

---

**WHITEHAWK LIMITED****ACN 620 459 823****NOTICE OF ANNUAL GENERAL MEETING**

---

Notice is given that the Meeting will be held at:

**TIME:** 10:30AM (AEST)  
**DATE:** Wednesday, 8 May 2019  
**PLACE:** RSM  
Level 13  
60 Castlereagh Street  
Sydney, New South Wales

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

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

***The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 07:00pm (AEST) on 6 May 2019.***

---

## BUSINESS OF THE MEETING

---

### AGENDA

---

#### 1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 31 December 2018 together with the declaration of the directors, the director's report, the Remuneration Report and the auditor's report.

---

#### 2. RESOLUTION 1– ADOPTION OF REMUNERATION REPORT

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

*“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 31 December 2018.”*

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

**Voting Prohibition Statement:**

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

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

---

#### 3. RESOLUTION 2 – ROTATION OF DIRECTOR – PHILIP GEORGE

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

*“That, for the purpose of clause 14.2 of the Constitution and for all other purposes, Phil George, a Director, retires by rotation, and being eligible, is re-elected as a Director.”*

---

#### 4. RESOLUTION 3 – APPROVAL OF 10% PLACEMENT CAPACITY

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

*“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing*

Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement."

**Voting Exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of a 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 holder of ordinary securities in the Company) or an associate of that person (or those persons). However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

---

**5. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES TO ADVISORS**

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 7.4 and for all other purposes, Shareholders ratify the issue of 509,524 Shares on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

---

**6. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SHARES TO ADVISOR**

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 Rules 7.4 and for all other purposes, Shareholders ratify the issue of 1,336,806 Shares on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

---

**7. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF SHARES TO RIVERFORT**

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 7.4 and for all other purposes, Shareholders ratify the issue of 10,769,231 Shares on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

---

**8. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF SHARES TO RIVERFORT – LISTING RULE 7.1A**

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 7.4 and for all other purposes, Shareholders ratify the issue of 5,384,615 Shares on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

---

**9. RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE OF SHARES FOR CAPITAL RAISING – LISTING RULE 7.1A**

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 7.4 and for all other purposes, Shareholders ratify the issue of 3,003,544 Shares on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

---

**10. RESOLUTION 9 – RATIFICATION OF PRIOR ISSUE OF PERFORMANCE RIGHTS**

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 Rules 7.4 and for all other purposes, Shareholders ratify the issue of 3,000,000 Performance Rights on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

**Dated: 5 April 2019**

**By order of the Board**

  
**Kevin Kye**  
**Company Secretary**

### **Voting in person**

---

To vote in person, attend the Meeting at the time, date and place set out above.

### **Voting by proxy**

---

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

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

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

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

***Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6311 4636.***

---

## EXPLANATORY STATEMENT

---

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

---

### 1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 2018 together with the declaration of the directors, the directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at <https://www.whitehawk.com/>.

---

### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

#### 2.1 General

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

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

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

#### 2.2 Voting consequences

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

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

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

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

## **2.3 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.

---

## **3. RESOLUTION 2 – ROTATION OF DIRECTOR – PHILIP GEORGE**

### **3.1 General**

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

Philip George, who has served as a director since 14 July 2017, retires by rotation and seeks re-election.

### **3.2 Qualifications and other material directorships**

Philip George has experience as a managing director and operations manager with a strong background in cyber security and IT networking. Philip has previously worked as a general manager, technical director, global IT manager, team lead and IT manager in other organisations. For the past 12 years, Philip has primarily serviced the finance, oil and gas, start-up, mining and petroleum and petrochemical industries and was recently the Operations Manager for Uber Australia.

Philip is the Founder of NURV Consulting, which delivers custom cloud-based solutions to small and medium businesses and the Founder and CEO of Bamboo, a micro-investment platform.

### **3.3 Independence**

If elected the board considers Philip George will be an independent director.

### **3.4 Board recommendation**

The Board supports the re-election of Philip George and recommends that Shareholders vote in favour of Resolution 2.

