining entitlements to participate in and vote at the Meeting, all Shares in the Company will be taken to be held by those persons who held them as registered holders at 6:30pm (Adelaide time) on Tuesday, 23 November 2021 (**Entitlement Time**).

This means that if you are not the registered holder of a Share in the Company at the Entitlement Time, you will not be entitled to participate in or vote at the Meeting.

### **Resolutions by Poll**

As Shareholders are asked to participate virtually in the Meeting, each resolution considered at the Meeting will be conducted by a poll in accordance with the requirements of section 250J(1)(a) of the Corporations Act.

### **Participating in the Virtual Meeting**

The Meeting will be accessible to all Shareholders via 'Zoom', which will allow Shareholders to listen to and observe the Meeting and ask questions in relation to the business of the Meeting. If you wish to virtually attend the Meeting via 'Zoom', please pre-register in advance of the Meeting by emailing the Company Secretary at [companysecretary@1414degrees.com.au](mailto:companysecretary@1414degrees.com.au) at least two business days before the Meeting.

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the Meeting.

### **How to Vote**

#### No voting in person

Given the current COVID-19 circumstances and in the interests of public health and safety of our Shareholders, the Company has determined not to allow Shareholders to physically attend and vote at the Meeting. Please refer to the information below on how Shareholders can vote in advance of or during the Meeting

#### Voting in advance

Shareholders can vote in advance of the Meeting by completing and lodging a valid proxy form (see further below for information on completing and returning proxy forms).

#### Voting virtually during the Meeting

Shareholders who wish to vote virtually on the day of the Meeting will need to visit [www.web.lumiagm.com](http://www.web.lumiagm.com) on a smartphone, tablet or computer (using the latest version of Chrome, Safari, Edge or Firefox) and enter the unique Meeting ID 304-870-790.

Online voting registration will commence 30 minutes prior to the start of the Meeting. For full details on how to log on and vote online, please refer to the user guide which can be accessed at [www.computershare.com.au/onlinevotingguide](http://www.computershare.com.au/onlinevotingguide).

### **Proxies**

A Shareholder entitled to participate in and vote at the meeting has the right to appoint a proxy, who need not be a Shareholder of the Company. If a Shareholder is entitled to cast two or more votes, they may appoint two proxies and may specify the percentage of votes each proxy is appointed to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the Shareholder's votes.

Subject to any specific proxy provisions set out in a voting exclusion statement for a resolution (as to which, see the Explanatory Memorandum below):

- if a Shareholder has not directed their proxy how to vote, the proxy may vote as the proxy determines, and
- if a Shareholder appoints the Chairman of the Meeting as proxy and does not direct the Chairman how to vote on a resolution, the Chairman will vote in accordance with his voting intention as stated in this Notice of Annual General Meeting.

In order to be valid, the Proxy form must be received by the Company at the address specified below, along with any power of attorney or certified copy of a power of attorney (if the Proxy Form is signed pursuant to a power of attorney), by no later than 48 hours before the Meeting (i.e., by no later than 10:00am (Adelaide time) on Tuesday, 23 November 2021).

By mail:                   1414 Degrees Limited  
                                   c/- Computershare Investor Services Pty Limited  
                                   GPO Box 242  
                                   MELBOURNE VIC 3001

Online:                    at [www.investorvote.com.au](http://www.investorvote.com.au).  
 To use this facility, you will need your holder number (SRN or HIN), postcode and the control number shown on your proxy form.

By facsimile:           1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)

or for **Intermediary Online subscribers only** (custodians), cast the Shareholder's vote online by visiting [www.intermediaryonline.com](http://www.intermediaryonline.com).

Any Proxy Forms received after that time will not be valid for the Meeting.

### **Corporate Representative**

A corporation that is a Shareholder or a proxy may elect to appoint a person to act as its corporate representative at the meeting, in which case the corporate Shareholder or proxy (as applicable) must provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that Shareholder's or proxy's (as applicable) corporate representative. The authority must be sent to the Company and/or the Company's Share Registry (detailed above) in advance of the meeting.

### **Asking Questions**

Shareholders may submit questions or comments to the Company in relation to any item of business in advance of the Meeting. Questions must be submitted by emailing the Company Secretary at [companysecretary@1414degrees.com.au](mailto:companysecretary@1414degrees.com.au) by 5.00pm (Adelaide time) on 19 November 2021.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business.

The Chairman will attempt to respond to the questions during the Meeting. The Chairman will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

### **Explanatory Memorandum**

The Explanatory Memorandum accompanying this Notice of Annual General Meeting is incorporated in and comprises part of this Notice of Annual General Meeting and should be read in conjunction with this Notice of Annual General Meeting.

## EXPLANATORY MEMORANDUM

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### 1. Introduction

This Explanatory Memorandum has been prepared to assist Shareholders in consideration of resolutions proposed for the Annual General Meeting (**Meeting**) of the Company to be held by virtual meeting on Thursday 25 November 2021 commencing at 10:00 am (Adelaide time).

It should be read in conjunction with the accompanying Notice of Annual General Meeting.

