



1414 DEGREES LIMITED

NOTICE OF 2024 ANNUAL GENERAL MEETING

ACN 138 803 620

NOTICE IS HEREBY GIVEN that the 2024 Annual General Meeting (**AGM** or **Meeting**) of Shareholders of 1414 Degrees Limited will be held at the offices of HLB Mann Judd, Level 1, 169 Fullarton Road, Dulwich SA 5065 on **Thursday, 14 November 2024** commencing at **11.00 am** (Adelaide time).

The Explanatory Memorandum and the Proxy Form, 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 2024.

The 2024 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 2024

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 2001 (Cth), the Company adopt the Remuneration Report for the period ended 30 June 2023 as set out in the Directors' Report in the 2023 Annual Report.

Notes:

- In accordance with section 250R of the *Corporations Act 2001* (Cth) (**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 – Re-election of Mr Randolph Bowen as a Director

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

That Mr Randolph Bowen, 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 3 – Approval of Previous Issue of 20,000,000 Shares to Lind

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

That for the purpose of ASX Listing Rule 7.4 and for all other purposes, approval is given to the previous issue by the Company of 20,000,000 fully paid ordinary shares on the terms and conditions described in the Explanatory Memorandum which is attached to and forms part of this Notice.

Note: A voting exclusion statement applies to Resolution 3 (see Explanatory Memorandum for details).

Resolution 4 – Approval of Issue of Tranche 1 Shares to Lind

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

That for the purpose of ASX Listing Rule 7.4 and for all other purposes, approval is given to the issue by the Company of up to 2,222,223 fully paid ordinary shares on the terms and conditions described in the Explanatory Memorandum which is attached to and forms part of this Notice.

Note: A voting exclusion statement applies to Resolution 4 (see Explanatory Memorandum for details).

Resolution 5 – Approval of Subscription Shares to Lind

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 5,000,000 fully paid ordinary shares in the Company to Lind on the terms and conditions set out in the Explanatory Memorandum which is attached to and forms part of this Notice.”

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

Resolution 6 – Approval of Monthly Tranche Shares to Lind

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 8,888,892 fully paid ordinary shares in the Company to Lind on the terms and conditions set out in the Explanatory Memorandum which is attached to and forms part of this Notice.”

Note: A voting exclusion statement applies to Resolution 6 (see Explanatory Memorandum for details).

Resolution 7 – Grant of Performance Rights to Dr Kevin Moriarty

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

That for the purposes of ASX Listing Rule 10.14 and for all other purposes, the grant by the Company to Dr Kevin Moriarty of Performance Rights as outlined in the Explanatory Memorandum (and the issue of Shares upon the vesting of those Performance Rights) under the Company's Performance Rights Plan and on the terms and conditions set out in the Explanatory Memorandum be approved.

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

Resolution 8 – Grant of Performance Rights to Mr Graham Dooley

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

That for the purposes of ASX Listing Rule 10.14 and for all other purposes, the grant by the Company to Mr Graham Dooley of Performance Rights as outlined in the Explanatory Memorandum (and the issue of Shares upon the vesting of those Performance Rights) under the Company's Performance Rights Plan and on the terms and conditions set out in the Explanatory Memorandum be approved.

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

Resolution 9 – Grant of Performance Rights to Mr Randolph Bowen

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

That for the purposes of ASX Listing Rule 10.14 and for all other purposes, the grant by the Company to Mr Randolph Bowen of Performance Rights as outlined in the Explanatory Memorandum (and the issue of Shares upon the vesting of those Performance Rights) under the Company's Performance Rights Plan and on the terms and conditions set out in the Explanatory Memorandum be approved.

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

Resolution 10 – Grant of Performance Rights to Ms Katelyn Adams

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

That for the purposes of ASX Listing Rule 10.14 and for all other purposes, the grant by the Company to Ms Katelyn Adams of Performance Rights as outlined in the Explanatory Memorandum (and the issue of Shares upon the vesting of those Performance Rights) under the Company's Performance Rights Plan and on the terms and conditions set out in the Explanatory Memorandum be approved.

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

Resolution 11 – Approval of Additional 10% Placement Capacity

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

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.

By Order of the Board

A handwritten signature in black ink, appearing to read "Katelyn Adams". The signature is fluid and cursive, with the first letter "K" being particularly large and stylized.

Katelyn Adams
Company Secretary
Dated this 15th Day of October 2024

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 Annual General 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, 12th November 2024 (**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.

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 Meeting.

In order to be valid, the Proxy form must be received by the Company at the address or facsimile number 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 11.00am (Adelaide time) on Tuesday, 12th November 2024).

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

Online: at 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.

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

Please note that if the chair of the Meeting is your proxy (or becomes your proxy by default), you expressly authorise the chair to exercise your proxy on Resolutions 1, 7, 8, 9, and 10 even though they are connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company, which includes the chair. If you appoint the chair as your proxy you can direct the chair to vote for or against or abstain from voting on any of Resolutions 1, 7, 8, 9, and 10 by marking the appropriate box on the proxy form.

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 any item of business in advance of the Meeting. Questions must be submitted by emailing the Company Secretary at info@1414degrees.com.au by 5.00pm (Adelaide time) on Monday, 11 November 2024.

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

The Chair will attempt to respond to the questions during the Meeting. Shareholders are limited to a maximum of two questions each (including any submitted in advance of the Meeting). The Chair 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.

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared to assist Shareholders in consideration of resolutions proposed for the Annual General Meeting of the Company to be held at the offices of HLB Mann Judd, Level 1, 169 Fullarton Road, Dulwich SA 5065 on Thursday, 14 November 2024 commencing at 11.00 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 to 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 2024, 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 — Remuneration Report for the year ended 30 June 2024

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 2024.

The Remuneration Report is contained in the Directors' Report in the 2024 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 2024.

