



QEM Limited
ACN 167 966 770

Notice of Annual General Meeting

The Annual General Meeting of the Company will be held at the offices of the Company, at Suite 6A, Level 6, 50 Appel Street, Surfers Paradise, Queensland, Australia on Thursday, 9 November 2023 at 10am (AEST).

The Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from a suitably qualified professional advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary, David Palumbo, by telephone on +61 (08) 9481 0389.

Shareholders are encouraged to vote by lodging the proxy form attached to the Notice

QEM Limited
ACN 167 966 770
(Company)

Notice of Annual General Meeting

Notice is given that the annual general meeting of QEM Limited will be held at the offices of the Company, at Suite 6A, Level 6, 50 Appel Street, Surfers Paradise, Queensland, Australia on Thursday, 9 November at 10am (AEST) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of the Notice.

Terms and abbreviations used in the Notice are defined the Schedule 1.

Agenda

1 Annual Report

To consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2023, which includes the Financial Report, the Directors' Report and the Auditor's Report.

2 Resolutions

Resolution 1 – Remuneration Report

To consider and, if thought fit, to pass with or without amendment, as a **non-binding** ordinary resolution the following:

'That the Remuneration Report be adopted by Shareholders on the terms and conditions in the Explanatory Memorandum.'

Resolution 2 – Re-election of Director – Mr David Fitch

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

'That Mr David Fitch, who retires in accordance with Article 7.2 of the Constitution, Listing Rule 14.4 and for all other purposes, retires and, being eligible and offering himself for re-election, is re-elected as a Director on the terms and conditions in the Explanatory Memorandum.'

Resolution 3 – Election of Director – Mr Tony Pearson

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

'That, in accordance with clause 7.6(c) of the Constitution Listing Rule 14.4 and for all other purposes, Mr Tony Pearson, a Director who was appointed on 24 August 2023, retires and,

being eligible, is elected as Director on the terms and conditions in the Explanatory Memorandum.'

Resolution 4 - Ratification of prior issue of Share Performance Rights to Mr Tony Pearson

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

'That the issue of 375,000 Share Performance Rights to Mr Tony Pearson (or his nominees) is approved under and for the purposes of Listing Rule 7.4 and for all other purposes, on the terms and conditions in the Explanatory Memorandum.'

Resolution 5 - Approval to issue Share Performance Rights to Mr Gavin Loyden

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

'That the issue of up to 625,000 Share Performance Rights to Mr Gavin Loyden (or his nominee) is approved under and for the purposes of Listing Rule 10.11, sections 195(4) and 208 of the Corporations Act and for all other purposes, on the terms and conditions in the Explanatory Memorandum.'

Resolution 6 - Approval to issue Share Performance Rights to Mr David Fitch

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

'That the issue of up to 250,000 Share Performance Rights to Mr David Fitch (or his nominee) is approved under and for the purposes of Listing Rule 10.11, sections 195(4) and 208 of the Corporations Act and for all other purposes, on the terms and conditions in the Explanatory Memorandum.'

Resolution 7 - Approval to issue Share Performance Rights to Mr Daniel Harris

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

'That the issue of up to 250,000 Share Performance Rights to Mr Daniel Harris (or his nominee) is approved under and for the purposes of Listing Rule 10.11, sections 195(4) and

208 of the Corporations Act and for all other purposes, on the terms and conditions in the Explanatory Memorandum.'

Resolution 8 - Approval to issue Share Performance Rights to Mr Tim Wall

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

'That the issue of up to 375,000 Share Performance Rights to Mr Tim Wall (or his nominee) is approved under and for the purposes of Listing Rule 10.11, sections 195(4) and 208 of the Corporations Act and for all other purposes, on the terms and conditions in the Explanatory Memorandum.'

Resolution 9 – Approval of 10% Placement Facility

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

'That the Company have the additional capacity to issue Equity Securities provided for in Listing Rule 7.1A on the terms and conditions in the Explanatory Memorandum.'

Resolution 10– Approval of Employee Securities Incentive Plan

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

'That the establishment of the employee incentive scheme of the Company known as the "QEM Employee Securities Incentive Plan" and the issue of Securities under that plan are approved under and for the purposes of exception 13(b) of Listing Rule 7.2 and for all other purposes, on the terms and conditions in the Explanatory Memorandum.'

Voting exclusions

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

- (a) Resolution 4 by or on behalf of Mr Tony Pearson (or his nominee) and any person who participated in the issue of the Share Performance Rights or is a counterparty to the agreement being approved, or any of their respective associates;
- (b) Resolution 5, Resolution 6, Resolution 7 and Resolution 8 by or on behalf of Mr Gavin Loyden, Mr David Fitch, Mr Daniel Harris and Mr Tim Wall (or their respective nominees) respectively, and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a Shareholder), or any of their respective associates;
- (c) Resolution 9, if at the time of the Meeting, the Company is proposing to make an issue of Equity Securities under the 10% Placement Facility, any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder), or any associate of those persons; and
- (d) Resolution 10 by or on behalf of a person who is eligible to participate in the employee incentive scheme, or any of their respective associates.

The above voting exclusion does not apply to a vote cast in favour of the relevant Resolution by:

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

Voting prohibition

Resolution 1: In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of 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.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

Resolution 4, Resolution 5, Resolution 6, Resolution 7 and Resolution 8: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolutions 5 – 8 (inclusive) if:

- (a) the proxy is either a member of the Key Management Personnel or a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on the Resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the Chair; and
- (d) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Resolution 5, Resolution 6, Resolution 7 and Resolution 8: In accordance with section 224 of the Corporations Act, a vote on these Resolutions must not be cast (in any capacity) by or

on behalf of a related party of the Company to whom the Resolutions would permit a financial benefit to be given, or an associate of such a related party.

However, the above prohibition does not apply if:

- (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution; and
- (b) it is not cast on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party.

