
GLADIATOR RESOURCES LIMITED

ACN 101 026 859

NOTICE OF GENERAL MEETING

TIME: 10.00am (AEST)

DATE: Thursday, 21 July 2022

PLACE: GrilloHiggins Lawyers, Level 4, 114 William Street, Melbourne VIC 3000

Gladiator Resources Limited (**Company**) (ASX:GLA) advises that it had received a notice under section 249D of the Corporations Act 2001 (Cth) as announced on 25 May 2022, from two shareholders, Mr Matthew Boysen and Mr Jonathan Davis, being shareholders holding 5.27% of the shares on issue, requesting the Company call and arrange to hold a general meeting.

Notice is hereby given that the General Meeting of Shareholders of the Company will be held in person at GrilloHiggins Lawyers, Level 4, 114 William Street, Melbourne VIC 3000 at 10.00am (AEST) on Thursday, 21 July 2022.

Following recent modifications brought to the *Corporations Act 2001* under the *Treasury Laws Amendment (2021 Measures No. 1) Act 2021*, no hard copy of the Notice of Meeting and Explanatory Statement will be circulated. The Notice of Meeting has been given to those entitled to receive by use of one or more technologies. The Notice of Meeting is also available on the Australian Securities Exchange Market Announcements platform and on the Company's website at www.gladiatorresources.net/investor-centre/asx-announcements/.

If you wish to attend the meeting, you must email the Company to confirm your attendance, including details of your registered holding name and address, at reception@grillohiggins.com.au.

Shareholders are strongly encouraged to lodge their completed proxy forms in accordance with the instructions in this Notice of Meeting. Shareholders who do not plan to attend the meeting are encouraged to lodge their vote directly or alternatively, appoint a proxy to attend and vote on their behalf.

All resolutions will be decided by way of a Poll. For specific instructions on voting, please refer to the instructions in this Notice.

If you are unable to attend the meeting in person, the Board encourages you to submit any questions you may have to reception@grillohiggins.com.au by 5pm AEST on Monday, 18 July 2022.

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 3) 8611 5333.

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IMPORTANT INFORMATION

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The General Meeting (**Meeting**) of the Shareholders of Gladiator Resources Limited (the **Company**) to which this Notice of Meeting relates will be held in person at GrilloHiggins Lawyers, Level 4, 114 William Street, Melbourne VIC 3000 on Thursday, 21 July 2022 at 10.00am (AEST).

YOUR VOTE IS IMPORTANT

The business of the Meeting affects your shareholding and your vote is important.

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company at 7:00pm (AEST) on Tuesday, 19 July 2022.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- post to Gladiator Resources Limited, Level 4, 91 William Street, Melbourne VIC 3000; or
- email to the Company at reception@grillohiggins.com.au; or
- facsimile to the Company on facsimile number (+61 3) 8621 8889,

so that it is received not later than 48 hours prior to the commencement of the meeting.

Proxy Forms received later than this time will be invalid.

In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or

number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

If you sign and return a Proxy Form and do not nominate a person to act as your proxy, the Chair will be appointed as your proxy by default.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting;
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – APPOINTMENT OF MR JAMES ARKOUDIS AS A DIRECTOR

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

“That, Mr James Arkoudis, having consented to act, be appointed as a Director of the Company with effect from the close of the meeting.”

2. RESOLUTION 2 – APPOINTMENT OF MR MATTHEW BOYSEN AS A DIRECTOR

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

“That, Mr Matthew Boysen, having consented to act, be appointed as a Director of the Company with effect from the close of the meeting.”

3. RESOLUTION 3 – APPOINTMENT OF MR GREGORY JOHNSON AS A DIRECTOR

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

“That, Mr Gregory Johnson, having consented to act, be appointed as a Director of the Company with effect from the close of the meeting.”

4. RESOLUTION 4 – APPOINTMENT OF MR DAVID CHIDLOW AS A DIRECTOR

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

“That, Mr David Chidlow, having consented to act, be appointed as a Director of the Company with effect from the close of the meeting.”

5. RESOLUTION 5 – REMOVAL OF ANDREW DRAFFIN AS A DIRECTOR

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

“That, pursuant to section 203D of the Corporations Act, that Mr Andrew Draffin be removed as a Director of the Company with effect from the close of the meeting.”

6. RESOLUTION 6 – REMOVAL OF IAN HASTINGS AS A DIRECTOR

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

"That, pursuant to section 203D of the Corporations Act, that Mr Ian Hastings be removed as a Director of the Company with effect from the close of the meeting."