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 ("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

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of any of the following persons:

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

However, a person described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- the person is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- the person is the chair of the meeting and the appointment of the chair as proxy:
 - does not specify the way the proxy is to vote on the resolution; and
 - expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company or, if the Company is part of a consolidated entity, for the entity.

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. Resolution 2 — Re-election of Mr Randolph Bowen as Director

4.1 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 the Managing Director (being Dr Kevin Moriarty).

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

4.2 Information regarding Mr Bowen

Mr Bowen was first appointed as a Non-Executive Director of the Company on 3 November 2022 and was re-elected at the Company's 2022 Annual General meeting on 11 November, 2022.

Having had regard to the ASX Corporate Governance Principles and Recommendations, the Board considers Mr Bowen to be an independent Director.

Qualifications: BAppSc (Oen), GAICD

Experience and expertise:

Mr Bowen is a management executive with strong domestic and international profit and loss and operational management experience. He successfully established a fully integrated global supply chain for Fosters Wine Group resulting in significant improvement in the planning, production, delivery and customer service systems at reduced cost to the business. He has a talent for making rapid assessments of challenges and then developing and leading the resulting action plan.

4.3 Directors' Recommendation

The Directors (excluding Mr Bowen who abstains from making a recommendation) unanimously recommend that Shareholders vote in favour of Resolution 2. The Chairman intends to vote undirected proxies in FAVOUR of Resolution 2.

5. Background for Resolutions 3 to 6

5.1 Lind Investment

As announced to ASX on 16 September 2024, the Company entered into agreements with Lind Global Fund II, LP (**Lind**) pursuant to which Lind will provide up to A\$4,700,000 in funding to the Company to subscribe for fully paid ordinary shares in the Company (Shares) under two agreements (**agreements**) as follows:

- (**Share Subscription Agreement**), Lind will make a payment of A\$1,300,000 (**Advance Payment Amount**) (less any applicable offset) to the Company, as a prepayment for Shares to be issued to the Investor (**Subscription Shares**) for a deemed subscription value of A\$1,560,000 (**Subscription Amount**), with the Subscription Shares to be issued within 24 months from the date of payment of the Advance Payment Amount in accordance with the terms of that agreement; and
- (**Monthly Purchase Agreement**), Lind will subscribe for Shares (**Tranche Shares**) by making payments of up to A\$3,400,000 in aggregate to the Company in monthly tranches ranging between A\$50,000 to A\$300,000 over 12 months (**Tranche Amounts**), with an initial Tranche Amount of A\$100,000 (**First Tranche Amount**), in accordance with the terms of that agreement.

In reference to the shares to be issued:

- 20,000,000 Initial Shares are being issued pursuant to the Company's capacity under Listing Rule 7.1;
- The Company's obligation to issue Shares under the agreements (including the Initial Shares, the Subscription Shares and the Tranche Shares, but excluding any Shares issued with prior shareholder approval and excluding any previously issued Shares the issue of which is subsequently ratified by the Company's shareholders) is being made pursuant to the Company's placement capacity under Listing Rule 7.1 and is limited to 35,725,278 Shares. If the Company is unable to issue Subscription Shares or Tranche Shares under the limit and does not obtain shareholder approval to the issue under Listing Rule 7.1, the Company must make a cash repayment in relation to those Shares instead as detailed in Schedules 1 and 2.
- To maximise its placement capacity, the Company has agreed to seek shareholder ratification of all prior securities issued under the Share Subscription Agreement and the Monthly Purchase Agreement at each general meeting of the Company during the term of those agreements and also seek shareholder approval in respect of any Shares that may be required to be issued by the Company under an agreement in the three months after the meeting.

Funds raised under the investment will be used to fund industry placement of the Company's SiBox technology, development of the Aurora Precinct grid scale battery and the Company's general working capital requirements.

Refer to Schedule 1 for a summary of the key terms and conditions of the Share Subscription Agreement and Schedule 2 for a summary of the key terms and conditions of the Monthly Purchase Agreement.

5.2 Voting Exclusion Statement – Resolutions 3 to 6

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolutions set out below by or on behalf of the following persons

Resolution 3 – Approval of Previous Issue of 20,000,000 Shares to Lind	Lind or any person who participated in the issue or is a counterparty to the agreement being approved or any associate of those persons.
Resolution 4 – Approval of Issue of Tranche 1 Shares to Lind	Lind or any person who participated in the issue or is a counterparty to the agreement being approved or any associate of those persons.
Resolution 5 – Approval of Subscription Shares to Lind	Lind or any person expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason a of being a holder of ordinary securities in the Company) or any of their associates
Resolution 6 - Approval of Monthly Tranche Shares to Lind	Lind or any person expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason a of being a holder of ordinary securities in the Company) or any of their associates

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

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (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.

6. Resolution 3 Approval of Previous Issue of 20,000,000 Shares to Lind

The purpose of Resolution 3 is for Shareholders to approve, under Listing Rule 7.4, and for all other purposes, the previous issue and allotment of the 20,000,000 Initial Shares to Lind on the terms set out herein.

6.1 Listing Rule 7.1

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

The Issue does not fit within any of these exceptions and, as it has not yet been approved by the Company's shareholders, it effectively uses up part of the 15% limit in ASX Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without shareholder approval under Listing Rule 7.1 for the 12 month period following the Issue Date.

ASX 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. If they do, the issue is taken to have been approved under ASX 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 into the future without having to obtain shareholder approval for such issues under ASX Listing Rule 7.1.

To this end, Resolution 3 seeks shareholder approval to the Issue under and for the purposes of ASX Listing Rule 7.4.

If Resolution 3 is passed, the Issue will be excluded in calculating the Company's combined 25% (assume passing of Resolution 11) limit in Listing Rule 7.1 and Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the Issue Date.