Please note: If the Chair is a person referred to in the section 224 Corporations Act voting prohibition statement above, the Chair will only be able to cast a vote as proxy for a person who is entitled to vote if the Chair is appointed as proxy in writing and the Proxy Form specifies how the proxy is to vote on the relevant Resolution.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

Resolution 10: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either a member of the Key Management Personnel or a Closely Related Party of such member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the Chair; and
- (d) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

BY ORDER OF THE BOARD



David Palumbo

Company Secretary

QEM Limited

Dated: 2 October 2023

QEM Limited
ACN 167 966 770
(Company)

Explanatory Memorandum

1 Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the offices of the Company, at Suite 6A, Level 6, 50 Appel Street, Surfers Paradise, Queensland, Australia on Thursday, 9 November 2023 at 10am (AEST).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes information about the following to assist Shareholders in deciding how to vote on the Resolutions:

Section 1	Introduction
Section 2	Voting and attendance information
Section 3	Annual Report
Section 4	Resolution 1 – Remuneration Report
Section 5	Resolution 2 – Re-election of Director – Mr David Fitch
Section 6	Resolution 3 – Election of Director – Mr Tony Pearson
Section 7	Resolution 4- Ratification of prior issue of Share Performance Rights to Mr Tony Pearson
Section 8	Resolution 5, Resolution 6, Resolution 7 and Resolution 8 – Approval to issue Share Performance Rights to Mr Gavin Loyden, Mr David Fitch, Mr Daniel Harris and Mr Tim Wall
Section 9	Resolution 9 – Approval of 10% Placement Facility
Section 10	Resolution 10 – Approval of Employee Securities Incentive Plan
Schedule 1	Definitions
Schedule 2	Summary of Employee Securities Incentive Plan
Schedule 3	Terms and Conditions of Share Performance Rights

Schedule 4	Valuation
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A Proxy Form is located at the end of the Explanatory Memorandum.

2 Voting and attendance information

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Voting in person

To vote in person, attend the Meeting at the time, date and place set out above. You may still attend the Meeting and vote in person even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you actually vote at the Meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that Resolution.

2.2 Voting by proxy

Shareholders are encouraged to vote by completing a Proxy Form.

Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Lodgement instructions (which include the ability to lodge proxies electronically) are set out in the Proxy Form to the Notice of Meeting and Proxy Forms must be received by the Company no later than 10am (AEST) on Tuesday, 7 November 2023 being at least 48 hours before the Meeting.

Proxy Forms can be lodged:

Online:	https://investor.automic.com.au/#/loginsah
By mail:	Automic GPO Box 5193 Sydney NSW 2001
In person:	Automic Level 5, 126 Phillip Street Sydney NSW 2000
By email:	meetings@automicgroup.com.au

By mobile:	Scan the QR Code on your Proxy Form and follow the prompts
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2.3 Chair's voting intentions

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

Subject to the following paragraph, if the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on any of the Resolutions by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

3 Annual Report

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2023.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report which is available online at <https://www.qldem.com.au/investor-centre/#asx>;
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- (d) the preparation and content of the Auditor's Report;
- (e) the conduct of the audit;
- (f) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (g) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than five business days before the Meeting to the Company Secretary at the Company's registered office.

4 Resolution 1 – Remuneration Report

4.1 General

In accordance with subsection 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the

Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with subsection 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

If the Company's Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings, Shareholders will have the opportunity to remove the whole Board, except the managing director (if any).

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director, if any) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's Remuneration Report did not receive a Strike at the 2022 annual general meeting held on 17 November 2022. Shareholders should be aware that if the Remuneration Report receives a Strike at this Meeting, this may result in the re-election of the Board if a second Strike is received at the 2024 annual general meeting.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

Resolution 1 is an ordinary resolution.

Given the material personal interests of all Directors in this Resolution, the Board makes no recommendation to Shareholders regarding this Resolution.

5 Resolution 2 – Re-election of Director – Mr David Fitch

5.1 General

Article 7.2(a) of the Constitution and Listing Rule 14.4 both provide that a Director (excluding the Managing Director) must not hold office without re-election past the third annual general meeting following that Director's appointment or three years, whichever is longer.

Article 7.4 of the Constitution provides that a Director who retires in accordance with Article 7.2 is eligible for re-election.

Non-Executive Director Mr David Fitch was last elected at the annual general meeting held on 27 November 2020. Accordingly, Mr Fitch retires at this Meeting and, being eligible, seeks re-election pursuant to Resolution 2.

If elected, Mr Fitch is not considered to be an independent Director, as he is a substantial shareholder of the Company.

5.2 Mr David Fitch

Mr Fitch has been a Non-Executive Director of the Company since 1 September 2014. Mr Fitch was previously the Chief Operating Officer and joint major shareholder of the Fitch Group – a group of companies with assets in excess of \$250 million spread across the commercial, residential, manufacturing, retail and hotel industries.

Mr Fitch has extensive experience in strategic planning, commercial negotiations, business operations and asset management, with a particular focus on greenfield development sites for the commercial / retail sectors and residential development.

Mr Fitch also actively involved as director of BioCentral Laboratories Ltd, a company producing advanced products for the firefighting industry, in addition to dust suppressants for mining and road construction. Mr Fitch is also the largest shareholder of QEM.

5.3 Board recommendation

Resolution 2 is an ordinary resolution.

The Board (other than Mr Fitch) recommends that Shareholders vote in favour of Resolution 2.

6 Resolution 3 – Election of Director – Mr Tony Pearson

6.1 General

Article 7.6(a) of the Constitution allows the Board to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to Article 7.6(c) of the Constitution, any Director so appointed holds office until the conclusion of the next annual general meeting of the Company but is eligible for election by Shareholders at that meeting.

In addition, Listing Rule 14.4 provides that a Director appointed as an addition to the Board must not hold office (without re-election) past the next annual general meeting.

On 24 August 2023, Mr Tony Pearson was appointed as a Non-Executive Director of the Company.

Accordingly, Mr Pearson resigns as a Director at the Meeting and, being eligible, seeks approval to be elected as a Director pursuant to Resolution 3.

If elected, the Board considers Mr Pearson to be an independent Director.

6.2 Mr Tony Pearson

Mr Tony Pearson is a highly experienced company director with 10 years' experience on Australian, Toronto and Hong Kong Stock Exchange-listed companies, government, and not-for profit boards.

Mr Pearson's experience spans natural resources, infrastructure, and State and Federal Government. He is currently Chair of Possability Group Limited and ASX-listed company, Cellnet Group Limited. He also serves as a Non-Executive Director of ASX-listed Xanadu Mines and not-for-profit Communicare, and was previously Chair of ASX-listed Peak Rare Earths. Mr Pearson's experience includes a variety of senior positions as a finance and investment professional, most recently as Managing Director at HSBC (Hong Kong Shanghai Banking Corporation) and prior to that as Group Executive at SouthGobi Resources.

