



OLDFIELDS HOLDINGS LIMITED
ABN 92 000 307 988

NOTICE OF GENERAL MEETING

DATE AND TIME OF MEETING

WEDNESDAY 29TH JUNE 2022
10.00AM (AEST)

PLACE OF MEETING

8 FARROW ROAD, CAMPBELLTOWN NSW 2560

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THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION AND SHOULD BE CAREFULLY READ. IF YOU ARE IN DOUBT AS TO THE ACTION YOU SHOULD TAKE IN RELATION TO THIS DOCUMENT OR THERE IS ANY MATTER YOU DO NOT UNDERSTAND YOU SHOULD CONTACT YOUR PROFESSIONAL ADVISER FOR ADVICE.

SECTION 1
OLDFIELDS HOLDINGS LIMITED
ABN 92 000 307 988

NOTICE OF GENERAL MEETING

NOTICE IS GIVEN that the General Meeting of the Shareholders of Oldfields Holdings Limited ("**Company**") will be held at the office of the Company located at 8 Farrow Road, Campbelltown NSW 2560 on Wednesday 29th June 2022 at 10.00am (AEST).

The Explanatory Memorandum which accompanies and forms part of this Notice describes in more detail the matters to be considered.

Agenda

Resolution 1 Ratification of previous grant of the Tranche 1 Warrant

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

*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the issue of a warrant exercisable over 25,155,000 Shares to Pure Asset Management Pty Ltd (ACN 616 178 771) in its capacity as trustee for The Income and Growth Fund (ABN 80 976 293 282) ("**PAM**") on 22 April 2022 on the terms and conditions described in the Explanatory Memorandum which forms part of the Notice of Meeting, is approved and ratified."*

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person (or any associates of such a person) who participated in the issue (namely PAM or any associates of PAM).

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

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

Resolution 2 Approval for the grant of the Tranche 2 Warrant

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

"That, for the purposes of ASX Listing Rule 7.1 and all other purposes, shareholders approve the issue of a warrant exercisable over 14,845,000 Shares to Pure Asset Management Pty Ltd (ACN 616 178 771) in its capacity as trustee for The Income and Growth Fund (ABN 80 976 293 282) on the terms and conditions described in the Explanatory Memorandum which forms part of the Notice of Meeting."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person (or any associates of such a person) who is expected to participate in the proposed issue (namely PAM or any associates of PAM), or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company).

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the 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;
- (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:
 - (iii) 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
 - (iv) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Other Business

To transact any other business which may be lawfully brought forward at the Meeting.

DETERMINATION OF SHAREHOLDERS' RIGHT TO VOTE

For the purposes of Regulation 7.11.37 of the *Corporations Regulations 2001*, the Directors have determined that the voting entitlements for the purposes of the Meeting will be based on the registered holdings as at 7.00pm (AEST) on Monday 27th June 2022. Accordingly those persons will be entitled to attend and vote at the Meeting.

HOW TO VOTE

You may vote by attending the Meeting in person, by proxy, attorney or authorised representative.

PROXY FORM

A proxy form is enclosed with the Notice. If an additional proxy form is required, the Company's Share Registry will supply it on request.

PROXIES

1. Each Shareholder has a right to appoint a proxy.
2. A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, then each proxy may exercise one-half of the votes. Fractions of votes will be disregarded.
3. A proxy need not be a Shareholder of the Company.
4. To be effective, the Company must receive the completed proxy form and, if the form is signed by the Shareholder's attorney, the authority under which the proxy form is signed (or a certified copy of such) by no later than 10.00am (AEST) on Monday 27th June 2022.
 - (1) by mail to its share registry, Boardroom Pty Limited, GPO Box 3993 Sydney NSW 2000; or
 - (2) by facsimile to its share registry on fax number +61 2 9290 9655.
5. Proxies given by corporate shareholders must be executed in accordance with their constitutions, or under the hand of a duly authorised officer or attorney.
6. A person appointed as proxy may vote or abstain from voting as he or she thinks fit except in the following circumstances:
 - (a) the proxy holds a Directed Proxy; or
 - (b) the proxy is required by law or the Company's Constitution to vote in a certain manner or abstain from voting.
7. If you appoint the Chairman as your proxy and have not directed him how to vote, you are expressly authorising the Chairman to cast your Undirected Proxy in favour of all resolutions.

OTHER

Words that are defined in the Explanatory Memorandum and Glossary have the same meaning when used in this Notice unless the context requires, or the definitions in the Glossary provide, otherwise.