If Resolution 3 is not passed, the Issue will be included in calculating the Company's combined 25% (assuming passing of Resolution 11) limit in Listing Rule 7.1 and Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the Issue Date. The Company may

For the purpose of ASX Listing Rule 7.5 information regarding the Issue is provided as follows:

- The shares were issued to Lind.
- 20,000,000 ordinary shares have been issued.
- The shares were issued with an issue price of \$0.078
- The shares were issued on 27 September 2024
- The material terms of the Share Subscription Agreement are enclosed as Schedule 1
- The 20,000,000 ordinary shares were issued to Lind after entry into the Share Subscription Agreement.
- The Company received from Lind the Advance Payment Amount (\$1,300,000), as a prepayment for Subscription Shares to a deemed value of \$1,560,000
- A voting exclusion statement applies to resolution 3 and is outlined in section 5.2

Resolution 3 is an ordinary resolution.

The Directors do not have an interest in the outcome of Resolution 3 and recommend that shareholders vote in favour of Resolution 3.

The chair intends to vote undirected proxies in favour of Resolution 3.

7. Resolution 4 - Approval of Issue of Tranche 1 Shares to Lind

The purpose of Resolution 4 is for Shareholders to approve, under Listing Rule 7.4, and for all other purposes, the previous issue and allotment of the Tranche 1 Shares to Lind on the terms set out herein.

7.1 Listing Rule 7.1

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

The Issue does not fit within any of these exceptions and, as it has not yet been approved by the Company's shareholders, it effectively uses up part of the 15% limit in ASX Listing Rule 7.1, reducing the Company's capacity

to issue further Equity Securities without shareholder approval under Listing Rule 7.1 for the 12 month period following the Issue Date.

ASX Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of Equity Securities, or an agreement to issue Equity Securities, after it has been made or agreed to be made. If they do, the issue is taken to have been approved under ASX 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 into the future without having to obtain shareholder approval for such issues under ASX Listing Rule 7.1.

To this end, Resolution 4 seeks shareholder approval to the Issue under and for the purposes of ASX Listing Rule 7.4.

If Resolution 4 is passed, the Issue will be excluded in calculating the Company's combined 25% (assume passing of Resolution 11) limit in Listing Rule 7.1 and Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the Issue Date.

If Resolution 4 is not passed, the Issue will be included in calculating the Company's combined 25% (assuming passing of Resolution 11) limit in Listing Rule 7.1 and Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the Issue Date.

For the purpose of ASX Listing Rule 7.5 information regarding the Issue is provided as follows:

- The shares will be issued to Lind.
- Up to 2,222,223 ordinary shares have been agreed to be issued.
- The number of ordinary shares stated above is calculated based on the floor price of \$0.045 per share, refer to material terms of Monthly Purchase Agreement (Schedule 2) for further detail.
- It is anticipated that the Tranche 1 Shares will be issued to Lind on or about Friday, 18 October 2024.
- The issue price for the Tranche 1 Shares will be:
 - \$0.12 per share, or
 - A price equal to 90% of the average of the three lowest daily VWAPs during the 20 trading days prior to each subscription date (which for illustration only was \$0.053 per share on 16 September 2024 when the Lind Investment was announced);
- The material terms of the Monthly Purchase Agreement are enclosed as Schedule 2
- The shares agreed to be issued relate to the First Tranche Amount of \$100,000
- A voting exclusion statement applies to resolution 4 and is outlined in section 5.2

Resolution 4 is an ordinary resolution.

The Directors do not have an interest in the outcome of Resolution 3 and recommend that shareholders vote in favour of Resolution 3.

The chair intends to vote undirected proxies in favour of Resolution 4.

8. Resolution 5 - Approval of Subscription Shares to Lind

The purpose of Resolution 5 is for Shareholders to approve, under Listing Rule 7.1, and for all other purposes, the issue of Subscription Shares to Lind pursuant to the Share Subscription Agreement.

8.1 Listing Rule 7.1

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

The proposed Issue does not fit within any of these exceptions and, as it has not yet been approved by the Company's shareholders, it effectively uses up part of the 15% limit in ASX Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without shareholder approval under Listing Rule 7.1 for the 12 month period following the Issue Date.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain shareholder approval for such issues under ASX Listing Rule 7.1.

To this end, Resolution 5 seeks shareholder approval to the Issue under and for the purposes of ASX Listing Rule 7.1.

If Resolution 5 is passed, the Issue will be excluded in calculating the Company's combined 25% (assume passing of Resolution 11) limit in Listing Rule 7.1 and Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the Issue Date.

If Resolution 5 is not passed, the Issue may still proceed but will be included in calculating the Company's combined 25% (assuming passing of Resolution 11) limit in Listing Rule 7.1 and Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the Issue Date. The Company may also settle the issue via the payment of cash in accordance with the Share Subscription Agreement, which may otherwise have been set aside for use elsewhere.

For the purpose of ASX Listing Rule 7.3 information regarding the Issue is provided as follows:

- The Subscription Shares, being up to 5,000,000 fully paid ordinary shares, may be issued to Lind in accordance with the terms of the Share Subscription Agreement;
- Listing Rule 7.3.4 provides that equity securities approved by Shareholders must be issued no later than three months after the date of the Meeting. Accordingly, Shareholder approval for any Subscription Shares not issued before 14 February 2025 will lapse and may be sought again at any later general meeting called by the Company, or issued in accordance with the Company's available placement capacity at that time;
- Subscription Shares will only be issued to Lind where the Company satisfies the conditions precedent to the Subscription Shares in accordance with the Share Subscription Agreement and will be issued as follows:
 - Until 16 January 2025, any subscriptions by Lind for Subscription Shares will be at the fixed priced of \$0.12
 - From 16 January 2025 until 14 February 2025, any subscriptions by Lind for Subscription Shares will be either at:
 - \$0.12 per share, with the aggregate subscription amount unlimited; or
 - A price equal to 90% of the average of the three lowest daily VWAPs during the 20 trading days prior to each subscription date (which for illustration only was \$0.053 per share on 16 September 2024 when the Lind Investment was announced) with the aggregate subscription amount in any one month at the Subscription Price limited to \$80,000;
- The material terms of the Share Subscription Agreement are enclosed as Schedule 1

- A voting exclusion statement applies to resolution 5 and is outlined in section 5.2

Resolution 5 is an ordinary resolution.