Mr Pearson's experience also bolsters the Board's ESG credentials. He is the Chair of Possability, a leading human services organisation in disability and youth services. As a Commissioner at the Independent Planning Commission, he determined state significant development projects, with a need to consider environmental and other stakeholder impacts, across natural resource, wind and solar farm projects. As a former Senior Advisor to Regnan, Mr Pearson provided ESG advice to some of Australia's largest institutional shareholders.

6.3 Board recommendation

Resolution 3 is an ordinary resolution.

On the basis of Mr Pearson's skills, qualifications and experience, the Board (other than Mr Pearson) recommends Shareholders vote in favour of Resolution 3.

7 Resolution 4 - Ratification of prior issue of Share Performance Rights to Mr Tony Pearson

7.1 General

On 24 August 2023, the Company issued 375,000 Share Performance Rights as set out below to Mr Tony Pearson. The Share Performance Rights were issued to Mr Pearson upon his appointment as Non-Executive Director. The Company notes that the issue was made under Listing Rule 10.12, exception 12.

Tranche	Vesting Condition	Expiry	Tony Pearson
1	Upon completion of three years of service.	On or before 26 August 2026.	150,000
2	Upon completion of the security of a Strategic Investor to the Company.	On or before 26 August 2027.	150,000
3	Upon QEM share price reaching A\$0.40.	On or before 26 August 2026.	75,000
Total			375,000

The Share Performance Rights were issued within the 15% annual limit permitted under Listing Rule 7.1 and under Listing Rule 10.12, exception 12, without the need for Shareholder approval.

Resolution 4 seeks approval of the Shareholders to ratify the issue of 375,000 Share Performance Rights to Mr Tony Pearson under and for the purposes of Listing Rule 7.4.

7.2 Listing Rules 7.1 and 7.4

Broadly speaking, and subject to a number of exceptions, 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 issue of the Share Performance Rights does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's 15% placement capacity under Listing Rule 7.1. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under that Listing Rule for the 12 month period following the issue of the Share Performance Rights.

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 Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under Listing Rule 7.1.

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 Listing Rule 7.1.

To this end, Resolution 4 seeks Shareholder approval to ratify the issue of 375,000 Share Performance Rights under and for the purposes of Listing Rule 7.4.

If Resolution 4 is passed, the issue of 375,000 Share Performance Rights to Mr Tony Pearson will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue of the Share Performance Rights.

If Resolution 4 is not passed, the Share Performance Rights to Mr Tony Pearson will be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining Shareholder approval over the 12 month period following the issue of those Share Performance Rights.

7.3 Specific information required by Listing Rule 7.5

Under and for the purposes of Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Share Performance Rights:

- (a) the 375,000 Share Performance Rights were issued to Non-Executive Director, Mr Tony Pearson. Mr Pearson is not considered to be a Material Investor in accordance with ASX Guidance Note 21;
- (b) a total of 375,000 Share Performance Rights were issued on 24 August 2023;
- (c) the Share Performance Rights vest upon meeting various milestones with various expiry dates (details of which are set out in the table in Section 7.1) and were otherwise issued on the terms and conditions in Schedule 3;

- (d) the Share Performance Rights were issued for nil cash consideration, as part consideration for becoming a Director. Accordingly, no funds were raised from the issue of the Share Performance Rights;
- (e) the Performance Rights were issued in accordance with Mr Pearson's letter of appointment. The letter was on terms considered standard for agreements of this nature and includes an annual salary of \$40,000 (plus superannuation), 375,000 Share Performance Rights, the entitlement to participate in any short-term incentive or long-term incentive plan the Company may introduce from time to time and a three month notice period; and
- (f) a voting exclusion statement is included in the Notice.

7.4 Board recommendation

Resolution 4 is an ordinary resolution.

The Board (excluding Mr Tony Pearson) recommends that Shareholders vote in favour of Resolution 4.

8 Resolution 5, Resolution 6, Resolution 7 and Resolution 8 – Approval to issue Share Performance Rights to Mr Gavin Loyden, Mr David Fitch, Mr Daniel Harris and Mr Tim Wall

8.1 General

The Company is proposing, subject to Shareholder approval, to issue a total of 1,500,000 Share Performance Rights to Managing Director Mr Gavin Loyden, Chairman Mr Tim Wall, and Non-Executive Directors Mr David Fitch and Mr Daniel Harris (or their respective nominees) as part of their remuneration as Directors of the Company.

The Share Performance Rights provide an incentive component to the Directors' remuneration package, and aligns their interests with those of Shareholders. The Board considers that the number of Share Performance Rights to be granted to Directors is commensurate with their value to the Company and is an appropriate method to provide cost effective remuneration. The Board believes it is important to offer these Share Performance Rights to continue to attract and maintain highly experienced and qualified Board members in a competitive market.

The Share Performance Rights will be issued for nil cash consideration, exercisable as set out below:

Tranche	Vesting Condition	Expiry	Gavin Loyden	Tim Wall	David Fitch	Daniel Harris	Total Shares to be issued on conversion of Tranche
1	Upon completion of three years of service.	On or before 26 August 2026.	250,000	150,000	100,000	100,000	600,000

Tranche	Vesting Condition	Expiry	Gavin Loyden	Tim Wall	David Fitch	Daniel Harris	Total Shares to be issued on conversion of Tranche
2	Upon completion of the security of a Strategic Investor to the Company.	On or before 26 August 2027.	250,000	150,000	100,000	100,000	600,000
3	Upon QEM share price reaching A\$0.40.	On or before 26 August 2026.	125,000	75,000	50,000	50,000	300,000
Total			625,000	375,000	250,000	250,000	1,500,000

Resolution 5, Resolution 6, Resolution 7 and Resolution 8 seeks the approval of Shareholders for the issue of the Share Performance Rights to the Directors or their nominees under and for the purposes of Listing Rule 10.11

8.2 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to:

- (a) a related party (Listing Rule 10.11.1);
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (30%+) in the company (Listing Rule 10.11.2);
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (10%+) in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);
- (d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or
- (e) a person whose relation with the company or a person referred to in Listing Rule 10.11.1 or 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.11.5),

unless it obtains the approval of its shareholders.

