



AML3D LIMITED

ACN 602 857 983

Notice of Annual General Meeting

Date: 8 November 2024
Time: 12:30pm (Adelaide time)
Venue: To be held at:
AML3D Limited
Unit 4, 136 Mooringe Ave, North Plympton SA



6 October 2024

Dear Shareholder

2024 Annual General Meeting

On behalf of the Board, I am pleased to invite you to attend the 2024 Annual General Meeting (AGM) of AML3D Limited to be held at 12.30 pm (Adelaide Time) on Friday 8 November 2024.

You will be able to attend the meeting in person at **AML3D Limited, 136 Mooringe Avenue, North Plympton**, South Australia.

A poll will be conducted for each of the resolutions. The Directors encourage all shareholders to lodge proxy forms prior to the AGM. Shareholders and proxyholders will also be able to vote at the AGM in person.

Shareholders and proxyholders present in person will be able to ask questions during the AGM. Shareholders are also encouraged to direct questions to the Chairman via the Company Secretary by email so that they are received not later than two days prior to the meeting. Please email investor@aml3d.com and use the email subject "AGM Chairman Questions".

The Notice of AGM, including Explanatory Memorandum and Notes, is attached. Also enclosed is a Proxy Form.

Your vote as a shareholder is important. If you are unable to attend the Meeting to vote in person, I encourage you to appoint a proxy to act on your behalf, by following the instructions on the Proxy Form and on page 16 of the Notice of Meeting. To be valid, your Proxy Form must be received by 12.30 pm Adelaide time on Wednesday 6 November 2024.

Shareholders who have not elected to receive a printed copy of the 2024 Annual Report may obtain a copy from the Company's website at www.aml3d.com/investors.

We look forward to seeing you at this year's AGM.

Yours faithfully

AML3D LIMITED

Noel Cornish AM
Chairman

Notice of Annual General Meeting

Notice is hereby given that the 2024 Annual General Meeting of shareholders of AML3D Limited (Company) will be held on Friday 8 November 2024 at 12:30pm (Adelaide time) at AML3D Limited, Unit 4, 136 Mooringe Ave, North Plympton, South Australia.

ORDINARY BUSINESS

Financial Statements and Reports

To receive and consider the Financial Report for the Company and the reports of the Directors and the Auditor for the year ended 30 June 2024.

1. Director Election

Election of Peter Siebels

To consider, and if thought fit, pass as an ordinary resolution:

“That, for the purpose of clause 14.4 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, and for all other purposes, Mr Peter Siebels, who was appointed as a Director by the Board since the last annual general meeting, retires, and being eligible offers himself for election as a Director, be elected as a Director.”

2. Director Re-Election

Re-Election of Noel Cornish

To consider, and if thought fit, pass as an ordinary resolution:

“That, for the purpose of clause 14.2 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Noel Cornish, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

3. Remuneration Report

To consider, and if thought fit, pass the following non-binding resolution:

“That for the purposes of section 250R(2) of the Corporations Act 2001 (Cth) and for all other purposes, the Remuneration Report for the year ended 30 June 2024 be adopted.”

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

4. Ratification of Prior Issue of Shares under Listing Rule 7.1

To consider, and if thought fit, pass 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 prior issue of 4,777,530 Fully Paid Ordinary Shares on the terms and conditions set out in the Explanatory Memorandum.”

5. Ratification of Prior Issue of Options under Listing Rule 7.1

To consider, and if thought fit, pass 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 prior issue of 15,723,215 Options on the terms and conditions set out in the Explanatory Memorandum.”

6. Approval of Employee Incentive Securities Plan

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

“That for the purposes of Listing Rule 7.2 Exception 13(b) and for all other purposes, approval is given for the Company to adopt an employee incentive scheme titled Employee Incentive Securities Plan, and for the issue of a maximum of 18,954,952 Securities in the Company, upon and subject to the terms and conditions set out in the Explanatory Statement.”

SPECIAL BUSINESS

7. Grant of Options to Mr Noel Cornish

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

“That for the purpose of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to grant 2,000,000 Options to Mr Noel Cornish (and/or his nominees), a Director of the Company and a related party, under the Company’s

8. Grant of Options to Mr Andrew Sales

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

“That for the purpose of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to grant 2,000,000 Options to Mr Andrew Sales (and/or his nominees), a Director of the Company and a related party, under the Company’s Performance Rights and Options Plan on the terms and conditions set out in the Explanatory Statement.”

9. Grant of Options to Mr Sean Ebert

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

“That for the purpose of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to grant 2,000,000 Options to Mr Sean Ebert (and/or his nominees), a Director of the Company and a related party, under the Company’s Performance Rights and Options Plan on the terms and conditions set out in the Explanatory Statement.”

10. Grant of Options to Mr Peter Siebels

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

“That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to grant 2,000,000 Options to Mr Peter Siebels (and/or his nominees), a Director of the Company and a related party, under the Company’s Performance Rights and Options Plan on the terms and conditions set out in the Explanatory Statement.”

11. Grant of Performance Rights to Mr Sean Ebert

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,025,000 Performance Rights to Mr Sean Ebert (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

12. Approval of 10% Placement Capacity

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

“That, for the purpose of ASX Listing Rule 7.1A and all other purposes, approval is given for the Company to issue up to 10% of the Company’s issued share capital (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 on the terms and conditions as detailed in the Explanatory Memorandum.”

Voting Exclusion Statement

Voting exclusions apply for Items 3, 4, 5, 7, 8, 9, 10, and 11. Details are provided in the Explanatory Memorandum.

The following Explanatory Memorandum and Notes form part of this Notice of Meeting.

By order of the Board

Kaitlin Smith
Company Secretary
AML3D Limited

23 September 2024

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of the shareholders of AML3D Limited (Company) in connection with the business to be conducted at the Annual General Meeting (AGM) of shareholders to be held on 8 November 2024.

FINANCIAL STATEMENTS AND REPORTS

As required by the *Corporations Act 2001* (Cth) (Corporations Act), the Financial Report and the reports of the Directors and the Auditor for the financial year ended 30 June 2024 will be laid before the meeting.

No resolution is required for this item, but shareholders will be given a reasonable opportunity to ask questions and make comments about the reports and the business and management of the Company. Shareholders will also be given a reasonable opportunity to ask a representative of the Company's Auditor, William Buck, questions in relation to the conduct of the audit (including the independence of the Auditor) and the accounting policies adopted by the Company.

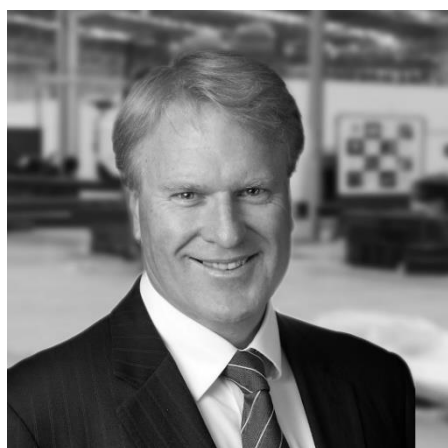
The 2024 Annual Report is available on the Company's website at www.aml3d.com/investors.