The Directors do not have an interest in the outcome of Resolution 5 and recommend that shareholders vote in favour of Resolution 5.

The chair intends to vote undirected proxies in favour of Resolution 5.

9. Resolution 6 - Approval of Monthly Tranche Shares to Lind

The purpose of Resolution 6 is for Shareholders to approve, under Listing Rule 7.1, and for all other purposes, the issue of Subscription Shares to Lind pursuant to the Monthly Purchase Agreement.

9.1 Listing Rule 7.1

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

The proposed Issue does not fit within any of these exceptions and, as it has not yet been approved by the Company's shareholders, it effectively uses up part of the 15% limit in ASX Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without shareholder approval under Listing Rule 7.1 for the 12 month period following the Issue Date.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain shareholder approval for such issues under ASX Listing Rule 7.1.

To this end, Resolution 6 seeks shareholder approval to the Issue under and for the purposes of ASX Listing Rule 7.1.

If Resolution 6 is passed, the Issue will be excluded in calculating the Company's combined 25% (assume passing of Resolution 11) limit in Listing Rule 7.1 and Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the Issue Date.

If Resolution 5 is not passed, the Issue may still proceed but will be included in calculating the Company's combined 25% (assuming passing of Resolution 11) limit in Listing Rule 7.1 and Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the Issue Date. The Company may also settle the issue via the payment of cash in accordance with the Monthly Purchase Agreement, which may otherwise have been set aside for use elsewhere.

For the purpose of ASX Listing Rule 7.3 information regarding the Issue is provided as follows:

- The Monthly Tranche Shares, being up to 8,888,892 fully paid ordinary shares, may be issued to Lind in accordance with the terms of the Monthly Purchase Agreement;
- The number of ordinary shares stated above is calculated based on the floor price of \$0.045 per share, and Tranche Amounts of \$100,000 per Tranche. Refer to material terms of Monthly Purchase Agreement (Schedule 2) for further detail;
- Listing Rule 7.3.4 provides that equity securities approved by Shareholders must be issued no later than three months after the date of the Meeting. Accordingly, Shareholder approval for any Monthly Tranche Shares not issued before 14 February 2025 will lapse and may be sought again at any later general meeting called by the Company, or issued in accordance with the Company's available placement capacity at that time;
- The issue price for the Monthly Tranche Shares will be:

- \$0.12 per share, or
- A price equal to 90% of the average of the three lowest daily VWAPs during the 20 trading days prior to each subscription date (which for illustration only was \$0.053 per share on 16 September 2024 when the Lind Investment was announced);
- The material terms of the Monthly Purchase Agreement are enclosed as Schedule 2
- A voting exclusion statement applies to resolution 6 and is outlined in section 5.2

Resolution 6 is an ordinary resolution.

The Directors do not have an interest in the outcome of Resolution 6 and recommend that shareholders vote in favour of Resolution 6.

The chair intends to vote undirected proxies in favour of Resolution 6.

10. Resolutions 7, 8, 9, and 10 – Grant of Performance Rights to Directors and Company Secretary

10.1 Background

The Company is proposing, subject to obtaining Shareholder approval, to issue performance rights to Dr Kevin Moriarty, Mr Randolph Bowen, Mr Graham Dooley and Ms Katelyn Adams under the Company's Performance Rights Plan.

The number of performance rights to be issued to each recipient, and the conditions attaching to those performance rights, are summarised in section 10.2 below. The terms of the Performance Rights Plan more generally are summarised in Schedule 3.

ASX Listing Rule 10.14 requires Shareholder approval to be obtained where an entity issues, or agrees to issue, securities under an employee incentive scheme to a director of the entity, an associate of the director, or a person whose relationship with the entity, director or associate of the director is, in ASX's opinion, such that approval should be obtained.

As Shareholder approval is sought under ASX Listing Rule 10.14, separate approvals under ASX Listing Rules 7.1 and 10.11 are not required to issue the performance rights to the Directors.

If Resolutions 7, 8, 9, and 10 are passed, the Company will be able to proceed with the issue of the performance rights to the recipients. If any of Resolutions 7, 8, 9, and 10 is not passed, the Company will not be able to proceed with the issue of the performance rights to the relevant recipient. If this occurs, the Company will consider other forms of performance-based remuneration for that individual, including by the payment of cash.

Section 10 provides information in relation to each of Resolutions 7, 8, 9, and 10. However, each Resolution is a separate and independent Resolution and is not conditional upon any other Resolution being approved by Shareholders.

10.2 Performance rights terms

Subject to Shareholder approval, the Company will issue the following performance rights to the recipients:

Performance Right Conditions	Dr Kevin Moriarty	Mr Randolph Bowen	Mr Graham Dooley	Ms Katelyn Adams
1414 Degrees Limited share price of \$0.12 prior to 31 December 2025	1,000,000	1,000,000	1,000,000	1,000,000

The performance hurdles will be tested based on the VWAP of the Company's Shares over the 5 days preceding the relevant date.

If the above performance hurdles are not met as at the vesting date, the recipient's performance rights will lapse.

The performance rights will be issued for nil cash consideration and no consideration will be payable upon vesting of the performance rights.

The Company will allocate each recipient with one Share for each performance right that vests. Shares may be issued or acquired on market to satisfy the recipient's entitlement to Shares on vesting of the performance rights.