BY ORDER OF THE BOARD

Alan Lee
Company Secretary
27 May 2022

SECTION 2

OLDFIELDS HOLDINGS LIMITED ABN 92 000 307 988

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the General Meeting to be held at 10.00 am (AEST) on Wednesday 29th June 2022.

The purpose of this Explanatory Memorandum is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions. It is part of, and should be read in conjunction with the Notice.

Subject to the abstentions noted below, the Directors unanimously recommend Shareholders vote in favour of all Resolutions. The Chairman of Meeting intends to vote all available Undirected Proxies in favour of each resolution.

A proxy form is located at the end of the Explanatory Memorandum.

Resolutions

Background to Resolutions 1 and 2

On 22 April 2022, the Company announced that it had signed a \$5 million facility agreement with Pure Asset Management Pty Ltd (ACN 616 178 771) in its capacity as trustee for The Income and Growth Fund (ABN 80 976 293 282) ("**PAM**") (the "**Facility**") to provide funding for its strategic growth initiatives. The key terms of the Facility were included in the announcement dated 22 April 2022 and are set out in Annexure 1 to this Notice.

The Facility included the grant of unlisted and detached warrants exercisable over a total of 40,000,000 Shares in the Company ("**Warrant Shares**") to PAM ("**Warrants**"). The Company agreed to grant two separate warrants on the same terms as follows:

- a warrant exercisable over 25,155,000 Warrant Shares which was within the Company's placement capacity and granted without shareholder approval on 22 April 2022 ("**Tranche 1 Warrant**"); and
- subject to shareholder approval, a warrant exercisable over 14,845,000 Warrant Shares ("**Tranche 2 Warrant**").

Resolution 1 Ratification of previous grant of Tranche 1 Warrant

Under Resolution 1, the Company is seeking shareholder ratification of the Tranche 1 Warrant pursuant to ASX Listing Rule 7.4. Such approval will refresh the Company's ability to issue 25,155,000 Equity Securities under its existing placement capacity.

Regulatory requirements under ASX Listing Rule 7.4

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 shares it had on issue at the start of that period.

The grant of the Tranche 1 Warrant 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 ASX Listing Rule for the 12 month period following the grant date of 22 April 2022.

Under ASX Listing Rule 7.4, a company can seek ratification of issues of Equity Securities that have been made within the previous 12-month period if:

- the issue did not breach ASX Listing Rule 7.1; and
- shareholders subsequently approve such issue.

The effect of such ratification is that the issue of the Tranche 1 Warrant is then deemed to have been made with shareholder approval, and therefore is not counted towards the 15% placement capacity limit in ASX Listing Rule 7.1.

The issue of the Tranche 1 Warrant did not breach ASX Listing Rule 7.1 or 7.1A and did not require shareholder approval. The Company now seeks shareholder approval to ratify the issue of the Tranche 1 Warrant in accordance with ASX Listing Rule 7.4. This will have the same effect as if shareholder approval had been obtained before the Company issued the Tranche 1 Warrant.

The effect of passing Resolution 1 will be to refresh the Company's 15% placement capacity under ASX Listing Rule 7.1 so that its placement capacity would be the same as if the Tranche 1 Warrant had been issued with shareholder approval. The resolution, if passed, will increase the Company's financial flexibility in the future.

This will provide the Company with the ability to issue more Equity Securities in the future, without shareholder approval, if the Board considers that it is in the interests of the Company to do so.

If Resolution 1 is not passed, the Company would, when calculating the number of Equity Securities it can issue without shareholder approval, need to deduct the 25,155,000 Warrant Shares from the number available for any future issue.

Specific information required by ASX Listing Rule 7.5

ASX Listing Rule 7.5 requires the following information to be provided to shareholders for the purpose of ASX Listing Rule 7.4:

- a) the Tranche 1 Warrant was granted to PAM on 22 April 2022;
- b) the Company granted a warrant which is exercisable over 25,155,000 Warrant Shares;
- c) the Tranche 1 Warrant was issued for nil cash consideration to PAM as part of the Facility. The Company has not and will not receive any other consideration for the issue of the Tranche 1 Warrant (other than in respect of the funds received on the exercise of the Tranche 1 Warrant);
- d) the purpose of the issue of the Tranche 1 Warrant was to satisfy the Company's obligations under the Facility, which provides the Company with access to \$5 million of funding for its strategic growth initiatives;
- e) a summary of the material terms of the Facility and the Tranche 1 Warrant is set out in Annexure 1 to this Notice; and
- f) a voting exclusion statement is included in the Notice of General Meeting.

