



Kula Gold Limited

Notice of Annual General Meeting

The Annual General Meeting of the Company will be held at Suite 2, 20 Howard Street, Perth, Western Australia 6000 on 17 May 2024 at 11.30am (WST).

This notice of annual general meeting should be read in its entirety. If Shareholders are in any doubt as to how they should vote, they should seek advice from their professional advisor prior to voting.

Please contact the Company Secretary on +61 466 319 424 or email cosec@kulagold.com.au if you wish to discuss any matter concerning the Meeting.

Kula Gold Limited
ACN 126 741 259

Notice of Annual General Meeting

Notice is hereby given that the annual general meeting of the Shareholders of Kula Gold Limited will be held at Suite 2, 20 Howard Street, Perth, Western Australia 6000 on 17 May 2024 at 11.30am (WST) (**Meeting**).

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

Shareholders are urged to vote by attending the Meeting in person or by returning a completed Proxy Form. Instructions on how to complete the Proxy Form are set out in the Explanatory Memorandum.

Proxy Forms must be received by no later than 11.30am (WST) on 15 May 2024.

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Schedule 1 of the Explanatory Memorandum.

Agenda

1 FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Annual Report of the Company for the financial year ended 31 December 2023, which includes the Financial Report, the Directors' Report and the Auditor's Report.

2 RESOLUTION 1 - ADOPTION OF THE 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 Annual Report for the financial year ended 31 December 2023.”

A voting prohibition statement applies to this Resolution and is set out below.

3 RESOLUTION 2 - RE-ELECTION OF DIRECTOR - MR MARK BOJANJAC

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

“That, for the purposes of clause 3.6 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Mark Bojanjac, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

4 RESOLUTION 3 - RATIFICATION OF ISSUE OF PLACEMENT SHARES

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

“That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 39,250,000 Placement Shares issued under Listing Rule 7.1 on the terms and conditions in the Explanatory Memorandum.”

A voting exclusion statement applies to this Resolution and is set out below.

5 RESOLUTION 4 - APPROVAL TO ISSUE PLACEMENT SHARES TO MR MARK STOWELL

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 9,000,000 Placement Shares to Mr Mark Stowell (or his nominee) on the terms and conditions set out in the Explanatory Memorandum.”

A voting exclusion statement applies to this Resolution and is set out below.

6 RESOLUTION 5 - APPROVAL TO ISSUE PLACEMENT SHARES TO MR RIC DAWSON

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 750,000 Placement Shares to Mr Ric Dawson (or his nominee) on the terms and conditions set out in the Explanatory Memorandum.”

A voting exclusion statement applies to this Resolution and is set out below.

7 RESOLUTION 6 - APPROVAL TO ISSUE PLACEMENT SHARES TO MR MARK BOJANJAC

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,000,000 Placement Shares to Mr Mark Bojanjac (or his nominee) on the terms and conditions set out in the Explanatory Memorandum.”

A voting exclusion statement applies to this Resolution and is set out below.

8 RESOLUTION 7 - RATIFICATION OF ISSUE OF COLLATERAL SHARES TO ACUITY CAPITAL

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

“That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 24,000,000 Collateral Shares issued to Acuity Capital under Listing Rule 7.1 on the terms and conditions in the Explanatory Memorandum.”

A voting exclusion statement applies to this Resolution and is set out below.

9 RESOLUTION 8 - APPROVAL OF 10% PLACEMENT FACILITY - LISTING RULE 7.1A

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

“That, for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities of up to an additional 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution and is set out below.

10 RESOLUTION 9 - ENABLE THE ISSUE OF OPTIONS UNDER AN EMPLOYEE INCENTIVE SCHEME - EMPLOYEE INCENTIVE OPTION PLAN

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

“That, for the purposes of ASX Listing Rule 7.2 (Exception 13) and for all other purposes, approval is given to enable the Company to issue Options under the employee incentive scheme titled “Employee Incentive Option Plan”, on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution and is set out below.

VOTING PROHIBITION AND EXCLUSION STATEMENTS

Listing Rules

The Listing Rules prohibit votes being cast (in any capacity) on the following resolutions by any of the following persons or their associates:

Resolution	Persons excluded from voting
Resolution 1 - Adoption of the Remuneration Report	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.
Resolution 3 - Ratification of Issue of Placement Shares	Any person who participated in the issue or is a counterparty to the agreement being approved, or any of their respective associates.
Resolution 4 - Approval to Issue Placement Shares to Mr Mark Stowell	Mr Mark Stowell (or his nominee) 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.
Resolution 5 - Approval to Issue Placement Shares to Mr Ric Dawson	Mr Ric Dawson (or his nominee) 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.