### ORDINARY BUSINESS

### 2. Financial Report

As required by section 317 of the Corporations Act, the Financial Statements, Directors' Report and Independent Audit Report of the Company for the most recent financial year will be presented at the Meeting.

There is no requirement for a formal resolution on this item of business.

The Chairman of the Meeting will allow a reasonable opportunity at the Meeting for Shareholders to ask questions about or make comments on the management of the Company. Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor, BDO Audit (SA) Pty Ltd (**BDO**), questions about the Independent Audit Report, the conduct of its audit of the Company's Financial Report for the year ended 30 June 2021, the preparation and content of the Independent Audit Report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of BDO in relation to the conduct of the audit.

Shareholders may submit written questions to the Company in relation to the above matters in advance of the Meeting. See the Important Information section of the Notice of Meeting for details on how to submit questions in advance of the Meeting.

No Shareholder vote is required.

### 3. Resolution 1 — Adoption of the Remuneration Report for the year ended 30 June 2021

#### 3.1 Background

In accordance with section 250R(2) of the Corporations Act, Shareholders are required to vote on the Company's Remuneration Report for the year ended 30 June 2021.

The Remuneration Report is contained in the Directors' Report in the 2021 Annual Report, which is available to view online at the Company's website <http://www.1414degrees.com.au> and despatched to those Shareholders who have elected to receive a hard copy of the report.

The Remuneration Report describes the underlying policies and structure of the remuneration arrangements of the Company and sets out the remuneration arrangements in place for Directors and senior executives for the year ended 30 June 2021.

The Corporations Act requires that a resolution to adopt the Remuneration Report be put to the vote at each Annual General Meeting of the Company. Shareholders should note that the vote on Resolution 1 is not binding on the Company or the Directors.

If 25% or more of the votes cast on a resolution to adopt the Remuneration Report are against the adoption of the Remuneration Report for 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 must stand for re-election.

### **3.2 Directors' Recommendation**

The Directors recommend Shareholders vote in favour of Resolution 1. The Chairman intends to vote undirected proxies in FAVOUR of Resolution 1.

### **3.3 Voting Exclusion Statement**

As required by section 250R of the Corporations Act, the Company will disregard any votes cast (in any capacity) on Resolution 1 by any member of the Company's Key Management Personnel, the details of whose remuneration are included in the Remuneration Report, and any Closely Related Party of such Key Management Personnel.

However, votes will not be disregarded if they are cast by a person described above as proxy for a person who is entitled to vote on Resolution 1:

- (a) in accordance with a direction on the proxy form; or
- (b) by the Chairman of the Meeting pursuant to an express authorisation to exercise the proxy, even if the resolution is connected directly or indirectly with the remuneration of a member(s) of the Key Management Personnel.

### **3.4 Important information for Shareholders:**

Please note, in accordance with sections 250R(4) and (5) of the Corporations Act, the Chairman will not vote any undirected proxies in relation to Resolution 1 unless the Shareholder expressly authorises the Chairman to vote in accordance with the Chairman's stated voting intentions. Please note that if the Chairman of the Meeting is your proxy (or becomes your proxy by default), by completing the attached proxy form, you will expressly authorise the Chairman to exercise your proxy on Resolution 1 even though it is connected directly or indirectly with the remuneration of a member of Key Management Personnel for the Company, which includes the Chairman. You should be aware that the Chairman of the Meeting intends to vote undirected proxies in favour of the adoption of the Remuneration Report.

Alternatively, if you appoint the Chairman as your proxy, you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box on the proxy form.

As a further alternative, Shareholders can nominate as their proxy for the purposes of Resolution 1, a proxy who is not a member of the Company's Key Management Personnel or any of their Closely Related Parties. That person would be permitted to vote undirected proxies (subject to the ASX Listing Rules).

## **4. Resolutions 2, 3 and 4 - Election of Directors**

Resolutions 2, 3 and 4 relate to the election and re-election of Directors of the Company. Section 201A(2) of the Corporations Act prescribes that a public company must have at least 3 directors and that at least 2 of those directors must ordinarily reside in Australia. Rule 3.1(a) of the Company's Constitution also requires that the number of Directors must be at least 3.

Messrs Sacre and Gan stand for election by Shareholders, having been appointed to the Board since the last annual general meeting of the Company. Mr Larson stands for re-election by rotation, being the only current Director eligible to do so as a result of recent changes to the composition of the Company's Board.

Shareholders should be aware that, if any of Resolutions 2, 3 or 4 are not approved by Shareholders at the Meeting, from the end of the Meeting the Company will not satisfy the statutory and Constitutional requirements to have a minimum of 3 directors. Moreover, if either or both of Resolutions 2 or 3 are not approved such that one or both of Mr Sacre and Mr Gan are not elected, the Company will also not satisfy the requirement to have 2 Directors who are ordinarily resident in Australia. In such event, the remaining Board members will take immediate steps in accordance with rule 3.11(a) of the Company's Constitution to appoint additional Directors to ensure the minimum requirements are met on an interim basis until such time as a more permanent appointee(s) can be identified and engaged. If none of Resolutions 2, 3 or 4 are passed such that there would be no continuing Directors after the close of the Annual General Meeting, the outgoing Directors will take immediate steps to facilitate the appointment of director(s) by Shareholders at the Meeting.

