

14 August 2023

Dear Shareholders

SEPTEMBER 2023 GENERAL MEETING

A meeting of the Company's shareholders is scheduled to be held at The Melbourne Hotel, 33 Milligan Street Perth WA 6005 on Tuesday, 19 September 2023 at 10:00am (AWST) (**Meeting**).

The Directors have made the decision that a physical meeting will be held. Accordingly, Shareholders will be able to attend the Meeting in person.

It will be helpful for Shareholders who wish to attend the Meeting in person to register their attendance by contacting the Company Secretary, Sarah Shipway via email at sshipway@aw1group.com by no later than 5:00pm (AWST) on 17 September 2023. This will greatly assist the Company to manage any amendments required to the Meeting format. The Company will endeavour to adopt a format that will best ensure that all Shareholders who wish to attend are able to participate.

Please find below links to important Meeting documents:

- Notice of Meeting and Explanatory Statement: www.americanwestmetals.com

Alternatively, a complete copy of the Notice of Meeting and Explanatory Statement has been posted on the Company's ASX market announcements page. In accordance with the provisions under the Corporations Act 2001 (Cth), the Company will not be sending hard copies of the Notice of Meeting to shareholders unless a shareholder has previously requested a hard copy.

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Notice of Meeting and Explanatory Statement.

In order to receive electronic communications from the Company in the future, please update your Shareholder details online at www.automicgroup.com.au and log in with your unique shareholder identification number and postcode (or country for overseas residents), which you can find on your enclosed personalised proxy form. Once logged in you can also lodge your proxy vote online by clicking on the "Vote" tab.

If you are unable to access the Notice of Meeting and Explanatory Statement online, please contact the Company Secretary, Sarah Shipway, on +61 437 220 697 or via email at sshipway@aw1group.com.

The Company encourages Shareholders to lodge a directed proxy form prior to the Meeting and register their attendance prior to the Meeting if they intend to attend.



The Company will notify Shareholders via the Company's website at www.americanwestmetals.com and the Company's ASX Announcement Platform at asx.com.au (ASX: AW1) if changing circumstances impact the planning or arrangements for the Meeting.

This announcement is authorised for market release by the Board of American West Metals Limited.

Sincerely,

John Prineas
Non-Executive Chairman
American West Metals Limited



AMERICAN WEST METALS LIMITED
ACN 645 960 550
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:00am (AWST)
DATE: 19 September 2023
PLACE: The Melbourne Hotel
33 Milligan Street
Perth WA 6000

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4:00pm (WST) on 17 September 2023.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SECURITIES – RM CORPORATE

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 3,786,500 Shares and 1,893,250 Options on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF JUNE PLACEMENT SHARES

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 32,500,000 Shares on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

3. RESOLUTION 3 – APPROVAL TO ISSUE JUNE LEAD MANAGER SECURITIES

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 1,950,000 Shares and 3,500,000 Options on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

4. RESOLUTION 4 - DIRECTOR PARTICIPATION IN JUNE PLACEMENT – JOHN PRINEAS

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

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

A voting exclusion statement applies to this Resolution. Please see below.

5. RESOLUTION 5 - DIRECTOR PARTICIPATION IN JUNE PLACEMENT – DANIEL LOUGHER

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 200,000 Shares to Daniel Lougher (or his nominee) on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

6. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF SHARES TO PEARTREE SECURITIES INC – LISTING RULE 7.1

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

"That, for the purposes of Listing Rule 7.4 and all other purposes, Shareholders ratify the issue of 2,865,976 Shares on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

7. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF SHARES TO PEARTREE SECURITIES INC – LISTING RULE 7.1A

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

"That, for the purposes of Listing Rule 7.4 and all other purposes, Shareholders ratify the issue of 32,365,968 Shares on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

8. RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE OF SHARES TO INSTITUTIONAL INVESTORS

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

"That, for the purposes of Listing Rule 7.4 and all other purposes, Shareholders ratify the issue of 7,503,227 Shares on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

9. RESOLUTION 9 – APPROVAL TO ISSUE JOINT LEAD MANAGER SECURITIES

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 2,662,260 Shares and 6,000,000 Options on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

Dated: 7 August 2023

By order of the Board

**Sarah Shipway
Company Secretary**

Voting Exclusion Statements

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

Resolution 1 – Ratification of prior issue of Securities – RM Corporate	A person who participated in the issue or is a counterparty to the agreement being approved (namely RM Corporate) or an associate of that person or those persons.
Resolution 2 – Ratification of prior issue of June Placement Shares	A person who participated in the issue or is a counterparty to the agreement being approved (namely the June Placement participants) or an associate of that person or those persons.
Resolution 3 – Approval to issue June Lead Manager Securities	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely RM Corporate) or an associate of that person (or those persons).
Resolutions 4 and 5 - Director Participation in Placement	John Prineas and Daniel Lougher (or their nominees) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolutions 6 and 7 – Ratification of prior issue of Shares to Peartree Securities Inc.	A person who participated in the issue or is a counterparty to the agreement being approved (namely Peartree Securities Inc.) or an associate of that person or those persons.
Resolution 8 – Ratification of prior issue of Shares to Institutional Investors	A person who participated in the issue or is a counterparty to the agreement being approved (namely the institutional investors) or an associate of that person or those persons.
Resolution 9 – Approval to issue Joint Lead Manager Securities	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely Ord Minnett and RM Corporate) or an associate of that person (or those persons).