Resolution 6 - Approval to Issue Placement Shares to Mr Mark Bojanjac	Mr Mark Bojanjac (or his nominee) 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.
Resolution 7 - Ratification of Issue of Collateral Shares to Acuity Capital	Acuity Capital Investment Management Pty Ltd, or any associate of Acuity Capital Management Pty Ltd.
Resolution 8 - Approval of 10% Placement Facility - Listing Rule 7.1A	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.
Resolution 9 - Enable the Issue of Options under an Employee Incentive Scheme - Employee Incentive Option Plan	A member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or A Closely Related Party of such a member.

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

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

By order of the Board of Directors



Keith Bowker
Company Secretary
Kula Gold Limited
19 April 2024

Kula Gold Limited
ACN 126 741 259

Explanatory Memorandum

INTRODUCTION

This 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 Suite 2, 20 Howard Street, Perth, Western Australia 6000 on 17 May 2024 at 11.30am (WST). The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding how to vote on the Resolutions set out in the Notice.

Shareholders can attend the Meeting in person or through appointing a proxy. See section 1 for details.

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice, and includes the following:

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

Please contact the Company Secretary on +61 466 319 424 or cosec@kulagold.com.au if you wish to discuss any matter concerning the Meeting.

1 ACTION TO BE TAKEN BY SHAREHOLDERS, INCLUDING ATTENDING THE MEETING

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

1.1 Proxies

All Shareholders are invited and encouraged to attend the Meeting. If a Shareholder is unable to attend in person, they can appoint a proxy to attend on their behalf by signing and returning the Proxy Form (attached to the Notice) to the Company in accordance with the instructions on the Proxy Form. The Company encourages Shareholders completing a Proxy Form to direct the proxy how to vote on each Resolution.

The Proxy Form must be received no later than 48 hours before the commencement of the Meeting, i.e. by no later than 11.30am (WST) on 15 May 2024. Any Proxy Form received after that time will not be valid for the Meeting.

A Proxy Form may be lodged in the following ways:

By Post	Automic GPO Box 5193, SYDNEY NSW 2001
By Delivery	Automic Level 5, 126 Phillip Street, SYDNEY NSW 2000
By Facsimile	+61 2 8583 3040
By Email:	meetings@automicgroup.com.au

Shareholders lodging a Proxy Form are not precluded from attending and voting in person at the Meeting.

The Chair intends to exercise all undirected proxies in favour of all Resolutions. If the Chair of the Meeting is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by 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 Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

1.2 Corporate representatives

Shareholders who are body corporates may appoint a person to act as their corporate representative at the Meeting by providing that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as the body corporate's representative. The authority may be sent to the Company

and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

An appointment of corporate representative form is available from the website of the Company's share registry (<https://automic.com.au>).

1.3 Eligibility to vote

The Directors have determined that, for the purposes of voting at the Meeting, Shareholders are those persons who are the registered holders of Shares at 5.00pm (WST) on 15 May 2024.

2 FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the Annual Report of the Company for the financial year ended 31 December 2023, which includes the Financial Report, the Directors' Report and the Auditor's Report.

The Company will not provide a hard copy of the Annual Report to Shareholders unless specifically requested to do so. The Annual Report is available on the Company's website at www.kulagold.com.au.

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

3 RESOLUTION 1 - ADOPTION OF THE REMUNERATION REPORT

3.1 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 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.

3.2 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 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.

3.3 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.

4 RESOLUTION 2 - RE-ELECTION OF DIRECTOR - MR MARK BOJANJAC

4.1 General

Listing Rule 14.4 provides that an entity which has directors must hold an election of directors at each annual general meeting.

Clause 3.6 of the Company’s Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Mr Mark Bojanjac, who has served as a Director since 21 August 2017 and who was last re-elected on 31 July 2020, retires by rotation and seeks re-election.

If Resolution 2 is passed, Mr Mark Bojanjac will be re-elected as a Director.

If Resolution 2 is not passed, Mr Mark Bojanjac will not be re-elected as a Director and the Company will be required to seek a suitable replacement to be appointed to the Board as a Director.

4.2 Qualifications and other material directorships

Mr Mark Bojanjac is an experienced company director. A Chartered Accountant with over 25 years’ experience in developing resource companies. Mr Mark Bojanjac was a founding director of Gilt-Edged Mining Limited which discovered one of Australia’s highest-grade gold mines and was managing director of a public company which successfully developed and financed a 2.4m oz gold resource in Mongolia. He also cofounded a 3m oz gold project in China.

Mr Mark Bojanjac was most recently Chief Executive Officer of Adamus Resources Limited and oversaw its advancement from an early-stage exploration project through its definitive feasibility studies and managed the debt and equity financing of its successful Ghanaian gold mine.

Mr Mark Bojanjac is also a director of PolarX Limited (appointed 13 December 2016) and Metallica Minerals Limited (appointed 13 May 2021).

