



Little Green Pharma Ltd
ACN 615 586 215

Addendum to Notice of Annual General Meeting

Little Green Pharma Ltd (**Company**) hereby gives notice to Shareholders that, in relation to the notice of annual general meeting dated 23 July 2024 (**Notice**) in respect of the annual general meeting to be held virtually on Thursday, 29 August 2024 at 3.30pm (AWST), the Directors have resolved to amend the Notice by including Resolution 9(a) and (b) to the Notice (**Addendum**).

By this Addendum, additional resolutions are added to the Notice as follows:

- Resolution 9(a) – Approval of issue of LTIP Options to Angus Caithness; and
- Resolution 9(b) – Approval of issue of LTIP Options to Fleta Solomon,

(together, the **Additional Resolutions**).

This Addendum is supplemental to the original Notice and should be read in conjunction with the Notice. Save for the amendments set out below, the Notice remains unchanged.

The numbering used in this Addendum is a continuation of the numbering used in the Notice and the Explanatory Memorandum. Unless otherwise defined in this Addendum, the defined terms used in this Addendum are as defined in the Notice.

This Addendum should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their suitably qualified professional advisors prior to voting. Should you wish to discuss the matters set out in this Addendum, please do not hesitate to contact the Company on (08) 6280 0050.

Proxy Forms

A replacement Proxy Form (**Replacement Proxy Form**) is made available with this Addendum, which replaces the Proxy Form that was made available with the Notice (**Original Proxy Form**). Shareholders are advised to follow the below instructions if you have already submitted a proxy vote:

- if you wish to vote on the Additional Resolutions or change your vote on Resolutions 1 to 8, you can submit your proxy either using the Replacement Proxy Form or online; or

- if you do not wish to vote on the Additional Resolutions or to change your vote on Resolutions 1 to 8, you do not need to take any action. The Original Proxy Form that you have already returned will remain valid for Resolutions 1 to 8 (unless you submit a Replacement Proxy Form) and you will be deemed to have provided no instructions in respect to Resolution 9(a) and (b).

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at cosec@lgp.global.

BY ORDER OF THE BOARD

A handwritten signature in dark red ink, appearing to be "Alistair Warren", with a long horizontal flourish extending to the right.

Alistair Warren
Company Secretary
Little Green Pharma Ltd
Dated: 8 August 2024

Little Green Pharma Ltd
ACN 615 586 215
(Company)

Addendum to Notice of Annual General Meeting

The Agenda of the Notice is amended by including the following Resolutions.

Additional Resolutions

Resolution 9 – *Approval of issue of LTIP Options*

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

'That, for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of the LTIP Options under the Plan as follows:

- (a) *up to 2,000,000 LTIP Options to Angus Caithness (or his nominees); and*
- (b) *up to 1,200,000 LTIP Options to Fleta Solomon (or her nominees),*

on the terms and conditions in the Explanatory Memorandum.'

Voting exclusions

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

- (a) **Resolution 9(a):** by or on behalf of Angus Caithness or a 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 any of their respective associates, or their nominees.
- (b) **Resolution 9(b):** by or on behalf of Fleta Solomon or a 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 any of their respective associates, or their nominees.

The above voting exclusions do not apply to a vote cast in favour of Resolution 9 by:

- (c) a person as proxy or attorney for a person who is entitled to vote, in accordance with directions given to the proxy or attorney to vote on the Resolution 9 in that way;
- (d) the Chair as proxy or attorney for a person who is entitled to vote, in accordance with a direction given to the Chair to vote on Resolution 9 as the Chair decides; or
- (e) 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 Resolution 9; and
- (ii) the holder votes on Resolution 9 in accordance with directions given by the beneficiary to the holder to vote in that way.

BY ORDER OF THE BOARD

A handwritten signature in dark red ink, appearing to be "Alistair Warren", with a long horizontal flourish extending to the right.

Alistair Warren
Company Secretary
Little Green Pharma Ltd
Dated: 8 August 2024

Little Green Pharma Ltd
ACN 615 586 215
(Company)

The Explanatory Memorandum of the Notice is supplemented by inserting the following Sections and Schedules.

12. Resolution 9 – Approval of issue of LTIP Options

12.1 General

The Company is proposing, subject to obtaining Shareholder approval, to issue up to a total of 2,400,000 Options (**LTIP Options**) to Executive Directors, Angus Caithness and Fleta Solomon (or their respective nominees) under the Plan as follows:

- (a) up to 2,000,000 LTIP Options to Angus Caithness (or his nominees); and
- (b) up to 1,200,000 LTIP Options to Fleta Solomon (or her nominees).

