

# AVENIRA LIMITED



ABN 48 116 296 541

## 2022 ANNUAL GENERAL MEETING

Dear Shareholder

Notice is hereby given that the 2022 Annual General Meeting (**Meeting**) of Avenira Limited (ASX:AEV) (Avenira) will be held as a physical meeting at:

**The Board Room,  
The Country Women's Association of WA,  
1176 Hay Street, West Perth, WA 6005  
on Monday 31 October 2022 at 12:00pm (AWST)**

In accordance with section 253RA(2) of the Corporations Act 2001 (Cth), the Company will not be sending hard copies of the Notice to shareholders unless a shareholder has requested a hard copy. A copy of the Notice of Meeting (NOM) is available on the Company's website at

[www.avenira.com](http://www.avenira.com)

As you have not elected to receive notices by email, a copy of your personalised proxy form is enclosed for your convenience. Please complete and return the attached proxy form to the Company's share registry, Automic Pty Limited, using any of the following methods:

### **Easiest method**

**By mobile** Scan the QR code on your proxy form with the camera on your mobile device and follow the prompts.

### **Other methods**

**Online** <https://investor.automic.com.au/#/loginsah>

**By mail** Share Registry – Automic Pty Limited, GPO Box 5193, Sydney NSW 2001, Australia

Your proxy voting instruction must be received by 12:00 pm (AWST) on 29 October 2022, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

The NOM is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the NOM please contact the Company Secretary on +61 8 9264 7000 .

**Yours sincerely**

Brett Clark  
**Executive Chairman**

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## **Your right to elect to receive documents electronically or physically**

The *Corporations Amendment (Meetings and Documents) Act 2022 (Amendment Act)* includes a new requirement for public companies and listed companies to give shareholders notice of their right to elect to be sent documents electronically or physically by the company in section 110K of the Corporations Act.

Recent legislative changes to the Corporations Act 2001 (Cth) mean there are new options for how Avenira shareholders receive communications. Avenira will no longer send physical meeting documents unless a shareholder requests a copy to be mailed.

## **Providing your email address to receive shareholder communications electronically**

Avenira encourages all shareholders to provide an email address so we can provide investor communications electronically when they become available online, which includes items such as meeting documents and annual reports.

By providing your email address, you will:

- Support the company by reducing the cost of mailing/postage
- Receive your investor communications faster and in a more secure way
- Help the environment through the need for less paper

## **How do I update my communications preferences?**

Shareholders can still elect to receive some or all of their communications in physical or electronic form or elect not to receive certain documents such as annual reports. To review your communications preferences, or sign up to receive your shareholder communications via email, please update your communication preferences at <https://investor.automic.com.au/>

If you are a shareholder and would like a physical copy of a communication, need further information about the options available to you or have questions about your holding, visit <https://investor.automic.com.au/> or contact our share registry:

**Telephone (within Australia):** 1300 288 664

**Telephone (outside Australia):** +61 2 9698 5414

**Email:** [hello@automicgroup.com.au](mailto:hello@automicgroup.com.au)

**Website:** <https://investor.automic.com.au/>

**AVENIRA**   
LIMITED

ABN 48 116 296 541

**NOTICE OF ANNUAL GENERAL MEETING AND  
EXPLANATORY MEMORANDUM  
AND  
PROXY FORM**

**The 2022 Annual General Meeting of the Company will be held at the Board Room, The Country Women's Association of WA, 1176 Hay Street, West Perth, WA 6005 on Monday 31 October 2022 at 12:00pm (AWST)**

The **2022 Annual Report** may be viewed on the Company's website at

***[www.avenira.com](http://www.avenira.com)***

**IMPORTANT INFORMATION**

Shareholders are urged to vote by lodging the proxy form that has been separately sent to you

This is an important document that should be read in its entirety. If you do not understand it you should consult your professional advisers without delay.

For personal use only

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**AVENIRA LIMITED ABN**

**48 116 296 541**

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that a general meeting of the shareholders of Avenira Limited ACN 116 296 541 (**Company**) will be held at the Board Room, The Country Women's Association of WA, 1176 Hay Street, West Perth, WA 6005 on Monday 31 October 2022 at 12:00pm (AWST).

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

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 as Shareholders on 29 October 2022 at 12:00pm (AWST).

Terms and abbreviations used in this Notice and the Explanatory Memorandum are defined in Section 16.

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

**AGENDA**

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**1. Annual Report**

To receive and consider the Annual Report of the Company for the year ended 30 June 2022, which includes the Financial Report, the Directors' Report (including the Remuneration Report) and the Auditor's Report.

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**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 Report for the financial year ended 30 June 2022.”*

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

**Voting Exclusion:**

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 a Closely Related Party of such member; or
- (b) by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such 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.

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**3. Resolution 2 – Re-election of Mr Kevin Dundo as a Director**

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

**Resolution:**

*"That, pursuant to and in accordance with Listing Rule 14.5, article 7.3(d) of the Constitution and for all other purposes, Mr Kevin Dundo retires and being eligible is re-elected as a Director on the terms and conditions in the Explanatory Memorandum."*

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**4. Resolution 3 – Re-election of Ms Tak Fa Winnie Lai Hadad as a Director**

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

*"That, pursuant to and in accordance with Listing Rule 14.5, article 7.3(d) of the Constitution and for all other purposes, Ms Tak Fa Winnie Lai Hadad retires and being eligible is re-elected as a Director on the terms and conditions in the Explanatory Memorandum"*

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**5. Resolution 4 – Ratification of Issue of Securities**

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

*"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 27,000,000 fully paid ordinary shares on the terms and conditions in the Explanatory Memorandum."*

**Voting Exclusion**

The Company will disregard any votes cast in favour of this resolution by or on behalf of:

- (a) any person who participated in the issue of the Securities or
- (b) an associate of those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
  - (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
  - (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
    - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.
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## 6. Resolution 5 – Ratification of Issue of Securities

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

*"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 6,250,000 fully paid ordinary shares on the terms and conditions in the Explanatory Memorandum."*

### Voting Exclusion

The Company will disregard any votes cast in favour of this resolution by or on behalf of:

- (a) any person who participated in the issue of the Securities or
- (b) an associate of those persons.

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

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

## 7. Resolution 6 – Ratification of Tranche 1 Placement Shares

To consider and, if thought fit, to pass with or without amendment, each as a separate, **Ordinary Resolution**:

*"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of:*

- (a) 112,800,000 fully paid ordinary shares; and
- (b) 97,200,000 fully paid ordinary shares

*on the terms and conditions in the Explanatory Memorandum."*

### Voting Exclusion

The Company will disregard any votes cast in favour of this resolution by or on behalf of:

- (a) any person who participated in the issue of the Securities or
- (b) an associate of those persons.

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

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

## 8. Resolution 7 – Issue of Tranche 2 Placement Options

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

*"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 105,000,000 Options on the terms and conditions in the Explanatory Memorandum."*

### **Voting Exclusion**

The Company will disregard any votes cast in favour of this 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 Shares) or an associate of those persons.

However, this does not apply to 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 Chairperson as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairperson to vote on the resolution as the Chairperson 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.

## 9. Resolution 8 – Issue of Lead Manager Options

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

*"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 40,000,000 Options to Peak Asset Management (and/or its nominee) on the terms and conditions in the Explanatory Memorandum."*

### **Voting Exclusion**

The Company will disregard any votes cast in favour of this resolution by or on behalf of Peak Asset Management or its associates.

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

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

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## 10. Resolution 9 – Approval of Issue of Securities

To consider and, if thought fit, to pass with or without amendment, each as a **separate, Ordinary Resolution**:

*"That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to:*

- (a) 24,000,000 options to Mr Brett Clark (or an associate);*
- (b) 12,000,000 options to Mr Kevin Dundo (or an associate);*
- (c) 12,000,000 options to Ms Winnie Lai Hadad (or an associate);*
- (d) 12,000,000 options to Dr Geoffrey Xue (or an associate);*
- (e) 12,000,000 options to Mr Roger Harris (or an associate);*

*on the terms and conditions set out in the Explanatory Memorandum".*

### **Voting Exclusion:**

The entity will disregard any votes cast in favour of this resolution by or on behalf of a person referred to in Listing Rule 10.11, who is eligible to participate in the issue of securities, or any of their respective associates.

However, this does not apply to 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

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## 11. Resolution 10 – Approval of Issue of Service Rights

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

*"That, pursuant to and in accordance with Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of up to 4,000,000 Service Rights to Mr Brett Clark on the terms and conditions set out in the Explanatory Memorandum".*

### **Voting Exclusion:**

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

- (a) Brett Clark; or
- (b) An associate of Brett Clark; and
- (c) a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Avenir Limited Employee Securities Incentive Plan in question.