Mr Mark Bojanjac has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

4.3 Independence

If re-elected the Board considers that Mr Mark Bojanjac is an independent Director.

4.4 Board recommendation

Resolution 2 is an ordinary resolution.

The Board has reviewed Mr Mark Bojanjac's performance since his appointment to the Board and considers that his skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the re-election of Mr Mark Bojanjac and recommends that Shareholders vote in favour of Resolution 2.

5 RESOLUTION 3 - RATIFICATION OF ISSUE OF PLACEMENT SHARES

5.1 General

On 28 February 2024, the Company announced that it received firm commitments to raise \$400,000 before costs, via a placement of shares at the issue price of \$0.008 per Share, representing the Company's last 15-day volume weighted average price ("Placement"). The Company's Directors, Messers Mark Stowell, Ric Dawson and Mark Bojanjac, agreed to participate in the Placement, subject to Shareholder approval.

On 29 February 2024, the Company issued 39,250,000 fully paid ordinary shares ("Placement Shares") under Listing Rule 7.1 and without Shareholder approval.

Resolution 3 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Placement Shares.

5.2 Listing Rules 7.1 & 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 Placement Shares does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, effectively using up part of the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue of the Placement Shares.

Listing Rule 7.4 provides an exception to Listing Rule 7.1. It provides that where a company in an annual or general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1), those Equity Securities will be deemed to have been made with Shareholder approval for the purposes of Listing Rule 7.1.

The effect of Shareholders passing Resolution 3 will allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 3 is passed, 39,250,000 Placement Shares 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 date.

If Resolution 3 is not passed, 39,250,000 Placement Shares will continue to 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 prior Shareholder approval, to the extent of 39,250,000 Equity Securities for the 12-month period following the issue of those Placement Shares.

5.3 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Placement Shares:

- (a) The Placement Shares were not issued under an agreement and were issued to professional and sophisticated investors who were not persons to whom Listing Rule 10.1.1 to 10.1.5 applied.
- (b) 39,250,000 Placement Shares were issued using the Company's placement capacity under Listing Rule 7.1.
- (c) The Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Placement Shares were issued on 29 February 2024 at an issue price of \$0.008 per Share.
- (e) The proceeds from the issue of the Placement Shares will be applied towards a low-cost, high value add exploration programme at the Boomerang Gold Prospect within the Marvel Loch Project and working capital.
- (f) A voting exclusion statement is included in the Notice.

5.4 Additional information

Resolution 3 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 3 as it will restore the Company's 15% placement capacity under Listing Rule 7.1.

6 RESOLUTIONS 4 TO 6 - APPROVAL TO ISSUE PLACEMENT SHARES TO DIRECTORS

6.1 General

As mentioned in Section 5.1, Messers Mark Stowell, Ric Dawson and Mark Bojanjac wish to participate in the Placement on the same terms as non-related parties.

Subject to Shareholder approval being obtained for Resolutions 4 to 6, the following Directors (and/or their respective nominee/s) will be issued an aggregate of 10,750,000 Placement Shares as follows:

- (a) 9,000,000 Placement Shares to Mr Mark Stowell (the subject of Resolution 4);
- (b) 750,000 Placement Shares to Mr Ric Dawson (the subject of Resolution 5); and
- (c) 1,000,000 Placement Shares to Mr Mark Bojanjac (the subject of Resolution 6).

(together, the Participating Directors).

Consequently, Resolutions 4 to 6 seek Shareholder approval for the issue of the Placement Shares to the Participating Directors.

6.2 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:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at the 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.

As the Participating Directors' participation in the Placement involves the issue of Shares to related parties of the Company, Shareholder approval pursuant to Listing Rule 10.11 is required unless an exception applies. The issue of the Placement Shares to the Participating Directors does not fall within an exception set out in Listing Rule 10.12 and therefore requires the approval of Shareholders.

Resolutions 4 to 6 seek the required Shareholder approval for the issue of the Placement Shares to Participating Directors' under and for the purposes of Listing Rule 10.11.

If each of Resolutions 4 to 6 are passed, the Company will be able to proceed with issuing the Placement Shares to the Participating Directors as part of the Placement. This will occur within one month after the date of the Meeting (or such later date as permitted by an ASX waiver or modification of the Listing Rules) and will raise additional funds which will be used in the manner set out in Section 5.3(e) above. As approval pursuant to Listing Rule 7.1 is not required for the issue of the Placement Shares to Participating Directors (because approval is being obtained under Listing Rule 10.11), the issue of Placement Shares to Participating Directors will not use up any of the Company's 15% annual placement capacity.