---

## **4. RESOLUTION 3 – APPROVAL OF 10% PLACEMENT CAPACITY**

### **4.1 General**

ASX Listing Rule 7.1A provides that an Eligible Entity (as defined below) may seek shareholder approval by special resolution passed at an annual general meeting to have the capacity to issue up to that number of Equity Securities (as defined below) equal to 10% of its issued capital (**10% Placement Capacity**) without using that company's existing 15% annual placement capacity granted under ASX Listing Rule 7.1.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- For personal use only
- (a) is not included in the S&P/ASX 300 Index; and
  - (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

As at the date of this Notice, the Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$8,367,528 (based on the number of Shares on issue and the closing price of Shares on the ASX on 20 March 2019 of \$0.066).

An Equity Security is a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security, or, any security that ASX decides to classify as an equity security.

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

As at the date of this Notice, the Company currently has one class of quoted Equity Securities on issue, being the Shares (ASX Code: WHK).

If Shareholders approve Resolution 3, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

Resolution 3 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 3 for it to be passed.

#### 4.2 Technical information required by ASX Listing Rule 7.1A

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

(a) **Minimum Price**

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX 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; or
- (ii) if the Equity Securities are not issued within 5 ASX trading days of the date in section (a)(i), the date on which the Equity Securities are issued.

(b) **Date of Issue**

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting; and
- (ii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the

Company's main undertaking) (after which date, an approval under Listing Rule 7.1A ceases to be valid),

**(10% Placement Capacity Period).**

**(c) Risk of voting dilution**

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 3 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the market price of Shares and the number of Equity Securities on issue as at 20 March 2019.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

| Number of Shares on Issue (Variable 'A' in ASX Listing Rule 7.1A2) | Dilution                            |  |                        |  |
|--|-------------------------------------|--|------------------------|--|
|  | Issue Price (per Share)             | \$0.033<br>50% decrease in Issue Price | \$0.066<br>Issue Price | \$0.099<br>50% increase in Issue Price |
| <b>126,780,730</b><br>(Current Variable A)                         | Shares issued - 10% voting dilution | 12,678,073 Shares                      | 12,678,073 Shares      | 12,678,073 Shares                      |
|  | Funds raised                        | \$418,376.41                           | \$836,752.82           | \$1,255,129.23                         |
| <b>190,171,095</b><br>(50% increase in Variable A)                 | Shares issued - 10% voting dilution | 19,017,109 Shares                      | 19,017,109 Shares      | 19,017,109 Shares                      |
|  | Funds raised                        | \$627,564.60                           | \$1,255,129.19         | \$1,882,693.79                         |
| <b>253,561,460</b><br>(100% increase in Variable A)                | Shares issued - 10% voting dilution | 25,356,146 Shares                      | 25,356,146 Shares      | 25,356,146 Shares                      |
|  | Funds raised                        | \$836,752.82                           | \$1,673,505.64         | \$2,510,258.45                         |

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

**The table above uses the following assumptions:**

1. There are currently 126,780,730 Shares on issue as at the date of this Notice of Meeting.
2. The issue price set out above is the closing price of the Shares on the ASX on 20 March 2019.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
5. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

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

**(d) Purpose of Issue under 10% Placement Capacity**

The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:

- (i) as cash consideration in which case the Company intends to use funds raised for the acquisition of new resources, assets and investments (including expenses associated with such an acquisition) and general working capital; or
- (ii) as non-cash consideration for services, assets, businesses or investments, in such circumstances the Company will provide a valuation of the non-cash consideration as required by listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

**(e) Allocation policy under the 10% Placement Capacity**

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the recipients under the 10% Placement Capacity will be vendors of the new resources, assets or investments.

(f) **Previous approval under ASX Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its annual general meeting held on 21 May 2018 (**Previous Approval**).

The Company has issued 8,388,159 Shares pursuant to the Previous Approval.

During the 12 month period preceding the date of the Meeting, being on and from 21 May 2018, the Company also issued a further 48,890,073 Shares, 17,837,270 Options and 3,000,000 Performance Rights which represents approximately 66.64% of the total diluted number of Equity Securities on issue in the Company on 21 May 2018, which was 104,627,498.

(g) **Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A**

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it must give to ASX:

- (i) a list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
- (ii) the information required by Listing Rule 3.10.5A for release to the market.

#### **4.3 Voting Exclusion**

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 3.

---

## 5. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES TO ADVISORS

### 5.1 General

On 1 June 2018, the Company issued 509,524 Shares in place of outstanding cash fees for services provided by some of the Company's advisors.