Any Shares issued upon vesting of the performance rights will upon issue rank pari passu in all respects with other Shares. The performance rights will not be quoted on ASX, however if the Company issues Shares on vesting the Company must apply for the official quotation of those Shares within the time period required by the ASX Listing Rules.

10.3 Specific information required by ASX Listing Rule 10.15

Pursuant to and in accordance with ASX Listing Rule 10.15, the following information is provided in relation to the proposed issue of the Performance Rights:

(a) Subject to Shareholder approval, the performance rights will be issued under the Performance Rights Plan to Dr Moriarty, Mr Bowen and Mr Dooley, each of whom is a Director of the Company. Performance Rights will also be issued to Ms Katelyn Adams, the Company Secretary.

(b) Each of Dr Moriarty, Mr Bowen and Mr Dooley is a related party of the Company by virtue of being a Director and falls into the category stipulated by ASX Listing Rule 10.14.1. The Company considers it good practice to seek shareholder approval for the issue of Performance Rights to Ms Adams.

(c) The total number of performance rights to be issued to each recipient is as follows:

Dr Moriarty: 1,000,000 performance rights
 Mr Bowen: 1,000,000 performance rights
 Mr Dooley: 1,000,000 performance rights
 Ms Adams: 1,000,000 performance rights

(d) Each Director's current total remuneration package as at the date of this Notice is as follows:

Director	Base Remuneration (inc. superannuation)	Performance Rights (subject to approval)	Additional incentives/bonuses
Dr Kevin Moriarty	\$222,000 (incl super)	1,000,000	Nil
Mr Randolph Bowen	\$50,000 excl GST	1,000,000	Nil
Mr Graham Dooley	\$50,000 excl GST	1,000,000	Nil
Ms Katelyn Adams	\$75,000 excl GST*	1,000,000	Nil

- * Fees paid for Company Secretarial services under an Engagement Agreement

(e) The Directors, and Company Secretary, were each issued 2,400,000 Performance Rights following the 2023 Annual General Meeting as follows:

Director	Year	No. issued	No. Vested	No. Lapsed	No. Unvested
Dr Kevin Moriarty	2023	2,400,000	0	800,000	1,600,000
Mr Randolph Bowen	2023	2,400,000	0	800,000	1,600,000
Mr Graham Dooley	2023	2,400,000	0	800,000	1,600,000
Ms Katelyn Adams	2023	2,400,000	0	800,000	1,600,000

The Directors have not paid any acquisition price to acquire these performance rights.

- (f) The material terms of the performance rights proposed to be issued are summarised in section 10.2 above. The Board considers that performance rights are an appropriate form of incentive because they reward the recipients for the achievement of a substantial increase to the share price over a period of up to 13 months from the issue date (which aligns with the interest of Shareholders) and the recipients will only obtain the value of the performance rights upon satisfaction of the performance hurdles.
- (g) Subject to Shareholder approval being obtained, the performance rights will be issued on the date of the Meeting.
- (h) No price is payable by the recipients for the issue of the performance rights, or any Shares to be allocated on vesting of the performance rights.
- (i) A summary of the material terms of the Performance Rights Plan is set out in section Schedule 3.
- (j) No loan will be provided to the Directors in relation to the issue of the performance rights.
- (k) Details of any securities issued under the Performance Rights Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.
- (l) Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Performance Rights Plan after Resolutions 7, 8, 9, and/or 10 is approved and who were not named in this Notice will not participate until approval is obtained under ASX Listing Rule 10.14.
- (m) A voting exclusion statement in respect of Resolutions 7, 8, 9, and 10 is included in section 10.5.

10.4 Directors' Recommendations

The Directors (other than Dr Moriarty) unanimously recommend that Shareholders vote in favour of Resolution 7. The Chairman intends to vote undirected proxies in FAVOUR of Resolution 7.

The Directors (other than Mr Dooley) unanimously recommend that Shareholders vote in favour of Resolution 8. The Chairman intends to vote undirected proxies in FAVOUR of Resolution 8.

The Directors (other than Mr Bowen) unanimously recommend that Shareholders vote in favour of Resolution 9. The Chairman intends to vote undirected proxies in FAVOUR of Resolution 9.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 10. The Chairman intends to vote undirected proxies in FAVOUR of Resolution 10.

10.5 Voting Exclusion Statement

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of Resolution 7, 8, 9, and 10 by or on behalf of:

- (a) any person referred to in ASX Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Performance Rights Plan; or
- (b) any associate of any such persons.

However, this does not apply to a vote cast in favour of Resolution 7, 8, 9, and 10 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.

In addition, as required by the Corporations Act, no Key Management Personnel of the Company or a Closely Related Party of such a member may vote as a proxy on the resolution unless:

- (a) the person votes as a proxy appointed by writing that specifies how the person is to vote on the resolution; or
- (b) the person is the Chairman and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on the resolution; and votes as a proxy appointed by writing that expressly authorises the Chairman to vote on the resolution even though the resolution is connected directly or indirectly with the remuneration of Key Management Personnel of the Company.

11. Resolution 11 – Approval of Additional 10% Placement Capacity

11.1 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.

If Shareholders approve Resolution 11, 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 11.2(c) below).

Resolution 11 is a special resolution and therefore requires at least 75% of the votes cast by Shareholders eligible to vote on Resolution 10 to be in favour of the resolution for it to be passed.

If Resolution 11 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.

11.2 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 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 \$17.39 million, based on the closing price of Shares \$0.062 on 3 October 2024.

(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 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 10 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).**

11.3 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 11.2(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 the acceleration of product development for commercialisation of the Company's SiBrick™ and SiBox® products.