7. RESOLUTION 7 – REMOVAL OF IAN RICHER AS A DIRECTOR

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

"That, pursuant to section 203D of the Corporations Act, that Mr Ian Richer be removed as a Director of the Company with effect from the close of the meeting."

8. RESOLUTION 8 – REMOVAL OF ALL OTHER PERSONS APPOINTED AS A DIRECTOR BETWEEN 23 MAY 2022 AND THE COMMENCEMENT OF THE MEETING

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

"That, pursuant to section 203D of the Corporations Act, that all persons appointed as a Director of the Company on or after 0900 hours on the date of the Requisition up to and including the commencement of the General Meeting be removed as a Director of the Company with effect from the close of the meeting."

DATED: 10 JUNE 2022

BY ORDER OF THE BOARD

**MR ANDREW DRAFFIN
GLADIATOR RESOURCES LIMITED
COMPANY SECRETARY**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Meeting to be held at GrilloHiggins Lawyers, Level 4, 114 William Street, Melbourne on Thursday, 21 July 2022 at 10.00am (AEST).

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

1. BACKGROUND TO RESOLUTIONS 1 – 8

1.1 Background

On 23 May 2022, two of the Company's registered shareholders – Mr Matthew Boysen and Mr Jonathan Davis – who together hold 5.27% of the Company's shares on issue (**Requisitioning Shareholders**), lodged with the Company a notice under s249D of the *Corporations Act 2001* (Cth) (**Corporations Act**) requesting that the Company call a meeting of shareholders at which eight resolutions are to be considered concerning the composition of the Board. The Resolutions are as follows:

- (a) Resolutions 1 – 4 proposing the appointment of Mr James Arkoudis, Mr Matthew Boysen, Mr Gregory Johnson, and Mr David Chidlow (**the Nominees**); and
- (b) Resolutions 5 – 8 proposing the removal of Mr Andrew Draffin, Mr Ian Hastings, Mr Ian Richer and all other current directors (**Requisition Notice**).

Pursuant to s249D of the *Corporations Act*, the directors of a company must call and arrange to hold a general meeting on the request of members with at least 5% of the votes that may be cast at the general meeting. As the Requisitioning Shareholders hold more than 5% of the votes that can be cast at a general meeting, the Directors were compelled at law to call this Meeting.

In August 2021 the Company executed an MOU to acquire all of the issued shares in Zeus Resources (T) Ltd. (Zeus), a Tanzanian company then holding five exploration applications in Tanzania prospective for Uranium. Subsequently the Company executed a Share Purchase Agreement and a Services Agreement subject to conditions precedent including Regulatory Approvals in both Australia and Tanzania and as announced on 2 May 2022 recently completed the acquisition. The transaction which was initially expected to be completed quickly in fact took almost a year mainly due to the delays in receipt of regulatory approvals including approval by ASX and the Tanzanian Fair Competition Commission. The Company has therefore only owned the Uranium assets for approximately one month, with limited opportunity to date to enhance them or finalize development options.

The initial understanding between the Company and the vendors of Zeus was that on completion of the transaction they would have Board representation and as previously announced on 2 May 2022, that the Board would transition to include a suitable Managing Director and greater expertise in Uranium. The Company therefore expected Board changes following completion of its acquisition of Zeus (**Zeus Acquisition**).

Annexure A sets out the Requisitioning Shareholders' claims in support of their appointment, which are based solely on a purported failure by the Board to agree

to appoint Mr. Boysen following discussions initiated by his lodgement of an original defective s203 notice. Whilst the Board had already committed to changes on completion of the Zeus acquisition, the acquisition had not been completed at that time and it was concerned to ensure the Tanzanian acquisition completed on its original terms. Additionally Mr. Boysen's requirement that the Company replace its lawyers with his own was not considered reasonable and discussions were not progressed further. Consequently, neither the vendor nor the current Board was prepared to endorse the persons nominated in Resolutions 1 – 4 and the Board took the view that it should complete the Zeus Acquisition and that the nominees should submit themselves to shareholders to determine the matter.