1. DIRECTOR ELECTION

Election of Peter Siebels

Mr Peter Siebels, appointed by the Board as Non-executive Chairman on 15 January 2024 is standing for election as a Director in accordance with Rule 14.4 of the Company's Constitution, which requires that a Director appointed by the Board to fill a casual vacancy or as an addition to the existing Directors holds office only until the next following AGM and is then eligible for election.

Brief biographical details follow.



Mr Peter Siebels

B.Ec, FCA, FAICD

Non-Executive Director since 15 January 2024.

Following a thirty year career with KPMG including roles on the Australian National Board and National Executive Committee, Peter has pursued a career in Governance and Advisory, since 2015. Governance positions include Chair roles with the RAA, RAA Insurance, Electricity Industry Superannuation Scheme, Hood Sweeney,

Robern Menz and also a non-executive director role with ECH, GCF Investments Pty Ltd. Through these roles, Peter has chaired many Board Committees, including Investment, Finance and Audit, Governance and Nominations and Risk.

The Board considers that Mr Siebels is an independent Director.

Recommendation

The Board (with Mr Siebels abstaining) recommends that shareholders vote **IN FAVOUR** of the election of Mr Siebels.

2. DIRECTOR RE-ELECTION

Re-Election of Noel Cornish

Rule 14.2 of the Company's Constitution requires that at every AGM of the Company, one third of the Directors must retire, and that for the purposes of calculation, the Managing Director and any Director appointed under Rule 14.4 are excluded.

Noel Cornish, who was elected at the 2022 AGM, will retire and, being eligible, seeks re-election as a Director. Brief biographical details follow.



Mr Noel Cornish AM

BSc(Met), MEngSc, FAICD

Noel Cornish joined the Board of AML3D as a Non-executive Director and Chairman in October 2022. His former roles include Chief Executive of BlueScope Limited's Australian and New Zealand steel manufacturing businesses, Deputy Chancellor University of Wollongong, President Northstar BHP LLC in Ohio USA, Chairman of Snowy Hydro Limited and IMB Bank, as well as past National President Ai Group. Noel is currently Chairman of the Hunter Valley Coal Chain and a member of the University of Newcastle Council. Noel was appointed a Member of the Order of Australia in 2017 for his business leadership and community service. The Board considers that Mr Cornish is an independent director.

The Board considers that Mr Cornish is an independent Director.

Recommendation

The Board (with Mr Cornish abstaining) recommends that shareholders vote **IN FAVOUR** of the re-election of Mr Cornish.

3. REMUNERATION REPORT

A resolution for adoption of the Remuneration Report is required to be considered and voted on in accordance with the Corporations Act. The Remuneration Report is set out on pages 12-22 of the 2024 Annual Report which is available on the Company's website at www.aml3d.com/investors.

The Remuneration Report details the Company's remuneration framework and the remuneration outcomes in the financial year ended 30 June 2024 for Directors and senior executives.

A reasonable opportunity for discussion of the Remuneration Report will be provided at the AGM.

The shareholder vote on the Remuneration Report is advisory only and does not bind the Directors or the Company, in accordance with section 250R of the Corporations Act. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

Voting Exclusion Statement

In accordance with the Corporations Act, the Company will disregard any votes cast on resolution 3:

- By or on behalf of a member of the Company's key management personnel (KMP) named in the Remuneration Report or their closely related parties (such as close family members and any controlled companies), regardless of the capacity in which the vote is cast; or
- As a proxy by a person who is a member of the KMP at the date of the Annual General Meeting or their closely related parties.

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote on item 3.

- In accordance with a direction as how to vote on the Proxy Form; or
- By the Chairman of the meeting where the appointment of the Chairman as proxy does not specify the way in which the Chairman is to vote on the Resolution; and pursuant to an express authorisation to exercise the proxy even though item 3 is connected with the remuneration of the Company's KMP.

Recommendation

The Board recommends that shareholders vote **IN FAVOUR** of adopting the Remuneration Report.

4. RATIFICATION OF PRIOR ISSUE OF SHARES

On 26 June 2024, the Company issued 4,777,530 fully paid ordinary shares as a private placement in accordance with the Company's placement capacity under ASX Listing Rule 7.1 (Placement). This resolution seeks the approval of shareholders to ratify the issue of these shares under ASX Listing Rule 7.1 and for the purposes of ASX Listing Rule 7.4. The issue of the fully paid ordinary shares did not breach Listing Rule 7.1 at the time of the issue.

ASX Listing Rules 7.1 and 7.4

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without

the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The Placement does not fit within any of the exceptions to ASX Listing Rule 7.1 and, as it has not yet been approved by the Company's shareholders, it effectively uses up part of the 15% limit in ASX Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without shareholder approval under ASX Listing Rule 7.1 for the 12-month period following the Share issue date.

ASX Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval under that rule.

To this end, resolution 4 seeks shareholder approval of the Placement under and for the purposes of ASX Listing Rule 7.4.

If resolution 4 is passed, the issue will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of equity securities it can issue without shareholder approval over the 12-month period following the Placement date.

If resolution 4 is not passed, the Share Issue will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12-month period following the Placement date.

Required information

Pursuant to and in accordance with ASX Listing Rules 7.4 and 7.5, the following information is provided in relation to the ratification of the issue of the private placement.

The Placement was issued to Investor Relations Service provider S3 Consortium Pty Ltd trading as Next Investors/StocksDigital, being sophisticated and professional investors to whom a prospectus does not need to be provided under the Corporations Act, and none of whom is a related party of the Company.

The Placement Participants did not include any substantial shareholders of the Company.

A total of 4,777,530 fully paid ordinary shares were issued in the Placement at an issue price of \$0.06956 in lieu of payment for Investor Relations services totalling \$332,325. The Company has appointed S3 Consortium Pty Ltd (ACN 135 239 968) to provide investor relations services under a mandate. Pursuant to the mandate, the Company has agreed to pay S3 Consortium Pty Ltd total value of \$375,000 (exc. GST) investor relations fees in 4,777,530 fully paid ordinary shares, at a 5 day VWAP of \$0.06956 per share on mandate execution with the remaining balance to be paid in cash. All shares issued are subject to 2 year escrow.

These shares rank equally in all respects with the Company's existing shares on issue.

Voting Exclusions

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolution 5 set out below by or on behalf of the following persons:

- A person who participated in the issue or is a counterparty to the agreement being approved (namely the Investor Relations Advisor) or an associate of that person or those persons;

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

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

Recommendation

The Board recommends that Shareholders vote **IN FAVOUR** of ratifying the Placement.

5. RATIFICATION OF PRIOR ISSUE OF OPTIONS (UNDER LISTING RULE 7.1)

General

On 26 July 2024, the Company issued a total of 15,723,215 options (under Listing Rule 7.1) to Joint Lead Managers and Corporate Advisor to the Capital raise conducted in May 2024 in accordance with the Company's placement capacity under ASX Listing Rule 7.1. The issue of options did not breach Listing Rule 7.1 at the time of the issue.