## **5. Resolution 2 — Election of Mr Tony Sacre as a Director**

### **5.1 Background**

In accordance with clause 3.3 of the Company's Constitution and ASX Listing Rule 14.4, a Director appointed at any time except during a general meeting automatically retires at the next Annual General Meeting and is eligible for election at that Annual General Meeting.

Mr Sacre was appointed as a Director of the Company on 3 June 2021 to fill a casual vacancy and will therefore retire at the Meeting. Mr Sacre is eligible, and has offered himself, for election as a Director.

### **5.2 Information regarding Mr Sacre**

Mr Sacre is a non-executive Director and Chairman of the Board. Having had regard to the ASX Principles, the Board considers Mr Sacre to be an independent Director.

Mr Sacre is the Chief Executive Officer (**CEO**) for the Bentleys Network, an international network of advisory and accounting firms. Prior to joining the Bentleys Network, Mr Sacre was the CEO of the Sydney Stock Exchange. Prior to this, Mr Sacre's 25-year career includes senior executive roles within ANZ Banking Group, Commonwealth Bank, HSBC, JP Morgan and National Australia Bank. Mr Sacre's international experience includes five years in New York with HSBC in a senior financial markets position. Mr Sacre has also led various financial markets, trade finance and advisory businesses throughout the Asia Pacific Region during his time at Commonwealth Bank, ANZ and AME Group. Mr Sacre is a Director and Chairman of Allinial Global, Asia Pacific, the second largest association of accounting and consulting firms in the world.

Mr Sacre holds a Bachelor of Business (Accounting), a Master of Business Administration (MBA), is a qualified CPA and CA, and has qualifications from the Australian Institute of Company Directors.

### **5.3 Directors' Recommendation**

The Directors (excluding Mr Sacre) unanimously recommend that Shareholders vote in favour of Resolution 2. The Chairman intends to vote undirected proxies in FAVOUR of Resolution 2.

## **6. Resolution 3 — Election of Mr Peter Gan as a Director**

### **6.1 Background**

In accordance with clause 3.3 of the Company's Constitution and ASX Listing Rule 14.4, a Director appointed at any time except during a general meeting automatically retires at the next Annual General Meeting and is eligible for election at that Annual General Meeting.

Mr Gan was appointed as a Director of the Company on 4 January 2021 to fill a casual vacancy and will therefore retire at the Meeting. Mr Gan is eligible, and has offered himself, for election as a Director.

### **6.2 Information regarding Mr Gan**

Mr Gan is a non-executive Director. Having had regard to the ASX Principles, the Board considers Mr Gan to be an independent Director.

Mr Gan has held Chief Executive Officer/Chief Operations Officer/Company Secretary roles over the last 15 years in publicly listed companies (such as the ASX, AIM and PLUS) as well as private and institutional fund companies. He has led small to medium sized companies in multiple industries including online gaming, energy markets, technology start-ups and financial services. More specifically, Mr Gan has worked at Australia's largest energy company, Energy Australia, as well as running listed and infrastructure fund companies in renewable energy and coal seam gas. Mr Gan's experience comprehensively straddles capital markets and corporate



management. He has worked in and/or managed companies in Australia, US, UK, Netherlands, Belgium, Ireland, China, Hong Kong and South East Asia.

Mr Gan holds an Engineering Degree (Hons) and Master of Business Administration from the University of New South Wales, Australia.

#### **Directors' Recommendation**

The Directors (excluding Mr Gan) unanimously recommend that Shareholders vote in favour of Resolution 3. The Chairman intends to vote undirected proxies in FAVOUR of Resolution 3.

### **7. Resolution 4 — Re-election of Mr Dana Larson as a Director**

#### **7.1 Background**

In accordance with clause 3.6(a) of the Company's Constitution, at every Annual General Meeting one-third of the Directors for the time being must retire from office and are eligible for re-election. This does not include any Director required to retire at the Annual General Meeting under clause 3.3 (in this instance, both Mr Gan and Mr Sacre). On this basis, Mr Dana Larson is the only Director eligible to retire by rotation for the purposes of clause 3.6(a) of the Company's Constitution.

Mr Larson will therefore retire at the Annual General Meeting. Mr Larson is eligible, and has offered himself, for re-election as a Director.

It is noted that Mr Larson was required to retire in accordance with clause 3.6(a) of the Company's Constitution at the 2020 Annual General Meeting of the Company and was re-elected at that meeting to the office of Director.

#### **7.2 Information regarding Mr Larson**

Mr Larson was first appointed as a Director of the Company on 18 October 2017. Having had regard to the ASX Principles, the Board considers Mr Larson to be an independent Director.

Mr Larson is an energy expert with 19 years of experience in the oil and gas industry primarily focusing on acquisitions and reservoir engineering, having evaluated and worked fields and projects in basins located across the world. Mr Larson has consulted for hedge funds and wealthy individuals on energy and petroleum, mining (rare earths & precious metals), and alternative energy. He was also responsible for advising one of the funds who invested in the Company's IPO.