If any or all of the Resolutions 4 to 6 are not passed, the Company will not be able to proceed with the issue of Placement Shares to Participating Directors and no further funds will be raised in respect of the Placement. Consequently, the Company may need to seek an alternative means of raising capital.

Resolutions 4 to 6 seek approval for individual issues and are therefore not dependent on one another.

6.3 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 Corporation 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 passing of Resolutions 4 to 6 will result in the issue of Shares which constitutes giving of a financial benefit and the Participating Directors are related parties of the Company by virtue of each of Messers Mark Stowell, Ric Dawson and Mark Bojanjac being directors of the Company.

The Participating Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Placement Shares because the Placement Shares will be issued to the Participating Directors (and/or their respective nominee/s) on the same terms as the Shares issued to non-related parties who participated in the Placement. As such, the giving of the financial benefit is on arm's length terms.

6.4 Technical information required by Listing Rule 10.13

The following information is provided for the purposes of Listing Rule 10.13 in relation to Resolutions 4 to 6:

- (a) the Placement Shares will be issued to the Participating Directors (and/or their respective nominee/s) as follows:
 - (i) 9,000,000 Placement Shares to Mr Mark Stowell (and/or his nominee/s) (the subject of Resolution 4);

- (ii) 750,000 Placement Shares to Mr Ric Dawson (and/or his nominee/s) (the subject of Resolution 5); and
 - (iii) 1,000,000 Placement Shares to Mr Mark Bojanjac (and/or his nominee/s) (the subject of Resolution 6).
- (b) the persons to whom the issue of the Placement Shares the subject to Resolutions 4 to 6 are Directors of the Company and fall under Listing Rule 10.11.1.
 - (c) the maximum number of Placement Shares to be issued to the Participating Directors (and/or their respective nominee/s) is 10,750,000 Shares;
 - (d) the Placement Shares to be issued to Participating Directors 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;
 - (e) the Placement Shares issued to Participating Directors under Resolutions 4 to 6 will be issued 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 the issue will occur on the same date;
 - (f) the issue price of the Placement Shares issued to Participating Directors will be \$0.008 per Share, being the same issue price as all other Shares issued by the Company under the Placement;
 - (g) the purpose of the issue of the Placement Shares to Participating Directors is to raise capital. The use of funds raised will be used for the same purposes as set out in Section 5.3(e);
 - (h) the issue of the Placement Shares to Participating Directors is not intended to remunerate or incentivise the Participating Directors;
 - (i) other than as set out in this section, there are no other material terms of the agreement under which the Placement Shares will be issued to participating Directors under the Placement; and
 - (j) voting exclusion statements are included for Resolutions 4 to 6 in this Notice.

7 RESOLUTION 7 - RATIFICATION OF ISSUE OF COLLATERAL SHARES TO ACUITY CAPITAL

7.1 General

On 22 March 2024, the Company announced that it had entered into an At-the-Market Subscription Agreement (“ATM”) with Acuity Capital Investment Management Pty Ltd (“Acuity Capital”). The ATM provides the Company with up to \$1,000,000 of standby equity capital over the period to 31 January 2029.

The Company issued 24,000,000 fully paid ordinary shares (“Collateral Shares”) under Listing Rule 7.1 and without Shareholder approval.

Resolution 7 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Collateral Shares.

7.2 Listing Rules 7.1 & 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 Collateral Shares 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 capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue of the Collateral Shares.

Listing Rule 7.4 provides an exception to Listing Rule 7.1. It provides that where a company in an annual or general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1), those Equity Securities will be deemed to have been made with Shareholder approval for the purposes of Listing Rule 7.1.

The effect of Shareholders passing Resolution 7 will allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 7 is passed, 24,000,000 Collateral Shares 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 date.

If Resolution 7 is not passed, 24,000,000 Collateral Shares will continue to 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 prior Shareholder approval, to the extent of 24,000,000 Equity Securities for the 12-month period following the issue of those Collateral Shares.

7.3 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Collateral Shares:

- (a) The Collateral Shares were issued under an agreement and were issued to Acuity Capital Investment Management Pty Ltd as trustee for the Acuity Capital Holdings A/C.
- (b) 24,000,000 Collateral Shares were issued using the Company's placement capacity under Listing Rule 7.1.
- (c) The Collateral Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.

- (d) The Collateral Shares were issued on 22 March 2024 at nil consideration.
- (e) The Collateral Shares were issued as security at nil consideration as such no funds were received from the issue of the Collateral Shares.

It is intended that funds raised by the issue of Shares by utilising the ATM facility would be directly towards exploration activities to seek mineralisation to advance the Company's projects and to provide working capital.

- (f) A voting exclusion statement is included in the Notice.
- (g) As previously announced to the market on 22 March 2024, the ATM provides the Company with up to \$1,000,000 of standby equity capital over the period to 31 January 2029. The Company is yet to utilise the ATM.