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



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- (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

## 12. Resolution 11 – Approval of additional 10% share issue capacity

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

*“That, for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders approve the Company having the additional capacity to issue up to 10% of the issued capital of the Company (at the time of the issue), calculated in accordance with the formula set out in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum.”*

### **Voting Exclusion:**

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

- (a) A person who is expected to participate in, or will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder or ordinary securities in the entity) or
- (b) An associate of that person or those persons

However, this does not apply to 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

**Important Note:** *At the date of this Notice, the proposed allottees of the securities are not as yet known or identified. For a person’s vote to be excluded, it must be known that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue, Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted and there is no reason to exclude their votes.*

### 13. Resolution 12 – Approval of Employee Securities Incentive Plan

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

*"That, pursuant to and in accordance with exception 13(b) of Listing Rule 7.2 and for all other purposes, Shareholders approve the establishment of the Avenir Limited Employee Securities Incentive Plan of the Company known as the "Avenir Limited Employee Securities Incentive Plan" and the issue of Securities under that plan, on the terms and conditions in the Explanatory Memorandum."*

#### **Voting Exclusion:**

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

- (a) any person who is eligible to participate in the Incentive Plan; and
- (b) an associate of that person;

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

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

**By order of the Board**

Brett Clark  
**Executive Chairman**

**Dated: 30 September 2022**

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**EXPLANATORY MEMORANDUM**

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## **1. Introduction**

Notice is hereby given that a general meeting of the shareholders of Avenira Limited ACN 116 296 541 (**Company**) will be held at the Board Room, The Country Women's Association of WA, 1176 Hay Street, West Perth, WA 6005 on Monday 31 October 2022 at 12:00pm (AWST).

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

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 as Shareholders on 29 October 2022 at 12:00pm (AWST).

Terms and abbreviations used in this Notice and the Explanatory Memorandum are defined the Glossary.

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

You may vote by attending the Annual General Meeting in person, by proxy or attorney, or by an authorised representative (if you are a body corporate).

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

### **PROXIES**

Members are encouraged to attend the meeting, but if you are unable to attend the meeting, we encourage you to complete and return the enclosed Proxy Form.

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

- each Shareholder has the right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- Mail to: Automic C/- GPO Box 5193, Sydney NSW 2001
- By hand to: Automic C/- Level 5, 126 Phillip Street, Sydney NSW 2000

To be effective, a Proxy Form and, if the Proxy Form is signed by the Shareholder's attorney, the authority under which the appointment is signed (or a certified copy of that authority) must be received by the Company not later than 48 hours before the time specified for the commencement of the Annual General Meeting.

### **CORPORATE REPRESENTATIVES**

A body corporate that is a Shareholder, or which has been appointed as proxy, may appoint an individual to act as its representative at the Annual General Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the meeting evidence of his or her appointment, including any authority under which it is signed, unless it has previously been given to the Company.

## DATE FOR DETERMINING HOLDERS OF SHARES

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Directors have set a date to determine the identity of those entitled to attend and vote at the Annual General Meeting. For the purposes of determining voting entitlements at the Annual General Meeting, Shares will be taken to be held by the persons who are registered as holding at 9:30am (WST) on XX October 2022. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

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## 2. Annual Report

The Corporations Act requires that the Annual Report be laid before the Annual General Meeting. Neither the Corporations Act nor the Constitution requires a vote of Shareholders at the Annual General Meeting on these reports.

As a Shareholder, you are entitled to submit written questions to the auditor prior to the Annual General Meeting provided that the questions relate to:

1. the preparation and content of the Auditor's Report;
2. the conduct of the audit in relation to the Financial Report;
3. accounting policies of the Company in relation to the preparation of the financial Memorandums; and
4. the independence of the auditor in relation to the conduct of the audit.

All written questions must be received by the Company no later than 5 business days before the Meeting.

All questions must be sent to the Company and may not be sent direct to the auditor. The Company will then forward all questions to the auditor.

The Company's auditor will be present at the Meeting and Shareholders will have the opportunity to ask the auditor questions in relation to the conduct of the audit, the Auditor's Report, the Company's accounting policies, and the independence of the auditor.

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## 3. Resolution 1 – Adoption of Remuneration Report

### Background

Section 250R(2) of 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.

Resolution 1 is an Ordinary Resolution.

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

The Chair intends to exercise all available proxies in favour of Resolution 1.

### Directors' Recommendation

The Board unanimously recommends that shareholders vote in favour of Resolution 1.

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## 4. Resolution 2 – Re-election of Mr Kevin Dundo as a Director

### Background

In accordance with Listing Rule 14.5 and article 7.3(d) of the Constitution, an entity which has directors must hold an election at each annual general meeting. This rule applies even where no director is required to stand for re-election at an annual general meeting under rule 14.4. An entity must have at least one director stand for election or re-election at each annual general meeting. If it is not having a new director stand for election and no director is due to stand for re-election under rule 14.4, the entity must select at least one of its existing directors to stand for re-election.

Mr Dundo was re-elected as a director on 16 October 2020. Resolution 2 provides that, pursuant to Listing Rule 14.5 and article 7.3(d) of the Constitution, Mr Dundo retires from office and seeks election as a Director.

If shareholders do not re-elect Mr Dundo as a director he will step down at the conclusion of the meeting.

If shareholders do re-elect Mr Dundo as a director, he will remain on the Board and not have to stand for re-election under the Listing Rules or Constitution until the 2025 AGM.

### Directors Biography

Mr Dundo is a practicing lawyer, specializing in commercial and corporate law and in particular, mergers and acquisitions, with experience in the mining services and financial services industries. He is a member of the Law Society of Western Australia, Law Council of Western Australia, Australian Institute of Company Directors and a Fellow of the Australian Society of Certified Practising Accountants.

Resolution 2 is an ordinary resolution.

The Chair intends to exercise all available proxies in favour of Resolution 2.

### Directors' Recommendation

The Board (excluding Mr Dundo) supports the re-election of Mr Dundo and recommends that shareholders vote in favour of Resolution 2.

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## 5. Resolution 3 – Re-election of Ms Tak Fa Winnie Lai Hadad as a Director

### Background

In accordance with Listing Rule 14.5 and article 7.3(d) of the Constitution, an entity which has directors must hold an election at each annual general meeting. This rule applies even where no director is required to stand for re-election at an annual general meeting under rule 14.4. An entity must have at least one director stand for election or re-election at each annual general meeting. If it is not having a new director stand for election and no director is due to stand for re-election under rule 14.4, the entity must select at least one of its existing directors to stand for re-election.

Ms Winnie Lai Hadad was re-elected as a director on 22 October 2019. Resolution 2 provides that, pursuant to Listing Rule 14.5 and article 7.3(d) of the Constitution, Ms Winnie Lai Hadad retires from office and seeks election as a Director.

If shareholders do not re-elect Ms Lai Hadad as a director she will step down at the conclusion of the meeting.

If shareholders do re-elect Ms Lai Hadad as a director, she will remain on the Board and not have to stand for re-election under the Listing Rules or Constitution until the 2025 AGM.

### Directors Biography

Ms Lai Hadad has expertise in change management, corporate governance and business process improvement and has been involved in listings on the Australian Securities Exchange.

Ms Lai Hadad has been involved with both investments into China and out-bound investment from China. Her past roles include implementing Coca-Cola bottling strategies into Greater China and administering the first Chinese direct investment in an iron ore mine in the Pilbara Region of Western Australia.

Ms Lai Hadad is a lawyer admitted to practice in Western Australia, a qualified CPA, holds a BA, BCom and MSc, and is a graduate of both the Australian Institute of Company Directors and Governance Institute of

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Australia.

Resolution 3 is an ordinary resolution.

The Chair intends to exercise all available proxies in favour of Resolution 3.

#### **Directors' Recommendation**

The Board (excluding Ms Hadad) supports the election of Mr Harris and recommends that shareholders vote in favour of Resolution 3.

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## **6. Resolution 4 – Ratification of Issue of Securities**

### **Introduction**

On 23 March 2022 the Company issued 27,000,000 fully paid ordinary shares to Holy Investments Pty Ltd.

The Company issued the Shares the subject of the Placement without prior Shareholder approval pursuant to its 15% annual placement capacity under ASX Listing Rule 7.1.

### **ASX Listing Rule 7.1**

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 subject of Resolution 4, 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. The Company confirms that the issue and allotment of the Placement Shares, the subject of Resolution 5 did not breach ASX Listing Rule 7.1.

If Resolution 4 is not passed the issue of the options is still valid however it will reduce, to that extent, the Company's capacity to issue equity securities without shareholder approval under Listing Rule 7.1 for 12 months following the issue.