An important consideration during the Zeus acquisition was a desire by the Board to ensure that the Zeus Acquisition was completed and that all relevant tenements identified as value-adding were registered in the Company's name, and that the Company was properly structured to go forward. The Company had already applied for two additional tenements known as Eland and Foxy which increased the number of tenements granted to seven. The Board had also appointed Zeus' Managing Director Mr. Peter Tsegas to acquire a further tenement known as South West Corner (**SWC**) which abuts its flagship Mkuju project, and which had been identified as enhancing the project by MSA Group who were undertaking the mineral resource estimate. Mr. Peter Tsegas has since advised Zeus that SWC is currently under application by Zeus and its grant is imminent.

The Company recently announced that all the conditions pertaining to the Zeus Acquisition have now been met and pursuant to the terms of the Share Purchase Agreement, the Company has already issued the Consideration shares to Mr. Peter Tsegas to complete the acquisition. However, the Company is still obligated under the terms of its agreements to issue milestone shares to Mr. Tsegas as they fall due and is holding a separate shareholders meeting to refresh approval of the milestone shares. The meeting to determine the s249D resolutions has therefore been timed to occur subsequently.

The Company believes it is now extremely well placed to benefit from its Zeus acquisition, which the Board has managed to complete. The Company is funded for the foreseeable future, has already reported a Mineral Resource on its flagship Mkuju project and is well advanced with planning underway to commence drilling designed to expand the resource. The Board now considers it vital that the milestones shares be approved, be issued as they fall due and that the Board begin a transition to operate the Company in Africa and develop the projects.

The Board has already completed its primary objective to secure ownership of a quality exploration opportunity with prospects for mid-term production and is committed to completion of the Zeus Acquisition with the full tenement package. The Board will continue to do its best to safeguard those assets for the Company, including securing the South West Corner tenement as a Zeus tenement.

1.2 Member's Statement

The Requisition Notice also enclosed a member's request pursuant to s249P of the Corporations Act, requesting the Company provide the shareholders with a statement provided by the Requisitioning Shareholders, in relation to the proposed resolutions. The Member's Statement is annexed to this Notice as Annexure A.

Please note that the Company is not responsible for the content of the Requisitioning Shareholders' Member's Statement.

Short biographies for the nominee directors in Resolutions 1 – 4 can also be found in the Member's Statement in Annexure A, for your consideration. Please note the biographies of the nominee directors have been provided by the Requisitioning Shareholders and have not been verified by the Company.

1.3 Director Biographies

(a) Mr Andrew Draffin – Biography

Mr Draffin was appointed as an Executive Director and Company Secretary on 21 May 2013.

Mr Draffin is a Chartered Accountant who is the principle of an accounting and corporate advisory firm in Melbourne. Andrew is a Director, Chief Financial Officer and Company Secretary of listed, unlisted and private companies operating across a broad range of industries. His focus is on financial reporting, treasury management, management accounting and corporate services, areas where he has gained over 20 years' experience.

(b) Mr Ian Hastings – Biography

Mr Hastings was appointed as an Executive Chairman and Director on 28 February 2017.

Mr Hastings is a corporate advisor with many years' experience in the field of finance, investment, securities market compliance and regulation and has over 30 years' experience in the finance industry and regulatory bodies. He is a former Member of the ASX and former Principal of several ASX Member Stock Brokers. Mr Hastings is a Practitioner Member (Master Stockbroking) of the Stockbrokers Association of Australia and holds a Bachelor of Commerce and Bachelor of Laws

(c) Mr Ian Richer – Biography

Mr Richer was appointed as a Non-Executive Director on 28 February 2017.

Mr Richer is an Engineer with more than 30 years' experience in operations, project management and construction on a range of significant mining projects. He played a role in the Goldsworthy iron ore projects, laterite nickel projects in Indonesia and Queensland, mineral sands projects in New South Wales, titano-magnetite mining and processing in New Zealand and various domestic and offshore aluminium and copper – uranium projects. His technical and commercial expertise was gained in organisations including Consolidated Goldfields, INCO, Fluor International, Dravo Corporation and Minproc. Specific nickel sulphide experience was gained through active involvement at Widgiemooltha. Mr Richer has served more than 10 years as a director in banking and corporate finance, with Chas, Society Generale and as a consultant to the World Bank, and has served on the boards of numerous listed and unlisted companies including several mining companies listed on the ASX.

1.4 Board Recommendation

The Board has already completed its principal objectives of acquiring a quality project with mid-term production prospects and in anticipation of completion of the Zeus Acquisition, identifying suitable resident Uranium experts to join it. The Board had always expected a Board transition upon the completion of Zeus Acquisition and is committed to transitioning to a Board suitably qualified to develop the Uranium

projects it has brought in. The Board believes that a more qualified Board than the one which will be formed if Resolutions 1 – 4 are approved, is available and will be preferred.