As consideration for the ATM the Company paid an establishment fee and issued the Collateral Shares as security at nil consideration to Acuity Capital out of its Listing Rule 7.1 capacity.

There is no requirement on the Company to utilise the ATM and the Company may terminate the ATM at any time (including buying back and cancelling the Collateral Shares) for nil cash consideration (subject to any required regulatory and Shareholder approvals), without cost or penalty. The ATM does not place any restrictions on the Company raising capital through other methods.

7.4 Additional information

Resolution 7 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 7 as it will restore the Company's 15% placement capacity under Listing Rule 7.1.

8 RESOLUTION 8 - APPROVAL OF 10% PLACEMENT FACILITY - LISTING RULE 7.1A

8.1 General

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the annual general meeting ("**10% Placement Facility**"). The 10% Placement Facility is in addition to the Company's 15% Placement Capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX300 Index and has a market capitalization of \$300 million or less. The Company is an eligible entity.

The Company is seeking Shareholder approval to issue Equity Securities under the 10% Placement Facility. 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 8.2(c)).

If Resolution 8 is passed, the Company will be able to issue Equity Securities under Listing Rule 7.1A up to 10% of its issued shares capital over a 12-month period after the annual general meeting, in addition to the Company's 15% Placement Capacity under Listing Rule 7.1, without first obtaining Shareholder approval.

If Resolution 8 is not passed, the Company will not be able to access the 10% Placement Facility 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 under Listing Rule 7.1.

Resolution 8 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 Chair intends to exercise all available proxies in favour of Resolution 8.

8.2 Listing Rules 7.1A

(a) Shareholder approval.

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

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 Company.

The Company, as at the date of the Notice, has only one quoted class of Equity Securities, being Shares.

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained Shareholder approval at an annual general meeting may issue or agree to issue, during the 12-month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

(A X D) - E

- A** is the number of Shares on issue at the commencement of the relevant period;
- (i) plus the number of Shares issued in the relevant period under an exception in Listing Rule 7.2 other than exceptions 9, 16 or 17;
 - (ii) plus the number of Shares issued in the relevant period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - (A) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - (B) 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;

- (iii) plus the number of Shares issued in the relevant period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
 - (A) the agreement was entered into before the commencement of the relevant period; or
 - (B) the agreement was approved, or taken under these rules to have been approved under Listing Rule 7.1 or 7.4.
- (iv) plus the number of any Shares issued in the relevant period with approval under Listing Rule 7.1 or 7.4;
- (v) plus the number of partly paid ordinary shares that became fully paid in the relevant period;
- (vi) less the number of Shares cancelled in the relevant period.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% 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 relevant period where the issue or agreement has not been subsequently approved by Shareholders under Listing Rule 7.4; and

“relevant period” has the same meaning as in Listing Rule 7.1.

(d) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% Placement Capacity under Listing Rule 7.1.

At the date of the Notice, the Company has on issue 486,461,921 Shares and therefore has the capacity to issue:

- (i) 72,969,288 Equity Securities under Listing Rule 7.1; and
- (ii) 48,646,192 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated as the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 8.2(c)).

8.3 Specific information required by Listing Rule 7.3A

In accordance with Listing Rule 7.3A, information is provided as follows:

(a) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12-months after the date of the annual general meeting at which the approval is obtained;
 - (ii) the time and date of the entity's next annual general meeting; or
 - (iii) the time and 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 undertakings).
- (the "10% Placement Period")

(b) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be 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 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.

(c) Risk of economic and voting dilution

If Resolution 8 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the table below. 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 or the Equity Securities are issued as part of consideration for the acquisition of a new asset,

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

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable 'A' calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of the Notice.

The table also shows:

- (iii) two examples where variable 'A' has increased, by 50% and 100%. Variable 'A' is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issue of ordinary securities that do not require Shareholder approval (for example, a pro rate entitlement issue or script issued under a takeover offer) or future

specific placement under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and

- (iv) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.0045 50% decrease in Issue Price	\$0.009 Issue Price	\$0.018 100% increase in Issue Price
Current Variable A 486,461,921 Shares	10% Voting Dilution	48,646,192	48,646,192	48,646,192
	Funds raised	\$218,908	\$437,816	\$875,632
50% increase in current Variable A 729,692,881 Shares	10% Voting Dilution	72,969,288	72,969,288	72,969,288
	Funds raised	\$328,362	\$656,724	\$1,313,448
100% increase in current Variable A 972,292,384 Shares	10% Voting Dilution	97,229,238	97,229,238	97,229,238
	Funds raised	\$437,532	\$875,063	\$1,750,126

The table has been prepared on the following assumptions:

- (A) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- (B) No Options (including any Options issued under the 10% Placement Facility) are exercised into Shares before the date of the issue of the Equity Securities.
- (C) 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%.
- (D) 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.
- (E) 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.
- (F) The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
- (G) The issue price is \$0.009, being the closing price of the Shares on ASX on 4 April 2024.

