
IRONBARK ZINC LTD
ACN 118 751 027
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:00 am (WST)
DATE: 27 November 2020
PLACE: PKF Perth
Level 5
35 Havelock Street
WEST PERTH WA 6005

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

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.

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 at 4:00pm (WST) on 25 November 2020.

BUSINESS OF THE MEETING

AGENDA

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2020 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2020."

The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Note: A voting prohibition statement applies to this Resolution. Please see below.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR MACIEJ SCIAZKO

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

"That, for the purpose of clause 14.2 of the Constitution, Listing Rule 14.5 and for all other purposes, Mr. Maciej Sciazko, a Director, retires by rotation, and being eligible, is re-elected as a Director."

3. RESOLUTION 3 – APPROVAL OF 7.1A MANDATE

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement."

4. RESOLUTION 4 – APPROVAL OF THE ISSUE OF LOAN SHARES TO MR MICHAEL JARDINE

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

"That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue up to 30,000,000 Shares (which are funded by a limited recourse loan) to Mr Michael Jardine (or his nominee) under the Incentive Share Plan on the terms and conditions set out in the Explanatory Statement."

Note: A voting exclusion statement and a voting prohibition statement apply to this Resolution. Please see below.

5. RESOLUTION 5 – APPROVAL OF THE ISSUE OF LOAN SHARES TO DR. FRED HESS

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

“That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue up to 15,000,000 Shares (which are funded by a limited recourse loan) to Dr. Fred Hess (or his nominee) under the Incentive Share Plan on the terms and conditions set out in the Explanatory Statement.”

Note: A voting exclusion statement and a voting prohibition statement apply to this Resolution. Please see below.

6. RESOLUTION 6 – APPROVAL OF THE ISSUE OF SHARES TO DR FRED HESS IN LIEU OF FEES

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

“That, subject to Resolutions 4 and 5 being passed, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue the number of Shares determined in accordance with the formula set out in the Explanatory Statement to Dr. Fred Hess (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Note: A voting exclusion statement and a voting prohibition statement apply to this Resolution. Please see below.

Dated: 27 October 2020

By order of the Board

**Jonathan Whyte
Company Secretary
Ironbark Zinc Ltd**

Voting Prohibition Statements

<p>Resolution 1 – Adoption of Remuneration Report</p>	<p>A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:</p> <ul style="list-style-type: none"> (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or (b) a Closely Related Party of such a member. <p>However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:</p> <ul style="list-style-type: none"> (a) the voter 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: <ul style="list-style-type: none"> (i) does not specify the way the proxy is to vote on this Resolution; and (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
<p>Resolution 4 – Approval of the issue of Loan Shares to Mr Michael Jardine</p>	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or 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 (Resolution 4 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 4 Excluded Party.</p> <p>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:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>Provided the Chair is not a Resolution 4 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) 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.
<p>Resolution 5 – Approval of the issue of Loan Shares to Dr. Fred Hess</p>	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or 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 (Resolution 5 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 5 Excluded Party.</p> <p>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:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and

	<p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>Provided the Chair is not a Resolution 5 Excluded Party, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) 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.</p>
<p>Resolution 6 – Approval of the issue of Shares to Dr Fred Hess in lieu of fees</p>	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <p>(a) the proxy is either:</p> <p>(i) a member of the Key Management Personnel; or</p> <p>(ii) a Closely Related Party of such a member; and</p> <p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>However, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) 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.</p>

Voting Exclusion Statements

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

<p>Resolution 4 – Approval of the issue of Loan Shares to Mr Michael Jardine</p>	<p>Mr Michael Jardine or any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.</p>
<p>Resolution 5 – Approval of the issue of Loan Shares to Dr. Fred Hess</p>	<p>Dr Fred Hess or any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.</p>
<p>Resolution 6 – Approval of the issue of Shares to Dr Fred Hess in lieu of fees</p>	<p>Dr Fred Hess 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 holder of ordinary securities in the Company) or an associate of that person or those persons.</p>

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

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

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

- each Shareholder has a right to appoint a proxy;

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

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

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.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the meeting. If you do not bring your Proxy Form with you, you can still attend the meeting but representatives from Automic Group will need to verify your identity. You can register from 9.45am on the day of the meeting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6146 5325.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2020 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.ironbark.gl.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

1.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

1.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

1.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR MACIEJ SCIAZKO

2.1 General

Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Mr Sciazko, who has served as a Director since 31 July 2018 and was last re-elected on 28 November 2019, retires by rotation and seeks re-election.