Resolution 4 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares (**Ratification**).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

### 5.2 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (a) 509,524 Shares were issued;
- (b) the Shares were issued at the following deemed issue prices:
  - (i) 300,000 Shares were issued at a deemed issue price of \$0.20; and
  - (ii) 209,524 Shares were issued at a deemed issue price of \$0.105,on 1 June 2018. However no cash funds were received as they were issued in satisfaction of cash fees owing for services rendered by S3 Consortium Pty Ltd and Blueknight Corporation Pty Ltd;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to advisors. None of these subscribers are related parties of the Company; and
- (e) no funds were raised from this issue as the Shares were issued in lieu of outstanding cash fees owing to those advisors.

---

## 6. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SHARES TO ADVISOR

### 6.1 General

On 23 August 2018, the Company issued 1,336,806 Shares in consideration for services provided by S3 Consortium Pty Ltd.

---

Resolution 5 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares (**Ratification**).

A summary of ASX Listing Rules 7.1 and 7.4 is set out in section **Error! Reference source not found.** above.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

## **6.2 Technical information required by ASX Listing Rule 7.4**

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (a) 1,336,806 Shares were issued;
- (b) the Shares were issued at a deemed issue price of \$0.0576 per Share. However no cash funds were received as they were issued in satisfaction of cash fees owing for services rendered by S3 Consortium Pty Ltd;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to advisors. None of these subscribers are related parties of the Company; and
- (e) no funds were raised from this issue as the Shares were issued in consideration for services provided by S3 Consortium Pty Ltd.

---

## **7. RESOLUTIONS 6 & 7 – RATIFICATION OF PRIOR ISSUES OF SHARES TO RIVERFORT**

### **7.1 General**

On 11 February 2019, the Company issued 16,153,846 Shares at an issue price of \$0.065 per Share to raise \$1,050,000.

5,384,615 Shares were issued pursuant to the Company's capacity under ASX Listing Rule 7.1A which was approved by Shareholders at the annual general meeting held on 21 May 2018 and 10,769,231 Shares were issued pursuant to the Company's capacity under ASX Listing Rule 7.1.

Resolutions 6 and 7 seek Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares (**Ratification**).

### **7.2 Resolution 6 – ASX Listing Rule 7.1**

A summary of ASX Listing Rules 7.1 and 7.4 is set out in section 4 above.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

### **7.3 Resolution 7 – ASX Listing Rule 7.1A**

ASX Listing Rule 7.1A provides that in addition to issues permitted without prior shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and

obtains shareholder approval under ASX Listing Rule 7.1A may issue or agree to issue during the period for which the approval is valid a number of quoted equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in ASX Listing Rule 7.1.

Where an eligible entity obtains shareholder approval to increase its placement capacity under ASX Listing Rule 7.1A then any ordinary securities issued under that additional placement capacity:

- (a) will not be counted in variable "A" in the formula in ASX Listing Rule 7.1A; and
- (b) are counted in variable "E",

until their issue has been ratified under ASX Listing Rule 7.4 (and provided that the previous issue did not breach ASX Listing Rule 7.1A) or 12 months has passed since their issue.

By ratifying the issue the subject of Resolution 6, the base figure (ie variable "A") in which the Company's 15% and 10% annual placement capacities are calculated will be a higher number which in turn will allow a proportionately higher number of securities to be issued without prior Shareholder approval. Although, it is noted that the Company's use of the 10% annual placement capacity following this Meeting remains conditional on Resolution 3 being passed by the requisite majority.

#### **7.4 Technical information required by ASX Listing Rule 7.4**

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (a) 16,153,846 Shares were issued on the following basis:
  - (i) 5,384,615 Shares issued pursuant to ASX Listing Rule 7.1A; and
  - (ii) 10,769,231 Shares issued pursuant to ASX Listing Rule 7.1;
- (b) the issue price was \$0.065 per Share under both the issue of Shares pursuant to ASX Listing Rule 7.1 and ASX Listing Rule 7.1A;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to BNP Paribas Nominees Pty Ltd, who is not a related party of the Company; and
- (e) the funds raised from this issue were used as follows:
  - (i) \$700,000 was used in the equity swap arrangement outlined in the announcement dated 5 February 2019; and
  - (ii) \$350,000 was used to bolster the Company's working capital.

---

## **8. RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE OF SHARES FOR CAPITAL RAISING**

### **8.1 General**

On 20 February 2019, the Company issued 3,003,544 Shares at an issue price of \$0.065 per Share to raise \$195,230.36.