In connection with the LTIP Options, the Company will grant an exercise incentive right, which allows the holder of the LTIP Option (or their nominee) to receive a payment equal to 50% of their exercise price in respect of any LTIP Options exercised or where holder has indicated an intention to exercise by way of cash payment prior to the Expiry Date, provided that the Option holder remains employed or engaged by the Company at least 14 days prior to the Expiry Date or is otherwise considered by the board to be a 'good leaver'.

The rationale for the issue of the LTIP Options is to reward and incentivise the Executive Directors for their continued service to the Company in accordance with the terms of their negotiated remuneration packages, as well as to retain highly experienced and qualified key management personnel in a competitive market.

The Company is in an important stage of development with significant opportunities and challenges in both the near and long-term, and the proposed issue of the LTIP Options seeks to reward the Executive Directors for their performance in the 2024 financial year and incentivise ongoing performance to the Company. In addition, the Board (other than Angus Caithness and Fleta Solomon who each have a personal interest in the outcome of Resolution 9(a) and (b)) also believes that incentivising with LTIP Options is a prudent means of conserving the Company's available cash reserves. The Board (other than Angus Caithness and Fleta Solomon) believes it is important to offer these LTIP Options to continue to attract and maintain highly experienced and qualified Board members in a competitive market.

12.2 Listing Rule 10.14

A summary of Listing Rule 10.14 is in Section 9.2 above.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the LTIP Options as approval is being obtained under Listing Rule 10.14. Accordingly, the issue of the LTIP Options to Angus Caithness and Fleta Solomon (or their respective nominees) will not be included in the Company's 15% annual placement capacity in Listing Rule 7.1 or the maximum permitted number of Equity Securities issued under Listing Rule 7.2, exception 13(b).

The effect of Shareholders passing Resolution 9(a) and (b) will be to allow the Company to issue the LTIP Options to Angus Caithness and Fleta Solomon (or their respective nominees) under the Plan.

If Resolution 9(a) is not passed, the Company will not be able to proceed with the issue of up to 2,000,000 LTIP Options to Angus Caithness (or his nominees), and the Company will have to consider alternative commercial means to reward Mr Caithness.

If Resolution 9(b) is not passed, the Company will not be able to proceed with the issue of up to 1,200,000 LTIP Options to Fleta Solomon (or her nominees), and the Company will have to consider alternative commercial means to reward Ms Solomon.

12.3 Specific information required by Listing Rule 10.15

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of the LTIP Options:

- (a) The LTIP Options will be issued under the Plan to Angus Caithness and Fleta Solomon (or their respective nominees).
- (b) Angus Caithness and Fleta Solomon fall into the category stipulated by Listing Rule 10.14.1 by virtue of being directors of the Company.
- (a) A maximum of 3,200,000 LTIP Options will be issued as follows:
 - (i) up to 2,000,000 LTIP Options to Angus Caithness (or his nominees); and
 - (ii) up to 1,200,000 LTIP Options to Fleta Solomon (or her nominees).
- (c) The current total annual remuneration packages for Angus Caithness and Fleta Solomon as at the date of this Notice are set out below:

Executive Director	Fixed remuneration ⁽²⁾ (Cash)	Short term incentive (Cash)	Share based payments (Issued)	Prior period shares in lieu of salary ⁽³⁾ (Issued)	TOTAL
Angus Caithness ⁽¹⁾	\$296,830	-	\$5,440	\$40,885	\$343,155
Fleta Solomon ⁽¹⁾	\$216,152	\$75,300	\$6,120	-	\$297,572

Notes:

1. Figures do not include the issue of the LTIP Options, the subject of Resolution 9(a) and (b) proposed to be issued under the Company's Plan.
2. Salaries and fees in 31 March 2024 include post-employment benefits.
3. Shares issued in the current financial year in relation to the salary sacrificed in the prior financial year whereby Mr Angus Caithness sacrificed 40% of his salary for the period July 2022 through to September 2022 and thereafter 20% for the period October 2022 to March 2023.

- (d) The Company previously sought and received Shareholder approval for the Plan at a General Meeting of Shareholders held on 31 January 2023, and since this approval has issued the following Securities to Angus Caithness and Fleta Solomon (or their respective nominees) under the Plan:

Executive Director	Date of issue	Type of Equity Security	Number of Equity Securities	Average acquisition price
Angus Caithness	27 February 2023	Performance Rights	1,500,000 ⁽¹⁾	\$Nil
	27 September 2023	Share Rights	1,000,000 ⁽²⁾	\$Nil
Fleta Solomon	27 February 2023	Performance Rights	1,500,000 ⁽¹⁾	\$Nil
	27 September 2023	Share Rights	1,000,000 ⁽²⁾	\$Nil

Notes:

1. Terms and conditions of the Performance Rights are set out in schedule 4 of the Company's notice of general meeting dated 29 December 2022.
2. Terms and conditions of the Share Rights are set out in schedule 4 of the Company's notice of annual general meeting dated 28 July 2023.