By issuing those options utilising these rules, the Company's capacity to issue further equity securities without Shareholder approval within those limits was accordingly reduced.

Resolution 5 seeks the approval of shareholders to ratify the issue of these options under ASX Listing Rule 7.1 and for the purposes of ASX Listing Rule 7.4.

ASX Listing Rules 7.1, and 7.4

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The Placement does not fit within any of the exceptions to ASX Listing Rule 7.1 and, as it has not yet been approved by the Company's shareholders, it effectively uses up part of the 15% limit in ASX Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without shareholder approval under ASX Listing Rule 7.1 for the 12-month period following the Share issue date.

ASX Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval under that rule.

To this end, resolution 5 seeks shareholder approval of the Placement under 7.1 and for the purposes of ASX Listing Rule 7.4.

If resolution 5 is passed, the issue will be excluded in calculating the Company's combined 25% limit in ASX Listing Rule 7.1 and 7.1A, effectively increasing the number of equity securities it can issue without shareholder approval over the 12-month period following the Placement date.

If resolution 5 is not passed, the Option Issue will be included in calculating the Company's combined 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12-month period following the options issue date.

Technical information required by Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rules 7.5, the following information is provided in relation to the ratification of the issue of the Share Issue.

The Options were issued to Taylor Collison, Bell Potter and Cerberus Advisory whom acted as Joint Lead Managers and Corporate Advisors to the Capital Raise and also being sophisticated investors to whom a prospectus does not need to be provided under the Corporations Act. The purpose of the issue is to provide incentives for assistance in the capital raise. The Company has appointed Taylor Collison, Bell Potter and Cerberus Advisory as Joint Lead Managers to the capital raising under a mandate. The Company agreed to pay the Joint Lead Managers a cash fee equal to 6% of the proceeds raised. The Company also agreed to issue up to a maximum of 3% of the total number of fully diluted ordinary shares in the Company, in options at an issue price of \$0.10 per option. The options were issued proportionately to the percentage of the capital raised.

In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the Placement Participants were:

- Related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company or an associate of any of these parties;

15,723,215 Options were issued on the following basis:

- issued for nil consideration

- Exercisable at \$0.10 per option
- Expiry date being 30 June 2026
- Upon exercise every one option will convert into one fully paid ordinary share.

Voting Exclusions

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolution 5 set out below by or on behalf of the following persons:

- A person who participated in the issue or is a counterparty to the agreement being approved (namely Taylor Collison, Bell Potter and Cerberus Advisory) or an associate of that person or those persons;

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

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

Recommendation

The Board recommends that Shareholders vote **IN FAVOUR** of ratifying the Option Issue.

The Chairman intends to vote undirected proxies in favour of Resolution 5.

6. APPROVAL OF EMPLOYEE INCENTIVE SECURITIES PLAN

Resolution 6 seeks Shareholder approval for the adoption of the employee incentive scheme titled "Employee Incentive Securities Plan" (Incentive Plan) and for the issue of up to a maximum of 18,954,952 Securities, excluding issues approved by Shareholders under Listing Rule 10.14 or Listing Rule 10.11, under the Incentive Plan in accordance with Listing Rule 7.2 Exception 13(b).

The purpose of the Incentive Plan is to assist in the reward, retention and motivation of Eligible Participants and link the reward of Eligible Participants to Shareholder value creation. The Company considers that adoption of the Incentive Plan and the future issue of Securities under the Incentive Plan will align the interests of Eligible Participants with shareholders of the Group by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Securities.

Listing Rule 7.1

Subject to a number of exceptions, Listing Rule 7.1 effectively limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of the period.

Listing Rule 7.2 Exception 13(b)

Listing Rule 7.2 Exception 13(b) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three (3) years before the date of the issue of the securities, the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as an exception to Listing Rule 7.1.

Listing Rule 7.2 Exception 13(b) is only available if and to the extent that the number of equity securities issued under the scheme does not exceed the maximum number set out in the entity's notice of meeting dispatched to shareholders in respect of the meeting at which shareholder approval was to Listing Rule 7.2 Exception 13(b). Exception 13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Securities under the Incentive Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.

Information required by Listing Rule 7.2 Exception 13(b)

Pursuant to and in accordance with Listing Rule 7.2 Exception 13(b), the following information is provided in relation to Resolution 6:

- a summary of the key terms and conditions of the Plan is set out in Schedule 1;
- the Company has not issued any Securities under the Plan as this is the first time that Shareholder approval is being sought for the adoption of the Plan; and
- the maximum number of Securities proposed to be issued under the Plan, following Shareholder approval is 18,954,952 Securities (being 5% of the number of ordinary shares currently on issue). It not envisaged that the maximum number of Securities for which approval is sought will be issued immediately.

Effect of Resolution 6

If Resolution 6 is passed, the Company will be able to issue Securities under the Incentive Plan to Eligible Participants over a period of 3 years. The issue of any Securities under the Incentive Plan (up to a maximum of 18,954,952 Securities), excluding issues approved by Shareholders under Listing Rule 10.14 or Listing Rule 10.11, will be excluded from the calculation of the number of equity securities that the company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 6 is not passed, the Company will be able to proceed with the future issue of Securities under the Incentive Plan to Eligible Participants, but any issues of Securities, excluding issues approved by Shareholders under Listing Rule 10.14 or Listing Rule 10.11, will reduce, to that extent, the Company's capacity to issue Securities without Shareholder approval under Listing Rule 7.1 and for the 12-month period following the issue of Securities.

Voting Exclusion Statement

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is eligible to participate in the employee incentive scheme or an associate of that person or those persons.

However, the Company need not disregard a vote cast in favour of this Resolution by:

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

Voting Prohibition Statement

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

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

However, the above prohibition does not apply if:

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

Voting Recommendation

The Directors unanimously support the adoption of the Incentive Plan and recommend that Shareholders vote in favour of Resolution 6.

The Chair intends to vote undirected proxies in favour of Resolution 6.

7-10. GRANT OF DIRECTOR OPTIONS TO DIRECTORS

Under ASX Listing Rule 10.14.1, the Company requires shareholder approval to issue equity securities to a Director of the Company. Accordingly, the Company is seeking the approval of shareholders under ASX Listing Rule 10.14.1 for the grant of an aggregate of 8,000,000 Options to Directors Mr Noel Cornish, Mr Andrew Sales, Mr Sean Ebert and Mr Peter Siebels (and/or their respective nominees) under the Company's Performance Rights and Options Plan ("PROP") on the terms set out below and subject to obtaining shareholder approval.

The options will be issued pursuant to the Company's Performance Rights and Options Plan (PROP), as described in the Company's Prospectus and disclosed to the market at the time of Initial ASX Listing of the Company effective from 20 April 2020. The PROP was re-approved by Shareholders at the Annual General Meeting of the Company held on 23 November 2022. Details of the PROP were disclosed in the Prospectus in accordance with ASX Listing Rule 7.2 Exception 13(a). A copy of the PROP is available on the Company's website at www.aml3d.com/investors and a summary of material terms is included at Annexure A.