(d) **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 subscribers of Equity Securities will be determined on a case by case basis having regard to 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) the financial situation and solvency of the Company; and

advice from corporate, financial and broker advisers (if applicable).

(e) **Proposed use of Funds & Other Required Disclosures**

The Company must issue the Equity Securities for cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new assets or investments (including expense associated with such acquisition), continued exploration and feasibility study expenditure on the Company's current assets and/or general working capital.

- (f) The Company will comply with the disclosure obligations under Listing Rule 3.10.3 and 7.1A(4) upon issue of any Equity Securities.

Listing Rule 3.10.3 requires details of a proposed issue of:

- Equity Securities (other than an issue to be made under a dividend or distribution plan or an employee incentive scheme or as a consequence of any convertible securities);
- debt securities that are in a class that is quoted or intended to be quoted on ASX.

The notification to the ASX must be in the form of, or accompanied by, an Appendix 3B.

The entity must also immediately tell ASX if there is a material error in, or a material change to, any of the information it has given to ASX about a proposed issue of securities.

Listing Rule 7.1A(4) required an entity to:

- state in its announcement of the proposed issue under Listing Rule 3.10.3 or its application for quotation of the securities are being issued under Listing Rule 7.1A; and
- provide to ASX, immediately after the issue with a list of names of the persons to whom securities were issued and the number of securities to each. The list provided is for ASX and is not released to the market.

- (g) The Company did obtain Shareholder approval under Listing Rule 7.1A at its previous annual general meeting.
- (h) A voting exclusion statement is included in the Notice for Resolution 8.
- (i) The subscribers 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 Shareholders who are not a related party or an associate of a related party of the Company.
- (j) At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

8.4 Effect of Resolution

The effect of Resolution 8 being carried will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% Placement Capacity under Listing Rule 7.1.

8.5 Director Recommendation

Resolution 8 is a special resolution.

The Directors recommend that Shareholders vote in favour of Resolution 8.

9 RESOLUTION 9 - ENABLE THE ISSUE OF OPTIONS UNDER AN EMPLOYEE INCENTIVE SCHEME - EMPLOYEE INCENTIVE OPTION PLAN

9.1 General

The Company proposes to renew its employee incentive scheme titled 'Employee Incentive Option Plan ("EIOP")'.

The objective of the EIOP is to attract, motivate and retain key employees and it is considered by the Company that the renewal of the EIOP and future issues of Options under the EIOP will provide selected directors, employees and consultants with the opportunity to participate in the future growth of the Company.

9.2 Summary of terms of the Employee Incentive Option Plan

A summary of the material terms of the EIOP is set out at Schedule 2.

9.3 Listing Rules 7.1, 7.2 & Exception 13

Certain issues of equity securities are exempt from the restrictions of Listing Rule 7.1, and are effectively disregarded for the purposes of determining the number of equity securities that a listed company has issued with a 12 month period.

Listing Rule 7.2 Exception 13 creates an exception from Listing Rule 7.1 for the issue of equity securities pursuant to an employee incentive scheme for a period of 3 years after either:

- (a) the listing of the company, provided that the terms of the employee incentive scheme were summarised and the maximum number of equity securities proposed to be issued under the scheme were set out in the company's listing prospectus; or
- (b) shareholders have approved the issue of securities under the employee incentive scheme being an exception from Listing Rule 7.1, provided that the notice of meeting included a summary of the employee incentive scheme and certain required disclosures about the number of securities previously issued under the scheme and the maximum number that may be issued under the scheme.

The exemption is only available for the issue of equity securities under the employee incentive scheme up to the maximum number stated in the prospectus or notice of meeting, as applicable. The exemption also ceases to be available if there is a material change to the terms of the employee incentive scheme after shareholder approval has been obtained.

9.4 Effect of the Resolution

Resolution 9 seeks Shareholder approval for the issue of Options under the EIOP to be an exception from Listing Rule 7.1 for a period of 3 years.

If Shareholders approve this Resolution, any issue of Options under the EIOP over the 3 years after the date of the Meeting (up to the maximum number calculated as set out in Section 9.6(c)) will not use up a portion of the Company's Placement Capacity when that issue is made. This means that the Company will preserve its flexibility to issue Equity Securities without seeking Shareholder approval if and when it grants Options under the EIOP.

It should be noted that if the Resolution is passed, the Company will only be able to issue Equity Securities under the EIOP to eligible participants who are unrelated parties without seeking prior Shareholder approval. Any proposed issue of Options to a Director or other related party, or any of their associates, under the EIOP will require prior Shareholder approval under Listing Rule 10.14.