### **Information required by Listing Rule 7.5**

The following information is provided to Shareholders for the purposes of Listing Rule 7.5:

- (a) a total of 27,000,000 fully paid ordinary shares were allotted and issued by the Company on 23 March 2022;
- (b) the shares were issued for a deemed consideration of \$0.013 each;
- (c) the shares allotted rank equally with all other fully paid ordinary Shares on issue;
- (d) the shares were issued to Holy Investments Pty Ltd which is not a related party of the Company;
- (e) the purpose of the issue was for debt repayment; and
- (f) a voting exclusion statement is included in the Notice.

Resolution 4 is an ordinary resolution.

The Chair intends to exercise all available proxies in favour of Resolution 4.

#### **Directors' Recommendation**

The Directors of the Company believe that Resolution 4 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of Resolution 4.

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## 7. Resolution 5 – Ratification of Issue of Securities

### Introduction

On 25 July 2022 the Company issued 6,250,000 fully paid ordinary shares to Tarlka Matuwa Piarku (Aboriginal Corporation) RNTB (TMPAC).

The shares were issued, under a land access agreement, in consideration for TMPAC

- (i) agreeing to the grant of an Exploration Licence; and
- (ii) allowing the Company to conduct exploration activities within the Licence Area.

In addition, the Company will work with TMPAC when designing work programs in the Licence Area and undertake an ethnographic and/or archaeological survey of areas identified in the work program if required.

The Company also paid \$100,000 to TMPAC under the agreement.

The Company issued the Shares the subject of the Placement without prior Shareholder approval pursuant to its 15% annual placement capacity under ASX Listing Rule 7.1.

### ASX Listing Rule 7.1

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 subject of Resolution 5, 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. The Company confirms that the issue and allotment of the Placement Shares, the subject of Resolution 5 did not breach ASX Listing Rule 7.1.

If Resolution 5 is not passed the issue of the options is still valid however it will reduce, to that extent, the Company's capacity to issue equity securities without shareholder approval under Listing Rule 7.1 for 12 months following the issue.

### Information required by Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5:

- (a) a total of 6,250,000 fully paid ordinary shares were allotted and issued by the Company on 25 July 2022;
- (b) the shares were issued for a deemed consideration of \$50,000;
- (c) the shares allotted rank equally with all other fully paid ordinary Shares on issue;
- (d) the shares were issued to Tarlka Matuwa Piarku (Aboriginal Corporation) RNTB which is not a related party of the Company;
- (e) the shares were issued for the provision of services therefore no funds were raised from the issue of Shares pursuant to Resolution 5;
- (f) a voting exclusion statement is included in the Notice.

### Directors' Recommendation

The Directors of the Company believe that Resolution 5 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of Resolution 5.

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## 8. Resolution 6 – Ratification of Tranche 1 Placement Shares

### Background

On 8 September 2022 the Company announced it had secured commitments for a placement to raise approximately \$2.1 million (before costs) through the issue of 210 million shares in the Company at an issue price of \$0.01 per Share (**Tranche 1 Shares**).

For every two shares subscribed for, investors were to be allotted one listed option, exercisable at \$0.025 each and expiring on 31 October 2025 (**Tranche 2 Options**). Approval for the issue of the Tranche 2 Options is the subject of Resolution 7.

The majority of funds raised from the Tranche 1 Shares will be used to further develop the scoping study and bankable feasibility study on the flagship Wonarah Phosphate Project. Other funds will be used for additional exploration at the Company's Jundee Gold Project, and for working capital.

The shares were issued utilising the Company's existing Tranche 1 capacities under Listing Rules 7.1 and 7.1A in the following proportions:

- 112,800,000 Tranche 1 Shares were issued, on 14 September 2022, at \$0.001 per Share under ASX Listing Rule 7.1, and are the subject of Resolution 6(a); and
- 97,800,000 Tranche 1 Shares were issued, on 14 September 2022 at \$0.001 per Share under ASX Listing Rule 7.1A, and are the subject of Resolution 6(b).

The Company issued the Shares the subject of the Tranche 1 without prior Shareholder approval pursuant to both its 15% annual Tranche 1 capacity under ASX Listing Rule 7.1 and additional 10% Tranche 1 capacity under ASX Listing Rule 7.1A.

Resolution 6(a) seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the 112,800,000 Tranche 1 Shares under ASX Listing Rule 7.1.

Resolution 6(b) seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the 97,800,000 Tranche 1 under ASX Listing Rule 7.1A.

### ASX Listing Rule 7.1

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 subject of Resolution 6, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual Tranche 1 capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval. The Company confirms that the issue and allotment of the Tranche 1 Shares, the subject of Resolution 4 did not breach ASX Listing Rule 7.1.

If Resolution 6(a) is not passed the issue of the Tranche 1 Shares is still valid however it will reduce, to that extent, the Company's capacity to issue equity securities without shareholder approval under Listing Rule 7.1 for 12 months following the issue.

### ASX Listing Rule 7.1A

On 22 October 2021, the Company held its annual general meeting where shareholder approval was sought and obtained to, amongst other things, approve an additional 10% Tranche 1 capacity pursuant to 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 Tranche 1 capacity under ASX Listing Rule 7.1A then any ordinary securities issued under that additional Tranche 1 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. The Company confirms that the issue and allotment of the Tranche 1 Shares, the subject of Resolution 5 did not breach ASX Listing Rule 7.1A.

By ratifying the issue the subject of Resolution 5, the base figure (ie variable "A") in which the Company's 15% and 10% annual Tranche 1 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.

If Resolution 6(b) is not passed, the issue of the Tranche 1 Shares is still valid however it will reduce, to that extent, the Company's capacity to issue equity securities without shareholder approval under Listing Rule 7.1A for 12 months following the issue or until additional approval is obtained at an Annual General Meeting of Shareholders.

#### **Information required by Listing Rule 7.5**

The following information is provided to Shareholders for the purposes of Listing Rule 7.5:

- (a) A total of 210,000,000 Tranche 1 Shares were allotted and issued by the Company on the following basis;
  - (i) In relation to Resolution 6(a), 112,800,000 Tranche 1 Shares were issued pursuant to ASX Listing Rule 7.1 on 14 September 2022;
  - (ii) In relation to Resolution 6(b), 97,800,000 Tranche 1 Shares were issued pursuant to ASX Listing Rule 7.1A on 14 September 2022;
- (b) the issue price was \$0.001 per Tranche 1 Share ;
- (c) the Tranche 1 Shares allotted were fully paid ordinary shares which rank equally with all other fully paid ordinary Shares on issue;
- (d) the Tranche 1 Shares were issued to sophisticated and professional investors, who are clients of the Lead Manager (Peak Asset Management). The recipients were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the capital raising from non-related parties of the Company;
- (e) \$2,100,000 (before costs) was raised from the issue of the Tranche 1 Shares. The funds raised will be used to further develop the scoping study and bankable feasibility study on the flagship Wonarah Phosphate Project, additional exploration at the Company's Jundee Gold Project, and for working capital.; and
- (f) a voting exclusion statement is included in the Notice.

Resolutions 6(a) and 6(b) are ordinary resolutions.

The Chair intends to exercise all available proxies in favour of Resolutions 6(a) and 6(b).

#### **Directors' Recommendation**

The Directors of the Company believe that Resolution 6(a) and 6 (b) are in the best interests of the Company and unanimously recommend that Shareholders vote in favour of Resolutions 6(a) and 6(b).

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## 9. Resolution 7 – Issue of Tranche 2 Options

### Background

On 8 September 2022 the Company announced it had secured commitments for a placement to raise approximately \$2.1 million (before costs) through the issue of 210 million shares in the Company at an issue price of \$0.01 per Share (**Tranche 1 Shares**).

For every two shares subscribed for, investors were to be allotted one option, exercisable at \$0.025 each and expiring on 31 October 2025 (**Tranche 2 Options**).

If Shareholder approval is obtained pursuant to this Resolution 7, the Company intends to apply for quotation of the Tranche 2 Options

### Listing Rule 7.1

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

The issue of the Tranche 2 Options does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. The Company therefore requires the approval of Shareholders under Listing Rule 7.1.

If Resolution 7 is passed, the Company will be able to proceed with the issue of the Tranche 2 Options. In addition, the issue of the Tranche 2 Options 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 7 is not passed, the Company may not be able to proceed with the issue of the Tranche 2 Options.