2.2 Qualifications and other material directorships

Mr. Sciazko is the Vice President (Operations) and General Manager for mining operations at Trafigura, having previously held the role of Vice President for mining operations at Nystar International BV (Nyrstar) where he was responsible for Nyrstar's mining and milling operations in Canada. Mr. Sciazko brings almost two decades of senior management experience in mining operations, building of megamining projects and turnarounds. He worked in various mining executive roles in Europe, Turkey, Indonesia, India, Australia, Canada and South America. These roles included working at underground and open pit operations in coal, copper, zinc, molybdenum, gold and silver. Prior to joining Nyrstar, Mr. Sciazko was the CEO and General Manager of Lumina Copper, ramping up and turning around the Caserones mine in Chile and previously the General Manager of Sierra Gorda mine in Chile taking it from the construction to the production stage.

2.3 Independence

Mr Sciazko represents a substantial shareholder, Nystar, which holds 97,690,702 Shares.

Accordingly, if re-elected the Board does not consider Mr Maciej Sciazko will be an independent Director.

2.4 Board recommendation

The Board has reviewed Mr Sciazko's performance since his appointment to the Board and considers that Mr Sciazko's skills and experience in large scale project development and operations will continue to enhance the Board's ability to perform its role. The Board supports the election of Mr Maciej Sciazko and recommends that Shareholders vote in favour of Resolution 2.

3. RESOLUTION 3 – APPROVAL OF 7.1A MANDATE

3.1 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.

However, under Listing Rule 7.1A, an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. The Company is an eligible entity for these purposes.

Resolution 3 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

If Resolution 3 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 3 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under 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.

3.2 Technical information required by Listing Rule 7.1A

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to Resolution 3:

(a) Period for which the 7.1A Mandate is valid

The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:

- (i) the date that is 12 months after the date of this Meeting;
- (ii) the time and date of the Company's next annual general meeting; and
- (iii) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

(b) Minimum Price

Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued at a minimum price of 75% of the volume weighted average price of Equity Securities in that 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 entity and the recipient of the Equity Securities; or

- (ii) if the Equity Securities are not issued within 10 trading days of the date in Section 3.2(b)(i), the date on which the Equity Securities are issued.

(c) **Use of funds raised under the 7.1A Mandate**

The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for:

- (i) the acquisition of new resources, assets and investments (including expenses associated with such an acquisition);
- (ii) funding the progression of the Citronen Zinc-Lead Project [funds would then be used to continue updating the Citronen Feasibility Study, additional confirmatory metallurgical testwork (if required), additional resource extension and exploration work and ongoing project administration];
- (iii) exploration on the Company's Australian base metal projects, Captains Flat and Fiery Creek; and
- (iv) general working capital.

(d) **Risk of Economic and Voting Dilution**

Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 3 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue as at 21 October 2020.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Dilution		
			Issue Price		
			\$0.007	\$0.013	\$0.02
			50% decrease	Issue Price	50% increase
		Funds Raised			
Current	968,870,683 Shares	96,887,068 Shares	\$678,209	\$1,259,531	\$1,937,741
50% increase	1,453,306,025 Shares	145,330,602 Shares	\$1,017,314	\$1,889,297	\$2,906,612
100% increase	1,937,741,367 Shares	193,774,136 Shares	\$1,356,418	\$2,519,063	\$3,875,482