Resolution 8 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares (**Ratification**).

A summary of ASX Listing Rules 7.1 and 7.4 is set out in section 4 above.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

### **8.2 Technical information required by ASX Listing Rule 7.4**

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (a) 3,003,544 Shares were issued.
- (b) the issue price was \$0.065 per Share under the issue of Shares pursuant to ASX Listing Rule 7.1;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to Darren Carter. None of these subscribers are related parties of the Company; and
- (e) the funds raised from this issue were used to increase the Company's working capital.

---

## **9. RESOLUTION 9 – RATIFICATION OF PRIOR ISSUE OF PERFORMANCE RIGHTS**

### **9.1 General**

On 17 September 2018, the Company lodged a prospectus for a pro rata entitlement issue. As outlined in that prospectus, the Company agreed to issue 3,000,000 performance rights Viaticus Capital Pty Ltd (**Viaticus**) or its nominee as part of its fee under its corporate advisory mandate entered into with the Company.

Resolution 9 seeks to ratify the issue of those performance rights.

A summary of ASX Listing Rules 7.1 and 7.4 is set out in section 4 above.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

### **9.2 Technical information required by ASX Listing Rule 7.4**

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Resolution 9:

- (a) 3,000,000 performance rights were issued.
- (b) the performance rights were issued for nil cash consideration as part of the fee payable under the corporate advisory mandate entered into between the Company and Viaticus;
- (c) the performance rights were issued on the terms and conditions set out in Schedule 2. Upon the achievement of the relevant milestones, the performance rights will convert to Shares issued on the same terms and conditions as the Company's existing Shares;
- (d) the performance rights were issued to Vivien Enterprises Pte Ltd as the nominee of Viaticus. This entity is not a related party of the Company; and
- (e) no funds were raised from the issue of the performance rights.

---

## GLOSSARY

---

\$ means Australian dollars.

**10% Placement Capacity** has the meaning given in Section 4.1.

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

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

**ASX Listing Rules** means the Listing Rules of ASX.

**Board** means the current board of directors of the Company.

**Chair** means the chair of the Meeting.

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

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

**Company** means Whitehawk Limited (ACN 620 459 823)

**Constitution** means the Company's constitution.

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

**Directors** means the current directors of the Company.

**Eligible Entity** means an entity that, at the date of the relevant general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

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

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**Key Management Personnel** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the

Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

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

**Ordinary Securities** has the meaning set out in the ASX Listing Rules.

**Proxy Form** means the proxy form accompanying the Notice.

**Remuneration Report** means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 2018.

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

**Section** means a section of the Explanatory Statement.

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

**Shareholder** means a registered holder of a Share.

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

**Viaticus** means Viaticus Capital Pty Ltd.

**Viaticus Mandate** means the corporate advisory mandate entered into between the Company and Viaticus summarised in the Company's prospectus dated 14 September 2018.

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

## SCHEDULE 1 – ISSUES OF EQUITY SECURITIES SINCE 21 MAY 2018

| Date  | Quantity  | Class                         | Recipients  | Issue price and discount to Market Price (if applicable) <sup>1</sup>   | Form of consideration   |
|---|-----------|-------------------------------|---|---|---|
| Issue – 1 June 2018<br><br>Appendix 3B<br>– 1 June 2018         | 300,000   | Shares <sup>2</sup>           | S3 Consortium Pty Ltd   | No issue price (non-cash consideration)   | Consideration: Shares issued in consideration for marketing services provided to the Company.<br><br>Current value <sup>6</sup> = \$19,800  |
|   | 209,524   | Shares <sup>2</sup>           | Blueknight Corporation Pty Ltd  | No issue price (non-cash consideration)   | Consideration: Shares issued in consideration for advisory services provided to the Company.<br><br>Current value <sup>6</sup> = \$13,829   |
| Issue – 23 August 2018<br><br>Appendix 3B<br>– 23 August 2018   | 1,336,806 | Shares <sup>2</sup>           | S3 Consortium Pty Ltd   | No issue price (non-cash consideration)   | Consideration: Issued in consideration for marketing services provided to the Company.<br><br>Current value <sup>6</sup> = \$88,229   |
| Issue – 22 October 2018<br><br>Appendix 3B<br>– 22 October 2018 | 4,384,528 | Shares <sup>2</sup>           | Eligible shareholders who participated in the Company's entitlement issue pursuant to the prospectus lodged on 17 September 2018. | \$0.045 per Share<br><br>(being a discount to Market Price of 11.76% as at the time of announcement of the Entitlement Issue (being \$0.051)) | Amount raised = \$197,304<br>Amount spent = \$197,304<br><br>Use of funds: to fully leverage and grow the current and future sales channels, the Cyber 360 Review product and the Cybercrime Support Network 211 partnership and to deliver customers to the Online Cybersecurity Exchange at scale. Funds raised will be directed to growing customer channels, focused market engagement in identified sectors and channel sales of the 360 Risk Frameworks, service partnerships and scaling virtual Cyber Analyst Hubs in key customer concentration areas.<br><br>Amount remaining = Nil |
|   | 2,192,276 | Unquoted Options <sup>3</sup> |   | Nil cash consideration (issued free-attaching to Shares under the Entitlement Issue on a 1:2 basis.   | Consideration: To reward eligible shareholders who participated in the Entitlement Issue.<br><br>Current value <sup>6</sup> = \$41,170  |