### Specific information required by Listing Rule 7.3

For the purposes of Listing Rule 7.3, information regarding the issue of the Tranche 2 Options is provided as follows:

- (a) the Tranche 2 Options will be issued to professional and sophisticated investors who originally participated in the Tranche 1 Placement Shares;
- (b) the maximum number Tranche 2 Options to be issued is 105,000,000;
- (c) the Company intends to apply for quotation of the Tranche 2 Options;
- (d) a summary of the material terms of the Tranche 2 Options is detailed in Appendix A;
- (e) the Tranche 2 Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (f) the Tranche 2 Options will be issued for no consideration; and
- (g) the Tranche 2 Options were a component of the Tranche 1 Placement Shares as investors who participated in the Tranche 1 Placement, were to be allotted, for every two shares applied for, one option, exercisable at \$0.025 each and expiring on 31 October 2025;
- (h) a voting exclusion statement is included in the Notice.

Resolution 7 is an ordinary resolution.

The Chair intends to exercise all available proxies in favour of Resolutions 7 .

### Board Recommendation

The Directors recommend that Shareholders approve Resolution 7.

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## 10. Resolution 8 – Issue of Lead Manager Options

### Background

### Listing Rule 7.1

Listing Rule 7.1 limits the amount of 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 12 month period.

The issue of the Lead Manager Options does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. The Company therefore requires the approval of Shareholders under Listing Rule 7.1.

Resolution 8 seeks the requisite Shareholder approval to issue the Lead Manager Options under and for the purposes of Listing Rule 7.1.

If Resolution 8 is passed, the Company will be able to proceed with the issue of the Lead Manager Options. In addition, the issue of the Lead Manager Options 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 8 is not passed, the Company may not be able to proceed with the issue of the Lead Manager Options.

### Specific information required by Listing Rule 7.3

For the purposes of Listing Rule 7.3, information regarding the issue of the Lead Manager Options is provided as follows:

- (a) the Lead Manager Options will be issued to Peak Asset Management;
- (b) the maximum number of Lead Manager Options to be issued is 40,000,000;
- (c) the Company intends to apply for quotation of the Tranche 2 Options;
- (d) a summary of the material terms of the Lead Manager Options is detailed in Appendix A;
- (e) the Lead Manager Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (f) the Lead Manager Options will be issued for nil consideration;
- (g) the Lead Manager Options are being issued pursuant to an agreement with the Lead Manager to raise \$2.1 million through a private placement for which the Lead Manager received, as a fee, 6% of the funds raised, plus the Lead Manager Options; and
- (h) a voting exclusion statement is included in the Notice.

Resolution 8 is an ordinary resolution.

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

### Board Recommendation

The Directors recommend that Shareholders approve Resolution 8.

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## 11. Resolution 9 - Approval of Issue of Securities

### Background

The Company proposes to issue Options to Directors Brett Clark, Kevin Dundo, Winnie Lai Hadad, Dr Geoffrey Xue and Roger Harris (or their nominee(s)).

All Directors are Related parties of the Company and their nominees would be classified as associates.

**Table 1**

Holder	Options	Quantity	Exercise Price	Expiry	Deemed Issue Price
Brett Clark	2 cent Options	12,000,000	\$0.02	31 Oct 2025	\$0.00493
	3 cent Options	12,000,000	\$0.03	31 Oct 2025	\$0.0041
	<b>Sub Total</b>	<b>24,000,000</b>			
Kevin Dundo	2 cent Options	6,000,000	\$0.02	31 Oct 2025	\$0.00493
	3 cent Options	6,000,000	\$0.03	31 Oct 2025	\$0.0041

	<b>Sub Total</b>	<b>12,000,000</b>			
Winnie Lai Hadad	2 cent Options	6,000,000	\$0.02	31 Oct 2025	\$0.00493
	3 cent Options	6,000,000	\$0.03	31 Oct 2025	\$0.0041
	<b>Sub Total</b>	<b>12,000,000</b>			
Dr Geoffrey Xue	2 cent Options	6,000,000	\$0.02	31 Oct 2025	\$0.00493
	3 cent Options	6,000,000	\$0.03	31 Oct 2025	\$0.0041
	<b>Sub Total</b>	<b>12,000,000</b>			
Roger Harris	2 cent Options	6,000,000	\$0.02	31 Oct 2025	\$0.00493
	3 cent Options	6,000,000	\$0.03	31 Oct 2025	\$0.0041
	<b>Sub Total</b>	<b>12,000,000</b>			
		<b>72,000,000</b>			

Director Name	Current Remuneration
Brett Clark	\$411,044
Kevin Dundo	\$79,200
Winnie Lai Hadad	\$79,200
Dr Geoffrey Xue	\$77,710
Roger Harris	\$74,410

The value attributable to the Options is set out below.

#### Option Valuation details

Details	\$0.02 Options	\$0.03 Options
Share price	\$0.01	\$0.01
Exercise Price	\$0.02	\$0.02
Risk Free Rate (RBA Cash Rate)	3.11%	3.11%
Volatility (Annualised)	100%	100%
Start Date	31 October 2022	31 October 2022
Expiry Date	31 October 2025	31 October 2025
<b>Value per Option</b>	<b>\$0.00493</b>	<b>\$0.0041</b>

The primary purpose of the grant of the above Options to the Directors is to motivate and reward their performance as Directors of the Company. Having considered the alternatives to an issue of Options (such as a higher cash-based component of remuneration), the Board considers that the grant of the Options is an effective way to remunerate the Directors for their services as the Options issued to each director preserves the Company's cash resources.

In determining the number, value and term of the Options to be granted, the Board considered:

- the responsibilities involved in Mr Clark's position as Chair of the Company and his experience and knowledge;
- the responsibilities involved in Mr Dundo's positions as a non-Executive Director, and his experience and knowledge;

- For personal use only
- (c) the responsibilities involved in Ms Lai Hadad's positions as a non-Executive Director, and her experience and knowledge;
  - (d) the responsibilities involved in Dr Xue's positions as a non-Executive Director, and his experience and knowledge;
  - (e) the responsibilities involved in Mr Harris' positions as a non-Executive Director, and his experience and knowledge;
  - (f) that it aligns remuneration with the future growth and prospects of Avenir and the interests of Shareholders by encouraging Director share ownership;
  - (g) what it considered to be an appropriate assessment of the overall reasonable remuneration for Directors for an organisation of the Company's size and location;
  - (h) the issue of options in lieu of cash payments preserves the Company's cash resources and reduces ongoing costs; and
  - (i) the significant contribution that the Directors are likely to have to the Company's success.
  - (j) The Options will be exercisable and have the expiry dates as set out in the table above. The Options will not be listed on the ASX. The full terms of the Options are set out in Annexures B - C, respectively, of this Explanatory Memorandum.

### **Corporations Act requirements**

Chapter 2E of the Corporations Act prohibits an Australian public company from providing a financial benefit to a related party unless a specific statutory exception applies or prior shareholder approval is obtained to the giving of the financial benefit. A related party under the Corporations Act includes all directors of a public company. "financial benefit" has a wide meaning and includes the issue of securities by a public company to a director. The issue of Options to Messrs Clark, Dundo, Harris, Xue, and Ms Lai Hadad (the Directors) amounts to the provision of a "financial benefit" to a related party.

One of the exceptions to the requirement to obtain Shareholder approval in accordance with Chapter 2E of the Corporations Act applies where the financial benefit constitutes part of the related party's "reasonable remuneration".

The Board (other than Mr Clark who was not able to consider the matter due to his interest in the issue of the Options to himself) considers that the issue of the Options to Mr Clark constitutes part of Mr Clark remuneration as Chair of the Company and to give this remuneration is reasonable given the circumstances of both the Company and Mr Clark. Accordingly, the Board (excluding Mr Clark) has decided that Shareholder approval for the purposes of Chapter 2E of the Corporations Act is not required for the issue of the options to Mr Clark.

The Board (other than Mr Dundo who was not able to consider the matter due to his interest in the issue of the Options to himself) considers that the issue of the Options to Mr Dundo constitutes part of Mr Dundo's remuneration as an Officer of the Company and to give this remuneration is reasonable given the circumstances of both the Company and Mr Dundo. Accordingly, the Board (excluding Mr Dundo) has decided that Shareholder approval for the purposes of Chapter 2E of the Corporations Act is not required for the issue of the options to Mr Dundo.

The Board (other than Ms Lai Hadad who was not able to consider the matter due to her interest in the issue of the Options to herself) considers that the issue of the Options to Ms Lai Hadad constitutes part of Ms Lai Hadad remuneration as an officer of the Company and to give this remuneration is reasonable given the circumstances of both the Company and Ms Lai Hadad (including the responsibilities involved in the office that Ms Lai Hadad holds as a non-executive Director of the Company). Accordingly, the Board (excluding Ms Lai Hadad) has decided that Shareholder approval for the purposes of Chapter 2E of the Corporations Act is not required for the issue of the options to Ms Lai Hadad.