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. There are currently 949,370,683 Shares on issue comprising:
 - (a) 920,409,145 existing Shares as at the date of this Notice of Meeting;
 - (b) 45,000,000 Shares which will be issued under Resolutions 4 and 5, assuming that the relevant VWAP Condition (as defined below) is satisfied; and
 - (c) 3,461,538 Shares which will be issued under Resolution 6, assuming that Resolution 4 is passed at this Meeting and the Issue Price (as defined below) is \$0.013.
2. The issue price set out above is the closing market price of the Shares on the ASX on 21 October 2020 (being \$0.013).
3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
5. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.
8. 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%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A mandate, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

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

(e) Allocation policy under the 7.1A Mandate

The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue,

- share purchase plan, placement or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
 - (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
 - (v) prevailing market conditions; and
 - (vi) advice from corporate, financial and broking advisers (if applicable).
- (f) **Previous approval under Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 28 November 2019 (**Previous Approval**).

During the 12-month period preceding the date of the Meeting, being on and from 27 November 2019, the Company has not issued any Equity Securities pursuant to the Previous Approval.

3.3 Voting Exclusion Statement

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

4. RESOLUTIONS 4 AND 5 – ISSUE OF SHARES TO RELATED PARTIES

4.1 General

The Company seeks to invite Mr Michael Jardine and Dr. Fred Hess (together, the **Related Parties**), subject to Shareholder approval that is sought under Resolutions 4 and 5 respectively, to participate in the Incentive Share Plan (**Plan**) by each subscribing for an aggregate of 45,000,000 loan funded Shares (**Loan Shares**) under the Plan on the terms and conditions set out below.

It is noted that the loans will only be advanced, and the Loan Shares will only be issued if there is a 100% uplift in the volume weighted average market price of the Company's Shares calculated over a 20 consecutive trading day period in which the entity's securities have actually traded (**20-Day VWAP**) between the date of the Meeting and the date that is three years after the date of the Meeting (**VWAP Condition**). If the VWAP Condition is met, the Loan Shares will be issued and the loans will be extended to the Related Parties within 5 Business Days of the date that the VWAP Condition is met (unless otherwise agreed between the parties), subject to the Shares being issued within three years after the date of the Meeting.

A summary of the material terms upon which the Company is proposing to issue the Shares and extend loans to the Related Parties is set out below:

4.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 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 issue of extension of the loans and the issue of the Shares to the Related Parties constitutes giving a financial benefit and each of the Related Parties is a related party of the Company by virtue of being a Director.

As the loans are proposed to be extended and the Shares are proposed to be issued to all of the Directors other than Maciej Sciazko, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies. Accordingly, Shareholder approval for the issue of the Shares and the grant of the loans to the Related Parties is sought in accordance with Chapter 2E of the Corporations Act.

4.3 Listing Rule 10.14

Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire equity securities under an employee incentive scheme without the approval of the holders of its ordinary securities:

- 10.14.1 a director of the entity;
- 10.14.2 an associate of a director of the entity; or
- 10.14.3 a person whose relationship with the entity or a person referred to in Listing Rules 10.14.1 to 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by security holders.

The issue of Shares to the Related Parties falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14.

Resolutions 4 and 5 seek the required Shareholder approval for the issue of the Shares under and for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.14.

4.4 Technical information required by Listing Rule 14.1A

If Resolutions 4 and 5 are passed, the Company will be able to proceed with the issue of the Shares to the Related Parties within three years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules), which will assist in incentivising and remunerating each of the Directors in their respective roles. As approval pursuant to Listing Rule 7.1 is not required for the issue of the Shares (because approval is being obtained under Listing Rule 10.14), the issue of the Shares will not use up any of the Company's 15% annual placement capacity.

If Resolution 4 and 5 are not passed, the Company will not be able to proceed with the issue of the Shares and the Company may have to consider other mechanisms to incentivise and remunerate each of the Directors, which may not be as cost effective for the Company.