The Directors of the Company the subject of the removal resolutions is unanimous in recommending that Shareholders vote against Resolutions 1 – 4. In the event the majority of Shareholders vote in favour of Resolutions 1 – 4, the Directors of the Company intend to resign at the close of meeting irrespective of the outcome of Resolutions 5 – 7.

Voting by the majority of Shareholders in accordance with the recommendation of the Board will result in the retention of the current Board comprising Mr Draffin, Mr Hastings, and Mr Richer.

Voting by the majority of Shareholders contrary to the recommendation of the Board will result in a Board comprising Mr Boysen, Mr Arkoudis, Mr Johnson, and Mr Chidlow.

The Chairman intends to exercise all undirected proxies against Resolutions 1 – 8. If the Chairman of the Meeting is appointed as your proxy and you have not directed the Chairman how to vote on any of the Resolutions by signing and returning the Proxy Form, you are considered to have provided an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.

2. ENQUIRIES

Shareholders are requested to contact Mr Andrew Draffin (+ 61 3) 8611 5333 if they have any queries in respect of the matters set out in these documents.

**ANNEXURE A MEMBERS' STATEMENT UNDER SECTION 249P OF THE
CORPORATIONS ACT 2001 (CTH)**

This is a statement provided to the Company by the Requisitioning Shareholders. The statement has not been edited or modified in any way. The Company is required to include this statement in the Notice pursuant to section 249P of the Corporations Act.

The information and views set out in the statement are those of the Requisitioning Shareholders and are not endorsed by, and do not represent the opinion, of the Company.

Annexure A – Shareholder Statement

Members' Statement under section 249P of the *Corporations Act 2001* (Cth)

We appreciate the real and perceived value of a supportive board of directors aligned with each other and shareholders to benefit the Company based on multiple breaches of promises to the Company regarding the completion of key milestones.

Accordingly, the purpose of the s249D is that shareholders are provided with an opportunity to replace the board of directors (or make other changes to the Board).

Shareholders are requested to consider the value of a revitalised board that has an unwavering priority to maximise shareholder value. In the requisitioned shareholders' view, the current board has proven unable to accurately capitalise on its assets.

The new Board intends to swiftly make strategic changes that ensure full advantage of the Company's uranium resources are made, during this critical period where uranium prices are historically high and momentum for non-carbon producing energy is firmly in place.

The recent Federal election has underscored the public's broad support of climate change and uranium has a key role, in reducing the earth's carbon footprint.

The Company should be aware that the Directors received a duly signed s203D and s249D signed from another shareholder whose substantial shareholding is held through an investment bank nominee, and was rejected based on a "defect", based on the registered nominee not executing the document despite:

1. the investment bank advising they do not execute such documents; and
2. the disclosure of a clear relationship between the beneficial holder who executed the document, and his registered nominee holder at all required times.

Furthermore, the Board was informed that a fresh s249D was intended to be lodged quickly and the Board was placed on notice about its obligations for continuous disclosure generally, notably listing rule 3.17A.

The current Board on receipt of the former s203D and s249D notices, made immediate representations to the (then) requisitioning shareholders, to instead have a single month transition, apparently aware the s249D would ultimately succeed in changing an unpopular board.

The current Board represented to offer Mathew Boysen be appointed the following day, with an unnamed director to resign. They represented that a preferred transition plan over thirty days was preferable to an extraordinary general meeting, and associated costs.

The proposed Board agreed, however, required that together with Mathew Boysen, that highly experienced ASX Company Secretary and In-house Counsel Julian Rockett also be appointed. This was to ensure good governance protocols were in place for the transition of corporate records to be maintained, particularly as an existing director is acting as the company secretary of an ASX company, and that director & company secretary would resign directors within the thirty-day time frame provided.

This revised acceptance of the proposed plan was then rejected the following day, while at the same time the entire s249D and s203D notice was labelled as 'defected' per above.

For the above reasons, we request for shareholders to vote in favour of each of the proposed resolutions as permitted under the Corporations Act (Cth) and the Company's Constitution.

James Arkoudis

James has a background of nearly twenty successful years of commercial experience as a solicitor.

He has worked in a range of practices as well as having been in-house counsel for one of the many large property trust groups, and other commercial finance companies. James has broad experience in litigation matters and acted for numerous corporate clients in this regard.