- (e) The LTIP Options will be issued on the terms and conditions in Schedule 5.
- (f) The Board considers that LTIP Options are an appropriate form of incentive because they reward and incentivise Angus Caithness and Fleta Solomon for their ongoing support to the Company.
- (g) The Company's valuation of the LTIP Options is in Schedule 6, with a summary below:

Executive Director	LTIP Options	Valuation
Angus Caithness	2,000,000	\$88,000
Fleta Solomon	1,200,000	\$52,800
TOTAL	3,200,000	\$140,800

- (h) The LTIP Options will be issued to Angus Caithness and Fleta Solomon (or their respective nominees) as soon as practicable following the Meeting and in any event not later than three years after the Meeting.
- (i) The LTIP Options will be issued for nil cash consideration. The rationale for the issue of the LTIP Options is to reward and incentivise Angus Caithness and Fleta Solomon for their continued service to the Company in accordance with the terms of their negotiated remuneration packages, as well as to retain highly experienced and qualified key management personnel in a competitive market.
- (j) A summary of the material terms of the Plan is in Schedule 4.

- (k) No loan will be provided to Angus Caithness and Fleta Solomon in relation to the issue of the LTIP Options.
- (l) Details of any securities 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.
- (m) Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after the resolution is approved and who were not named in the Notice will not participate until approval is obtained under Listing Rule 10.14.
- (n) A voting exclusion statement is included in the Notice.

12.4 Chapter 2E of the Corporations Act

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

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

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

The proposed issue of the LTIP Options constitutes giving a financial benefit to related parties of the Company.

The Board (other than Angus Caithness and Fleta Solomon who each have a personal interest in the outcome of Resolution 9(a) and (b)) considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the LTIP Options because the LTIP Options are considered by the Board as reasonable remuneration and therefore falls within the exception stipulated by section 211 of the Corporations Act.

12.5 Additional information

Each of Resolution 9(a) and (b) is an ordinary resolution.

The Board (other than Angus Caithness and Fleta Solomon who each have a personal interest in the outcome of Resolution 9(a) and (b)) recommends that Shareholders vote in favour of Resolution 9(a) and (b).

Schedule 1 Additional definitions

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

Addendum	means this addendum to the Notice.
Additional Resolutions	means Resolution 9(a) and (b), set out in this Addendum.
Expiry Date	has the meaning given in item 4 of Schedule 5.
LTIP Options	means the 3,200,000 Options proposed to be issued to Angus Caithness and Fleta Solomon (or their respective nominees) on the terms and conditions in Schedule 5, the subject of Resolution 9(a) and (b).
Original Proxy Form	means the proxy form made available with the Notice which is replaced by the Replacement Proxy Form.
Option Exercise Price	has the meaning given in item 3 of Schedule 5.
Replacement Proxy Form	means the proxy form made available with this Addendum which replaces the Original Proxy Form.

Schedule 5 Terms and conditions of LTIP Options

The terms and conditions of the LTIP Options (in this Schedule referred to as **Options**) are as follows:

1. **(Entitlement)**: Subject to the terms and conditions set out below, each Option entitles the holder to the issue of one fully paid ordinary share in the capital of the Company (**Share**).
2. **(Issue Price)**: The Options are issued for nil cash consideration.
3. **(Exercise Price)**: The Options are exercisable at 150% of the Share price per Share traded on the ASX on the date of issue of the Options.
4. **(Expiry Date)**: Each Option will expire at 5.00pm (AWST) on 31 July 2027 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
5. **(Exercise Period)**: The Options are exercisable at any time and from time to time on or prior to the Expiry Date.
6. **(Notice of Exercise)**: The Options may be exercised by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**). The Options held by each holder may be exercised in whole or in part, and if exercised in part, at least 100,000 must be exercised on each occasion.

7. **(Issue of Shares)**: As soon as practicable after the valid exercise of an Option, the Company will:
 - (a) issue, allocate or cause to be transferred to the holder the number of Shares to which the holder is entitled;
 - (b) issue a substitute Certificate for any remaining unexercised Options held by the holder;
 - (c) if required, and subject to clause 9, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
 - (d) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the Listing Rules.
8. **(Restrictions on transfer of Shares)**: If the Company is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, Shares issued on exercise of the Options may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act. The Company is authorised by the holder to apply a holding lock on the relevant Shares during the period of such restriction from trading.
9. **(Ranking)**: All Shares issued upon the exercise of Options will upon issue rank equally in all respects with other Shares.