The proposed issue of Share Performance Rights to the Directors falls within Listing Rule 10.11.1 and do not fall within any of the exceptions in Listing Rule 10.12. The proposed issue therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolution 5, Resolution 6, Resolution 7 and Resolution 8 seeks the required Shareholder approval to the proposed issues of Share Performance Rights under and for the purposes of Listing Rule 10.11.

If Resolution 5, Resolution 6, Resolution 7 and Resolution 8 are passed, the Company will be able to proceed with the issue of the Share Performance Rights to Messrs Loyden, Wall, Fitch and Harris (or their respective nominees) and they will be remunerated accordingly.

If Resolution 5, Resolution 6, Resolution 7 and Resolution 8 are not passed, the Company will not be able to proceed with the issue of the Share Performance Rights to Messrs Loyden, Wall, Fitch and Harris (or their respective nominees) and the Company may need to consider other forms of incentive remuneration, including by the payment of cash.

As Shareholder approval is sought under Listing Rule 10.11, approval under Listing Rule 7.1 is not required. Accordingly, the issue of Share Performance Rights will not be included under the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

8.3 Specific information required by Listing Rule 10.13

Under and for the purposes of Listing Rule 10.13, the following information is provided in relation to the proposed issue of Share Performance Rights:

- (a) a maximum of 1,500,000 Share Performance Rights will be issued to Messrs Gavin Loyden, Tim Wall, David Fitch and Daniel Harris (or their respective nominees) in the amounts specified in Section 8.1;
- (b) Messrs Loyden, Wall, Fitch and Harris are related parties of the Company by virtue of being a Director and fall into the category stipulated by Listing Rule 10.11.1. In the event the Share Performance Rights are issued to a nominee of the Directors, that person will fall into the category stipulated by Listing Rule 10.11.4;
- (c) the Share Performance Rights will be issued with a nil exercise price and an expiry date as set out in Section 8.1 and otherwise on the terms set out in Schedule 3;
- (d) the Share Performance Rights will be issued no later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (e) the Share Performance Rights will be issued for nil cash consideration as they will be issued as part of the Directors' remuneration package, and therefore no funds will be raised as a result of the issue. Funds raised upon any exercise of the Share Performance Rights are intended to be used for general working capital purposes;
- (f) the current total remuneration package for the Directors as at the date of this Notice is set out below:

Remuneration (per annum)	Gavin Loyden	David Fitch	Daniel Harris	Tim Wall
Salary and fees	\$308,990	\$31,800	\$40,000	\$70,000
Incentive payments	-	-	-	-

Remuneration (per annum)	Gavin Loyden	David Fitch	Daniel Harris	Tim Wall
Leave entitlements	-	-	-	-
Superannuation	\$33,989	\$3,498	-	\$7,700
Share-based payments	-	-	-	-
TOTAL	\$342,979	\$35,298	\$40,000	\$77,700

The Company has valued the Share Performance Rights as set out in Schedule 4. The total value of the Share Performance Rights is \$279,600.

Neither the value of the Shares nor the value of the Share Performance Rights the subject of Resolution 5, Resolution 6, Resolution 7 and Resolution 8 are reflected in the table above.

- (g) the Share Performance Rights are not being issued under any agreement; and
- (h) a voting exclusion statement is included in the Notice.

8.4 Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

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

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

The grant of the Share Performance Rights constitutes giving a financial benefit to a related party by virtue of each of Messrs Loyden, Wall, Fitch and Harris being Directors.

It is the view of Directors that the exceptions set out in sections 210 to 216 of the Corporations Act do not apply in the current circumstances. Accordingly, the Company is seeking Shareholder approval for the purposes of Chapter 2E of the Corporations Act in respect of the Share Performance Rights proposed to be issued to the Directors (or their nominees) in accordance with Resolution 5 to Resolution 8 (inclusive).

8.5 Information requirements for Chapter 2E of the Corporations Act

Pursuant to and in accordance with section 219 of the Corporations Act, the following information is provided in relation to the proposed issue of Share Performance Rights:

- (a) **Identity of the related party to whom Resolution 5 to Resolution 8 (inclusive) permits financial benefits to be given**

The Share Performance Rights will be issued to Messrs Gavin Loyden, Tim Wall, David Fitch and Daniel Harris (or their respective nominees).

(b) **Nature of financial benefit**

Resolution 5, Resolution 6, Resolution 7 and Resolution 8 seeks approval from Shareholders to allow the Company to issue 1,500,000 Share Performance Rights to Messrs Gavin Loyden, Tim Wall, David Fitch and Daniel Harris (or their respective nominees) in the amounts specified in Section 8.1. The Share Performance Rights are to be issued on the material terms and conditions in Schedule 3.

The Shares to be issued upon conversion of the Share Performance Rights will be Shares on the same terms and conditions as the Company's existing Shares and will rank equally in all respects. The Company will apply for official quotation of the Shares on ASX.

(c) **Valuation of financial benefit**

A Hoadleys Hybrid ESO Model (a Monte Carlo simulation model) valuation of the Share Performance Rights is set out in Schedule 4, with a summary in Section 8.3(f) above.

(d) **Remuneration of related party**

As at the date of this Notice, the current total remuneration package of the Directors is as set out in Section 8.3(f) above.

(e) **Existing relevant interests**

At the date of this Notice, the Directors hold the following relevant interests in Equity Securities of the Company:

Director	Shares	Unquoted Options ¹
Gavin Loyden	20,654,936	2,000,000
Tim Wall	100,000	600,000
David Fitch	43,440,477	1,000,000
Daniel Harris	Nil	600,000

Note:

1. Unquoted options exercisable at \$0.345 expiring 12 August 2025.

Assuming that Resolution 5, Resolution 6, Resolution 7 and Resolution 8 is approved by Shareholders, all of the Share Performance Rights are issued, vested and exercised into Shares, and no other Equity Securities are issued or exercised, the respective interests of the Directors in the Company would be as follows:

- (i) Mr Loyden's interest would represent approximately 13.9% of the Company's expanded capital;
- (ii) Mr Wall's interest would represent approximately 0.3% of the Company's expanded capital;
- (iii) Mr Fitch's interest would represent approximately 28.5% of the Company's expanded capital; and
- (iv) Mr Harris' interest would represent approximately 0.2% of the Company's expanded capital.