|  |            |                               |   |   |  |
|--|------------|-------------------------------|---|---|--|
| Issue – 26 October 2018<br><br>Appendix 3B – 26 October 2018 | 12,878,807 | Shares <sup>2</sup>           | Eligible shareholders who participated in the Company's Non-renounceable entitlement issue shortfall offer pursuant to the prospectus lodged on 17 September 2018 ( <b>Shortfall Offer</b> ). | \$0.045 per Share<br><br>(being a discount to Market Price of 11.76% as at the time of announcement of the Entitlement Issue (being \$0.051)) | Amount raised = \$579,546.32<br><br>Amount spent = \$452,696<br><br>Use of funds: to fully leverage and grow the current and future sales channels, the Cyber 360 Review product and the Cybercrime Support Network 211 partnership and to deliver customers to the Online Cybersecurity Exchange at scale. Funds raised will be directed to growing customer channels, focused market engagement in identified sectors and channel sales of the 360 Risk Frameworks, service partnerships and scaling virtual Cyber Analyst Hubs in key customer concentration areas.<br><br>Amount remaining = \$126,850.32<br><br>Proposed use of remaining funds <sup>5</sup> : As set out in the rights issue offer document. |
|  | 6,439,405  | Unquoted Options <sup>3</sup> |   | Nil cash consideration (issued free-attaching to Shares under the Shortfall Offer on a 1:2 basis)   | Consideration: To reward eligible shareholders who participated in the Shortfall Offer.<br><br>Current value <sup>6</sup> = \$120,929  |
| Issue – 31 October 2018<br><br>Appendix 3B – 31 October 2018 | 633,399    | Shares <sup>2</sup>           | Eligible shareholders who participated in the Company's Non-renounceable entitlement issue shortfall offer pursuant to the prospectus lodged on 17 September 2018 ( <b>Shortfall Offer</b> ). | \$0.045 per Share<br><br>See above  | Amount raised = \$28,503<br><br>Amount spent = Nil<br><br>Use of funds: to fully leverage and grow the current and future sales channels, the Cyber 360 Review product and the Cybercrime Support Network 211 partnership and to deliver customers to the Online Cybersecurity Exchange at scale. Funds raised will be directed to growing customer channels, focused market engagement in identified sectors and channel sales of the 360 Risk Frameworks, service partnerships and scaling virtual Cyber Analyst Hubs in key customer concentration areas.<br><br>Amount remaining = \$28,503<br><br>Proposed use of remaining funds <sup>5</sup> : As set out in the rights issue offer document.               |
|  | 316,700    | Unquoted Options <sup>3</sup> |   | Nil cash consideration (issued free-attaching to Shares under the Entitlement Issue on a 1:2 basis.   | Consideration: To reward eligible shareholders who participated in the Entitlement Issue.<br><br>Current value <sup>6</sup> = \$5,947  |