Mr Larson has a B.S. in Chemical and Petroleum Engineering from the University of Pittsburgh (Pittsburgh, PA, USA) and currently operates an advisory group that specialises in energy acquisition, data science, and data engineering.

#### **7.3 Directors' Recommendation**

The Directors (excluding Mr Larson) unanimously recommend that Shareholders vote in favour of Resolution 4. The Chairman intends to vote undirected proxies in FAVOUR of Resolution 4.

### **8. Resolution 5 – Approval of Additional 10% Placement Capacity**

#### **8.1 Background**

ASX Listing Rule 7.1A provides that an eligible entity may seek Shareholder approval by special resolution passed at its annual general meeting to have the capacity to issue Equity Securities comprising up to 10% of its issued capital (**10% Placement Capacity**) in addition to its 15% placement capacity under ASX Listing Rule 7.1 (**15% Placement Capacity**).

The Company is seeking Shareholder approval by special resolution to have the ability to issue Equity Securities under the 10% Placement Capacity. The Company operates within a fast-paced environment in which it is working diligently to develop its SiBox technology and pursue its other commercial strategies. The 10% Placement Capacity would provide the Company with the flexibility to raise additional funds to further the

growth of the Company (if required, and where there is sufficient market support to do so). The Company notes that there is no certainty that the 10% Placement Capacity will need to be relied upon to achieve the Company's capital raising requirements (noting that, despite having obtained a similar approval at the 2020 Annual General Meeting, the Company has not relied upon the 10% Placement Capacity to date).

If Shareholders approve Resolution 5, the Directors will be able to issue Equity Securities under ASX Listing Rule 7.1A during the 10% Placement Period (defined below) without further Shareholder approval and without using the Company's 15% Placement Capacity. The number of Equity Securities able to be issued under the 10% Placement Capacity will be determined at the time of issue in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (see section 8.2(c) below).

Resolution 5 is a special resolution and therefore requires at least 75% of the votes cast by Shareholders eligible to vote on Resolution 5 to be in favour of the resolution for it to be passed.

If Resolution 5 is not passed, the Company will not be able to access the 10% Placement Capacity to issue Equity Securities without Shareholder approval. The Company will be limited to the 15% Placement Capacity to issue Equity Securities without Shareholder approval pursuant to ASX Listing Rule 7.1.

## 8.2 ASX Listing Rule 7.1A

### (a) *Is the Company an eligible entity?*

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less, as at the date of the annual general meeting at which the entity is seeking approval of the 10% Placement Capacity.

As at the date of this Notice of Annual General Meeting, the Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a market capitalisation of approximately \$28 million, based on the closing price of Shares \$0.14 on 20 October 2021.

### (b) *What Equity Securities can be issued?*

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

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

### (c) *How many Equity Securities can be issued?*

Under ASX Listing Rule 7.1A.2, if Shareholders approve Resolution 5 then the Company may issue or agree to issue, during the 10% Placement Period (defined below), a number of Equity Securities calculated in accordance with the following formula:

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

Where:

- A** is the number of Shares on issue 12 months before the date of issue or agreement to issue:
- (a) plus the number of fully paid Shares issued in the 12 months:
    - under an exception in ASX Listing Rule 7.2 (other than Exceptions 9, 16 or 17);
    - on the conversion of convertible securities within ASX Listing Rule 7.2 Exception 9 where:
      - the convertible securities were issued or agreed to be issued before the 12 month period; or
      - the issue of, or agreement to issue, the convertible securities was approved, or taken under the ASX Listing Rules to have been approved, under ASX Listing Rule 7.1 or 7.4;
    - under an agreement to issue securities within ASX Listing Rule 7.2 Exception 16 where:
      - the agreement was entered into before the 12 month period; or

- the agreement or issue was approved, or taken under the ASX Listing Rules to be approved, under ASX Listing Rule 7.1 or 7.4; and
- with Shareholder approval under ASX Listing Rule 7.1 or 7.4. (this does not include any issue of Shares under the Company's 15% Placement Capacity without Shareholder approval);

(b) plus the number of partly paid Shares that became fully paid in the 12 months; and

(c) less the number of fully paid Shares cancelled in the 12 months.

*Note that 'A' has the same meaning in ASX Listing Rule 7.1 when calculating the Company's 15% Placement Capacity.*

**D** is 10%

**E** is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with Shareholder approval under ASX Listing Rule 7.1 or 7.4.

(d) ***Interaction between ASX Listing Rules 7.1 and 7.1A***

The ability of the Company to issue Equity Securities under ASX Listing Rule 7.1A will be in addition to its 15% Placement Capacity.

(e) ***At what price can the Equity Securities be issued?***

Any Equity Securities issued under ASX Listing Rule 7.1A must be issued for a cash consideration per security which is not less than 75% of the VWAP of securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the securities are to be issued is agreed by the Company and the recipient of the securities; or
- (ii) if the securities are not issued within 10 Trading Days of the date described directly above, the date on which the securities are issued,

**(Minimum Issue Price).**

(f) ***When can Equity Securities be issued?***

Shareholder approval of the 10% Placement Capacity under ASX Listing Rule 7.1A will be valid from the date of the Meeting and will expire on the earlier to occur of:

- (i) the date that is 12 months after the date of the Meeting;
- (ii) the time and date of the Company's next annual general meeting; or
- (iii) the time and date of Shareholder approval of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

**(10% Placement Period).**

### **8.3 Requirements for approval under ASX Listing Rule 7.1A**

Pursuant to and in accordance with ASX Listing Rule 7.3A, the following information is provided in relation to the 10% Placement Capacity:

(a) **Period for issues**

The Company will only issue Equity Securities under the 10% Placement Capacity during the 10% Placement Period (see section 8.2(f) above).