4.5 Technical information required by Listing Rule 10.15 and section 219 of the Corporations Act

Pursuant to and in accordance with the requirements of Listing Rule 10.15 and section 219 of the Corporations Act, the following information is provided in relation to Resolutions 4 and 5:

- (a) the Shares will be issued to the following persons:
- (i) Mr Michael Jardine (or their nominee) pursuant to Resolution 4; and
 - (ii) Dr Fred Hess (or their nominee) pursuant to Resolution 5;

each of whom falls within the category set out in Listing Rule 10.14.1 by virtue of being a Director;

- (b) the maximum amount of the loan to be provided to the Related Parties (being the nature of the financial benefit proposed to be given) will be calculated in accordance with the formula set out below:

$$\text{Loan Amount} = N \times \text{Vesting VWAP}$$

Where:

N means the maximum number of Shares proposed to be issued to each of the Related Parties (as set out in Section 4.5(c) below).

Vesting VWAP means 200% of the 20-Day VWAP prior to the date of the Meeting.

By way of example, if the Vesting VWAP was \$0.026 (being 200% of the closing price on 21 October 2020), the maximum loan amount would be \$780,000 in respect of Mr Michael Jardine and \$390,000 in respect of Dr. Frederick Hess.

- (c) the maximum number of Shares to be issued to the Related Parties is 45,000,000 Shares, comprising:
- (i) 30,000,000 Shares to Mr Michael Jardine (or their nominee) pursuant to Resolution 4; and
 - (ii) 15,000,000 Shares to Dr Fred Hess (or their nominee) pursuant to Resolution 5;
- (d) the total remuneration package for each of the Related Parties for the previous financial year and the proposed total remuneration package for the current financial year (excluding the proposed Shares) are set out below:

Related Party	Status	Current Financial Year ⁷			Previous Financial Year		
		Cash	Equity	Total	Cash	Equity	Total
Michael Jardine ^{1,2}	Paid / Issued	\$72,800	-	\$72,800	\$163,800	\$40,815 ²	\$204,615
	Payable / Issuable	\$145,600	-	\$145,600	-	-	-
	Total	\$218,400	-	\$218,400	\$163,800	\$40,815²	\$204,615
	Paid / Issued	\$19,833	-	\$19,833	\$50,342	\$8,877 ⁴	\$51,804

Related Party	Status	Current Financial Year ⁷			Previous Financial Year		
		Cash	Equity	Total	Cash	Equity	Total
Frederick Hess ³	Payable / Issuable	\$39,667	\$50,000 ⁶	\$87,667	-	\$26,250 ⁵	\$26,250
	Total	\$59,500	\$50,000 ⁶	\$109,500	\$50,342	35,127 ⁵	\$85,469

Notes:

1. Mr Jardine was appointed Managing Director effective 20 September 2019.
 2. On 9 December 2019, 18,395,826 performance rights were issued in two tranches to Mr Jardine. They will vest in two equal tranches, subject to the 20 day volume weighted average price for Shares trading 50% and 100% higher respectively, than the 20-day VWAP prior to the date of the 2019 annual general meeting (**2019 VWAP**) on or before 27 November 2022. The 2019 VWAP was \$0.014369. Accordingly, the Performance Rights will vest in equal tranches when the 20-day VWAP is equal to \$0.0216 and \$0.0287. The performance rights will expire if they are not converted prior to 27 November 2023. The rights were valued independently using the Hoadley option valuation model and are being expensed over the vesting period of the rights. The performance rights were independently valued at an aggregate of \$207,873 (being \$0.0121 per Tranche A Performance Right and \$0.0105 per Tranche B Performance Right) as at the date of issue (being 28 November 2019).
 3. Dr. Hess was appointed as Non-Executive Chairman effective 19 September 2019. Dr. Hess receives a director's fee of \$100,000 per annum (55% in cash and 45% in Shares) and a superannuation payment of \$9,500 per annum.
 4. Dr Hess was issued 617,788 Shares which were issued at a deemed issue price equal to the volume weighted average price of the Company's Shares over the twenty trading days prior to 28 November 2019 (being \$0.014369) in lieu of 45% of the fees accrued for the period from 19 September 2019 to 30 November 2019.
 5. These Shares will be issued at a deemed issue price equal to the volume weighted average price of the Company's Shares over the twenty trading days prior to the date of the Annual General Meeting, subject to Resolution 6 being approved.
 6. Includes an amount of \$18,750, which, subject to Resolution 6 being passed will be satisfied through the issue of Shares at a deemed issue price equal to the volume weighted average price of the Company's Shares over the twenty trading days prior to the date of the Annual General Meeting.
 7. This does not include the value of the Loans that may be extended or the Shares that may be issued under Resolutions 4 or 5 as these Shares will not be granted until and unless the VWAP Condition is satisfied.
- (e) no Shares have previously been issued under the Plan;
- (f) the Shares issued to the Related Parties will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares other than being subject to a holding lock until such time as the respective loan has been extinguished or repaid under the terms of the Plan or 12 months from the date of issue of the Shares, whichever is the greater;
- (g) the Shares will be issued to the Related Parties no later than 3 years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated the Shares will be issued on one date, subject to fulfilment of the VWAP Condition;
- (h) the issue price of the Shares will be equal to the Vesting VWAP. No funds will be raised from the issue of the Shares as there will be no change to the Company's cash position (i.e. the loans made by the Company will be used to subscribe for the Shares to be issued to the Related Parties). Amounts repaid to the Company by the Related Parties in the future in satisfaction of the loan will be used by the Company for general working capital purposes;