Exception 14 in ASX Listing Rule 7.2 provides that ASX Listing Rule 7.1 does not apply where shareholder approval for an issue of securities is obtained under ASX Listing Rule 10.14. This means that if shareholder approval is obtained for Resolution 7, 8, 9 and 10, approval is not required for the purposes of ASX Listing Rule 7.1.

If Resolution 7, 8, 9 and 10 are passed, the Company will be able to proceed with the issue of an aggregate of 8,000,000 Options to Mr Noel Cornish, Mr Andrew Sales, Mr Sean Ebert and Mr Peter Siebels under the PROP. As approval under ASX Listing Rule 7.1 is not required, the issue of the Options will not use any of the Company's 15% annual placement capacity.

If Resolution 7, 8, 9 and 10 are not passed, the Company will not be able to proceed with the issue of the Options to Mr Noel Cornish, Mr Andrew Sales, Mr Sean Ebert and Mr Peter Siebels, and the Board may consider other forms of remuneration for the Director's Long-term Incentive and re-negotiation of these remuneration arrangements may require additional cash payments.

Information provided to Shareholders

For the purposes of the approval sought under ASX Listing Rule 10.14 and in accordance with the requirements of ASX Listing Rule 10.15 and for all other purposes, the following information is provided to shareholders in respect of the proposed grant of an aggregate of 8,000,000 options to Mr Noel Cornish, Mr Andrew Sales, Mr Sean Ebert and Mr Peter Siebels under the PROP. Directors Mr Noel Cornish, Mr Andrew Sales, Mr Sean Ebert and Mr Peter Siebels fall within the category stipulated by Listing Rule 10.14.1. In the event the Options are issued to nominees of Mr Noel Cornish, Mr Andrew Sales, Mr Sean Ebert and Mr Peter

Siebels, they will fall within the category stipulated by Listing Rule 10.14.2.

Number of Options

The maximum number of Options to be issued under **Resolution 7** is 2,000,000 to Mr Noel Cornish (or Nominee).

The maximum number of Options to be issued under **Resolution 8** is 2,000,000 to Mr Andrew Sales (or Nominee).

The maximum number of Options to be issued under **Resolution 9** is 2,000,000 to Mr Sean Ebert (or Nominee).

The maximum number of Options to be issued under **Resolution 10** is 2,000,000 to Mr Peter Siebels (or Nominee).

Key Terms of Options

The options will be exercisable from the date of issue and will expire five years from the date of issue. The options will not be quoted on ASX. No consideration will be payable for the grant of the options. Each option is an option to subscribe for one fully paid ordinary share in the Company and the Company will apply for ASX quotation of shares issued upon exercise of the options. The exercise price is \$0.30 per option. Options will be issued pursuant to the PROP Rules.

Unvested options do not entitle the holder to any voting rights, or legal or beneficial interest in the Company's shares.

It is intended that options will be issued as soon as practicable after the date of approval and in any case no later than 12 months following the AGM.

Remuneration

Mr Noel Cornish's total remuneration package other than the proposed options comprises \$100,000 Non-Executive Chair fees per annum plus statutory superannuation.

Mr Andrew Sales total remuneration package other than the proposed options comprises \$250,000 Executive Director fees per annum plus statutory superannuation.

Mr Sean Ebert's total remuneration package other than the proposed options comprises \$410,000 per annum plus statutory superannuation as Managing Director/CEO.

Mr Peter Siebels total remuneration package other than the proposed options comprises \$60,000 per annum plus statutory superannuation as Non_executive Director.

Details of Prior Grants

Since the PROP was originally disclosed to the market at the time of Initial ASX Listing of the Company effective from 20 April 2020, and re-approved by Shareholders at the Annual General Meeting of the Company held on 23 November 2022, Mr Noel Cornish has received a grant of 4,000,000 options under the PROP with shareholder approval at the Company's 2022 AGM and 2023 AGM. Mr Andrew Sales received a grant of 2,000,000 options under the PROP with shareholder approval at the Company's 2023 AGM. Mr Sean Ebert received a grant of 2,000,000 options under the PROP with shareholder

approval at the Company's 2023 AGM. Mr Peter Siebels was granted 2,000,000 options at the Company's EGM on 17 July 2024.

Mr Sean Ebert has been issued 2,000,000 options under the Concessional Option Plan at the time of Initial ASX Listing on 20 April 2020. No consideration was received by the entity as a result of the issue of options to Mr Sean Ebert at the time of the initial ASX Listing.

Option Information

The Board considers that the issue of options will appropriately enhance the alignment of Director interests with that of shareholders. The number and exercise price of the options is comparable to options previously issued to non-executive directors under another option scheme that is no longer available. The options will be unquoted and will have no immediate dilutionary impact on shareholders. The issue of options is a reasonable and appropriate method to provide cost-effective non-cash remuneration and the Company will benefit from funds raised at the time of exercise of the options. The exercise price of \$0.30 represents a significant premium to the current share price.

The indicative value of the Options based on the Black-Scholes methodology as calculated by internal management is \$664,000 (in aggregate), being \$0.083 per option, based on the option details as above and market conditions as at 6 September 2024.

Other Participants under ASX Listing Rule 10.14

The persons referred to in ASX Listing Rule 10.14 who are entitled to participate in the PROP are the Directors of the Company: Mr Noel Cornish, Mr Andrew Sales, Mr Sean Ebert and Mr Peter Siebels. Any additional persons referred to in ASX Listing Rule 10.14 who become entitled to participate in the PROP after this resolution is approved will not participate until approval is obtained under Listing Rule 10.14.

No loans

No loans are proposed to be provided in relation to grant or exercise of the Options.

Disclosures

Details of any securities issued under the PROP will be published in each annual report of the Company relating to a period in which securities have been issued. This will include a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the PROP after resolution 7, 8, 9 and 10 are approved and who were not named in this Notice of Meeting will not participate until approval is obtained under that rule.

Other Material Terms

If this grant is approved, some or all of the options granted to Mr Noel Cornish, Mr Andrew Sales, Mr Sean Ebert and Mr Peter Siebels may vest, lapse or remain on foot on cessation as a director, subject to the Board's discretion. Under the PROP, the Board also has discretion to vest or lapse the options if there is a change of control.

The PROP rules also give the Company the discretion to lapse unvested options, and claw back vested shares in

certain circumstances (such as dishonesty, fraud or breach of material obligations).

The PROP can be amended by the Board, subject to the ASX Listing Rules.

Voting Exclusion Statement

In accordance with the Corporations Act, the Company will disregard any votes cast as proxy on resolutions 7, 8, 9 and 10 by:

- a member of the Company's Key Management Personnel (KMP) at the date of the AGM; or
- a Closely Related Party of such a member.

However, a person described above may cast a vote on Resolution 7, 8, 9 and 10 as a proxy if the vote is not cast on behalf of a person described above and either:

- the person is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- the person is the chair of the meeting and the appointment of the chair as proxy;
- does not specify the way the proxy is to vote on the resolution; and
 - expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Company's KMP.