The Board (other than Dr Xue who was not able to consider the matter due to his interest in the issue of the Options to himself) considers that the issue of the Options to Dr Xue constitutes part of Dr Xue's remuneration as an Officer of the Company and to give this remuneration is reasonable given the circumstances of both the Company and Dr Xue. Accordingly, the Board (excluding Dr Xue) has decided that Shareholder approval for the purposes of Chapter 2E of the Corporations Act is not required for the issue of the options to Dr Xue.

The Board (other than Mr Harris who was not able to consider the matter due to his interest in the issue of

the Options to himself) considers that the issue of the Options to Mr Harris constitutes part of Mr Harris's remuneration as an Officer of the Company and to give this remuneration is reasonable given the circumstances of both the Company and Mr Harris. Accordingly, the Board (excluding Mr Harris) has decided that Shareholder approval for the purposes of Chapter 2E of the Corporations Act is not required for the issue of the options to Mr Harris.

It is the view of the Directors that the issue of Options to Directors under Resolution 9 falls under the arms' length exception in Section 210 of the Corporations Act and accordingly, Shareholder approval is only being sought under Listing Rule 10.11 and approval is not required under Listing Rule 7.1.

#### **Listing Rule 10.11**

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) an associate of a person referred to in Section 7.3(a) to 7.3(c); or
- (e) a person whose relationship with the company or a person referred to in Sections 6.3(a) to Section 6.3(d) is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains shareholder approval.

The issue of the Options to the Directors (or their nominees) falls within Listing Rule 10.11.1, as they are all a related party to the Company, and do not fall within any of the exceptions in Listing Rule 10.12. The Company therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

#### **Listing Rule Notice Requirements**

Listing Rule 10.13 contains certain requirements as to the contents of a Notice sent to Shareholders for the purposes of Listing Rule 10.11 and the following information is included in this Explanatory Memorandum for that purpose:

- (a) the Options will be granted to Directors (Related Parties), or their nominees, as noted in Table 1 above;
- (b) the Related Parties falls within the category set out in Listing Rule 10.14.1, by virtue of them being a Director or category 10.14.2 if they choose to have their Service Rights issued to a nominee
- (b) the maximum number of Options to be granted pursuant to Resolution 9 is 72,000,000;
- (c) the deemed issue price of the Options is as noted in Table 1 above;
- (d) the exercise price of the Options is as noted in Table 1;
- (e) the Options will be allotted and granted on a date which will be no later than 1 month after the date of the meeting;
- (f) the Options will not rank equally with other fully paid Shares until they are exercised;
- (g) the exercise price and other terms and conditions of the Options are set out in Annexures B - C to this Explanatory Memorandum;
- (h) the Options will be granted for no consideration and accordingly no funds will be raised by the grant of the Options; and
- (i) a voting exclusion statement is included in this Notice.

#### **Technical information required by Listing Rule 14.1A**

If Resolutions 9(a) to 9(e) are passed, the Company will be able to proceed with the issue of the Options to the Related Parties within three years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue

of the Incentive Options (because approval is being obtained under Listing Rule 10.14), the issue of the Options will not use up any of the Company's 15% annual placement capacity.

If Resolutions 9(a) to 9(e) are not passed, the Company will not be able to proceed with the issue of the Options to the Related Parties and may need to seek to remunerate the Related Parties by another means.

Resolution 9 is an ordinary resolution

The Chair of the meeting intends to vote any undirected proxies in favour of Resolution 9.

#### **Directors' Recommendation**

The Directors do not make any recommendation with respect to the issue of the Options as such recommendation regarding the remuneration of the Directors of the Company may be a conflict of interest (as set out in ASIC guidance set out on page 25 of ASIC Regulatory Guide 76).

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## **12. Resolution 10 - Approval of Issue of Service Rights**

### **General**

Resolution 10 seek Shareholder approval for the issue of the Service Rights to Mr Brett Clark a Director of the Company, (or their nominees)

### **Service Rights**

#### **Vesting Conditions**

The Service Rights will vest on 31 October 2023.

#### **Change of Control Event**

In the event that there is a Change of Control Event (as defined in Appendix D) occurs, the Service Rights will vest.

If the Board determines that a Change of Control Event is likely to occur before the Vesting Conditions are met, the Board will have a discretion whether to allow the vesting of the Service Rights and on what terms. When determining the vesting of the Service Rights, the Directors will take into consideration a number of criteria, but in particular the value to shareholders as a result of the event.

The material terms of the Service Rights may be found in Appendix D.

#### **Vesting Process**

Provided the Vesting Conditions are met or otherwise waived by the Board, a Vesting Notification will be sent to the Related Party from the Board, informing them that some or all of the Service Rights have vested. Unless and until the Vesting Notification is issued by the Company, the Service Rights will not be considered to have vested.

Following the issue of the Vesting Notification for the Service Rights, the Related Party will have until the Expiry Date of the Service Rights to convert any vested Service Rights on the basis of one fully paid ordinary share for each vested Service Right. Any vested Service Rights that remain unconverted after this date will automatically expire and lapse.

If the Vesting Conditions of a Service Right are not achieved by the applicable Expiry Date, then the Service Right will lapse. If a vested Service Right is not exercised on or before the Expiry Date, then the Service Right will lapse.

### **Chapter 2E of the Corporations Act**

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of the Service Rights to the Related Parties constitutes giving a financial benefit the Related Parties are a related party of the Company by virtue of being a Director. The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Service Rights, because the issue of Service Rights constitutes reasonable remuneration payable to the Related Parties.

#### **Listing Rule 10.14**

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire Equity Securities under an employee incentive plan:

- 10.14.1 a director of the Company;
- 10.14.2 an associate of a person referred to in Listing Rules 10.14.1;
- 10.14.3 a person whose relationship with the company or a person referred to in Listing Rules 10.14.1 to 10.14.2 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders;

unless it obtains the approval of its shareholders.

The issue of the Service Rights falls within Listing Rule 10.14.1 or 10.14.2 and therefore requires the approval of Shareholders under Listing Rule 10.14.

The Company has chosen to use Service Rights as it believes they create a share price alignment between directors, staff and ordinary shareholders but do not provide the full benefits of share ownership (such as dividend and voting rights) unless and until the Service Rights vest.

Resolution 10 seeks the required Shareholder approval for the issue of the Service Rights under and for the purposes of Listing Rule 10.14. The material terms of the Plan may be found in Appendix E.

#### **Technical information required by Listing Rule 14.1A**

If Resolution 10 is passed, the Company will be able to proceed with the issue of the Service Rights to Brett Clark (or their nominees). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Service Rights (because approval is being obtained under Listing Rule 10.14), the issue of the Service Rights will not use up any of the Company's 15% annual placement capacity.

If Resolution 10 is not passed, the Company will not be able to proceed with the issue of the Service Rights to Brett Clark (or their nominees).

#### **Technical information required by Listing Rule 10.15**

Pursuant to and in accordance with the requirements of Listing Rule 10.15, the following information is provided in relation to Resolution 10:

- (a) the Service Rights will be issued to Brett Clark (Related Party) (or their nominees),
- (b) the Related Party falls within the category set out in Listing Rule 10.14.1, by virtue of them being a Director or category 10.14.2 if they choose to have their Service Rights issued to a nominee;
- (c) The maximum number of Service Rights to be issued to Brett Clark is 4,000,000.
- (d) The value attributable to the Service Rights is set out below.

#### **Service Right Valuation details**

<b>Details</b>	
Share price	\$0.01
Exercise Price	-
Risk Free Rate (RBA Cash Rate)	3.11%
Volatility (Annualised)	100%
Start Date	31 October 2022
Expiry Date	31 October 2023
<b>Value per Right</b>	<b>\$0.01</b>

Mr Clark's current remuneration is \$411,044.



- (e) no securities have previously been issued under the Incentive Plan;
- (f) the terms and conditions of the Service Rights are set out below in Appendix D;
- (g) the Service Rights will be issued no later than 1 month after the date of the Meeting, and by no later than 3 years from the date of the meeting, (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Service Rights will occur progressively;
- (h) the issue price of the Service Rights will be nil.
- (i) The Company will not receive any other consideration in respect of the issue of the Service Shares;
- (j) Details of any securities issued under the scheme 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 become entitled to participate in an issue of securities under the scheme 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.
- (k) a voting exclusion statement is included in Resolution 10 of the Notice.

### Directors' Recommendation

The Directors do not make any recommendation with respect to the issue of the Options as such recommendation regarding the remuneration of the Directors of the Company may be a conflict of interest (as set out in ASIC guidance set out on page 25 of ASIC Regulatory Guide 76

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## 13. Resolution 11 – Approval of Additional 10% Share Issue Capacity

### Background

Listing Rule 7.1 requires Shareholder approval for an issue of securities in the Company if that issue will, when aggregated with all other issues during the previous 12 months, exceed 15% of the number of securities on issue at the commencement of that 12 month period.