(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 10 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	\$0.031 50% decrease in Current Market Price	\$0.062 Current Market Price	\$0.124 100% increase in Current Market Price
276,112,596 Shares Variable A	10% Voting Dilution	27,611,260 Shares	27,611,260 Shares	27,611,260 Shares
	Funds raised	\$855,949	\$1,711,898	\$3,423,796
414,168,894 Shares 50% increase in Variable A	10% Voting Dilution	41,416,889 Shares	41,416,889 Shares	41,416,889 Shares
	Funds raised	\$1,283,924	\$2,567,847	\$5,135,694
552,225,192 Shares 100% increase in Variable A	10% Voting Dilution	55,222,519 Shares	55,222,519 Shares	55,222,519 Shares
	Funds raised	\$1,711,898	\$3,423,796	\$6,847,592

Notes:

The table above has been prepared on the following assumptions:

- the issue price is the current market price \$0.062, being the closing price of the Shares on ASX on 3 October 2024, being the latest practicable date before finalising this Notice of 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.

(b) 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.

(c) 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.

(d) 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.

11.4 Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 11. The Chairman intends to vote undirected proxies in FAVOUR of 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 10.2(f).

"**10% Placement Capacity**" has the meaning given to that term in section 10.1.

"**15% Placement Capacity**" has the meaning given to that term in section 10.1.

"**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 Principles and Recommendations (4th edition).

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

"**Chairman**" means Dr Kevin Moriarty.

"**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.

"**Prospectus**" means the prospectus dated 14 July 2023 and lodged with ASIC on that date.

"**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.

SCHEDULE 1: Key terms of the Share Subscription Agreement

<p>Parties</p>	<p>1414 Degrees Limited (Company)</p> <p>Lind Global Fund II LP (Investor)</p>
<p>Advance Payment</p>	<p>The Investor will pay the Advance Payment Amount (A\$1,300,000) to the Company, as a prepayment for Subscription Shares to be issued to the Investor (or its nominee) to a deemed value of A\$1,560,000 (being the Subscription Amount) prior to the End Date (as defined below).</p>
<p>Term</p>	<p>24 months from the date of payment of the Advance Payment Amount (End Date). At any time prior to the End Date, and subject to the Company's prior written consent, the Investor may extend the End Date by up to 6 months.</p> <p>If, at the End Date any portion of the Subscription Amount remains outstanding, and no event of default has occurred, the Investor must give the Company a Subscription Notice in relation to the whole of the outstanding Subscription Amount.</p>
<p>Subscriptions</p>	<p>The Investor will have the right at any time prior to the End Date to subscribe for Subscription Shares up to the aggregate value of the Subscription Amount at the Subscription Price¹ by issuing a notice to the Company (Subscription Notice). For clarity, the Investor may issue multiple Subscription Notices prior to the End Date whilst any portion of the Subscription Amount remains outstanding.</p> <p>The Investor's right to receive Subscription Shares from time to time pursuant to a Subscription Notice is subject to the Company's right to elect to make a cash payment to Investor in lieu of issuing the Subscription Shares required to be issued pursuant to that Subscription Notice, where that cash payment would be equal to the number of Subscription Shares that would have been issued pursuant to the Subscription Notice multiplied by the Market Price² and the resulting amount further multiplied by 105%.</p>
<p>Repayment of outstanding Subscription Amount in full</p>	<p>The Company may elect, at any time after the date that is 6 months of the date of the payment of the Advance Payment Amount, to repay in full the then remaining balance of the Subscription Amount outstanding multiplied by 105%, although if the Company gives notice that it intends to do so the Investor will have the ability to subscribe for Shares to the value of one-third of the then remaining balance of the Subscription Amount.</p>
<p>Subscription Price and limits on Subscription Share issuances</p>	<p>The applicable Subscription Price may be:</p> <ul style="list-style-type: none"> (a) A\$0.12 (Fixed Price); or (b) 90% of the average of the three lowest daily VWAPs³ during the 20 actual trading days prior to the date on which the Subscription Price is to be determined, rounded down to the lowest A\$0.01 (Variable Price). <p>If a Subscription Notice is issued within the first 4 months of the execution of the Share Subscription Agreement and an event of default has not occurred, the applicable Subscription Price must be the Fixed Price.</p>

¹ Refer to the 'Subscription Price and limits on Subscription Share issuances' row below.

² Refer to the 'Market Price' row below.

³ '**VWAP**' means, in relation to a trading day, the volume weighted average price of the Shares on the ASX and Cboe on that trading day (in Australian dollars), as reported by Bloomberg.

	<p>If a Subscription Notice is issued within 5 to 12 months (inclusive) of the execution of the Share Subscription Agreement, the applicable Subscription Price may be determined by the Investor to be the Fixed Price or the Variable Price. During this period, the aggregate Subscription Amount for Subscription Shares subscribed for at the Variable Price in any one month must not exceed A\$80,000 (or if the Company does not receive any Tranche Amount pursuant to the Monthly Purchase Agreement in relation to that month, A\$150,000). The Investor may also, in its sole discretion, increase that amount to A\$240,000 in relation to any two months falling within that period.</p> <p>If a Subscription Notice is issued after 12 months of the execution of the Share Subscription Agreement, the applicable Subscription Price is the lesser of the Fixed Price and the Variable Price and there will be no limits on the Subscription Amount in respect of such Subscription Notices.</p> <p>As previously set out in this announcement, the Company's obligation to issue Shares under the agreements (including the Initial Shares, the Subscription Shares and the Tranche Shares, but excluding any Shares issued with prior shareholder approval and excluding any previously issued Shares the issue of which is subsequently ratified by the Company's shareholders) is being made pursuant to the Company's placement capacity under Listing Rule 7.1 and is limited to 35,725,278 Shares.</p>
Market Price	In relation to a Subscription Notice, the VWAP per Share for the actual trading day immediately prior to the issue of that Subscription Notice (Market Price).
Interest	Interest will not apply in relation to any Subscription Amount that is outstanding unless an event of default occurs in relation to the Company, in each which case interest will be payable on the daily Subscription Amount outstanding at 1.5% per month (accruing daily until the Subscription Amount outstanding is discharged in full or the default is remedied to the satisfaction of the Investor).
Dilution protection	Where an issue of shares to the Investor would result in the voting power in the Company of the Investor or any other person exceeding 19.99%, the Company must not issue the relevant shares to the Investor but must instead repay to the Investor any outstanding Subscription Amount.
Initial Shares	<p>The Company will issue 20,000,000 Shares (Initial Shares) to the Investor after entry into the Share Subscription Agreement.</p> <p>The Initial Shares may subsequently be applied towards satisfying the Company's obligations to issue Subscription Shares or Tranche Shares from time to time under the Investment (subject to the Investor's consent or election to do so).</p> <p>The Investor may from time to time reduce the number of Initial Shares that may be applied towards satisfying the Company's obligations to issue Subscription Shares or Tranche Shares from time to time under the Investment as per above by paying the Company a cash amount calculated by multiplying that number of Initial Shares to be reduced with the Subscription Price applicable at the time of payment.</p> <p>If at the End Date, or upon termination of the Share Subscription Agreement, there are still a number of Initial Shares that have not been applied towards the Company's obligation to issue Subscription Shares or Tranche Shares, then provided the Shares are trading at that time, the Investor must pay the Company a cash amount calculated by the number of remaining Initial Shares with the Subscription Price applicable at that time.</p>
Commitment Fee	The Company will pay the Investor a commitment fee of A\$45,500 (representing 3.5% of the Advance Payment Amount). The commitment fee will be offset from Advance Payment Amount payable to the Company.