(f) **Trading history**

The highest and lowest closing market sale prices of Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price	Date
Highest	\$0.23	19 July 2023
Lowest	\$0.17	23 December 2022 and 17 January 2023

The latest available closing market sale price of the Shares on the ASX prior to the date of this Notice was \$0.19 on 29 September 2023.

(g) **Dilution**

The issue of the Share Performance Rights will have a diluting effect on the percentage interests of existing Shareholders' holdings if the Share Performance Rights vest and are exercised. The potential dilution effect is summarised below:

Share Performance Rights	Dilutionary Effect
Tranche 1	0.39%
Tranche 2	0.39%
Tranche 3	0.20%

The above table is based on the current Share capital of the Company immediately before the date of this Notice, being 151,391,712 Shares as at 20 September 2023 and assumes that no Shares are issued other than the Shares issued on exercise of the Share Performance Rights. The exercise of all of the Share Performance Rights will result in total dilution of all other Shareholders' holding of 1% on a fully diluted basis (assuming that all Share Performance Rights are exercised). The actual dilution will depend on the extent that additional Shares are issued by the Company before the exercise of the Share Performance Rights.

(h) **Corporate Governance**

Mr Gavin Loyden is an executive director of the Company and therefore the Board believes that the grant of the Share Performance Rights is in line with Recommendation 8.2 of the 4th edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations.

The Board acknowledges the grant of the Share Performance Rights to the non-executive Directors, Mr Tim Wall, Mr David Fitch and Mr Daniel Harris is contrary to Recommendation 8.2 of the 4th edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations. However, the Board considers the grant of Share Performance Rights to the non-executive Directors reasonable in the circumstances for the reasons set out in Section 8.1.

(i) **Taxation consequences**

There are no taxation consequences for the Company arising from the issue of the Share Performance Rights (including fringe benefits tax).

(j) **Other information**

The Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolution 5, Resolution 6, Resolution 7 and Resolution 8.

(k) **Director recommendations**

The Directors decline to make a recommendation to Shareholders in relation to Resolution 5, Resolution 6, Resolution 7 and Resolution 8 as they have a material personal interest in the outcome of the Resolution on the basis they (or their nominees) are to be granted Share Performance Rights if the Resolutions are passed.

8.6 Board recommendation

Resolution 5, Resolution 6, Resolution 7 and Resolution 8 are ordinary resolutions.

The Directors decline to make a recommendation to Shareholders in relation to Resolution 5, Resolution 6, Resolution 7 and Resolution 8 due to their material personal interests in the outcome of the Resolutions.

9 Resolution 9 – Approval of 10% Placement Facility

9.1 General

Broadly speaking, and subject to a number of exceptions, 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.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25% (**10% Placement Facility**).

Resolution 9 seeks Shareholder approval by way of a special resolution to provide the Company the ability to issue Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 9.2(e) below). The number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 9.2(c) below).

If Resolution 9 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further shareholder approval.

If Resolution 9 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

9.2 Listing Rule 7.1A

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

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less.

The Company is an eligible entity for these purposes as it is not included in the S&P/ASX 300 Index and has a market capitalisation of approximately \$28.8 million, based on the closing price of Shares (\$0.19) on 29 September 2023.

If on the date of the Meeting, the Company's market capitalisation exceeds \$300 million or it has been included in the S&P/ASX 300 Index, this Resolution 9 will no longer be effective and will be withdrawn.

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

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

As at the date of the Notice, the Company has on issue one quoted class of Equity Securities; Shares.

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

Listing Rule 7.1A.2 provides that under the approved 10% Placement Facility, the Company may issue or agree to issue 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:

(A) plus the number of fully paid Shares issued in the 12 months:

- (1) under an exception in Listing Rule 7.2 (other than exception 9, 16 or 17);
- (2) on the conversion of convertible securities within 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 Listing Rules to have been approved, under Listing Rule 7.1 or 7.4;
- (3) under an agreement to issue securities within 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 Listing Rules to be approved, under Listing Rule 7.1 or 7.4; and

(4) with Shareholder approval under Listing Rule 7.1 or 7.4. This does not include any issue of Shares under the Company's 15% annual 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 Listing Rule 7.1 when calculating the Company's 15% annual placement capacity.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under 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 Listing Rule 7.1 or 7.4.

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

Any Equity Securities issued under Listing Rule 7.1A must be issued for a cash consideration per security which is not less than 75% of the VWAP of Equity 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 Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued,

(Minimum Issue Price).

(e) When can Equity Securities be issued?

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A will be valid from the date of 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 date of Shareholder approval of a transaction under 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).

(f) What is the effect of Resolution 9?

The effect of Resolution 9 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without further Shareholder approval or using the Company's 15% annual placement capacity under Listing Rule 7.1.

9.3 Specific information required by Listing Rule 7.3A

Under and for the purposes of Listing Rule 7.3A, the following information is provided in relation to the 10% Placement Facility:

(a) **Final date for issue**

The Company will only issue the Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 9.2(e) above).

Shareholder approval of the 10% Placement Facility will cease to be valid if Shareholders approve a transaction under Listing Rule 11.1.2 or 11.2.

(b) **Minimum issue price**

Where the Company issues Equity Securities under the 10% Placement Facility, it will only do so for cash consideration and the issue price will be not less than the Minimum Issue Price (refer to Section 9.2(d) above).

(c) **Purposes of issues under 10% Placement Facility**

The Company may seek to issue Equity Securities under the 10% Placement Facility for cash consideration in order to raise funds for continued investment in the Company's Julia Creek Project, the acquisition of new assets or investments (including expenses associated with such an acquisition), and/or for general working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.3 upon issue of any Equity Securities.

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

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

If this Resolution is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' economic and voting power in the Company may be diluted as shown in the below table (in the case of Options, only if the Options are converted into Shares).