The Company will disregard any votes cast in favour of resolution 7, 8, 9 and 10 by or on behalf of:

- Mr Noel Cornish, Mr Andrew Sales, Mr Sean Ebert and Mr Peter Siebels and any other person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the PROP, namely any Director of the Company; or
- an associate of those persons.

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

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

Recommendation

Mr Noel Cornish, Mr Andrew Sales, Mr Sean Ebert and Mr Peter Siebels decline to make a recommendation to shareholders in relation to Resolutions 7, 8, 9 and 10 due to their material personal interest in the outcome of the Resolutions on the basis that they are to be issued the Options should Resolutions 7, 8, 9 and 10 be passed.

11. GRANT OF PERFORMANCE RIGHTS TO MR SEAN EBERT

Under ASX Listing Rule 10.14.1, the Company requires shareholder approval to issue equity securities to a Director of the Company. Accordingly, the Company is seeking the approval of shareholders under ASX Listing Rule 10.14 for the grant of Performance Rights to the Managing Director/CEO, Mr Sean Ebert, under the Company's Performance Rights and Options Plan (PROP) on the terms set out below and subject to obtaining shareholder approval.

The options will be issued pursuant to the Company's Performance Rights and Options Plan (PROP), as described in the Company's Prospectus and disclosed to the market at the time of Initial ASX Listing of the Company effective from 20 April 2020. The PROP was re-approved by Shareholders at the Annual General Meeting of the Company held on 23 November 2022. Details of the PROP were disclosed in the Prospectus in accordance with ASX Listing Rule 7.2 Exception 13(a). A copy of the PROP is available on the Company's website at www.aml3d.com/investors and a summary of material terms is included at Annexure A.

Exception 14 in ASX Listing Rule 7.2 provides that ASX Listing Rule 7.1 does not apply where shareholder approval for an issue of securities is obtained under ASX Listing Rule 10.14. This means that if shareholder approval is obtained for Resolution 11, approval is not required for the purposes of ASX Listing Rule 7.1.

Information provided to Shareholders

For the purposes of the approval sought under ASX Listing Rule 10.14 and in accordance with the requirements of ASX Listing Rule 10.15 and for all other purposes, the following information is provided to shareholders in respect of the proposed grant of 1,025,000 Performance Rights to the Managing Director/CEO, Mr Sean Ebert under the PROP approved by shareholders at the Company's 2022 AGM (See Annexure A for terms). Director, Mr Sean Ebert falls within the category stipulated by Listing Rule 10.14.1.

Performance Period for the Performance Rights

Three years commencing (18 September 2024) and ending on 18 September 2028.

Date of Grant

If approval is obtained, the Performance Rights will be granted to Mr Ebert as soon as practicable after this AGM and in any case within 3 months after the AGM.

Number of Performance Rights

The number of Performance Rights to be granted to Mr Ebert has been determined using the 'face value' methodology, that is, by dividing an amount equivalent to 40% of Mr Ebert's current total fixed remuneration of \$410,000 by a share price of \$0.16 for the base Long term Incentive (LTI) award. Based on this formula, it is proposed that Mr Ebert be granted a total of 1,025,000 Performance Rights.

The Performance Rights will be granted at no cost to Mr Ebert and no amount is payable on vesting of the Performance Rights if the performance conditions are met. Each Performance Right entitles Mr Ebert to one fully paid ordinary share in the Company which, when issued, will rank equally with shares in the same class.

Performance Conditions

The performance conditions for the vesting of the Performance Rights are as follows, to be achieved within a vesting period of 3 years from date of grant. The baseline share price on which the vesting conditions for the Performance Rights are assessed is \$0.16.

- 1,025,000 Performance Rights: Achievement of a Total Shareholder Return (TSR) Compound Annual Growth Rate (CAGR) of 30%;

At the Board's discretion vesting may occur at the time of achievement of each performance condition within the 3-year performance period.

Details of Prior Grants

Since the PROP was originally disclosed to the market at the time of Initial ASX Listing of the Company effective from 20 April 2020, and re-approved by Shareholders at the Annual General Meeting of the Company held on 23 November 2022,

Mr Sean Ebert has been issued 2,285,714 Performance Rights under the PROP as approved by shareholders at the 2023 Annual General Meeting.

Mr Sean Ebert has been issued 2,000,000 options under the PROP as approved by shareholders at the 2023 Annual General Meeting.

Mr Sean Ebert has been issued 2,000,000 options under the Concessional Option Plan at the time of Initial ASX Listing on 20 April 2020. No consideration was received by the entity as a result of the issue of options to Mr Sean Ebert at the time of the initial ASX Listing.

Other Material Terms

Unvested Performance Rights do not entitle the holder to any voting rights, or legal or beneficial interest in the Company's shares. Unvested Performance Rights will not be transferrable or quoted on ASX and do not confer: any entitlement to a dividend, any right to a return of capital, any right to participate in the surplus profits or assets of the Company upon a winding up, or any right to participate in new issues of securities.

If this grant is approved, some or all of the Performance Rights granted to Mr Ebert may vest, lapse or remain on foot on cessation of employment, subject to the Board's discretion. Under the PROP, the Board also has discretion to vest or lapse the Managing Director/CEO's Performance Rights in defined change of control circumstances such as a bona fide unconditional takeover bid where the bidder has acquired at least 50.1% of the Company's issued shares, or a court-approved scheme of arrangement.

The PROP rules also give the Company the discretion to lapse unvested Performance Rights, and claw back vested shares in certain circumstances (such as dishonesty, fraud or breach of material obligations).

If the grant is approved, the details of any securities issued under the PROP will be published in the annual report of the entity 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.

Any additional persons covered by listing rule 10.14 who became entitled to participate in an issue of securities under the PROP after the resolution is approved and

who were not named in the notice of meeting will not participate until approval is obtained under that rule.

Other Information Required by the ASX Listing Rules

If resolution 11 is passed, the Performance Rights will be issued and in accordance with ASX Listing Rule 10.14 the Performance Rights will not use any of the Company's 15% placement capacity. If resolution 8 is not passed, the Board will not be able to issue Performance Rights and may consider other forms of remuneration for the Managing Director's Long-term Incentive and re-negotiation of these remuneration arrangements may require additional cash payments.

The Performance Rights will form the Long-term Incentive component of Mr Ebert's remuneration. The Performance Rights will be granted for nil cash payment, no loan is involved and there will be no amount payable on vesting and exercise. The Board believes the Performance Rights provide an appropriate and meaningful form of Long-term Incentive remuneration that aligns with shareholder interests but does not provide the Managing Director/CEO with the full benefits of share ownership (including voting rights) unless and until the Performance Rights vest.

On 13 September 2023, 1,664,285 Performance Rights were issued under the PROP to existing employees.

On 5 December 2023 2,285,714 Performance rights were issued to Mr Sean Ebert as approved by Shareholders at the 2023 AGM.