In accordance with Listing Rule 7.1A, eligible entities may seek Shareholder approval at their annual general meeting to issue a further 10% of their issued share capital in addition to the 15% placement capacity set out in Listing Rule 7.1 (**10% Share Issue Capacity**).

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

Any issue of securities under Listing Rule 7.1A:

- (a) must be in the same class as an existing quoted class of the Company's equity securities;
- (b) may be issued at a maximum of 25% discount to the current market price; and
- (c) must be calculated in accordance with the formula prescribed by Listing Rule 7.1A.2.

The Company is now seeking Shareholder approval by way of a Special Resolution to have the ability to issue equity securities under the 10% Share Issue Capacity. The approval of Resolution 11 will provide the Company with even greater flexibility to issue securities under the 10% Share Issue Capacity in addition to the 15% placement capacity set out in Listing Rule 7.1 without a further requirement to obtain prior Shareholder approval.

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

The Chair intends to exercise all available proxies in favour of Resolution 11.

If Resolution 11 is approved as a special resolution, the Company will be able to issue 'equity securities' under Listing Rule 7.1 and 7.1A without further shareholder approval such that the Company's total annual placement capacity will be 25% of its issued capital.

If Resolution 11 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 7.1 and will remain subject to the 15% limit on issuing equity securities without shareholder approval set out in Listing Rule 7.1.

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

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

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

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

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

##### **(b) Minimum Price**

Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 trading days of the date in Section (b) (i), the date on which the Equity Securities are issued.

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

The Company will only issue Shares under the 10% Share Issue Capacity for cash consideration.

The Company intends to use the funds raised towards the acquisition of new assets or investments (including expenses associated with such acquisition), further development of the Company's projects and/or for general working capital purposes.

The reasons for undertaking any particular issue under the 10% Share Issue Capacity would be announced at the time the Company sought to issue shares under that 10% Share Issue Capacity.

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

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

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

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue as at 19 September 2022.

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

As required by the Listing Rules, the table below shows a hypothetical example of the potential dilution of Shareholders of the Company where the full 10% Share Issue Capacity is utilised, on the basis of three different assumed issue prices and numbers of equity securities on issue.

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Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$0.005 50% decrease in Issue Price	\$0.01 Issue Price	\$0.02 100% increase in Issue Price
Current Variable A 1,217,335,139	10% voting dilution	121,733,513	121,733,513	121,733,513
	Funds raised	\$608,668	\$1,217,335	\$2,434,670
50% increase in current Variable A 1,826,002,709	10% voting dilution	182,600,270	182,600,270	182,600,270
	Funds raised	\$913,001	\$1,826,003	\$3,652,005
100% increase in current Variable A 2,434,670,278	10% voting dilution	243,467,027	243,467,027	243,467,027
	Funds raised	\$1,217,335	\$2,434,670	\$4,869,341

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of equity securities available under the 10% Share Issue Capacity.
- (ii) The Issue Price is \$0.01 based on the closing price of shares on 19 September 2022.
- (iii) The current issued share capital has been calculated in accordance with the formula in Listing Rule 7.1A(2). The Company issues the maximum number of securities available under the 10% Share Issue Capacity.
- (iv) No Options are exercised prior to the date of issue of any shares under the 10% Share Issue Capacity.
- (v) The table shows the effect of issues of the Company's equity securities under the 10% Share Issue Capacity, not under the Company's 15% placement capacity under Listing Rule 7.1.
- (vi) The table does not show an example of dilution that may be caused to any particular Shareholder due to any placements under the 10% Share Issue Capacity.

Shareholders should note that there is a risk that:

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

**(e) Allocation policy under the 7.1A Mandate**

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

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

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

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

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The Company previously obtained Shareholder approval under Listing Rule 7.1A at the 2021 annual general meeting on 22 October 2021.

In accordance with Listing Rule 7.3A.6, the following information is provided:

- a) 97.2 million equity securities, (representing 11.3% of the total equity security on issue at the commencement of the 12 month period following shareholder approval in 2021) were issued in the 12 months preceding the date of this notice of meeting under Listing Rule 7.1A.2;
- b) the 97.2 million equity securities were issued to professional and sophisticated clients of Peak Asset Management;
- c) the 97.2 million equity securities issued were fully paid ordinary shares;
- d) the 97.2 million equity securities were issued at \$0.01 each which was a 9% discount to the closing price of the Company's securities on the day the issue was agreed;
- e) \$2.1 million was received from the issue, none of this has been spent yet. The funds will be used to further develop the scoping study and bankable feasibility study on the flagship Wonarah Phosphate Project, additional exploration at the Company's Jundee Gold Project, and for working capital
- (g) A voting exclusion statement is included in the Notice.
- (h) At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the equity securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

The Chair intends to exercise all available proxies in favour of Resolution 11.

#### **Directors' Recommendation**

The Directors of the Company believe that Resolution 11 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of Resolution 11.

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## **14. Resolution 12 – Approval of Employee Securities Incentive Plan**

### **General**

The *Avenira Limited Employee Securities Incentive Plan (Plan)* was established in 2022 to assist in the recruitment and retention of key personnel.

### **Purpose of the Plan**

The Plan is designed to assist in attracting and retaining key personnel required for the ongoing management and continued growth and development of the Company in the future. Securities issued under the Plan are expected to increase the motivation of Employees of the Company, promote retention of Employees, align Employee interests with those of the Company and its shareholders and to reward Employees who contribute to the growth of the Company.

The future success of the Company is in part dependent on the skills and commitment of the Company's Employees. It is therefore important that the Company is able to attract and retain people of the highest caliber.

ASX Listing Rule 7.1 prohibits a company from issuing new securities representing more than 15% of its issued share capital during the following 12 month period without Shareholder approval. ASX Listing Rule 7.2 (Exception 13) provides that securities issued under an Avenira Limited Employee Securities Incentive Plan are excluded from this restriction, provided that, within 3 years before the date of issue, the issue of securities under the scheme have been approved by Shareholders in general meeting.

Resolution 12 seeks the approval of Shareholders for the potential issue of securities under the Plan for 3 years after the date of the general meeting, without those securities being subject to the 15% limit contained in ASX Listing Rule 7.1 or the 10% limit contained in ASX Listing Rule 7.1A.

If Resolution 12 is passed, any securities issued under the Plan will not count towards the limits in Listing

Rule 7.1 or 7.1A.

If Resolution 12 is not passed, any securities issued under the Plan will count towards the limits in Listing Rule 7.1 and 7.1A.

No Securities have been issued under the Plan as at the date of this Notice.

It should be noted that directors of the Company will not be issued securities under the Plan without first obtaining Shareholder approval under Listing Rule 10.14.

### **Summary of key features**

The key features of the Plan are as follows:

- Securities may be issued under the Plan to those persons nominated by the Board including, but not limited to, employees, directors or consultants (together called "Eligible Participants") of the Company (or any associated companies);
- the Securities will be issued for no consideration and are transferable;
- the exercise price of the Securities shall be determined by the Board (and may be Nil);
- the expiry date of the Securities will be determined by the directors at the time of issue of the Securities;
- the Directors may elect to issue the Securities with vesting conditions or performance hurdles whereby the Securities will vest to the Eligible Participant progressively over a period of time;
- Securities that have not vested may be exercised in the event of a takeover offer or a change of control of the Company;
- the maximum number of Securities on issue under the Plan cannot be more than 50 million;
- the Company will not apply for official quotation of the Securities; and
- all Shares issued upon exercise of the Securities will rank pari passu with existing Shares on issue.

The Board also has the authority to vary the terms of the Plan (other than in respect of the maximum number of Securities that may be issued under the Plan).

The material terms of the Plan may be found in Appendix E. A full copy of the terms and conditions of the Plan is available upon request.

### **Directors recommendation**

The Directors recommend that Shareholders vote in favour of Resolution 12.

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## **15. Other Business**

Management is not aware of any other business to come before the Meeting other than as set forth in the accompanying Notice. If any other business properly comes before the Meeting, it is the intention of the persons named in the form of proxy to vote the Shares represented thereby in accordance with their best judgment on such matter.