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 Listing Rule 7.1A.2 (see Section 9.2(c)) as at the date of the Notice (**Variable A**), with:

- (iii) two examples where Variable A has increased, by 50% and 100%; and
- (iv) 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 Listing Rule 7.1A.2)	Dilution			
	Issue price per Share	\$0.095 50% decrease in Current Market Price	\$0.19 Current Market Price	\$0.38 100% increase in Current Market Price
151,391,712 Shares Variable A	10% Voting Dilution	15,139,171 Shares	15,139,171 Shares	15,139,171 Shares
	Funds raised	\$1,438,221	\$2,876,443	\$5,752,885
227,087,568 Shares 50% increase in Variable A	10% Voting Dilution	22,708,757 Shares	22,708,757 Shares	22,708,757 Shares
	Funds raised	\$2,157,332	\$4,314,664	\$8,629,328
302,783,424 Shares 100% increase in Variable A	10% Voting Dilution	30,278,342 Shares	30,278,342 Shares	30,278,342 Shares
	Funds raised	\$2,876,443	\$5,752,885	\$11,505,770

Notes:

1. The table has been prepared on the following assumptions:
 - (a) the issue price is the current market price (\$0.19), being the closing price of the Shares on ASX on 29 September 2023, being the last day that the Company's Shares traded on the ASX before this Notice was printed;
 - (b) Variable A is 151,391,712 comprising of existing Shares on issue as at the date of this Meeting, assuming the Company has not issued any Shares in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with Shareholder approval under Listing Rules 7.1 and 7.4;
 - (c) the Company issues the maximum number of Equity Securities available under the 10% Placement Facility;
 - (d) no convertible securities (including any issued under the 10% Placement Facility) are exercised or converted into Shares before the date of the issue of the Equity Securities; and
 - (e) the issue of Equity Securities under the 10% Placement Facility 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.

2. The number of Shares on issue (ie 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 Listing Rule 7.1 that are approved at a future Shareholders' meeting.
3. 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%.
4. 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 Facility, based on that Shareholder's holding at the date of the Meeting.
5. The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

(e) Allocation policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (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 security holders 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 Facility have not been determined as at the date of the Notice but may include existing substantial Shareholders and/or new investors who are not related parties of or associates of a related party of the Company.

(f) Issues in the past 12 months

The Company has previously obtained Shareholder approval under Listing Rule 7.1A at its annual general meeting held on 17 November 2022.

In the 12 months preceding the date of the Meeting and as at the date of this Notice, the Company has not issued or agreed to issue Equity Securities under Listing Rule 7.1A.

(g) Voting exclusion statement

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

However, in the event that between the date of the Notice and the date of the Meeting, the Company proposes to make an issue of Equity Securities under Listing Rule 7.1A to one or more existing Shareholders, those Shareholders' votes will be excluded under the voting exclusion statement in the Notice.

9.4 Board recommendation

Resolution 9 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Board recommends that Shareholders vote in favour of Resolution 9.

10 Resolution 10 – Approval of Employee Securities Incentive Plan

10.1 General

The Company considers that it is desirable to adopt an employee incentive scheme pursuant to which the Company can issue Equity Securities to attract, motivate and retain key Directors, employees and consultants and provide them with the opportunity to participate in the future growth of the Company.

Resolution 10 seeks Shareholders' approval for the adoption of the employee incentive scheme titled 'QEM Employee Securities Incentive Plan' (**Plan**) in accordance with Listing Rule 7.2 exception 13(b).

Under the Plan, the Board may offer to eligible persons the opportunity to subscribe for such number of Equity Securities in the Company as the Board may decide and on the terms set out in the rules of the Plan, a summary of the key terms and conditions of which is in Schedule 2. In addition, a copy of the Plan is available for review by Shareholders at the registered office of the Company until the date of the Meeting. A copy of the Plan can also be sent to Shareholders upon request to the Company Secretary. Shareholders are invited to contact the Company if they have any queries or concerns.

10.2 Listing Rules 7.1 and 7.2, exception 13(b)

A summary of Listing Rule 7.1 is contained in Section 7.2 above.

Listing Rule 7.2, exception 13(b) provides an exception to Listing Rule 7.1 such that issues of Equity Securities under an employee incentive scheme are exempt for a period of three years from the date on which shareholders approve the issue of Equity Securities under the scheme as an exception to Listing Rule 7.1.

If Resolution 10 is passed, the Company will be able to issue Equity Securities under the Plan to eligible participants over a period of three years up to a nominated maximum amount without using the Company's 15% annual placement capacity under Listing Rule 7.1.

If Resolution 10 is not passed, the Company will not be able to issue Equity Securities under the Plan to eligible participants without using the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining Shareholder approval over the 12 month period following any such issue.

However, any future issues of Equity Securities under the Plan to a related party or a person whose relation with the Company or the related party is, in ASX's opinion, such that approval should be obtained, will require Shareholder approval under Listing Rule 10.14 at the relevant time.

10.3 Specific information required by Listing Rule 7.2, exception 13(b)

Under and for the purposes of Listing Rule 7.2, exception 13(b), the following information is provided in relation to the Plan:

- (a) the material terms of the Plan are summarised in Schedule 2;

- (b) the Plan is a new employee incentive scheme and has not previously been approved by Shareholders. No Equity Securities have previously been issued under the Plan;
- (c) the maximum number of Equity Securities proposed to be issued under the Plan following approval of Resolution 10 shall not exceed 15,724,171 Equity Securities, which is equal to approximately 10% of the Company's Equity Securities currently on issue, subject to adjustment in the event of a reorganisation of capital and further subject to applicable laws and the Listing Rules;
- (d) a voting exclusion statement is included in the Notice.

10.4 Board recommendation

Resolution 10 is an ordinary resolution.

The Directors decline to make a recommendation in relation to Resolution 10 due to their material personal interest in the outcome of the Resolution.