If Shareholders do not approve this Resolution, the Company may still decide in future to grant Options to eligible employees and consultants who are unrelated parties under the EIOP, but each such issue will not be exempt from Listing Rule 7.1 and will use up a portion of the Company's Placement Capacity at the relevant time made (unless another exemption from Listing Rule 7.1 is applicable). This issue of Options under the EIOP in those circumstances would therefore reduce the Company's ability to issue Equity Securities without seeking Shareholder approval.

9.5 Directors' Recommendation

Directors are eligible to be offered Options under the EIOP, however, any proposed grant of Options to a Director or their associates require prior Shareholder approval under Listing Rule 10.14 before it can be made, and the passing of this Resolution will not enable the Company to issue any Equity Securities to a Director or their associates. The Directors recommend that Shareholders vote in favour of this Resolution.

9.6 Technical information required by Listing Rule 7.2 Exception 13

Pursuant to and in accordance with Listing Rule 7.2 Exception 13, the following information is provided in relation to this Resolution:

- (a) A summary of the EIOP is set out at Schedule 2;
- (b) 8,925,000 Options have previously been issued under the EIOP;
- (c) the maximum number of Options to be issued under the EIOP (other than issues approved by Shareholders under Listing Rule 10.14) following approval under this Resolution at any time, unless otherwise approved by Shareholders, will be 24,323,096 (being 5% of the number of the Company's fully paid ordinary shares on issue at the date of this Notice - 486,461,921 Shares).

SCHEDULE 1 - DEFINITIONS, TERMS AND ABBREVIATIONS

In this Notice and Explanatory Memorandum:

\$	means Australian dollars
ASIC	means the Australian Securities and Investments Commission.
ASX	means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange operated by ASX Limited, as the context requires.
Board	means the board of Directors.
Business Day	means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.
Chair	means the Chairperson of the Company.
Company	means Kula Gold Limited (ACN 126 741 259).
Constitution	means the constitution of the Company as amended.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth) as amended.
Director	means a director of the Company.
EST	means Eastern Standard Time.
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 Memorandum	means this explanatory memorandum.
Listing Rule	means the listing rules of the ASX.
Meeting	means the meeting convened by this Notice (as adjourned from time to time).
Notice	means this notice of meeting.
Option	means an option to be issued a Share.
Proxy Form	means the proxy form attached to this Notice.
Resolution	means a resolution set out in the Notice.

Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a holder of a Share.
WST	means Western Standard Time

SCHEDULE 2 - SUMMARY OF THE KEY TERMS OF THE EMPLOYEE INCENTIVE OPTION PLAN

The key terms of the Employee Incentive Option Plan (“EIOP”) are summarised below:

- (a) **Eligibility:** Participants in the EIOP 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 as otherwise permitted by the Board in its sole discretion; 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 Options under the EIOP (**Eligible Participants**).

- (b) **Offer:** The Board may, from time to time, in its absolute discretion, make a written offer to any Eligible Participant (including an Eligible Participant who has previously received an offer) to apply for up to a specified number of Options, upon the terms set out in the EIOP and upon such additional terms and conditions as the Board determines.
- (c) **Plan limit:** The Company must have reasonable grounds to believe, when making an offer, that the number of Shares to be received on exercise of Options 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.
- (d) **Issue price:** Unless the Options are quoted on the ASX, Options issued under the EIOP will be issued for no more than nominal cash consideration.
- (e) **Vesting Conditions:** An Option may be made subject to vesting conditions as determined by the Board in its discretion and as specified in the offer for the Option.
- (f) **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 a Participant (being an Eligible Participant to whom Options have been granted under the EIOP or their nominee where the Options have been granted to the nominee of the Eligible Participant), resolve to waive any of the Vesting Conditions applying to Options due to:
- (i) Special Circumstances arising in relation to a Relevant Person in respect of those Options; or
 - (ii) a Change of Control occurring; or
 - (iii) the Company passing a resolution for voluntary winding up, or an order is made for the compulsory winding up of the Company.
- (g) **Lapse of an Option:** An Option will lapse upon the earlier to occur of:
- (i) an unauthorised dealing in the Option;
 - (ii) a Vesting Condition in relation to the Option is not satisfied by its due date, or becomes incapable of satisfaction, unless the Board exercises its discretion to waive the Vesting Conditions and vest the Option in the circumstances set out in paragraph (f) or the Board resolves, in its absolute discretion, to allow the unvested Options to remain unvested after the Relevant Person ceases to be an Eligible Participant;
 - (iii) in respect of unvested Option only, an Eligible Participant ceases to be an Eligible Participant, unless the Board exercises its discretion to vest the Option in the circumstances set out in paragraph (f) or the Board resolves, in its absolute discretion, to allow the unvested Options to remain unvested after the Relevant Person ceases to be an Eligible Participant;
 - (iv) in respect of vested Options only, a relevant person ceases to be an Eligible Participant and the Option granted in respect of that person is not exercised within one (1) month (or such later date as the Board determines) of the date that person ceases to be an Eligible Participant;