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## 16. Glossary

Capitalised terms in this Notice of Annual General Meeting and in the Explanatory Memorandum have the following meanings:

<b>Annual General Meeting or Meeting</b>	The annual general meeting of Shareholders convened by this Notice of Annual General Meeting.
<b>Annual Report</b>	The Directors' Report, the Financial Report and the Auditor's Report in respect of the financial year ended 30 June 2022.
<b>ASX</b>	ASX Limited and, where applicable, the Australian Securities Exchange operated by ASX Limited.
<b>Avenira or Company</b>	Avenira Limited ABN 48 116 296 541.
<b>Board</b>	The board of Directors of the Company.
<b>Chair</b>	The person appointed to chair the Meeting, or any part of the Meeting, convened by the Notice.
<b>Closely Related Party</b>	(a) a spouse or child of the member; or (b) has the meaning given in section 9 of the Corporations Act.
<b>Constitution</b>	The Company's constitution.
<b>Corporations Act</b>	<i>Corporations Act 2001</i> (Cth).
<b>Director</b>	A director of the Company.
<b>Directors' Report</b>	The annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities.
<b>Explanatory Memorandum</b>	The explanatory Memorandum and management information circular accompanying this Notice of Meeting.
<b>Financial Report</b>	The annual financial report prepared under chapter 2M of the corporations Act of the Company and its controlled entities.
<b>Key Management Personnel</b>	Persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.
<b>Listing Rules</b>	The listing rules of the ASX.
<b>Notice or Notice of Meeting</b>	The notice of meeting relating to the Annual General Meeting of Shareholders to be held at 11:00 AM (WST) on XX October 2022.
<b>Ordinary Resolution</b>	A resolution passed by a simple majority of Shareholders on a show of hands or by a simple majority of votes given on a poll.
<b>Proxy Form</b>	The proxy form accompanying this Notice of Meeting.

**Remuneration Report**

The remuneration report of the Company contained in the Directors' Report.

**Resolutions**

The resolutions set out in this Notice of Meeting, or any of them as the context requires.

**Special Resolution**

A resolution passed by at least 75% of Shareholders on a show of hands or by 75% of votes given on a poll.

**Share**

A fully paid ordinary share in the capital of the Company.

**Shareholder**

The holder of a Share.

**WST**

Australian Western Standard Time.

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The Options will be issued on the following terms:

1. The exercise price of each Option will be \$0.025 ("**Exercise Price**").
2. Each Option entitles the holder to subscribe for one Share in Avenira Limited ACN 116 296 541 ("**Company**") upon the payment of the Exercise Price per Share subscribed for.
3. The Options will vest on 31 October 2022.
4. All Options will lapse at 5:00 pm, Western Standard Time on 31 October 2025 ("**Expiry Date**").
5. If there is takeover of the Company, or following a change of control of the Company (being a change in the composition of the shareholders of the Company whereby a person who does not presently control the Company within the meaning of Section 50AA of the Corporations Act 2001 (Cth) gains such control over the Company), any Options which are not eligible to be exercised will immediately be eligible to be exercised.
6. There are no participating rights or entitlements inherent in these Options and holders of the Options will not be entitled to participate in new issues of capital that may be offered to shareholders during the currency of the Option.
7. Option holders have the right to exercise their vested Options prior to the date of determining entitlements to any capital issues to the then existing shareholders of the Company made during the currency of the Options, and will be granted a period of at least 10 business days before books closing date to exercise the Options.
8. In the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to the holders of Shares after the date of issue of the Options, the exercise price of the Options will be adjusted in accordance with the formula set out in the ASX Listing Rules;
9. In the event of any re-organisation (including reconstruction, consolidation, subdivision, reduction or return of capital) of the issued capital of the Company, the Options will be re-organised as required by the Listing Rules, but in all other respects the terms of exercise will remain unchanged.
10. Once vested, the Options shall be exercisable at any time until the Expiry Date ("**Exercise Period**") by the delivery to the registered office of the Company of a notice in writing ("**Notice**") stating the intention of the Option holder to exercise all or a specified number of Options held by them accompanied by an Option certificate and a cheque made payable to the Company for the subscription monies for the Shares. The Notice and cheque must be received by the Company during the Exercise Period. An exercise of only some Options shall not affect the rights of the Option holder to the balance of the Options held by it.
11. The Company shall allot the resultant Shares and deliver a statement of shareholdings with a holders' identification number within 5 business days of exercise of the Options.
12. The Shares allotted shall rank, from the date of allotment, equally with the existing ordinary shares of the Company in all respects.
13. The Options are transferrable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.



The Options were issued on the following terms:

1. The exercise price of each Option will be \$0.02 ("**Exercise Price**").
2. Each Option entitles the holder to subscribe for one Share in Avenira Limited ACN 116 296 541 ("**Company**") upon the payment of the Exercise Price per Share subscribed for.
3. The Options will vest on 31 October 2022.
4. All Options will lapse at 5:00 pm, Western Standard Time on 31 October 2025 ("**Expiry Date**").
5. If there is takeover of the Company, or following a change of control of the Company (being a change in the composition of the shareholders of the Company whereby a person who does not presently control the Company within the meaning of Section 50AA of the Corporations Act 2001 (Cth) gains such control over the Company), any Options which are not eligible to be exercised will immediately be eligible to be exercised.
6. If an Option Holder is no longer an Employee, Director or Consultant to the Company before an Option vested, any Options not vested, will lapse immediately
7. There are no participating rights or entitlements inherent in these Options and holders of the Options will not be entitled to participate in new issues of capital that may be offered to shareholders during the currency of the Option.
8. Option holders have the right to exercise their vested Options prior to the date of determining entitlements to any capital issues to the then existing shareholders of the Company made during the currency of the Options, and will be granted a period of at least 10 business days before books closing date to exercise the Options.
9. In the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to the holders of Shares after the date of issue of the Options, the exercise price of the Options will be adjusted in accordance with the formula set out in the ASX Listing Rules;
10. In the event of any re-organisation (including reconstruction, consolidation, subdivision, reduction or return of capital) of the issued capital of the Company, the Options will be re-organised as required by the Listing Rules, but in all other respects the terms of exercise will remain unchanged.
11. Once vested, the Options shall be exercisable at any time until the Expiry Date ("**Exercise Period**") by the delivery to the registered office of the Company of a notice in writing ("**Notice**") stating the intention of the Option holder to exercise all or a specified number of Options held by them accompanied by an Option certificate and a cheque made payable to the Company for the subscription monies for the Shares. The Notice and cheque must be received by the Company during the Exercise Period. An exercise of only some Options shall not affect the rights of the Option holder to the balance of the Options held by it.
12. The Company shall allot the resultant Shares and deliver a statement of shareholdings with a holders' identification number within 5 business days of exercise of the Options.
13. The Shares allotted shall rank, from the date of allotment, equally with the existing ordinary shares of the Company in all respects.
14. The Options are transferrable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

The Options were issued on the following terms:

1. The exercise price of each Option will be \$0.03 ("**Exercise Price**").
2. Each Option entitles the holder to subscribe for one Share in Avenir Limited ACN 116 296 541 ("**Company**") upon the payment of the Exercise Price per Share subscribed for.
3. The Options will vest on 31 October 2022.
4. All Options will lapse at 5:00 pm, Western Standard Time on 31 October 2025 ("**Expiry Date**").
5. If there is takeover of the Company, or following a change of control of the Company (being a change in the composition of the shareholders of the Company whereby a person who does not presently control the Company within the meaning of Section 50AA of the Corporations Act 2001 (Cth) gains such control over the Company), any Options which are not eligible to be exercised will immediately be eligible to be exercised.
6. If an Option Holder is no longer an Employee, Director or Consultant to the Company before an Option vested, any Options not vested, will lapse immediately
7. There are no participating rights or entitlements inherent in these Options and holders of the Options will not be entitled to participate in new issues of capital that may be offered to shareholders during the currency of the Option.
8. Option holders have the right to exercise their vested Options prior to the date of determining entitlements to any capital issues to the then existing shareholders of the Company made during the currency of the Options, and will be granted a period of at least 10 business days before books closing date to exercise the Options.
9. In the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to the holders of Shares after the date of issue of the Options, the exercise price of the Options will be adjusted in accordance with the formula set out in the ASX Listing Rules;
10. In the event of any re-organisation (including reconstruction, consolidation, subdivision, reduction or return of capital) of the issued capital of the Company, the Options will be re-organised as required by the Listing Rules, but in all other respects the terms of exercise will remain unchanged.
11. Once vested, the Options shall be exercisable at any time until the Expiry Date ("**Exercise Period**") by the delivery to the registered office of the Company of a notice in writing ("**Notice**") stating the intention of the Option holder to exercise all or a specified number of Options held by them accompanied by an Option certificate and a cheque made payable to the Company for the subscription monies for the Shares. The Notice and cheque must be received by the Company during the Exercise Period. An exercise of only some Options shall not affect the rights of the Option holder to the balance of the Options held by it.
12. The Company shall allot the resultant Shares and deliver a statement of shareholdings with a holders' identification number within 5 business days of exercise of the Options.
13. The Shares allotted shall rank, from the date of allotment, equally with the existing ordinary shares of the Company in all respects.
14. The Options are transferrable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