|   |            |                                 |  |  |   |
|---|------------|---------------------------------|--|--|---|
| <p>Issue – 12 November 2018</p> <p>Appendix 3B – 12 November 2018</p> | 17,777,778 | Shares <sup>2</sup>             | <p>Eligible shareholders who participated in the Company's Non-renounceable entitlement issue pursuant to the prospectus lodged on 17 September 2018 (<b>Shortfall Offer</b>).</p> | <p>\$0.045 per Share</p> <p>See above</p>  | <p>Amount raised = \$800,000</p> <p>Amount spent = Nil</p> <p>Use of funds: to fully leverage and grow the current and future sales channels, the Cyber 360 Review product and the Cybercrime Support Network 211 partnership and to deliver customers to the Online Cybersecurity Exchange at scale. Funds raised will be directed to growing customer channels, focused market engagement in identified sectors and channel sales of the 360 Risk Frameworks, service partnerships and scaling virtual Cyber Analyst Hubs in key customer concentration areas.</p> <p>Amount remaining = \$800,000</p> <p>Proposed use of remaining funds<sup>5</sup>: As set out in the rights issue offer document.</p> |
|   | 8,888,889  | Unquoted Options <sup>3</sup>   |  | <p>Nil cash consideration (issued free-attaching to Shares under the Entitlement Issue on a 1:2 basis.</p> | <p>Consideration: To reward eligible shareholders who participated in the Entitlement Issue.</p> <p>Current value<sup>6</sup> = \$395,659</p>   |
| <p>Issue – 30 November 2018</p> <p>Appendix 3B – 30 November 2018</p> | 3,000,000  | Performance Rights <sup>4</sup> | Vivien Enterprises Pte Ltd   | No issue price (non-cash consideration)  | <p>Consideration: Issued in consideration for services provided by Viaticus in connection with the Company's Entitlement Issue.</p> <p>Current value<sup>6</sup> = \$108,594</p>  |
| <p>Issue – 20 January 2019</p> <p>Appendix 3B – 21 January 2019</p>   | 600,000    | Shares <sup>2</sup>             | Philip George<br>Louise McElvouge<br>Tiffany Kleemann  | No issue price (non-cash consideration)  | <p>Consideration: Nil</p> <p>Current value<sup>6</sup> = \$39,600</p>   |
| <p>Issue 11 February 2019</p> <p>Appendix 3B – 11 February 2019</p>   | 16,153,846 | Shares <sup>2</sup>             | BNP Paribas Nominee Pty Ltd  | \$0.065 per Share  | <p>Amount raised = \$1,050,00</p> <p>Amount spent = Nil</p> <p>Use of funds: funds raised will be used for working capital to support additional 360 Cyber Risk Review Contracts, a push into the Global Insurance sector for cyber security products and channel marketing of the WhiteHawk Exchange, the online decision engine based cyber security marketplace.</p> <p>Amount remaining = \$1,050,00</p> <p>Proposed use of remaining funds<sup>5</sup>: As per the use of funds outlined in ASX Announcement dated 31 January 2019.</p>  |

|   |           |                     |               |                      |   |
|---|-----------|---------------------|---------------|----------------------|---|
| Issue 20<br>February 2019<br><br>Appendix 3B<br>– 20 February<br>2019 | 3,003,544 | Shares <sup>2</sup> | Darren Carter | \$0.065 per<br>Share | <p>Amount raised = \$195,231</p> <p>Amount spent = Nil</p> <p>Use of funds: funds raised will be used for working capital to support additional 360 Cyber Risk Review Contracts, a push into the Global Insurance sector for cyber security products and channel marketing of the WhiteHawk Exchange, the online decision engine based cyber security marketplace.</p> <p>Amount remaining = \$195,231</p> <p>Proposed use of remaining funds<sup>5</sup>: As per the use of funds outlined in ASX Announcement dated 20 February 2019.</p> |
|---|-----------|---------------------|---------------|----------------------|---|

**Notes:**

1. Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.
2. Fully paid ordinary shares in the capital of the Company, ASX Code: WHK (terms are set out in the Constitution).
3. Unquoted Options, exercisable at \$0.10 each, expiring two years from date of issue. The full terms and conditions were disclosed in the entitlement issue prospectus lodged on 17 September 2018.
4. Performance Rights, of which 1,500,000 vest on the issue date and convert into Shares when the 5 day VWAP of Shares exceeds \$0.0975 and 1,500,000 vest on the issue date and convert into Shares when the 5 day VWAP exceeds \$0.013. Any unvested Performance Rights will expire on 30 June 2020. The full terms and conditions were disclosed in the prospectus lodged on 17 September 2018.
5. This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.
6. In respect of quoted Equity Securities the value is based on the closing price of the Shares (\$0.066) as the context requires on the ASX on 20 March 2019. In respect of unquoted Equity Securities the value of Options is measured using the Black & Scholes option pricing model. Measurement inputs include the Share price on the measurement date, the exercise price, the term of the Option, the impact of dilution, the expected volatility of the underlying Share (based on weighted average historic volatility adjusted for changes expected due to publicly available information), the expected dividend yield and the risk free interest rate for the term of the Option. No account is taken of any performance conditions included in the terms of the Option other than market based performance conditions (i.e. conditions linked to the price of Shares).