- (i) a summary of the material terms and conditions of the Plan is set out in Schedule 1;
- (j) a loan will be provided to each of the Related Parties under the terms and conditions of the Plan, which is summarised in Schedule 1. A summary of the material terms of the loans is set out below:
- (i) the Loan must be repaid in full by on or before the date that is three years from the date of the Meeting, but the Related Parties may elect to repay the loans at any time prior to the repayment date;
 - (ii) the loans shall be interest free;
 - (iii) the loans shall be applied by the Company directly toward payment of the issue price of the Shares;
 - (iv) the Company shall have a lien over the Shares in respect of which a loan is outstanding and the Company shall be entitled to sell those Shares in accordance with the terms of the Plan if the loan is not repaid when due; and
 - (v) the loans are non-recourse except against the Shares held by the Related Parties to which the loans relate;
- (k) the primary purpose of the grant of the loans and issue of Shares to the Related Parties is to provide a market and tenure linked incentive package in their capacity as Directors and to provide effective consideration for their ongoing commitment and contribution to the Company as Directors of the Company.
- (l) the value of the loans, calculated using the Black & Scholes valuation methodology and based on the following assumptions, is set out in the table below:

	Mr Michael Jardine	Dr Fred Hess
Value of loan	\$107,604	\$53,801
Valuation date	13 October 2020	
Current market price ¹	\$0.013	
Risk free interest rate (per annum)	0.135%	
Share price volatility	0.70%	
Loan term ²	3 years from the date of the Meeting, subject to the terms and conditions of the Plan ⁴	
Deemed issue price (per Share)	\$0.00359	
Loan principal	\$780,000	\$390,000
Maximum number of Shares	45,000,000	15,000,000

Notes:

1. Shareholders should also note that the market price of Shares during the term of the loans will affect the value of the financial benefit provided to the Related Parties.
 2. Shareholders should note that the actual term of the loans may be shorter (e.g. where the Related Parties ceases to be an employee of the Company, an event of insolvency occurs in respect of the Related Parties, or, the Related Parties elects to repay the loans early). The actual term of the loans will affect the value of the financial benefit provided to the Related Parties.
 3. The loan principle set out in the example above has been calculated assuming the Vesting VWAP is \$0.026. The actual Vesting VWAP will affect the value of the financial benefit provided to the Related Parties.
 4. As set out in clause (h)(vii) of Schedule 1, the Board may, in its absolute discretion, forgive a Loan made to an Applicant under the Plan.
- (m) details of any Shares issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14;
- (n) any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Shares under the Plan after Resolutions 4 and 5 are approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14;
- (o) the relevant interests of the Related Parties in securities of the Company as at the date of this Notice are set out below:

Related Party	Shares ¹	Performance Rights
Michael Jardine ^{1,2}	-	18,395,826
Frederick Hess ³	617,788	-

Notes:

1. Fully paid ordinary shares in the capital of the Company (ASX: IBG).
 2. Comprising 9,197,913 Tranche A Performance Rights and 9,197,913 Tranche B Performance Rights
- (p) if the maximum number of Shares are issued to the Related Parties under Resolutions 4 and 5, a total of 45,000,000 Shares would be issued. This will increase the number of Shares on issue from 920,409,145 to 967,409,145 (assuming that no Performance Rights are exercised and no other Shares are issued including the issue of Shares issued under Resolution 6) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 4.86% comprising 3.10% by Mr Michael Jardine and 1.76% by Dr. Fred Hess;
- (q) the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price	Date
Highest	\$0.017	14 – 17 and 21-15 October 2019
Lowest	\$0.004	24 March 2020
Last	\$0.013	21 October 2020

- (r) Mr Maciej Sciazko acknowledges that the issue of the Shares to non-executive Director of the Company, Dr Fred Hess, is contrary to Recommendation 8.2 of the 4th edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations. However, Mr Maciej Sciazko considers the issue of Shares to Dr Fred Hess to be reasonable in the circumstances for the following reasons:
- (i) the use of the loans by the Related Parties to subscribe for Shares will align the interests of the Related Parties with those of Shareholders by creating a stronger link between performance resulting in increased Shareholder value and reward to the Related Parties. Accordingly, the Related Parties will have a greater involvement with, and share in, any future growth and profitability of the Company; and
 - (ii) the provision of the loans is a reasonable and appropriate method to provide benefits to the Related Parties as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash benefits were given to the Related Parties;
- (s) Mr Maciej Sciazko recommends that Shareholders vote in favour of Resolutions 4 and 5 for the reasons set out in Section 4.5(r). In forming their recommendation, Mr Maciej Sciazko considered the experience of the Related Parties, the current market price of Shares, the current market standards and practices when determining the number of Shares to be issued to each of the Related Parties;
- (t) each Director (other than Mr Maciej Sciazko) has a material personal interest in the outcome of Resolutions 4 and 5 on the basis that the Directors (other than Mr Maciej Sciazko) (or their nominees) are to be issued Shares on the same terms and conditions should Resolutions 4 and 5 be passed. For this reason, the Directors (other than Mr Maciej Sciazko) do not believe that it is appropriate to make a recommendation on Resolutions 4 and 5 of this Notice; and
- (u) the Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolutions 4 and 5.

5. RESOLUTION 6 – ISSUE OF SHARES TO RELATED PARTY IN LIEU OF FEES – DR. FRED HESS

5.1 General

Resolution 6 seeks Shareholder approval, subject Resolution 4 and 5 passed, in accordance with Listing Rule 10.11 for the issue of Shares in lieu of Directors fees to Director, Dr. Fred Hess (or his nominee).

In accordance with the terms of his appointment, Dr. Hess receives a director's fee of \$100,000 per annum, of which 45% of the fee may be satisfied, subject to the receipt of Shareholder approval, through the issue of Shares.

Subject to obtaining Shareholder approval, the Company has agreed to issue Dr. Hess (or his nominee) Shares in lieu of 45% of the fees accrued for the period 1 December 2019 to 30 November 2020 (inclusive), being \$45,000. If Shareholders

do not approve the issue of Shares to Dr. Hess, he will be entitled to be paid these fees in cash.

5.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 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 issue of Shares constitutes giving a financial benefit and Dr. Hess is a related party of the Company by virtue of being a Director.

The Directors (other than Dr. Hess who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Shares because the agreement to issue of the Shares, reached as part of the remuneration package for Dr. Hess, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

5.3 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:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder 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;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue of Shares falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

5.4 Technical information required by Listing Rule 14.1A

If Resolution 6 is passed and subject to Resolutions 4 and 5 also being passed, the Company will be able to proceed with the issue of the Shares to Dr. Hess within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Shares (because approval is being obtained under Listing Rule 10.11), the issue of the Shares will not use up any of the Company's 15% annual placement capacity.