(b) **Minimum issue price**

Where the Company issues Equity Securities under the 10% Placement Capacity, it will only do so for cash consideration and the issue price will be not less than the Minimum Issue Price (see section 8.2(e) above).

(c) **Purposes of issues**

The Company may seek to issue Equity Securities under the 10% Placement Capacity in order to raise funds for development of our SiBox™ demonstration module, further project development opportunities utilising our thermal energy storage technology, advancement of the Aurora Energy Project and general working capital in relation to our existing operations including the Glenelg project.

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

Shareholders should note that there is a risk that:

- (i) the market price for the Company's quoted Equity Securities (being the Shares) may be significantly lower on the date of issue of Equity Securities under the 10% Placement Capacity than on the date of the Meeting; and
- (ii) Equity Securities may be issued under the 10% Placement Capacity at a price that is at a discount to the market price for the Company's Equity Securities on the date of issue, which may have an effect on the amount of funds raised by the issue of the Equity Securities under the 10% Placement Capacity.

If Resolution 5 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Capacity, the existing Shareholders' economic and voting power in the Company may be diluted as shown in the below table.

The below table shows the dilution of existing Shareholders based on the current market price of Shares and the current number of Shares for 'A' calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at the date of the Notice of Meeting (**Variable A**), with:

- (i) two examples where Variable A has increased, by 50% and 100%; and
- (ii) two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

Share on issue (Variable A in ASX Listing Rule 7.1A.2)	Dilution			
	Issue price per Share	\$0.07 50% decrease in Current Market Price	\$0.14 Current Market Price	\$0.28 100% increase in Current Market Price
<b>220,341,503 Shares Variable A</b>	10% Voting Dilution	22,034,150 Shares	22,034,150 Shares	22,034,150 Shares
	Funds raised	\$1,542,390	\$3,084,781	\$6,169,562
<b>330,512,254 Shares 50% increase in Variable A</b>	10% Voting Dilution	33,051,225 Shares	33,051,225 Shares	33,051,225 Shares
	Funds raised	\$2,313,585	\$4,627,171	\$9,254,343
<b>440,683,006 Shares 100% increase in Variable A</b>	10% Voting Dilution	44,068,300 Shares	44,068,300 Shares	44,068,300 Shares
	Funds raised	\$3,084,781	\$6,169,562	\$12,339,124

Notes:

The table above has been prepared on the following assumptions:

- the issue price is the current market price \$0.14, being the closing price of the Shares on ASX on 20 October 2021, being the latest practicable date before finalising this Notice of Annual General Meeting;

- Variable A is 220,341,503, comprising:
  - 200,310,458 existing Shares on issue as at the date of this Meeting, assuming the Company has not issued any Shares in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with Shareholder approval under ASX Listing Rule 7.1 and 7.4; and
  - a total of 20,031,045 Shares issued if Resolution 5 is passed at the Meeting.
- the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity;
- no convertible securities (including any issued under the 10% Placement Capacity) are exercised or converted into Shares before the date of the issue of the Equity Securities; and
- the issue of Equity Securities under the 10% Placement Capacity consists only of Shares. If the issue of Equity Securities includes quoted options, it is assumed that those quoted options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- The number of Shares on issue (i.e. Variable A) may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue, scrip issued under a takeover offer or upon exercise of convertible securities) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.
- The table shows only the effect of issues of Equity Securities under ASX Listing Rule 7.1A, not under the 15% Placement Capacity.

(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 10% Placement Capacity. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the following factors including but not limited to:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing Shareholders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Capacity have not been determined as at the date of the Notice of Meeting but may include existing substantial Shareholders and/or new investors who are not related parties of or associates of a related party of the Company.

(f) **Issue of Equity Securities in the past 12 months**

The Company has not issued or agreed to issue Equity Securities under ASX Listing Rule 7.1A.2 in the 12 months preceding the date of the Meeting

(g) **Voting Exclusion Statement**

At the date of the Notice of Meeting, the Company is not proposing to make an issue of Equity Securities under ASX Listing Rule 7.1A and has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in any such issue.

However, in the event that between the date of the Notice of Meeting and the date of the Meeting, the Company proposes to make an issue of Equity Securities under ASX Listing Rule 7.1A to one or

more existing Shareholders, those Shareholders' votes will be excluded under the voting exclusion statement in section 8.5.

#### **8.4 Directors' Recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 5. The Chairman intends to vote undirected proxies in FAVOUR of Resolution 5.

#### **8.5 Voting Exclusion Statement**

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- (a) any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue under ASX Listing Rule 7.1A (except a benefit solely by reason of being a Shareholder); or
- (b) any associate of any such persons.