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

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

Voting by proxy

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

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

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

Shareholders and their proxies should be aware that:

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

Voting in person

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6109 6653.

EXPLANATORY STATEMENT

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

1. BACKGROUND TO RESOLUTION 1

1.1 Overview of the Rights Issue

As announced on 27 February 2023, pursuant to a prospectus dated 13 March 2023, the Company undertook a pro-rata non-renounceable rights issue of one (1) Share for every five (5) Shares held by those Shareholders registered at the record date at an issue price of \$0.05 per Share, together with one (1) free attaching Option for every two (2) Shares applied for and issued to raise approximately \$2,655,418 (before expenses) (**Rights Issue**).

Further details in respect of the Rights Issue are set out in the ASX announcement released on 27 February 2023 and the Company's prospectus dated 13 March 2023.

1.2 Lead Manager and Underwriter

The Company engaged the services of RM Corporate Finance Pty Ltd (**RM Corporate**) to act as lead manager and underwriter to the Rights Issue.

In consideration for the underwriting services, the Company agreed to pay / issue RM Corporate:

- (a) an underwriting fee of 6% of the gross proceeds raised under the Rights Issue, to be paid in equity at the election of RM Corporate; and
- (b) 20,000,000 options exercisable at \$0.10 on or before 30 November 2026, approval for which was received at the Company's general meeting of Shareholders held on 1 June 2023.

In consideration for the lead manager services, the Company agreed to pay RM Corporate a lead manager fee of \$30,000 in cash, to be paid in equity at the election of RM Corporate.

Resolution 1 seeks to ratify the issue of 3,786,500 Shares and 1,893,250 Options (**RM Rights Issue Options**) to RM Corporate (or its nominee(s)), in lieu of the underwriting and lead manager fees, on the same terms as the Securities issued under the Rights Issue (**RM Rights Issue Securities**).

2. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SECURITIES – RM CORPORATE

2.1 General

On 6 June 2023, the Company issued 3,786,500 Shares and 1,893,250 Options in consideration for services provided by RM Corporate.

The issue of the RM Rights Issue Securities did not breach Listing Rule 7.1 at the time of the issue.

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 securities it had on issue at the start of that 12 month period.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

The Company obtained approval to increase its limit to 25% at the annual general meeting held on 8 November 2022.

The issue of the RM Rights Issue Securities does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the RM Rights Issue Securities.

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the RM Rights Issue Securities.

Resolution 1 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the RM Rights Issue Securities.

2.2 Technical information required by Listing Rule 14.1A

If Resolution 1 is passed, the RM Rights Issue Securities will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the RM Rights Issue Securities.

If Resolution 1 is not passed, the RM Rights Issue Securities will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the RM Rights Issue Securities.

2.3 Technical information required by Listing Rule 7.4

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 1:

- (a) the RM Rights Issue Securities were issued to RM Corporate;
- (b) 3,786,500 Shares and 1,893,250 Options were issued;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

- (d) the Options were issued on the terms and conditions set out in Schedule 1;
- (e) the RM Rights Issue Securities were issued on 6 June 2023;
- (f) the Shares were issued at a deemed issue price of \$0.05 per Share and the Options were issued at a nil issue price, in consideration for services provided by RM Corporate. The Company has not and will not receive any other consideration for the issue of the RM Rights Issue Securities (other than in respect of funds received on exercise of the Options);
- (g) the purpose of the issue of the RM Rights Issue Securities was to satisfy the Company's obligations under the underwriting agreement and lead manager mandate with RM Corporate; and
- (h) the RM Rights Issue Securities were issued to RM Corporate under the terms of the underwriting agreement and the lead manager mandate. A summary of the material terms of the underwriting agreement and the lead manager mandate is set out in Section 1.2.

3. BACKGROUND TO RESOLUTIONS 2 TO 5

3.1 Overview of the June Placement

As announced on 26 June 2023, the Company received firm commitments from professional and sophisticated investors to raise \$3,087,500 through the issue of 32,500,000 Shares at an issue price of \$0.095 per Share (**June Placement**).

The funds raised under the June Placement will be applied principally towards expansion of the drill program at the Storm Copper Project in Canada as well towards working capital and administration expenses.

Resolution 2 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of Shares under the June Placement (**June Placement Shares**).

Further details in respect of the June Placement are set out in the ASX announcement released on 26 June 2023.