On 5 December 2023 2,685,394 Performance rights were issued to employees as approved by Shareholders at the 2023 AGM.

Voting Exclusion Statement

In accordance with the Corporations Act, the Company will disregard any votes cast as a proxy on resolution 11 by:

- a member of the Company's KMP at the date of the AGM; or
- a Closely Related Party of such a member.

However, a person described above may cast a vote on Resolution 11 as a proxy if the vote is not cast on behalf of a person described above and either:

- the person is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- the person is the chair of the meeting and the appointment of the chair as proxy:
 - does not specify the way the proxy is to vote on the resolution; and
 - expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Company's KMP.

The entity will disregard any votes cast in favour of the resolution by or on behalf of:

- Mr Ebert as a person who is expected to participate in the proposed issue; or
- an associate of Mr Ebert.

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or

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

Recommendation

The Board (with Mr Ebert abstaining) recommends that shareholders vote **IN FAVOUR** of approving the grant of Performance Rights to Mr Ebert.

12. APPROVAL OF 10% PLACEMENT CAPACITY

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period. Under ASX Listing Rule 7.1A however, an eligible entity can seek approval from its members, by way of a special resolution passed at its AGM, to increase this 15% limit by an extra 10% to 25%.

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

Resolution 12 seeks shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without shareholder approval.

If resolution 12 is passed, the Company will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further shareholder approval.

If resolution 12 is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without shareholder approval set out in Listing Rule 7.1.

Resolution 11 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in attendance, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

Eligibility

An eligible entity under ASX Listing Rule 7.1A is one which (at the date of the relevant AGM) has a market capitalisation of \$300 million or less and is not included in the S&P / ASX 300 Index. The Company is an eligible entity for the purposes of ASX Listing Rule 7.1A.

The exact number of equity securities that may be issued pursuant to the 10% Placement Capacity will be

determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 which provides that eligible entities which have obtained shareholder approval at an AGM may, during the period of the approval, issue or agree to issue a number of equity securities calculated as follows:

$$(A \times D) - E$$

Where:

A is the number of fully paid ordinary securities on issue 12 months before the date of issue or agreement:

- plus the number of fully paid ordinary securities issued in the 12 months under an exception in ASX Listing Rule 7.2 other than exception 9, 16 or 17,
- plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within ASX Listing Rule 7.2 exception 9 where:
 - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under ASX Listing Rule 7.1 or 7.4
- plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within ASX Listing Rule 7.2 exception 6 where:
 - the agreement was entered into before the commencement of the relevant period; or
 - the agreement or issue was approved, or taken under these rules to have been approved, under ASX Listing Rule 7.1 or 7.4,
- plus the number of any other fully paid ordinary securities issued in the relevant period with approval under ASX Listing Rule 7.1 or rule 7.4,
- plus the number of partly paid ordinary securities that became fully paid in the relevant period;
- less the number of fully paid ordinary securities cancelled in the relevant period.

D is 10%.

E is the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under ASX Listing Rule 7.4.

The "relevant period" means:

- if the entity has been admitted to the official list for 12 months or more, the 12 month period immediately preceding the date of the issue or agreement; or
- if the entity has been admitted to the official list for less than 12 months, the period from the date the entity was admitted to the official list to the date immediately preceding the date of the issue or agreement.

Any equity securities issued under the 10% Placement Capacity must be in an existing quoted class of the Company's equity securities. The Company presently

has one class of quoted securities, being ordinary fully paid shares (Shares) (ASX Code: AL3).

Required information

The following information is provided to Shareholders to allow them to assess the resolution in Item 11, including for the purposes of ASX Listing Rule 7.3A.

Minimum price

Any equity securities issued by the Company under Listing Rule 7.1A can only be issued at a price that is no less than 75% of the volume weighted average market price for securities in that class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- the date on which the price at which the securities are to be issued is agreed; or
- the date on which the securities are issued if the securities are not issued within ten trading days of the date on which the issue price is agreed.

Variable "A"	Additional 10% Dilution - Shares issued & funds raised	Dilution		
		\$0.063 50% decrease in Deemed Price	\$0.125 Deemed Price	\$0.25 100% increase in Deemed Price
235,553,713 Current Variable A	Shares issued	37,909,903	37,909,903	37,909,903
	Funds raised	\$2,369,369	\$4,738,738	\$9,477,476
353,330,569 50% increase in current Variable A	Shares issued	56,864,855	56,864,855	56,864,855
	Funds raised	\$3,554,053	\$7,108,107	\$14,216,214
471,107,426 100% increase in current Variable A	Shares issued	75,819,806	75,819,806	75,819,806
	Funds raised	\$4,738,738	\$9,477,476	\$18,954,952

This table has been prepared based on the following assumptions:

- The price of ordinary securities is deemed for the purposes of the table above to be \$0.125, being the closing price of the Company's listed Shares on 6 September 2024 (Deemed Price). The Deemed Price is indicative only;
- Variable A is based on the Shares on issue as at 6 September 2024.
- The actual number of Shares that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the equity securities in accordance with the formula prescribed in Listing Rule 7.1A.2;
- The Company issues the maximum number of securities available under the additional 10% placement;
- No unlisted options are exercised into fully paid ordinary shares before the date of the issue of securities under ASX Listing Rule 7.1A. The Company has 48,147,353 unlisted Options on issue at the date of this Notice of Meeting.
- The table shows only the effect of issues of securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1;

Dilution to existing Shareholders

If Resolution 12 is approved by Shareholders and the Company issues securities under the 10% Placement Capacity, the existing economic and voting interests in the Company will be diluted. There is a risk that the market price of the Company's securities may be significantly lower on the issue date than on the date of the AGM and the securities may be issued at a price that is at a discount to the market price on the issue date.

The table below shows a number of hypothetical scenarios for a 10% placement as required by ASX Listing Rule 7.3A.4 where the number of the Company's shares on issue (variable "A" in the formula in ASX Listing Rule 7.1A.2) has remained current or increased by either 50% or 100% and the share price has decreased by 50%, remained current or increased by 100% based on the closing share price on ASX at 6 September 2024.

- 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%. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of the placements under ASX Listing Rule 7.1A, based on that Shareholder's holding at the date of the AGM; and
- Funds raised are before any capital raising costs which may be incurred.

10% Placement Period

Shareholder approval under ASX Listing Rule 7.1A is valid from the date of the AGM until the earlier of:

- 12 months after the AGM; or
- the time and date of the Company's next AGM; or
- the time and date of approval by Shareholders of a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of main undertaking).

Purpose of 10% additional placement

The Company may seek to issue securities for cash consideration under the 10% placement to use the funds for working capital, capital expenditure,

acquisitions or capital management activities deemed by the Board to be in the best interests of the Company.

Compliance with ASX Listing Rules 7.1A.4

The Company will comply with any disclosure obligations under ASX Listing Rule 7.1A.4.

Allocation policy

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

- (a) the methods of raising funds that are then available to the Company;
- (b) the effect of the issue of the equity securities on the control of the Company;
- (c) the financial situation and solvency of the Company; and
- (d) advice from professional and corporate advisers (if applicable).