Directors' Recommendation

The Directors of the Company believe that the ratification of the grant of Tranche 1 Warrant and the refresh of the 15% placement capacity under ASX Listing Rule 7.1 is beneficial to the Company. The Directors unanimously recommend that Shareholders vote in favour of this Resolution. The Chair intends to vote undirected proxies in favour of Resolution 1.

Resolution 2 Approval of grant of Tranche 2 Warrant

Under Resolution 2, the Company is seeking shareholder approval of the proposed grant of a warrant exercisable over 14,845,000 Shares pursuant to ASX Listing Rule 7.1.

ASX 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 shares it had on issue at the start of that period.

ASX Listing Rule 7.2, Exception 17, allows an entity to enter into an agreement for the issue of Equity Securities which is conditional on shareholders approving the issue under ASX Listing Rule 7.1 before the issue is made. However, if an entity relies on this exception, it must not issue the relevant Equity Securities without such approval.

The grant of the Tranche 2 Warrant contemplated by Resolution 2 does not fit within any of the other exceptions to ASX Listing Rule 7.1 and the number of Warrant Shares it relates to exceeds the 15% limit in ASX Listing Rule 7.1. Accordingly, the Company is seeking shareholder approval for the issue of Tranche 2 Warrant under ASX Listing Rule 7.1.

If the Warrants, including the Tranche 2 Warrant, are exercised without adjustment, then that will result in the issue of a total of 40,000,000 Shares to PAM representing 19.26% of the Company's issued share capital on a fully diluted basis assuming no further Equity Securities are issued prior to exercise.

If Resolution 2 is passed, it will permit the Company to proceed with the issue of the Tranche 2 Warrant as soon as possible (or such longer period allowed by the ASX). If Resolution 2 is not passed, the Company:

- will be unable to proceed with the issue of Tranche 2 Warrant until such time as the Company has sufficient capacity under its placement capacity to issue the Tranche 2 Warrant; and
- if the Tranche 2 Warrant is not issued by 30 June 2022, the Company must pay to PAM the full economic value of the Tranche 2 Warrant determined by applying the Black Scholes option pricing model.

Summary of the grant of Tranche 2 Warrants under Resolution 2

For the purpose of ASX Listing Rule 7.3, the following information is provided

- a) the Tranche 2 Warrant will be issued to PAM (or its nominee);
- b) the Company is issuing a warrant which is exercisable over 14,845,000 Warrant Shares;
- c) the Tranche 2 Warrant will be issued as soon as possible after the date of the meeting or such later date as permitted by the ASX. It is intended that the Tranche 2 Warrant will be issued on or before 30 June 2022;

d) the Tranche 2 Warrant will be issued for nil cash consideration, as part of the Facility. The Company has not and will not receive any other consideration for the issue of the Tranche 2 Warrant (other than in respect of the funds received on the exercise of the Tranche 2 Warrant);

e) the purpose of the issue of the Tranche 2 Warrant is to satisfy the Company's obligations under the Facility, which provides the Company with access to \$5 million of funding for its strategic growth initiatives;

f) a summary of the material terms of the Facility and the Tranche 2 Warrant is set out in Annexure 1 to this Notice; and

g) a voting exclusion statement is included in the Notice of General Meeting.

Directors' Recommendation

The Directors of the Company believe that Resolution 2 is in the best interests of the Company. The Directors unanimously recommend that Shareholders vote in favour of this Resolution. The Chair intends to vote undirected proxies in favour of Resolution 2.

SECTION 3

OLDFIELDS HOLDINGS LIMITED ABN 92 000 307 988

GLOSSARY

ASX	Means ASX Limited (ABN 98 008 624 691), or as the context requires, the financial market operated by it
ASX Listing Rules	Means the ASX Listing Rules of ASX
Board	Means the Board of Directors of the Company
Company or Oldfields	Means Oldfields Holdings Limited (ABN 92 000 307 988)
Constitution	Means the Company's constitution
Corporations Act	Means the <i>Corporations Act 2001</i>
Directed Proxy	Means a proxy form which specifies how the proxy is to vote.
Director	Means a Director of the Company
Equity Securities	Has the same meaning as in the ASX Listing Rules
Explanatory Memorandum	Means the Explanatory Memorandum attached to the Notice of Meeting
General Meeting & Meeting	Means the General Meeting of the members of the Company convened by this Notice
Non-Executive Director	Means a non-executive Director of Oldfields Holdings Limited
Notice or Notice of Meeting	Means the Notice of Meeting and the Explanatory Memorandum
Share	Means a fully paid ordinary share in the capital of the Company
Shareholder	Means a person, corporation or body holding a share on the Oldfields Holdings Limited
Tranche 1 Warrant	Means a warrant exercisable over 25,155,000 Shares
Tranche 2 Warrant	Means a warrant exercisable over 14,845,000 Shares
Undirected Proxy	Means a proxy form which does not specify how the proxy is to vote
Warrant	Means as the context requires, the Tranche 1 Warrant or the Tranche 2 Warrant
Warrant Shares	Means Shares issued on exercise of a Warrant