- (v) the Board deems that an Option lapses due to fraud, dishonesty or other improper behaviour of the Eligible Participant;
 - (vi) a winding up resolution or order is made and the Board does not exercise its discretion to vest the Option;
 - (vii) the expiry date of the Option.
- (h) **Not transferrable:** Options are only transferrable in Special Circumstances with the prior written consent of the Board (which may be withheld in its absolute discretion) or by force of law upon death, to the Participant's legal personal representative or upon bankruptcy to the participant's trustee in bankruptcy.
 - (i) **Shares:** Shares resulting from the exercise of the Options shall, subject to any Sale Restrictions (refer paragraph (k)) from the date of issue, rank on equal terms with all other Shares on issue.
 - (j) **Quotation of Shares:** If Shares of the same class as those issued upon exercise of Options issued under the EIOP are quoted on the ASX, the Company will, subject to the ASX Listing Rules, apply to the ASX for those Shares to be quoted on ASX within 10 business days of the later of the date the Shares are issued and the date any restriction period applying to the disposal of Shares ends.
 - (k) **Sale Restrictions:** The Board may, in its discretion, determine at any time up until exercise of Options, that a restriction period will apply to some or all of the Shares issued to an Eligible Participant (or their eligible nominee) on exercise of those Options up to a maximum of seven (7) years from the grant date of the Options. In addition, the Board may, in its sole discretion, having regard to the circumstances at the time, waive any such restriction period determined.
 - (l) **No Participation Rights:** There are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options.
 - (m) **Change in exercise price of number of underlying securities:** Unless specified in the offer of the Options and subject to compliance with the ASX Listing Rules, an Option does not confer the right to a change in exercise price or in the number of underlying Shares over which the Option can be exercised.
 - (n) **Reorganisation:** If, at any time, the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder of an Option are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reorganisation.
 - (o) **Amendments:** Subject to express restrictions set out in the EIOP and complying with the Corporations Act, ASX 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 EIOP, or the terms or conditions of any Option granted under the EIOP including giving any amendment retrospective effect.
 - (p) **Trust:** The Board may, at any time, establish a trust for the sole purpose of acquiring and holding Shares in respect of which a Participant may exercise, or has exercised, vested Options, including for the purpose of enforcing the disposal restrictions and appoint a trustee to act as trustee of the trust. The trustee will hold the Shares as trustee for and on behalf of a Participant as beneficial owner upon the terms of the trust. The Board may at any time amend all or any of the provisions of the EIOP to effect the establishment of such a trust and the appointment of such a trustee.

Definitions: Capitalised terms used in the above summary are as defined in the EIOP, including:

Associated Body Corporate means:

- (a) a related body corporate (as defined in the Corporations Act) of the Company;
- (b) a body corporate which has an entitlement to not less than 20% of the voting Shares of the Company; and
- (c) a body corporate in which the Company has an entitlement to not less than 20% of the voting shares.

Change of Control means:

- (a) a bona fide Takeover Bid is declared unconditional and the bidder has acquired a Relevant Interest in more than 50% of the Company's issued Shares;
- (b) a court approves, under section 411(4)(b) of the Corporations Act, a proposed compromise or arrangement for the purposes of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or
- (c) in any other case, a person obtains Voting Power in the Company which the Board (which for the avoidance of doubt will comprise those Directors immediately prior to the person acquiring that Voting Power) determines, acting in good faith and in accordance with their fiduciary duties, is sufficient to control the composition of the Board.

Relevant Person means:

- (a) in respect of an Eligible Participant, that person; and
- (b) in respect of a nominee of an Eligible Participant, that Eligible Participant.

Special Circumstances means:

- (a) a Relevant Person ceasing to be an Eligible Participant due to:
 - (i) death or Total or Permanent Disability of a Relevant Person; or
 - (ii) Retirement or Redundancy of a Relevant Person;
- (b) a Relevant Person suffering Severe Financial Hardship;
- (c) any other circumstance stated to constitute “Special Circumstances” in the terms of the relevant Offer made to and accepted by the Participant; or
- (d) any other circumstances determined by the Board at any time (whether before or after the Offer) and notified to the relevant Participant which circumstances may relate to the Participant, a class of Participant, including the Participant or particular circumstances or class of circumstances applying to the Participant.

Your proxy voting instruction must be received by **11.30am (AWST) on Wednesday, 15 May 2024**, 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.



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 FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au/>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