Allottees under the 10% placement have not been determined as at the date of this Notice of Meeting and may include existing and/or new Shareholders but cannot include any related parties or associates of a related party of the Company.

Information provided for compliance with ASX Listing Rule 7.3A.6

Shareholders approved the additional 10% placement capacity under ASX Listing Rule 7.1A at the 2023 AGM held on 23 November 2023.

In the 12 months preceding the date of this Notice of Meeting, the Company has issued 22,917,859 equity securities at \$0.05 per share under Listing Rule 7.1A.2 to raise \$1,145,893 which has been used towards the Company's establishment of a US facility. At the time of issue, this placement represented 8.5% of the shares on issue. The share issue was ratified at the Company's EGM held on 17 July 2024.

The Placement was issued to a range of sophisticated investors. Taylor Collison Stockbrokers and Bell Potter acted as Lead Manager and Cerberus Advisory acted as Corporate Advisor for the Placement. The placees were clients of the Joint Lead Managers or existing shareholders participating through their broker with the agreement of the Lead Manager. The Corporate Advisor identified investors through a bookbuild process, which involved seeking expressions of interest to participate in the capital raising from non-related parties of the Company.

Recommendation

The Board recommends that Shareholders vote **IN FAVOUR** of approving the additional 10% placement capacity.

NOTES RELATING TO VOTING

1. ENTITLEMENT TIME

Pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Board has determined that a person's entitlement to attend and vote at the Annual General Meeting (AGM) will be taken to be the entitlement of that person shown in the Register of Members at 6:30pm Adelaide time on 6 November 2024.

2. VOTING EXCLUSIONS

Please refer to the Explanatory Memorandum for voting exclusion statements for items 3,4,5,7,8, 9, 10 and 11.

3. VOTING ENTITLEMENT ON A POLL

On a poll, every shareholder has one vote for every fully paid ordinary share held.

4. APPOINTING A PROXY

All shareholders who are entitled to attend and vote at the meeting have the right to appoint a proxy to attend and vote for them. The proxy does not have to be a shareholder of the Company and can be an individual or a body corporate.

The following information is relevant if you wish to appoint a proxy to vote on your behalf on resolutions at the AGM.

The Chairman of the AGM acting as proxy

You may appoint the Chairman of the AGM as your proxy. In addition, the Chairman of the meeting is deemed to be appointed where a signed proxy form is returned which does not contain the name of the proxy or where the person appointed on the form is absent.

If a shareholder directs the Chairman how to vote on an item of business, the Chairman must vote in accordance with the direction.

For proxies without voting instructions that are exercisable by the Chairman, the Chairman intends to vote all available proxies in favour of all resolutions.

In relation to resolution 3,7,8, 9, 10 and 11, which are remuneration-related resolutions, if the Chairman of the meeting is appointed as your proxy and you have not directed your proxy how to vote on this resolution, please note that by completing and returning the proxy form accompanying this Notice of Meeting you will be expressly authorising the Chairman of the meeting to exercise your undirected proxy on these resolutions even though they are connected with the remuneration of the Company's KMP.

Directing your proxy how to vote

If you wish to indicate how your proxy should vote, please mark the appropriate boxes on the proxy form.

If you do not mark a voting instructions box in respect of a resolution, your proxy can vote as he or she decides, subject to any voting exclusions that apply to the proxy.

Appointing two proxies

A shareholder entitled to attend and vote is entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, you must specify the percentage of votes or number of securities for each proxy otherwise each proxy may exercise half of the votes. To appoint a second proxy, you must follow the instructions on the proxy form. Where more than one proxy is appointed that specify different ways to vote on the resolution, and both attend the meeting, neither proxy is entitled to vote on a show of hands.

Completing the proxy form

A proxy form must be signed by the shareholder or his/her attorney or, in the case of a corporation, be executed in accordance with section 127 of the Corporations Act or signed by an authorised officer or attorney. If the proxy form is signed by an attorney or by the authorised officer of a corporation, the power of attorney or other authority (or a notarially certified copy) must accompany the form unless it has been provided to the Company previously. If the proxy form is sent electronically or by fax, any accompanying power of attorney or other authority must be certified.

Lodgement of proxy forms

Proxy forms must be received by the Company by 12.30 pm ACDT on 6 November 2024. You may lodge your proxy form:

- Online at www.investorvote.com.au
- By fax to: 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)
- By post to: GPO Box 242, Melbourne VIC 3001

For Intermediary Online subscribers only (Custodians) please visit www.intermediaryonline.com to submit your voting intentions.

5. APPOINTING AN ATTORNEY TO VOTE ON YOUR BEHALF

Where a shareholder appoints an attorney to act on his/her behalf at the meeting, such appointment must be made by a duly executed power of attorney. The power of attorney must be received by the Company (at Computershare) by post as set out in section 4 above, by the time referred to in section 4 above.

6. APPOINTING A CORPORATE REPRESENTATIVE

Where a shareholder or proxy is a corporation and appoints an individual as its representative to attend and vote at the meeting, appropriate evidence of the appointment, including any authority under which the appointment is signed, must be provided, unless it has been provided to the Company (at Computershare) previously.

ANNEXURE A KEY TERMS OF THE EMPLOYEE INCENTIVE SECURITIES PLAN (INCENTIVE PLAN)

The key terms of the Incentive Plan are as follows:

1. Eligible Participant

The Board may from time to time determine that an Eligible Participant may participate in the Incentive Plan.

2. Purpose

The purpose of the Incentive Plan is to:

- a. assist in the reward, retention and motivation of Eligible Participants;
- b. link the reward of Eligible Participants to Shareholder value creation; and
- c. align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate) by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Securities.

3. Administration of the Incentive Plan

The Incentive Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Incentive Plan rules in its sole and absolute discretion (except to the extent that it prevents the Participant relying on the deferred tax concessions under Subdivision 83A-C of the Income Tax Assessment Act 1997 (Cth)). The Board may delegate its powers and discretion.

4. Eligibility, Invitation and Application

The Board may from time to time determine that an Eligible Participant may participate in the Incentive Plan and make an invitation to that Eligible Participant to apply for Securities on such terms and conditions as the Board decides. On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.

5. Grant of Securities

The Company will, to the extent that it has accepted a duly completed application form, grant the Participant (being an Eligible Participant who has been granted any Security under the Incentive Plan) the relevant number and type of Securities, subject to the terms and conditions set out in the invitation, the rules of the Incentive Plan and any ancillary documentation required.

6. Term of Convertible Securities

A Convertible Security represents a right to acquire one or more Plan Shares in accordance with the Incentive Plan (for example, an Option or a Performance Right).

Prior to a Convertible Security being exercised, the holder:

does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security other than as expressly set out in the Incentive Plan;

- a. is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company;
- b. is not entitled to receive any dividends declared by the Company; and
- c. is not entitled to participate in any new issue of Shares (see Adjustment of Convertible Securities section below).