If Resolution 6 is not passed, or if Resolution 6 is passed and either Resolution 4 and/or Resolution 5 are not passed, the Company will not be able to proceed with the issue of the Shares and the Company will be required to pay Dr Hess a fee of \$45,000 in cash.

5.5 Technical information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 6:

- (a) the Shares will be granted to Dr. Hess (or his nominee) who falls within the category set out in Listing Rule 10.11.1 as Dr. Hess is a related party of the Company by virtue of being a Director;
- (b) the maximum number of Shares to be issued will be calculated by dividing the value of the salary and fees payable for the relevant period (being \$45,000) by the volume weighted average price of the Company's Shares over the twenty trading days prior to the date of the Annual General Meeting (**Issue Price**) (rounded down to the nearest whole Share). Set out below are worked examples of the number of Shares that may be issued to Dr. Hess based on assumed Issue Prices of \$0.007, \$0.013 and \$0.02, being the closing price on 21 October 2020 and assumed prices which are 50% higher and 50% lower than that price, and assuming no further Shares are issued, and no Performance Rights are exercised.

Assumed Issue Price	Number of Shares ¹	Dilution effect on existing Shareholders ¹
\$0.007	6,428,571	0.69%
\$0.013	3,461,538	0.37%
\$0.02	2,250,000	0.24%

Note:

- 1. This table assumes that there are 920,409,145 Shares as at the date of this Notice of Meeting.
- (c) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares will be granted no later than 1 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) and it is intended that issue of the Shares will occur on the same date;

- (e) the Shares will be issued for nil cash consideration, accordingly no funds will be raised;
- (f) the purpose of the issue of the Shares is to satisfy the payment 45% of the fees accrued by Dr. Hess for the period 1 December 2019 to 30 November 2020 (inclusive), being \$45,000. This will enable the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Dr. Hess;
- (g) the current total remuneration package for Dr. Hess is \$100,000, comprising of directors' fees of \$100,000, of which 45% of the fee may be satisfied, subject to the receipt of Shareholder approval, through the issue of Shares; and
- (h) the Shares are being issued in accordance with the terms of the letter of appointment between the Company and Dr. Hess, a summary of the material terms of which is set out in Section 5.1.

GLOSSARY

\$ means Australian dollars.

7.1A Mandate has the meaning given in Section 3.1.

Annual General Meeting or **Meeting** means the meeting convened by the Notice.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Board means the current board of directors of the Company.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Ironbark Zinc Ltd (ACN 118 751 027).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

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.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2020.

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

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

Variable A means "A" as set out in the formula in Listing Rule 7.1A(2).

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – SUMMARY OF INCENTIVE SHARE PLAN

The key terms of the Incentive Share Plan (**Plan**) are as follows:

- (a) **Eligibility:** Participants in the Plan may be:
- (i) a Director (whether executive or non-executive) of the Company and any Associated Body Corporate of the Company (each, a **Group Company**);
 - (ii) a full or part time employee of any Group Company;
 - (iii) a casual employee or contractor of a Group Company to the extent permitted by ASIC Class Order 14/1000 as amended or replaced (**Class Order**); or
 - (iv) a prospective participant, being a person to whom the offer is made but who can only accept the offer if an arrangement has been entered into that will result in the person becoming a participant under subparagraphs (i), (ii), or (iii) above,
- who is declared by the Board to be eligible to receive grants of Shares under the Plan (**Eligible Participant**).
- (b) **Offer:** The Board may, from time to time, in its absolute discretion, make a written offer to any Eligible Participant to apply for up to a specified number of Shares, upon the terms set out in the Plan and upon such additional terms and conditions as the Board determines (**Offer**).
- (c) **Issue price:** The Issue Price of the Shares offered under an Offer shall be determined by the Board in its absolute discretion, which may be a nominal or nil amount.
- (d) **Vesting conditions:** A Share may be made issued subject to vesting conditions as determined by the Board in its discretion and as specified in the offer for the Shares (**Vesting Conditions**).
- (e) **Vesting:** The Board may in its absolute discretion (except in respect of a change of control occurring where Vesting Conditions are deemed to be automatically waived) by written notice to an Eligible Participant who is invited to subscribe for Shares (**Applicant**), resolve to waive any of the Vesting Conditions applying to Shares.
- (f) **Sale restrictions:** The Board may, in its discretion, determine that a restriction period will apply to some or all of the Shares issued to an Applicant (**Restriction Condition**). In addition, the Board may, in its sole discretion, having regard to the circumstances at the time, waive any such Restriction Condition.
- (g) **Restriction on transfer:** Applicants may not sell or otherwise deal with a Share until the loan amount in respect of that Share has been repaid and any Restriction Conditions in relation to the Shares have been satisfied or waived. The Company is authorised to impose a holding lock on the Shares to implement this restriction.
- (h) **Loan:** An Applicant may also be invited to apply for a loan up to the amount payable in respect of the Shares accepted by the Applicant (**Loan**), on the following terms:

- (i) the Loan will be interest free unless the Company and the Applicant agree otherwise;
- (ii) the Loan made available to an Applicant shall be applied by the Company directly toward payment of the issue price of the Shares;
- (iii) the Loan repayment date (**Repayment Date**) and the manner for making such payments shall be determined by the Board and set out in the offer;
- (iv) an Applicant must repay the Loan in full by the Repayment Date but may elect to repay the Loan amount in respect of any or all of the Shares at any time prior to the Repayment Date;
- (v) the Company shall have a lien over the Shares in respect of which a Loan is outstanding and the Company shall be entitled to sell those Shares in accordance with the terms of the Plan;
- (vi) a Loan will be non-recourse except against the Shares held by the Applicant to which the Loan relates; and
- (vii) the Board may, in its absolute discretion, agree to forgive a Loan made to an Applicant.

(i) **Repayment of Loan:**

A Loan shall become repayable in full where:

- (i) a Vesting Condition in relation to Shares subject to the Loan is not satisfied by the due date, or becomes incapable of satisfaction in the opinion of the Board (and is not waived);
- (ii) the Applicant ceases to be an eligible employee for any reason (including death) and, at that time, there is a Vesting Condition in relation to the Shares that is not satisfied, or becomes incapable of satisfaction in the opinion of the Board (and is not waived);
- (iii) the Applicant suffers an event of insolvency;
- (iv) the Board deems that a Share is forfeited due to fraud, dishonesty or other improper behaviour of the Applicant/Eligible Participant; or
- (v) the Applicant breaches any condition of the Loan or the Plan.

(j) **Power of Attorney:** An Applicant irrevocably appoints each of the Company and each director of the Company severally as his or her attorney to do all things necessary to give effect to the buy-back of the Applicant's Shares including executing all documents and seeking or providing all necessary approvals and the participant acknowledges and agrees that the power of attorney is given for valuable consideration.

(k) **Quotation on ASX:** Unless the Shares are subject to Vesting Conditions, the Company will apply for each Share to be admitted to trading on ASX upon issue of the Share. Quotation will be subject to the Listing Rules and any holding lock applying to the Shares.

(l) **Rights attaching to Shares:** Each Share shall be issued on the same terms and conditions as the Company's issued Shares (other than in respect of transfer restrictions imposed by the Plan) and it will rank equally with all other issued Shares

from the issue date except for entitlements which have a record date before the issue date.

- (m) **Plan limit:** The Company must have reasonable grounds to believe, when making an offer, that the number of Shares offered under an offer, when aggregated with the number of Shares issued or that may be issued as a result of offers made in reliance on the Class Order at any time during the previous 3 year period under an employee incentive scheme covered by the Class Order or an ASIC exempt arrangement of a similar kind to an employee incentive scheme, will not exceed 5% of the total number of Shares on issue at the date of the offer.
- (n) **Amendments:** Subject to express restrictions set out in the Plan and complying with the Corporations Act, Listing Rules and any other applicable law, the Board may, at any time, by resolution amend or add to all or any of the provisions of the Plan, including giving any amendment retrospective effect.

Proxy Voting Form

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

Holder Number:

Your proxy voting instruction must be received by **10.00am (WST) on Wednesday, 25 November 2020**, 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/#/login>

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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