Schedule 1 Definitions

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

10% Placement Facility	has the meaning given in Section 9.1.
10% Placement Period	has the meaning given in Section 9.2(e).
\$ or A\$	means Australian Dollars.
AEST	means Australian Eastern Standard Time.
Annual Report	means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2023.
Article	means an article of the Constitution.
ASX	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
Auditor's Report	means the auditor's report on the Financial Report.
Board	means the board of Directors.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Closely Related Party	means: <ul style="list-style-type: none">(a) a spouse or child of the member; or(b) has the meaning given in section 9 of the Corporations Act.
Company	means QEM Limited (ACN 167 966 770).
Constitution	means the constitution of the Company as at the date of the Meeting.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Director	means a director of the Company.
Directors' Report	means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
Equity Security	has the same meaning as in the Listing Rules.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
Financial Report	means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
Key Management Personnel	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having

authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules	means the listing rules of ASX.
Material Investor	<p>means, in relation to the Company:</p> <ul style="list-style-type: none">(a) a related party;(b) Key Management Personnel;(c) a substantial Shareholder;(d) an advisor; or(e) an associate of the above, <p>who received or will receive Securities in the Company which constitute more than 1% of the Company's anticipated capital structure at the time of issue.</p>
Meeting	has the meaning given in the introductory paragraph of the Notice.
Minimum Issue Price	has the meaning given in Section 9.2(d).
Notice	means this notice of annual general meeting.
Option	means an option to acquire a Share.
Plan	means the Company's Employee Securities Incentive Plan which is the subject of Resolution 10, a summary of which is set out in Schedule 2.
Proxy Form	means the proxy form attached to the Notice.
Remuneration Report	means the remuneration report of the Company contained in the Directors' Report.
Resolution	means a resolution referred to in the Notice.
Schedule	means a schedule to the Notice.
Section	means a section of the Explanatory Memorandum.
Securities	means any Equity Securities of the Company (including Shares, Performance Rights and/or Options).
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.
Share Performance Rights	means the 375,000 Share Performance Rights issued to Mr Tony Pearson, the subject of Resolution 4 and the proposed issue of 1,500,000

Performance Rights to Mr Gavin Loyden, Mr David Fitch, Mr Daniel Harris and Mr Tim Wall (or their respective nominees) the subject of Resolution 5, Resolution 6, Resolution 7 and Resolution 8.

Strike	means a 'no' vote of 25% or more on the resolution approving the Remuneration Report.
Trading Day	has the meaning given in the Listing Rules.
VWAP	means volume weighted average market price.

Schedule 2 Summary of Employee Securities Incentive Plan

A summary of the key terms of the Employee Securities Incentive Plan (**Plan**) is set out below:

- 1 **(Eligible Participant):** Eligible Participant means a person that:
 - (a) is an 'ESS participant' (as that term is defined in the Corporations Act) in relation to the Company or an associated body corporate; and
 - (b) has been determined by the Board to be eligible to participate in the Plan from time to time.
- 2 **(Purpose):** The purpose of the Plan is to:
 - (a) assist in the reward, retention and motivation of Eligible Participants;
 - (b) link the reward of Eligible Participants to Shareholder value creation; and
 - (c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Securities.
- 3 **(Plan administration):** The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion. The Board may delegate its powers and discretion.
- 4 **(Eligibility, invitation and application):** The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for Securities on such terms and conditions as the Board decides. On receipt of an Invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.
- 5 **(Grant of Securities):** The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.
- 6 **(Terms of Convertible Securities):** Each 'Convertible Security' represents a right to acquire one or more Shares (for example, under an option or performance right), subject to the terms and conditions of the Plan. Prior to a Convertible Security being exercised a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. A Participant may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted to them. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.
- 7 **(Vesting of Convertible Securities):** Any vesting conditions applicable to the grant of Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible

Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.

- 8 **(Exercise of Convertible Securities and cashless exercise):** To exercise a Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the invitation. At the time of exercise of the Convertible Securities, subject to Board approval at that time, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.
- 9 *'Market Value'* means, at any given date, the VWAP per Share traded on the ASX over the five trading days immediately preceding that given date, unless otherwise specified in an invitation.
- 10 A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.
- 11 **(Delivery of Shares on exercise of Convertible Securities):** As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.
- 12 **(Forfeiture of Convertible Securities):** Where a Participant who holds Convertible Securities ceases to be an Eligible Participant or becomes insolvent, all unvested Convertible Securities will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to vest. Where the Board determines that a Participant has acted fraudulently or dishonestly, acted in contravention of the Company's policies, or wilfully breached his or her duties to the Group, the Board may in its discretion deem all unvested Convertible Securities held by that Participant to have been forfeited.
- 13 Unless the Board otherwise determines, or as otherwise set out in the Plan rules:
- (a) any Convertible Securities which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and
 - (b) any Convertible Securities which have not yet vested will be automatically forfeited on the expiry date specified in the invitation.
- 14 **(Change of control):** If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.
- 15 **(Rights attaching to Plan Shares):** All Shares issued under the Plan, or issued or transferred to a Participant upon the valid exercise of a Convertible Security, (**Plan Shares**) will rank pari passu in all respects with the Shares of the same class. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend

reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.

- 16 **(Disposal restrictions on Plan Shares):** If the invitation provides that any Plan Shares are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.

17 For so long as a Plan Share is subject to any disposal restrictions under the Plan, the Participant will not transfer, encumber or otherwise dispose of, or have a security interest granted over that Plan Share, or take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.

- 18 **(Adjustment of Convertible Securities):** If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation. If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an allotment of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised. Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

- 19 **(Participation in new issues):** There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Convertible Securities without exercising the Convertible Securities.

- 20 **(Amendment of Plan):** Subject to the below, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect. No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

- 21 **(Plan duration):** The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely, and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants. If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.

Schedule 3 Terms and Conditions of Share Performance Rights

The terms of the Share Performance Rights are as follows:

(a) **Entitlement**

The Share Performance Rights entitle the holder (**Holder**) to subscribe for one Share upon the conversion of each Performance Right (once vested).

(b) **Consideration**

The Share Performance Rights will be granted for nil cash consideration.

(c) **Conversion price**

The conversion price of each Share Performance Right is nil.

(d) **Vesting Conditions**

Subject to the terms and conditions set out below, the Share Performance Rights will have the vesting conditions (**Vesting Condition**) specified below:

Share Performance Rights	Vesting Condition	Time period to meet vesting condition
750,000	Upon completion of three years of service.	On or before 26 August 2026.
750,000	Upon completion of the security of a Strategic Investor to the Company.	On or before 26 August 2027
375,000	Upon QEM share price reaching A\$0.40.	On or before 26 August 2026.

(e) **Expiry Date**

Any Share Performance Rights that have vested in accordance with these terms but have not been exercised on or before the expiry date in the table above, will expire and automatically lapse and become incapable of converting into Shares.