ANNEXURE 1

SUMMARY OF KEY TERMS OF THE FACILITY

Facility Amount	\$5,000,000 Term Loan.
Term	48 months from the utilisation of the Facility which occurred on or about 22 April 2022 ("Repayment Date").
Interest Rate	9.75%, reducing to 8.90% once certain operational cash flow conditions are met.
Repayment	Interest only during term, fully repayable at maturity.
Security	First ranking security over all present and after-acquired property of the Company and its subsidiaries.
Early Repayment	Sliding down penalty of 4%, 3% to 2% of the facility amount prepaid as it gets closer to the maturity date.

SUMMARY OF TERMS OF WARRANTS

Issue of Tranche 1 Warrant	The Tranche 1 Warrant is exercisable over 25,155,000 Warrant Shares and was issued to PAM on 22 April 2022.
Issue of Tranche 2 Warrant	The Tranche 2 Warrant is exercisable over 14,845,000 Warrant Shares and is subject to shareholder approval.
Exercise Period	<p>The period commencing on the date of grant of the relevant Warrant and expiring at 5.00pm AEST on the date that is 7 days after the Repayment Date.</p> <p>If the Warrant is not exercised within the Exercise Period, then the Warrant and all rights in connection with the Warrant lapse and cease to be of any force or effect from the end of the Exercise Period.</p>
Partial Exercise	PAM may exercise a Warrant in respect of all of the Warrant Shares or any number of Warrant Shares equal to or greater than \$500,000 divided by the Exercise Price
Warrant Shares	The total number of Warrant Shares that may be issued on exercise of the Warrants is 40,000,000

Exercise Price

Means the lower of the following per Warrant Share

(a) \$0.105; and

(b) if the Company makes an issue of shares or instruments convertible into a share (but excluding options) ("**Equity Security**") (or a series of consecutive issuances of Equity Securities in any period not exceeding 12 months) and the diluted amount of those Equity Securities (in aggregate) exceeds 15% of the number of shares on issue immediately before the announcement of the issue or first issuance:

- The Adjusted Price, being the price calculated in accordance with the following formula:

$$(A+ B) / C$$

Where:

A = market capitalisation of the Company on the trading day prior to the announcement of the issue of Equity Securities

B = The number of Equity Securities the subject of the issue multiplied by their issue price

C = The number of Shares on issue immediately before the announcement of the issue of Equity Securities plus the diluted amount of the Equity Securities; or

- in the case of a series of issuances, the volume weighted Adjusted Price in relation to those issuances, and as otherwise adjusted for rights issues, bonus issues and reconstructions as permitted by the ASX Listing Rules.

Dividends and Voting

The Warrants do not confer on the Warrant holder:

(a) any entitlement to any dividends or other distributions by the Company; or

(b) any right to attend or vote at any general meeting of the Company

Warrant not to be Quoted

The Warrants shall not be listed for quotation on ASX or any other securities exchange.

Participation in New Issues of Shares

Warrant holders cannot participate in new issues of capital without first exercising the Warrant.

Bonus Issue

If the Company makes a bonus issue to shareholders, then the number of shares over which the Warrant is exercisable is increased by the number of shares the holder would have received under the bonus issue, had they exercised the Warrant prior to the record date for the bonus issue.

Pro-rata issue

If the Company makes a pro-rata issue of shares (except a bonus issue) to shareholders (which does not result in an adjustment to the exercise price under the definition of Exercise Price), the exercise price is adjusted in accordance with ASX Listing Rule 6.22.2 (but only if such adjustment would result in a reduction to the Exercise Price).

Reorganisation of Capital

If there is a reorganisation of capital of the Company, then the rights of the Warrant holder are changed to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.



All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am (Sydney Time) on Monday, 27 June 2022.**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/olhgm2022>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am (Sydney Time) on Monday, 27 June 2022.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

🖥 **Online** <https://www.votingonline.com.au/olhgm2022>

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Oldfields Holdings Limited

ABN 92 000 307 988

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Oldfields Holdings Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the **General Meeting** of the Company to be held at **8 Farrow Road, Campbelltown NSW 2560 on Wednesday, 29 June 2022 at 10:00am (Sydney Time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Ratification of previous grant of the Tranche 1 Warrant	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of the grant of the Tranche 2 Warrant	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2022