---

## SCHEDULE 2 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

---

- (a) **(Milestones):** The Performance Rights shall have the following milestones attached to them **(Milestones):**
- (i) 1,500,000 shall vest on the issue date and convert to Shares when the 5-day volume weighted average price (**VWAP**) of Shares exceeds the price that is 150% above the Share price at the date of the Viaticus Mandate;
  - (ii) 1,500,000 shall vest on the issue date and convert to Shares when the 5-day VWAP of Shares exceeds the price that is 200% above the Share price at the date of the Viaticus Mandate;
- (b) **(Notification to holder):** The Company shall notify the holder in writing when the relevant Milestones have been satisfied.
- (c) **(Vesting):** The relevant Performance Rights shall vest on the date that the Milestone relating to that Performance Right has been satisfied.
- (d) **(Consideration):** No consideration will be payable upon the vesting of the Performance Rights.
- (e) **(Conversion):** Upon satisfaction of the relevant Performance Rights vesting, each Performance Right will, at the election of the holder, vest and convert into one Share.
- (f) **(Lapse of a Performance Right):** If the Milestone attaching to a Performance Right has not been satisfied in the time periods stipulated, it will automatically lapse.
- (g) **(Share ranking):** All Shares issued upon the vesting of Performance Rights will upon issue rank pari passu in all respects with other Shares.
- (h) **(Listing of Shares on ASX):** The Company will not apply for quotation of the Performance Rights on ASX. The Company will apply for quotation of all Shares issued pursuant to the vesting of Performance Rights on ASX within the period required by ASX.
- (i) **(Transfer of Performance Rights):** A Performance Right is transferable.
- (j) **(Participation in new issues):** There are no participation rights or entitlements inherent in the Performance Rights and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights.
- (k) **(Adjustment for bonus issue):** If securities are issued pro-rata to the Shareholders generally by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the number of Performance Rights to which each holder is entitled, will be increased by that number of securities which the holder would have been entitled if the Performance Rights held by the holder were vested immediately prior to the record date of the bonus issue, and in any event in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the bonus issue.
- (l) **(Adjustment for reconstruction):** If, at any time, the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder of a Performance Right (including the Vesting

Conditions) are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reorganisation.

- (m) **(Dividend and Voting Rights):** A Performance Right does not confer upon the holder an entitlement to vote or receive dividends.
- (n) **(No rights on winding up or reduction of capital):** A Performance Right does not entitle the holder to any return of capital or to participate in the surplus profits or assets of the Company upon winding up of the Company, a reduction of capital or otherwise.
- (o) **(takeover or merger)** the performance rights shall convert to Shares upon the announcement of a takeover, merger, scheme of arrangement, share capital reconstructions or planned sale of the Company's main undertaking; and
- (p) **(No other rights)** A Performance Right gives the Holders no 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.

For personal use only



WHITEHAWK

Whitehawk Limited | ABN 97 620 459 823

# AGM Registration Card

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

Holder Number:

## Vote by Proxy: WHK

Your proxy voting instruction must be received by **10.30am (AEST) on Monday, 6 May 2019**, 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 VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

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

Save Money: It helps minimise unnecessary print and mail costs for the Company.

It's Quick and Secure: provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in the mail.

Receive Vote Confirmation: instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



### SUBMIT YOUR PROXY VOTE BY PAPER

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

#### YOUR NAME AND ADDRESS

The name and address shown does not appear on the Company's register. If this information is incorrect, and you have an Internet portal, you can update your address through the investor portal at <https://investor.automic.com.au/#/home>. Shareholders sponsored by a broker should advise their broker of any changes.

#### VOTING UNDER STEP 1 - APPOINTING A PROXY

If you wish to appoint someone other than the Chairman 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 Chairman of the Meeting will be appointed as your proxy by default.

#### DEFAULT TO THE CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chairman 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.

#### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

You must sign the form as follows in the spaces provided.

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

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

**Power of attorney:** If you have not already 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>.

#### ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

#### POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.