Covenants	The Share Subscription Agreement contains certain market standard covenants from the Company, including negative covenants on disposing of material assets without the Investor's prior written consent.
Representations and warranties	The Share Subscription Agreement contains certain market standard representations and warranties by the Company and the Investor for an agreement of this nature.
Events of default	The Share Subscription Agreement contains certain market standard events of default for an agreement of this nature.
Assignment	The Investor may assign the Share Subscription Agreement and/or any of its rights and/or obligations under the Share Subscription Agreement to an affiliate of the Investor, bank or financial institution, successor entity in connection with a merger or consolidation of the Investor with another entity, and/or acquirer of a substantial portion of the Investor's business and/or assets, at any time, on 10 business days' prior notice to the Company.
Governing law	Western Australia

SCHEDULE 2: Key terms of the Monthly Purchase Agreement

Parties	1414 Degrees Limited (Company) Lind Global Fund II LP (Investor)
Tranches	<p>The Investor will subscribe for the Tranche Shares by paying monthly Tranche Amounts of up to A\$3,400,000 in aggregate to the Company during the Term (as defined below).</p> <p>The First Tranche Amount will be A\$100,000 and each subsequent monthly Tranche Amount during the Term will be A\$100,000, unless the Company reduces the Tranche Amount to an amount between A\$100,000 and A\$50,000 in relation to a month or, with mutual consent, the Company increases the Tranche Amount to up to A\$300,000 in relation to a month.</p> <p>After the Company has received at least A\$300,000 in Tranche Amounts, the Company may:</p> <ul style="list-style-type: none"> (a) suspend Tranche Amount payments for up to three months, once every 12 months (and the term of the Monthly Purchase Agreement will be extended for the same duration as the duration of any such suspension); and/or (b) terminate the Monthly Purchase Agreement at any time without cost. <p>The Company may also terminate the Monthly Purchase Agreement prior to the Company receiving at least A\$300,000 in Tranche Amounts, by paying the Investor a termination fee of A\$50,000.</p>
Term	12 months from the date of payment of the First Tranche Amount, unless extended by mutual agreement (Term).
Tranche Share Issuance	<p>In relation to each Tranche Amount paid to the Company, the Company will issue the relevant Tranche Shares at the Purchase Price⁴ to the Investor 28 days after the date of payment of that Tranche Amount by the Investor.</p> <p>If, the Purchase Price in relation to Tranche Shares to be issued pursuant to the payment of a Tranche Amount is below A\$0.045 (or as may be adjusted) (Floor Price), the Company will have the right (provided that no event of default has occurred) to notify the Investor that it wishes to repay the relevant Tranche Amount in relation to which Tranche Shares would otherwise be issued, in cash, with a 5% premium (Floor Price Notice). If the Company issues a Floor Price Notice, the Investor can either accept the cash repayment or request that Tranche Shares are issued at the Floor Price instead.</p>

⁴ Refer to the 'Purchase Price' row below.