10. **(Transferability of the Options):** The Options are not transferable, except with the prior written approval of the Company at its sole discretion and subject to compliance with the Corporations Act and Listing Rules.
11. **(Cashless exercise of Options):** The holder may elect not to be required to provide payment of the Exercise Price for the number of Options specified in a Notice of Exercise but that on exercise of those Options the Company will transfer or allot to the holder that number of Shares equal in value to the positive difference between the then Market Value of the Shares at the time of exercise and the Exercise Price that would otherwise be payable to exercise those Options (with the number of Shares rounded down to the nearest whole Share).
- Market Value** means, at any given date, the volume weighted average price per Share traded on the ASX over the five (5) trading days immediately preceding that given date.
12. **(Dividend rights):** An Option does not entitle the holder to any dividends.
13. **(Voting rights):** An Option does not entitle the holder to vote on any resolutions proposed at a general meeting of the Company, subject to any voting rights provided under the Corporations Act or the ASX Listing Rules where such rights cannot be excluded by these terms.
14. **(Quotation of the Options):** The Company will not apply for quotation of the Options on any securities exchange.
15. **(Adjustments for reorganisation):** If there is any reorganisation of the issued share capital of the Company, the rights of the Option holder will be varied in accordance with the Listing Rules.
16. **(Entitlements and bonus issues):** Subject to the rights under clause 20, holders will not be entitled to participate in new issues of capital offered to shareholders such as bonus issues and entitlement issues.
17. **(Change in exercise price):** There will be no change to the exercise price of the Options or the number of Shares over which the Options are exercisable in the event of the Company making a pro-rata issue of Shares or other securities to the holders of Shares in the Company (other than a bonus issue).
18. **(Adjustment for bonus issues of Shares):** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):
- (a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and
 - (b) no change will be made to the Exercise Price.
19. **(Return of capital rights):** The Options do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
20. **(Rights on winding up):** The Options have no right to participate in the surplus profits or assets of the Company upon a winding up of the Company.
21. **(Takeovers prohibition):**
- (a) the issue of Shares on exercise of the Options is subject to and conditional upon the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act; and

- (b) the Company will not be required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Options.
22. **(No other rights)**: An Option does not give a holder any rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.
23. **(Amendments required by ASX)**: The terms of the Options may be amended as considered necessary by the Board in order to comply with the ASX Listing Rules, or any directions of ASX regarding the terms provided that, subject to compliance with the Listing Rules, following such amendment, the economic and other rights of the holder are not diminished or terminated.
24. **(Plan)**: The Options are issued pursuant to and are subject to the Plan. In the event of conflict between a provision of these terms and conditions and the Plan, these terms and conditions prevail to the extent of that conflict.
25. **(Constitution)**: Upon the issue of the Shares on exercise of the Options, the holder will be bound by the Company's Constitution.

Schedule 6 Valuation of LTIP Options


The LTIP Options to be issued to Angus Caithness and Fleta Solomon (or their respective nominees) have been valued according to a Black & Scholes valuation model on the following assumptions:


Number of LTIP Options	3,200,000
Assumed Share price at grant date	\$0.10
Assumed exercise price of LTIP Options	\$0.15
Time to maturity	3 years
Annual risk-free rate	4.25%
Annualised volatility	80%
Annualised dividend yield	Nil
Valuation per LTIP Option	\$0.044
Aggregate value of LTIP Options	\$140,800

LGPRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SURBURB
SAMPLETOWN VIC 3030

Need assistance?

 **Phone:**
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

 **Online:**
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **3:30pm (AWST) on Tuesday, 27 August 2024.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

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Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



IND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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I/we being a member/s of Little Green Pharma Ltd hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Little Green Pharma Ltd to be held as a virtual meeting on Thursday, 29 August 2024 at 3:30pm (AWST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 6(a), 6(b), 6(c), 7, 9(a) and 9(b) (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 6(a), 6(b), 6(c), 7, 9(a) and 9(b) are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 6(a), 6(b), 6(c), 7, 9(a) and 9(b) by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain			For	Against	Abstain
Resolution 1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 6(c)	Approval of Issue of Non-Executive Retention Rights to Ms Beatriz Vicén Banzo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Fleta Solomon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 7	Approval of potential termination benefits under the Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Director – Michael Lynch-Bell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 8	Ratification of issue of Consultant Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 9(a)	Approval of issue of LTIP Options to Angus Caitness	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 9(b)	Approval of issue of LTIP Options to Fleta Solomon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6(a)	Approval of Issue of Non-Executive Retention Rights to Mr Michael Lynch-Bell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
Resolution 6(b)	Approval of Issue of Non-Executive Retention Rights to Dr Neale Fong	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