(f) **Timing of issue of Shares and quotation of Shares on achievement of Vesting Condition**

Within 5 Business Days of the Board confirming a Vesting Condition has been achieved, and subject to an exercise notice being received by the Holder before the Expiry Date, the Company will:

- (i) issue, allocate or cause to be transferred to the Holder (or its nominee) the number of Shares to which the Holder is entitled;
- (ii) if required, and subject to paragraph (g) below, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
- (iii) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the Listing Rules.

All Shares issued upon the conversion of Share Performance Rights will upon issue rank equally in all respects with the then issued Shares.

(g) **Restrictions on transfer of Shares**

If the Company is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on conversion of a Share Performance Right may

not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act.

(h) **Change in Control**

If prior to the earlier of the conversion of the Share Performance Rights or the Expiry Date a Change of Control Event occurs, then each Share Performance Right will automatically vest and immediately convert to a Share.

(i) A Change of Control Event means:

- (A) a takeover bid (as defined under the Corporations Act): upon the occurrence of the offeror under a takeover offer in respect of all the Shares announcing that it has achieved acceptances in respect of more than 50.1% of the Shares and that takeover bid has become unconditional (except any condition in relation to the cancellation or conversion of the Share Performance Rights); or
- (B) a court approval of a merger by way of scheme of arrangement (but shall not include a merger by way of scheme of arrangement for the purposes of a corporate restructure (including change of domicile, consolidation, sub-division, reduction or return of the issued capital of the Company)).

(i) **Leaver**

Where the Holder (or the person who is entitled to be registered as the holder) of the Share Performance Rights is no longer employed, or their engagement is discontinued (for whatever reason), with the Company, any unconverted and unvested Share Performance Rights will automatically lapse and be forfeited by the Holder, unless the Board otherwise determines in its discretion.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Share Performance Rights and a holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Share Performance Rights. However, the Company will give the holder notice of the proposed issue prior to the date for determining entitlements to participate in any such issue.

(k) **Adjustment for bonus issues of Shares**

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment), the number of Shares which must be issued on the vesting of a Share Performance Right will be increased by the number of Shares which the holder would have received if the Share Performance Right had vested before the record date for the bonus issue.

(l) **Adjustment for entitlements issue**

If the Company makes an issue of Shares pro rata to existing Shareholders (other than as a bonus issue, to which paragraph (k) will apply) the number of Shares which must be issued on the vesting of a Share Performance Right will be increased by the number of Shares which the holder would have received if the Share Performance Right had vested before the record date for the bonus issue.

(m) **Adjustments for reorganisation**

If there is a reorganisation (including, without limitation, consolidation, sub-division, reduction or return) of the issued capital of the Company, the rights of a holder will be varied, as appropriate, in accordance with the ASX Listing Rules which apply to reorganisation of capital at the time of the reorganisation.

(n) **Quotation of Share Performance Rights**

The Share Performance Rights will be unquoted Share Performance Rights.

(o) **Transfer**

The Share Performance Rights are not transferable.

(p) **Dividend and voting rights**

A Share Performance Right does not entitle the Holder to vote or receive any dividends.

(q) **Return of capital rights**

The Share Performance Rights do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

(r) **Rights on winding up**

A Share Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up of the Company.

(s) **No other rights**

- (i) A Share Performance Right does not give a Holder any rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.
- (ii) A Share Performance Right does not confer the right to a change in the number of underlying Shares over which the Share Performance Right can vest into.

Schedule 4 Valuation

The Share Performance Rights to be issued to the Directors pursuant to Resolution 5, Resolution 6, Resolution 7 and Resolution 8 have been valued on the following assumptions:

Director	Gavin Loyden			Tim Wall			David Fitch			Daniel Harris		
Share Performance Rights	Tranche 1	Tranche 2	Tranche 3	Tranche 1	Tranche 2	Tranche 3	Tranche 1	Tranche 2	Tranche 3	Tranche 1	Tranche 2	Tranche 3
Assumed Share price at grant date	\$0.20	\$0.20	\$0.20	\$0.20	\$0.20	\$0.20	\$0.20	\$0.20	\$0.20	\$0.20	\$0.20	\$0.20
Exercise price	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil
Market value on ASX of underlying Shares at time of setting exercise price	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Exercise price premium to market value	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Expiry date	26 August 2026	26 August 2027	26 August 2026	26 August 2026	26 August 2027	26 August 2026	26 August 2026	26 August 2027	26 August 2026	26 August 2026	26 August 2027	26 August 2026
Expected volatility	N/A	N/A	93%	N/A	N/A	93%	N/A	N/A	93%	N/A	N/A	93%
Risk free interest rate	N/A	N/A	3.74%	N/A	N/A	3.74%	N/A	N/A	3.74%	N/A	N/A	3.74%
Annualised dividend yield	N/A	N/A	0%	N/A	N/A	0%	N/A	N/A	0%	N/A	N/A	0%

Director	Gavin Loyden			Tim Wall			David Fitch			Daniel Harris		
Value of each Share Performance Right	\$0.20	\$0.20	\$0.132	\$0.20	\$0.20	\$0.132	\$0.20	\$0.20	\$0.132	\$0.20	\$0.20	\$0.132
Aggregate value of Share Performance Right	\$50,000	\$50,000	\$16,500	\$30,000	\$30,000	\$9,900	\$20,000	\$20,000	\$6,600	\$20,000	\$20,000	\$6,600

Notes:

The valuations took into account the following matters:

- 1 The Share Performance Rights are subject to the Vesting Conditions in Schedule 3.
- 2 Share Performance Rights with non-market based vesting conditions can only be exercised following the satisfaction of the Vesting Condition, a change of control or winding up occurring, or a takeover bid becoming unconditional.
- 3 The valuation of Share Performance Rights assumes that the exercise of a right does not affect the value of the underlying asset.
- 4 Given that the Share Performance Rights are to be issued for no cash consideration, the value of the Performance Rights is reflected in the underlying Share price at the valuation date. The Share price used for Tranche 3 is based on the closing price on 24 August 2023, being \$0.20.
- 5 No consideration is to be paid upon exercising the Share Performance Rights.



QEM Limited | ABN 13 167 966 770

Proxy Voting Form

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

Your proxy voting instruction must be received by **10.00am (AEST) on Tuesday, 07 November 2023**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



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