However, this does not apply to a vote cast in favour of Resolution 5 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 Chairman 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 Chairman to vote on the resolution as the Chairman 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 communication 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 the directions given by the beneficiary to the holder to vote in that way.

### **9. Resolution 6 – Appointment of Auditor**

#### **9.1 Background**

BDO Audit (SA) Pty Ltd (**BDO**), the Company's auditor, has undertaken an internal restructure whereby the Adelaide office of BDO has been integrated with the national BDO group. As such, BDO will cease to provide audit services and will instead provide audit services through BDO Audit Pty Ltd (**BDO National**).

As a consequence, BDO has applied under section 329(5) of the Corporations Act for ASIC's consent to resign as auditor of the Company. ASIC has consented to the resignation in accordance with section 329(6) of the Corporations Act, and BDO has accordingly provided a formal letter of resignation to the Company. The resignation is to take effect from the conclusion of the Meeting.

The Company now seeks Shareholder approval to appoint BDO National as auditor of the Company in accordance with section 327B(1)(b) of the Corporations Act to fill the vacancy created by the resignation of BDO as the Company's auditor.

The Company has received written notice of nomination from a member of the Company for BDO National to be appointed as the Company's auditor in accordance with section 328B(1) of the Corporations Act.

BDO National has provided its written consent to act as the Company's auditor in accordance with section 328A of the Corporations Act.

#### **9.2 Directors' Recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 6. The Chairman intends to vote undirected proxies in FAVOUR of Resolution 6.

## 10. Resolutions 7, 8, 9, 10 and 11 – Issue of Shares to Directors and Management

### 10.1 Background

Shareholders will be aware from disclosures made by the Company to the ASX between May and July 2021 of recent changes to the Board and management of the Company. In acknowledgement of the way in which the Directors and other management personnel (many of them new to the Company) approached their roles during this period, the Company wishes to take steps to recognise and reward the additional efforts of the following people:

- (a) Mr Tony Sacre;
- (b) Mr Peter Gan;
- (c) Mr Dana Larson;
- (d) Dr Jordan Parham; and
- (e) Ms Tania Sargent,

(collectively, the **Leadership Group**).

The Company proposes that, in accordance with Resolutions 7, 8, 9, 10 and 11, the Leadership Group be issued with a total of 250,000 Shares (50,000 Shares each) as remuneration for additional services recently performed.

In determining the most appropriate form of remuneration, the Board considered cash payments, an issue of performance rights under the Company's Performance Rights Plan, or an issue of Shares. For the following reasons, it was determined that an issue of Shares would be preferable in all the circumstances:

- (a) the Company's strong preference is to apply its cash reserves to furthering the development of its thermal energy storage technology and other projects;
- (b) the purpose of issuing performance rights is to incentivise future performance as opposed to remunerating past performance;
- (c) the Shares proposed to be issued equate to approximately 0.125% of the Company's total issued share capital, and as such the proposed issue does not materially dilute the interests of existing Shareholders; and
- (d) the issue of Shares will best align the Leadership Group with the ongoing success of the Company. In furtherance of that aim, and given that the proposed issue of Shares will not be made pursuant to a disclosure document for the purposes of Chapter 6D of the Corporations Act, unless the Company
- (e) issues a cleansing notice, the Shares will not be able to be readily on-sold within 12 months of their issue. The Board has determined that it will not issue a cleansing notice and instead will ensure that the Company's share registry applies a holding lock to the Shares, once issued, for a 12 month period. This approach will achieve the desired alignment in the medium term.

### 10.2 Approval of issue to Directors

The issue of Shares to the Directors requires Shareholder approval in accordance with ASX Listing Rule 10.11. The Company notes that none of the exemptions listed in ASX Listing Rule 10.12 apply to the proposed issue of the Shares to the Directors.

The Company notes that the Directors are related parties of the Company pursuant to section 228(2) of the Corporations Act. The Company has given consideration as to whether the issue of the Shares pursuant to Resolutions 7, 8 and 9 would amount to the giving of a financial benefit to related parties that requires shareholder approval for the purposes of Chapter 2E of the Corporations Act. Section 208(1)(a) of the Corporations Act provides that, in order to give a financial benefit to a related party, a public company must:

- (a) obtain member approval in the manner set out in section 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

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

Section 211(1) of the Corporations Act provides that member approval is not required where the financial benefit is remuneration to a related party as an officer or employee of a public company, and to give that remuneration would be reasonable given the circumstances of the Company and of the related party.

Mr Sacre, Mr Gan and Mr Larson are each a related party of the Company by virtue of being Directors and the issue of 50,000 Shares to each of them constitutes the giving of a financial benefit for the purposes of Chapter 2E of the Corporations Act. As at the date of this Notice of Annual General Meeting, the approximate value of the Shares proposed to be issued to each Director (based on the closing price for the Company's Shares on ASX on 20 October 2021) is \$7,000.