## Appendix D – Terms and Conditions Of Service Rights

- (a) A Service Right is a right to receive a fully paid ordinary share in the capital of the Company (**Share**) subject to satisfaction of the following Vesting Conditions.
- (b) Service Rights will vest on 31 October 2023 (Vesting Date);
- (c) If the relevant holder ceases to be an employee, office-bearer or consultant of the Company, before the Vesting Date, the Service Rights will lapse;
- (d) A Service Right does not entitle the holder to attend or vote on any resolutions proposed at a general meeting of shareholders of the Company.
- (e) A Service Right does not entitle the holder to any dividends.
- (f) Upon winding up of the Company, a Service Right may not participate in the surplus profits or assets of Company.
- (g) A Service Right is not transferable.
- (h) In the event that the issued capital of the Company is reconstructed, and the Company is listed on ASX at the relevant time, all rights of a holder will be changed to the extent necessary to comply with the ASX Listing Rules at the time of reorganisation provided that, subject to compliance with the ASX Listing Rules, following such reorganisation the economic and other rights of the Holders are not diminished or terminated.
- (i) This clause applies whilst the Company is listed on ASX. Service Rights will not be quoted on ASX. Upon conversion of a Service Right into a Share in accordance with these terms, the Company must within seven (7) days from the date of conversion, apply for and use best endeavours to obtain official quotation on ASX of the Shares arising from conversion.
- (j) Subject to compliance with applicable law (including the ASX Listing Rules as they apply to the Company), Service Rights shall immediately convert to Shares upon a Change of Control Event occurring.

Change of Control Event means:

- a. a bona fide takeover bid is declared unconditional and the bidder has acquired a relevant interest in over 50% of the Company's issued shares;
  - b. the sale of all or substantially all of the assets of the Company;
  - c. a court approves under section 411(4)(b) of the Corporations Act, a proposed compromise arrangement for the purpose of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or
  - d. in any other case, a person obtains voting power in the Company that the Board (which for the avoidance of doubt will comprise those Directors immediately prior to the person acquiring the voting power) determines, acting in good faith and in accordance with their fiduciary duties, is sufficient to control the composition of the Board.
- (k) If the Board determines that a Change of Control Event is likely to occur before the Vesting Conditions are met, the Board will have a discretion whether to allow the vesting of the Service Rights and on what terms. When determining the vesting of the Service Rights, the Directors will take into consideration a number of criteria, but in particular the value to shareholders as a result of the event.
- (l) Holders of Service Rights will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
- (m) This clause applies whilst the Company is listed on ASX. The terms of the Service Rights may be amended as necessary by the Board to comply with the ASX Listing Rules, or any direction of ASX regarding the terms provided that, subject to compliance with the ASX listing rules, following such amendment, the economic and other rights of the Holder are not diminished or terminated.
- (n) A Service Right gives the Holder 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.
- (o) Subject to paragraph (q) below, a Service Right will convert into a Share upon the achievement of an Applicable Milestone to that Service Right prior to the Expiry Date. An Applicable Milestone for a Service Right will be specified in the terms of issue of or invitation to apply for the Service Right.
- (p) In the event an Applicable Milestone is satisfied prior to the Expiry Date, Service Rights held by a Holder will convert into an equal number of Shares.

- (q) If an Applicable Milestone for a Service Right is not achieved by the Expiry Date, all Service Rights will lapse and be deemed to have been cancelled without payment or other compensation to the Holder.
- (r) The Shares into which the Service Rights will convert will rank pari passu in all respects with existing Shares and, if the Company is listed on ASX, an application will be made by the Company to ASX for official quotation of the Shares issued upon conversion.
- (s) The conversion of Service Rights is subject to compliance at all times with the ASX Listing Rules if the Company is listed on ASX at the relevant time and the Corporations Act.

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## Appendix E – Terms and Conditions of the Employee Securities Incentive Plan

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### Eligible Participants

An eligible participant is a person invited by the Board to be an eligible participant including full, part time or casual employees, contractors, directors of the Company or an associated body corporate of the Company, or a prospective participant being a person to whom an invitation is made but who can only accept the invitation if an arrangement has been entered into that will result in the person becoming a full, part time, or casual employee, contractor, director of the Company (**Eligible Participant**).

### Purpose

The *Avenira Limited Employee Securities Incentive Plan (Plan)* is designed to assist in attracting and retaining key personnel required for the ongoing management and continued growth and development of the Company in the future. Securities issued under the Plan are expected to increase the motivation of Employees of the Company, promote retention of Employees, align Employee interests with those of the Company and its shareholders and to reward Employees who contribute to the growth of the Company.

### Plan administration

The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion. The Board may delegate its powers and discretion.

### Offers

The Board may from time to time and in its absolute discretion determine that an Eligible Participant may participate in the Avenira Limited Employee Securities Incentive Plan and make an invitation to that Eligible Participant to apply for Securities on such terms and conditions as the Board decides.

### Change of Control Event

If a Change of Control Event (as defined) occurs, the Performance Rights will vest.

If the Board determines that a Change of Control Event is likely to occur before the Vesting Conditions are met, the Board will have a discretion whether to allow the vesting of the Performance Rights and on what terms. When determining the vesting of the Performance Rights, the Directors will take into consideration a number of criteria, but in particular the value to shareholders as a result of the event.

### Incentive Securities

Incentive Securities are Incentive Options, Incentive Performance Rights, Shares or any other securities issued under the Employee Securities Incentive Plan.

### Grant of Securities

The Company will grant to the Eligible Participant the relevant number of Securities subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.

### Lapse

If at any time before the exercise of an Incentive Option or an Incentive Performance Right, a holder ceases to be an Eligible Participant:

- (a) by reason of death, disability, bona fide redundancy or other reason approved by the Board, and at that time the Eligible Participant continued to satisfy any other relevant conditions of the grant, the Board may determine the extent to which the Incentive Securities held by the Eligible Participant vest; and a period of time for the Incentive Options or Incentive Performance Rights to be exercised;

or

- (b) for any other reason, all Incentive Options or Incentive Performance Rights held by the Eligible Participant will automatically lapse unless the Board otherwise determines within 30 days of the holder ceasing to be an Eligible Participant.

### Terms of Convertible Securities

Each Convertible Security represents a right to acquire one or more Shares subject to the terms and conditions of the Plan.

Prior to a Convertible Security being exercised, an Eligible Participant does not have any interest in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. An Eligible Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.

### **Vesting of Convertible Securities**

Any vesting conditions applicable to the grant of Convertible Securities will be described in the invitation. If all of the vesting conditions have been satisfied or have been waived by the Board, a vesting notice will be sent to the Eligible Participant informing them the relevant Convertible Securities have vested. If the vesting conditions relevant to a Convertible Security are not satisfied and /or otherwise waived by the Board, that Convertible Security will lapse.

### **Shares issued on exercise of Incentive Options and Incentive Performance Rights**

Each Incentive Option or Incentive Performance Right entitles the holder to one fully paid ordinary share on exercise of the Incentive Option or Incentive Performance Right.

The Board may decide in its absolute discretion that an Eligible Participant may make use of a “cashless exercise facility” whereby the Eligible Participant will not be required to provide payment of the Exercise Price of Incentive Options or Incentive Performance Rights, but that on exercise of the Incentive Options or Incentive Performance Rights, the Eligible Participant may elect that the Company instead allot and issue the number of Shares that are equal in value to the difference between the then Share price and the Exercise Price otherwise payable in relation to the Incentive Options or Incentive Performance Rights (with the number of Shares rounded down).

### **Limitation on number of Securities**

If the Company is relying on the ASIC relief to issue Incentive Securities then, at the time of making the offer of Incentive Securities, the Company must have reasonable grounds to believe that the number of Shares to be received on the exercise of all Incentive Securities under the *Avenira Limited Employee Securities Incentive Plan* when aggregated with the number of Shares that have been issued or that may be issued during the previous 3 years under any Plan of the Company must not exceed 18 million.

### **Restrictions on trading**

The Board may determine, prior to the offer of the relevant Incentive Securities, any restrictions upon trading in Shares issued under the Plan or issued pursuant to the exercise of an Incentive Security.

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

Holder Number:

Your proxy voting instruction must be received by **12.00pm (WST) on Saturday, 29 October 2022** being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

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

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

### SIGNING INSTRUCTIONS

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

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

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

### Lodging your Proxy Voting Form:

#### Online:

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

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



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

**All enquiries to Automic:**

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

**PHONE:** 1300 288 664 (Within Australia)

+61 2 9698 5414 (Overseas)