James has also served as a director of several ASX listed mining companies. He has extensive mining experience both locally and within the East African Jurisdiction which is vital in creating and providing shareholder wealth.

David Chidlow

David has a strong resource project management background of over 40 years and an affinity for assisting a team to overcome challenging commercial circumstances.

David has worked with many multinational oil majors including Exxon Mobil, Impex, and Santos and has served as a director at ASX Board Level.

David is a Qualified Geologist and Drilling Engineer with over 40 years of experience within the Resources Sector. He has primarily operated within the Oil & Gas Industry relating to Upstream Drilling, Exploration and Development. In more recent times David has focussed on the Minerals Sector Internationally and at a Domestic Level.

Given his readily transferable skillset, David will provide a broad base of operational and planning experience.

Greg Johnson

With more than 25 years of experience in the fund's management industry, Greg has held senior Capital Raising and client relationship roles at Macquarie, Perpetual, and Dimensional, and has led Operations and Client Service teams at Deutsche Bank, Credit Suisse, and Macquarie Funds Management.

Greg is a qualified Director and a member of the Australian Institute of Company Directors. His Board experience includes 8 years as an Executive Director of Apostle Funds Management (holder of an Australian Financial Services Licence) and 5 years as a non-Executive Director of the South Sydney Rabbitohs Member Co Board, on which he continues to serve.

Greg will provide vast Financial Services experience building relationships with existing and new investors. Building and maintaining relationships are the core ethos of Greg's skills

Matthew Boysen

Matthew is a self-made sophisticated investor owning and operating a highly successful retail business that has and continues to experience exponential growth on an annual basis.

He has substantial marketing and communication expertise which is reflected in his business success and a straightforward approach to delivering a Company's message to its market.

Communication and teamwork are his most important business traits. Matthew has successfully invested in many exploration, energy and mining companies during the past 20 years and understands the flexibility required in the fast-paced environment in that ASX Mining companies operate.

GLOSSARY

\$ means Australian dollars.

AEST means Australian Eastern Standard Saving Time as observed in Melbourne, Victoria.

Associate has the meaning given to it in the Listing Rules.

ASX means ASX Limited.

Board means the current board of directors of the Company.

Company means Gladiator Resources Limited (ACN 101 026 859).

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

Director means a current director of the Company and **Directors** has the corresponding meaning.

Explanatory Statement means the explanatory statement accompanying the Notice of Meeting.

Listing Rules means the Listing Rules of ASX and **Listing Rule** has the corresponding meaning.

Meeting means the meeting convened by this Notice of Meeting.

Notice or **Notice of Meeting** means this notice of general meeting convening the Meeting, including the Explanatory Statement.

Requisition Notice means the s249D notice issued by the Requisitioning Shareholders dated 23 May 2022.

Requisitioning Shareholders means the shareholders, Mr Matthew Boysen and Mr Jonathan Davis, who issued the Requisition Notice.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Zeus Acquisition means the acquisition by the Company of 100% of the issued share capital of Zeus Resources from the Zeus Vendors, as contemplated by the SPA.

APPOINTMENT OF PROXY FORM

GLADIATOR RESOURCES LIMITED
ACN 101 026 859

GENERAL MEETING

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

OR:

☐

the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 10:00am (AEST) on Thursday, 21 July 2022 at GrilloHiggins Lawyers, Level 4, 114 William Street, Melbourne VIC 3000, and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Voting on business of the Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Appointment of Mr James Arkoudis as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Appointment of Mr Matthew Boysen as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Appointment of Mr Gregory Johnson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Appointment of Mr David Chidlow as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Removal of Mr Andrew Draffin as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Removal of Mr Ian Hastings as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Removal of Mr Ian Richer as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Removal of all other current directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: _____ %

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date:

Contact name:

Contact ph (daytime):

E-mail address:

Consent for contact by e-mail:

YES ☐ NO ☐

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing instructions):**
 - **(Individual):** Where the holding is in one name, the Shareholder must sign.
 - **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
 - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
 - **(Companies):** Where the company has a sole director, who is also the sole company secretary, that person must sign. Where the company (pursuant to section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - post to GrilloHiggins Lawyers, Level 4, 114 William Street, Melbourne VIC 3000; or
 - reception@grillohiggins.com.au,

so that it is received not later than **10.00am** (AEST) on Tuesday, 19 July 2022.

Proxy Forms received later than this time will be invalid.