7. Vesting of Convertible Securities

Any vesting conditions which must be satisfied before Convertible Securities can be exercised and converted to Shares will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.

8. Exercise of Convertible Securities

To exercise a Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see paragraph 9), pay the exercise price (if any) to or as directed by the Company, at any time following vesting of the Convertible Security (if subject to vesting conditions) and prior to the expiry date as set out in the invitation or vesting notice.

An invitation may specify that at the time of exercise of the Convertible Securities, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.

Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.

A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Incentive Plan rules, or such earlier date as set out in the Incentive Plan rules.

9. Delivery of Shares on exercise of Convertible Securities

Subject to Applicable Law, within 5 Business Days after the valid exercise of a Convertible Security by a Participant in accordance with paragraph 8, the Company will:

- a. issue, allocate or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Incentive Plan and
- b. issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.

10. Restrictions on dealing with Convertible Securities

A holder may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted to them unless otherwise determined by the Board. A holder must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.

However, in Special Circumstances as defined under the Incentive Plan (including in the case of death or total or permanent disability of the Participant) a Participant may deal with Convertible Securities granted to them under the Incentive Plan with the consent of the Board.

11. Listing of Convertible Securities

A Convertible Security granted under the Incentive Plan will not be quoted on the ASX or any other recognised exchange. The Board reserves the right in its absolute discretion to apply for quotation of an Option granted under the Incentive Plan on the ASX or any other recognised exchange.

12. Forfeiture of Convertible Securities

Convertible Securities will be forfeited in the following circumstances:

- a. where a Participant who holds Convertible Securities ceases to be an Eligible Participant (e.g. is no longer employed or their office or engagement is discontinued with the Group), all unvested Convertible Securities will automatically be forfeited by the Participant;
- b. where a Participant acts fraudulently or dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Group;
- c. where there is a failure to satisfy the vesting conditions in accordance with the Incentive Plan;
- d. on the date the Participant becomes insolvent; or
- e. on the Expiry Date.

13. Change of control

Notwithstanding any other provisions of the Incentive Plan, if a change of control event occurs, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.

14. Plan Shares

The Board may, from time to time, make an invitation to an Eligible Participant to acquire Plan Shares under the Incentive Plan. The Board will determine in its sole absolute discretion the acquisition price (if any) for each Plan Share which may be nil. The Plan Shares may be subject to performance hurdles and/or vesting conditions as determined by the Board.

Where Plan Shares granted to a Participant are subject to performance hurdles and/or vesting conditions, the Participant's Plan Shares will be subject to certain restrictions until the applicable performance hurdles and/or vesting conditions (if any) have been satisfied, waived by the Board or are deemed to have been satisfied under the Rules.

15. Rights attaching to Plan Shares

All issued or transferred under the Incentive Plan or issued or transferred to a Participant upon the valid exercise of a Convertible Security, (**Plan Shares**) will rank pari passu in all respects with the Shares of the same class for the time being on issue except for any rights attaching to the Shares by reference to a record date prior to the date of the allotment or transfer of the Plan Shares. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any

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

16. Disposal restrictions on Plan Share

If the invitation provides that any Plan Shares are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction, including but not limited to imposing an ASX Holding Lock (where applicable) on the Plan Shares or using an employee share trust to hold the Plan Shares during the relevant restriction period.

For so long as a Plan Share is subject to any disposal restrictions under the Incentive Plan, the Participant will not:

- a. transfer, encumber or otherwise dispose of, or have a security interest granted over that Plan Share; or
- b. take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.

17. General Restrictions on Transfer of Plan Shares

If the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Plan Shares issued under the Incentive Plan (including on exercise of Convertible Securities) 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 Act.

Restrictions are imposed by Applicable Law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available. These laws may restrict the acquisition or disposal of Shares by you during the time the holder has such information.

Any Plan Shares issued to a holder under the Incentive Plan (including upon exercise of Convertible Securities) shall be subject to the terms of the Company's Securities Trading Policy.

18. Adjustment of Convertible Securities

If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.

Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

19. Buy Back

Subject to applicable law, the Company may at any time buy-back Securities in accordance with the terms of the Incentive Plan.

20. Employee Share Trust

The Board may in its sole and absolute discretion use an employee share trust or other mechanism for the purposes of holding Convertible Securities for holders under the Incentive Plan and delivering Shares on behalf of holders upon exercise of Convertible Securities.

21. Maximum number of securities

The Company will not make an invitation under the Incentive Plan which involves monetary consideration if the number of Plan Shares that may be issued, or acquired upon exercise of Convertible Securities offered under an invitation, when aggregated with the number of Shares issued or that may be issued as a result of all invitations under the Incentive Plan during the 3 year period ending on the day of the invitation, will exceed 5% of the total number of issued Shares at the date of the invitation (unless the Constitution specifies a different percentage and subject to any limits approved by Shareholders under Listing Rule 7.2 Exception 13(b) – refer to Resolution 5.

22. Restrictions on and amendments to the Incentive Plan

Subject to the following paragraph, the Board may at any time amend any provisions of the Incentive Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Incentive Plan and determine that any amendments to the Incentive Plan rules be given retrospective effect, immediate effect or future effect.

No amendment to any provision of the Incentive Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

23. Duration

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

24. Income Tax Assessment Act

The Incentive Plan is a plan to which Subdivision 83A-C of the Income Tax Assessment Act 1997 (Cth) applies (subject to the conditions in that Act) except to the extent an invitation provides otherwise.

AL3

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:
1300 556 161 (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 **12:30pm (ACDT) on Wednesday, 6 November 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:

XX

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

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.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐ **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.

■ **Proxy Form**

Please mark ☒ to indicate your directions

Step 1 **Appoint a Proxy to Vote on Your Behalf** **XX**

I/we being a member/s of AML3D Limited 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 AML3D Limited to be held at Unit 4, 136 Mooringe Ave, North Plympton, SA 5037 on Friday, 8 November 2024 at 12:30pm (ACDT) 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 Items 3, 7, 8, 9, 10, and 11 (except where I/we have indicated a different voting intention in step 2) even though Items 3, 7, 8, 9, 10, and 11 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 Items 3, 7, 8, 9, 10, and 11 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
1	Director Election - Peter Siebels	☐	☐	☐	10	Grant of Options to Mr Peter Siebels	☐	☐	☐
2	Director Re-Election - Noel Cornish	☐	☐	☐	11	Grant of Performance Rights to Mr Sean Ebert	☐	☐	☐
3	Remuneration Report	☐	☐	☐	12	Approval of 10% Placement Capacity	☐	☐	☐
4	Ratification of Prior Issue of Shares under Listing Rule 7.1	☐	☐	☐					
5	Ratification of Prior Issue of Options under Listing Rule 7.1	☐	☐	☐					
6	Approval of Employee Incentive Securities Plan	☐	☐	☐					
7	Grant of Options to Mr Noel Cornish	☐	☐	☐					
8	Grant of Options to Mr Andrew Sales	☐	☐	☐					
9	Grant of Options to Mr Sean Ebert	☐	☐	☐					

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

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

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