For the reasons set out in section 10.1 above and acknowledging the approximate value of the Shares proposed to be issued as noted above, the Board considers that the relevant financial benefit, when considered together with the fees ordinarily payable to each Director in consideration of the performance of their duties as officers of the Company, constitutes reasonable remuneration. Accordingly, the Board is satisfied that the exception set out in section 211(1) of the Corporations Act applies, and therefore approval under Chapter 2E of the Corporations Act is not required.

### 10.3 Compliance with ASX Listing Rule 10.13

For the purpose of ASX Listing Rule 10.13, the Company provides the following information in relation to the issue of Shares pursuant to Resolutions 7, 8 and 9:

- (a) Shares will be issued to Mr Sacre, Mr Gan and Mr Larson (**Director Share Recipients**) (ASX Listing Rule 10.13.1).
- (b) The Director Share Recipients are each a related party of the Company as they are Directors of the Company (ASX Listing Rule 10.13.2).
- (c) 50,000 Shares will be issued to each of the Director Share Recipients (ASX Listing Rule 10.13.3).
- (d) The securities to be issued to the Director Share Recipients are fully paid ordinary shares in the Company (ASX Listing Rule 10.13.4).
- (e) The Shares will be issued promptly following the Meeting and, in any event, no later than one month after of the date of this Meeting (ASX Listing Rule 10.13.5).
- (f) Cash consideration will not be payable for the Shares as the Shares are issued as remuneration for services already provided by the Director Share Recipients (ASX Listing Rule 10.13.6).
- (g) The purpose of the issue of the Shares is to remunerate the Director Share Recipients for past services provided to the Company. As no cash consideration will be paid for the issue of the Shares, the Company will not raise any additional funds as a result of the proposed issue (ASX Listing Rule 10.13.7).
- (h) The issue of the Shares to the Director Share Recipients is intended to remunerate them in addition to their current total remuneration package, details of which follow:

Name	Director Fees	Performance Rights on Issue	Proposed issue of Shares*
Tony Sacre	\$65,000	Nil	50,000
Peter Gan	\$40,000	Nil	50,000
Dana Larson	\$40,000	100,000^	50,000

\*subject to Shareholder approval of Resolutions 7, 8 and 9.



^the Performance Rights on issue to Mr Larson are expected to lapse in November 2021. (ASX Listing Rule 10.13.8).

- (i) The Shares proposed to be issued to the Director Share Recipients are not the subject of an agreement (ASX Listing Rule 10.13.9).
- (j) A voting exclusion statement can be found in section 10.7 below (ASX Listing Rule 10.13.10).

#### **10.4 Approval of issue to Management Team**

The Company is seeking Shareholder approval in accordance with ASX Listing Rule 7.1 to issue Shares to Dr Parham and Ms Sargent pursuant to Resolutions 10 and 11 for the reasons set out in section 10.1.

Pursuant to ASX Listing Rule 7.1, any issue of Shares by the Company will count towards the Company's 15% Placement Capacity, unless Shareholder approval is obtained prior to their issue. The Company notes that none of the exemptions listed in ASX Listing Rule 7.2 apply to the proposed issue of the Shares to Dr Parham or Ms Sargent.

The Company therefore seeks to obtain Shareholder approval under ASX Listing Rule 7.1 so that Company does not need to count the issue of Shares to Dr Parham and Ms Sargent towards the 15% Placement Capacity.

Should Shareholders elect not to vote in favour of Resolutions 10 and 11, the Board intends to issue the Shares to Dr Parham and Ms Sargent in any event. In this instance, the Company would need to count the issue of the Shares towards the 15% Placement Capacity. The Shares proposed to be issued to Dr Parham and Ms Sargent equate to approximately 0.05% of the Company's total issued share capital and 0.3% of the 15% Placement Capacity.

#### **10.5 Compliance with ASX Listing Rule 7.3**

For the purpose of ASX Listing Rule 7.3, the Company provides the following information in relation to the issue of Shares pursuant to Resolutions 10 and 11:

- (a) Shares will be issued to Dr Parham and Ms Sargent (**Management Share Recipients**) (ASX Listing Rule 7.3.1).
- (b) 50,000 Shares will be issued to each of the Management Share Recipients (ASX Listing Rule 7.3.2).
- (c) The securities to be issued to the Management Share Recipients are fully paid ordinary shares (ASX Listing Rule 7.3.3).
- (d) The Shares will be issued promptly following the Meeting and, in any event, no later than one month after of the date of this Meeting (ASX Listing Rule 7.3.4).
- (e) Cash consideration will not be payable for the Shares as the Shares are issued as remuneration for services already provided by the Management Share Recipients (ASX Listing Rule 7.3.5).
- (f) The purpose of the issue of the Shares is to remunerate the Management Share Recipients for past services provided to the Company. As no cash consideration will be paid for the issue of the Shares, the Company will not raise any additional funds as a result of the proposed issue (ASX Listing Rule 7.3.6).
- (g) The Shares proposed to be issued to the Management Share Recipients are not the subject of an agreement or being issued under, or to fund, a reverse takeover (ASX Listing Rules 7.3.7 and 7.3.8).
- (h) A voting exclusion statement can be found in section 10.8 below (ASX Listing Rule 7.3.9).

#### **10.6 Directors' Recommendations**

- (a) The Directors (with the exception of Mr Sacre) unanimously recommend that Shareholders vote in favour of Resolution 7.