	<p>The Company may terminate the Monthly Purchase Agreement at any time if the Purchase Price is less than the Floor Price in relation to Tranche Shares to be issued pursuant to the payment of a Tranche Amount (noting that the Company's obligation to issue those Tranche Shares will not be extinguished by such termination).</p> <p>If the Company is unable to issue all of the required Tranche Shares it is required to issue in relation to a Tranche Amount paid to the Company as freely tradable Tranche Shares, the Investor may require the Company to pay a cash amount to the Investor calculated by multiplying the number of Tranche Shares which would have been issued to the Investor in relation to that Tranche Amount payment with the VWAP per Share on the date the Investor notifies the Company of the applicable Purchase Price in relation to those Tranche Shares.</p> <p>As previously set out in this announcement, the Company's obligation to issue Shares under the agreements (including the Initial Shares, the Subscription Shares and the Tranche Shares, but excluding any Shares issued with prior shareholder approval and excluding any previously issued Shares the issue of which is subsequently ratified by the Company's shareholders) is being made pursuant to the Company's placement capacity under Listing Rule 7.1 and is limited to 35,725,278 Shares.</p>
Purchase Price	The applicable Purchase Price may be the Fixed Price or the Variable Price, as determined by the Investor in relation to the relevant Tranche Shares to be issued, provided that the Investor may only determine to use the Fixed Price on 2 occasions for every 12 monthly tranches.
Interest	Interest will not apply in relation to any Tranche Amount unless an event of default occurs in relation to the Company, in each which case interest will be payable on the Tranche Amount outstanding at 1.5% per month (accruing daily until the Tranche Amount outstanding is discharged in full or the default is remedied to the Investor's satisfaction).
Dilution protection	<p>Where an issue of shares to the Investor would result in the voting power in the Company of the Investor or any other person exceeding 19.99%, the Company must not issue the relevant shares to the Investor but must instead repay to the Investor the relevant Tranche Amount.</p> <p>No Tranche Amount will exceed 0.6% of the Company's market capitalisation, except where the Tranche Amount has been increased by mutual consent.</p>
Investor pause	<p>If the VWAP of the Shares is at or below A\$0.05 (or as may be adjusted) for any two consecutive trading days, the Investor may pause Share purchases for up to 60 days. If during any Investor pause the VWAP of the Shares is greater than A\$0.05 (or as may be adjusted) for 10 consecutive trading days, the Company may require the Investor to end the pause.</p> <p>The term of the Monthly Purchase Agreement will be extended for the same duration as the duration of any such pause.</p>
Fee	The Company will pay the Investor a fee of \$25,500 for the establishment of the monthly tranches and 3.5% of each Tranche Amount funded. These fees will be offset from the payment of the Tranche Amount made to the Company.
Covenants	The Monthly Purchase Agreement contains certain market standard covenants from the Company, including negative covenants on disposing of material assets without the Investor's prior written consent.
Representations and warranties	The Monthly Purchase Agreement contains certain market standard representations and warranties by the Company and the Investor for an agreement of this nature.
Events of default	The Monthly Purchase Agreement contains certain market standard events of default for an agreement of this nature.

Assignment	Upon the written consent of the Company (which shall not be unreasonably withheld or delayed), the Investor may assign the Monthly Purchase Agreement and/or any of its rights and/or obligations under the Monthly Purchase Agreement to an affiliate of the Investor, bank or financial institution, successor entity in connection with a merger or consolidation of the Investor with another entity, and/or acquirer of a substantial portion of the Investor's business and/or assets, at any time, on 10 business days' prior notice to the Company.
Governing law	Western Australia

SCHEDULE 3 - Key Terms of the Performance Rights Plan

(a) ***Eligibility Criteria***

Subject to the rules of the Performance Rights Plan, the Performance Rights Plan is open to all eligible participants, being full time and part time employees and Directors of the Company or any of its related bodies corporate who the Board designates as being eligible. The Directors are entitled to participate in the Performance Rights Plan.

(b) ***Invitation and offer of performance rights***

Under the Performance Rights Plan, the Directors may invite eligible participants to participate in the Performance Rights Plan and make an offer to acquire performance rights for no consideration. The invitation must be in writing and specify, amongst other things, the number of performance rights that eligible participants may accept, the date on which the performance rights vest and any conditions to be satisfied before vesting, and any other terms attaching to the rights.

Following receipt by an eligible participant of an invitation, the eligible participant may make an offer by delivering a duly completed and signed application form to the Company within the closing time specified in the invitation. The Directors may decide to accept or reject an offer and an offer is accepted by the grant of performance rights to the participant.

(c) ***Vesting of performance rights***

The performance rights vest upon the satisfaction of any vesting conditions or any other conditions contained in the offer, following which the Company will allocate to the participant the number of Shares to which the participant is entitled under the terms of the offer.

(d) ***Lapse***

Unvested performance rights shall lapse upon the earlier of the date specified by the Board, the events contained in the offer or the rules of the Performance Rights Plan.

(e) ***Quotation***

Performance rights will not be quoted on the ASX. The Company will apply for official quotation of any Shares issued under the Performance Rights Plan in accordance with the ASX Listing Rules and having regard to any disposal restrictions.

(f) ***Assignment***

Performance rights are not transferable or assignable without the prior written approval of the Board.

(g) ***Administration***

The Performance Rights Plan is administered by the Board, or its delegates, in accordance with the rules of the Performance Rights Plan. The Board may make regulations and policies for operating and administering the Performance Rights Plan provided that such regulations and policies are consistent with the rules of the Performance Rights Plan.

(h) ***Termination and Amendment***

The Performance Rights Plan may be terminated or suspended at any time by the Board. To the extent permitted by the Corporations Act and the ASX Listing Rules, the Board may vary the rules of the Performance Rights Plan except where the amendment would have the effect of materially adversely affecting or prejudicing the rights of any participant holding performance rights.



CLEAN
INDUSTRIAL
HEAT™

1414 DEGREES LIMITED
ABN 57 138 803 620

14D

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

Need assistance?



Phone:
1300 556 161 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (ACDT) on Tuesday, 12 November 2024.**

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

PARTICIPATING IN THE MEETING

Corporate Representative

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

Lodge your Proxy Form:

XX

Online:

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

Your secure access information is



Control Number: 999999
SRN/HIN: I999999999
PIN: 99999

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

By Mail:

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

By Fax:

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



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

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

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

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



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of 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 at HLB Mann Judd, Level 1, 169 Fullarton Road, Dulwich, SA 5065 on Thursday, 14 November 2024 at 11:00am (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 Resolutions 1, 7, 8, 9 and 10 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 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 Resolutions 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	Adoption of the Remuneration Report for the year ended 30 June 2024	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Re-election of Mr Randolph Bowen as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Approval of Previous Issue of 20,000,000 Shares to Lind	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4	Approval of Issue of Tranche 1 Shares to Lind	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
5	Approval of Subscription Shares to Lind	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6	Approval of Monthly Tranche Shares to Lind	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7	Grant of Performance Rights to Dr Kevin Moriarty	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
8	Grant of Performance Rights to Mr Graham Dooley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
9	Grant of Performance Rights to Mr Randolph Bowen	<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