- (b) The Directors (with the exception of Mr Gan) unanimously recommend that Shareholders vote in favour of Resolution 8.
- (c) The Directors (with the exception of Mr Larson) unanimously recommend that Shareholders vote in favour of Resolution 9.
- (d) The Directors unanimously recommend that Shareholders vote in favour of Resolution 10 and 11.
- (e) The Chairman intends to vote undirected proxies in FAVOUR of Resolutions 7, 8, 9, 10 and 11.

#### **10.7 Voting Exclusion Statement - Issue of Shares to Directors**

In respect of each of Resolutions 7, 8 and 9, the Company will disregard any votes cast in favour of that Resolution by or on behalf of:

- (a) any person who is to receive the securities in question under that Resolution and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a Shareholder); or
- (b) any associate of any such persons.

However, this does not apply to a vote cast in favour of Resolutions 7, 8 or 9 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;
- (b) the Chairman 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 Chairman to vote on the resolution as the Chairman 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 the directions given by the beneficiary to the holder to vote in that way.

In addition, as required by section 250BD of the Corporations Act, no member of the Company's Key Management Personnel or a Closely Related Party of such member may vote as a proxy on Resolutions 7, 8 or 9 unless:

- (a) the person does so as proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution; or
- (b) the person is the Chairman of the meeting and has been appointed as proxy, and the proxy form expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

The Company need not disregard a vote if it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with the stated voting intentions of the Chairman of the Meeting.

#### **10.8 Voting Exclusion Statement - Issue of Shares to Management Team**

In respect of each of Resolutions 10 and 11, the Company will disregard any votes cast in favour of that Resolution by or on behalf of:

- (a) any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of Shares under that Resolution (except a benefit solely by reason of being a Shareholder); or
- (b) any associate of any such persons.

However, this does not apply to a vote cast in favour of Resolutions 10 or 11 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 Chairman 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 Chairman to vote on the resolution as the Chairman 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 the directions given by the beneficiary to the holder to vote in that way.

In addition, as required by section 250BD of the Corporations Act, no member of the Company's Key Management Personnel or a Closely Related Party of such member may vote as a proxy on Resolution 10 unless:

- (a) the person does so as proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution; or
- (b) the person is the Chairman of the meeting and has been appointed as proxy, and the proxy form expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

The Company need not disregard a vote if it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with the stated voting intentions of the Chairman of the Meeting.

It is noted that for the purposes of this section 10.8, that Dr Parham is a member of the Company's Key Management Personnel, but that Ms Sargent is not. Accordingly, this voting exclusion statement does not apply to Resolution 11.

## GLOSSARY

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

"**10% Placement Period**" has the meaning given to that term in section 8.2(f).

"**10% Placement Capacity**" has the meaning given to that term in section 8.1.

"**15% Placement Capacity**" has the meaning given to that term in section 8.1.

"**ASX**" means ASX Limited ACN 008 624 691 or the securities exchange operated by ASX Limited (as the context requires).

"**ASX Listing Rules**" means the ASX Listing Rules of ASX and any other rules of ASX which are applicable while the Company is admitted to the official list of ASX, each as amended or replaced from time to time, except to the extent of any express written waiver by ASX.

"**ASX Principles**" means the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th edition).

"**Board**" means the Board of Directors from time to time.

"**Chairman**" means Mr Tony Sacre.

"**Closely Related Party**" has the meaning given to that term in the Corporations Act.

"**Company**" means 1414 Degrees Limited (ACN 138 803 620).

"**Constitution**" means the constitution of the Company from time to time.

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

"**Directors**" means the Directors of the Company from time to time and "**Director**" means any one of them.

"**Equity Securities**" has the same meaning as in the ASX Listing Rules.

"**Explanatory Memorandum**" means this explanatory memorandum.

"**Key Management Personnel**" has the meaning given to that term in the Corporations Act.

"**Minimum Issue Price**" has the meaning given that term in section 8.2(e).

"**Shareholder**" means a holder of Shares in the Company.

"**Shares**" means fully paid ordinary shares in the capital of the Company and "**Share**" means any such share.

"**Trading Day**" has the meaning given in the ASX Listing Rules.

"**VWAP**" means volume weighted average market price.



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## Need assistance?



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+61 3 9415 4000 (outside Australia)



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (ACDT) on Tuesday, 23 November 2021.**

# Proxy Form

## How to Vote on Items of Business

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

### APPOINTMENT OF PROXY

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

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

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

**A proxy need not be a securityholder of the Company.**

### SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

### PARTICIPATING IN THE MEETING

#### Corporate Representative

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

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://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:**  
**SRN/HIN:**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://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.

**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.

# 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 1414 Degrees 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 1414 Degrees Limited to be held as a virtual meeting on Thursday, 25 November 2021 at 10:00am (ACDT) 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 Items 1, 7, 8, 9 and 10 (except where I/we have indicated a different voting intention in step 2) even though Items 1, 7, 8, 9 and 10 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 1, 7, 8, 9 and 10 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		For	Against	Abstain
1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
5	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
8	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
9	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

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

## Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1  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