3.2 Lead Manager

The Company engaged the services of RM Corporate as the lead manager to the June Placement. In consideration for the lead manager services, the Company agreed to pay / issue RM Corporate:

- (a) a lead manager fee of 2% of the gross proceeds raised under the June Placement, to be paid in equity at the election of RM Corporate;
- (b) a placement fee of 4% of the gross proceeds raised under the June Placement, to be paid in equity at the election of RM Corporate; and
- (c) subject to Shareholder approval being obtained, 3,500,000 Options exercisable at \$0.25 each on or before 30 September 2027 (**June Lead Manager Options**).

Resolution 3 seeks Shareholder approval for the issue of 1,950,000 Shares, in lieu of the lead manager and placement fees, on the same terms as the June Placement Shares and 3,500,000 June Lead Manager Options to RM Corporate (or its nominee(s)) (**June Lead Manager Securities**).

4. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF JUNE PLACEMENT SHARES

4.1 General

On 30 June 2023, the Company issued 32,500,000 Shares at an issue price of \$0.095 per Share to raise \$3,087,500.

The issue of the June Placement Shares did not breach Listing Rule 7.1 at the time of the issue.

As summarised in Section 2.1 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12 month period.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

The Company obtained approval to increase its limit to 25% at the annual general meeting held on 8 November 2022.

The issue of the June Placement Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the June Placement Shares.

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the June Placement Shares.

Resolution 2 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the June Placement Shares.

4.2 Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, the June Placement Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the June Placement Shares.

If Resolution 2 is not passed, the June Placement Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the June Placement Shares.

4.3 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 2:

- (a) the June Placement Shares were issued to professional and sophisticated investors who are clients of RM Corporate. The recipients were identified through a bookbuild process, which involved RM Corporate seeking expressions of interest to participate in the capital raising from non-related parties of the Company;
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients were:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) 32,500,000 June Placement Shares were issued and the June Placement Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the June Placement Shares were issued on 30 June 2023;
- (e) the issue price was \$0.095 per June Placement Share. The Company has not and will not receive any other consideration for the issue of the June Placement Shares;
- (f) the purpose of the issue of the June Placement Shares was to raise \$3,087,500, which will applied in accordance with the use of funds set out in section 3.1; and
- (g) the June Placement Shares were not issued under an agreement.

5. RESOLUTION 3 – APPROVAL TO ISSUE JUNE LEAD MANAGER SECURITIES

5.1 General

The Company is proposing to issue 1,950,000 Shares, in lieu of cash, and 3,500,000 Options in consideration for lead manager services provided by RM Corporate.

As summarised in Section 2.1 above, 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 proposed issue of the June Lead Manager Securities does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

5.2 Technical information required by Listing Rule 14.1A

If Resolution 3 is passed, the Company will be able to proceed with the issue of the June Lead Manager Securities. In addition, the issue of the June Lead Manager Securities 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 3 is not passed, the Company will not be able to proceed with the issue of the June Lead Manager Securities. In such circumstances the Company may be required to re-negotiate payment terms under the lead manager mandate (summarised in Section 3.2) which may require the Company to pay the RM Corporate additional cash fees.

Resolution 3 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the June Lead Manager Securities.

5.3 Technical information required by Listing Rule 7.1

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

- (a) the June Lead Manager Securities will be issued to RM Corporate;
- (b) the maximum number of Shares to be issued is 1,950,000 and the maximum number of Options to be issued is 3,500,000;
- (c) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Options will be issued on the terms and conditions set out in Schedule 1;
- (e) the June Lead Manager Securities 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) and it is intended that issue of the June Lead Manager Securities will occur on the same date;
- (f) the Shares will be issued at a deemed issue price of \$0.095 per Share and the Options will be issued at a nil issue price, in part consideration for lead manager services provided by RM Corporate;
- (g) the June Lead Manager Securities are being issued to RM Corporate under the lead manager mandate. A summary of the material terms of the lead manager mandate is set out in Section 3.2; and
- (h) the June Lead Manager Securities are not being issued under, or to fund, a reverse takeover.

6. RESOLUTION 4 AND 5 - DIRECTOR PARTICIPATION IN JUNE PLACEMENT

6.1 General

Directors John Prineas and Daniel Lougher (**Participating Directors**) wish to participate in the June Placement on the same terms as unrelated participants in the June Placement (**Director Participation**), as set out in Section 3.1 above,

for an aggregate of 1,200,000 Shares (**Director Participation Shares**). Accordingly, Resolutions 4 and 5 seek Shareholder approval for the issue of the Director Participation Shares to the Participating Directors (or their nominees).

6.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the 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 Director Participation Shares to the Participating Directors (or their nominees) constitutes giving a financial benefit and the Participating Directors are related parties of the Company by virtue of being Directors.

The Directors (other than John Prineas and Daniel Lougher, who each have a material personal interest in Resolution 4 and 5 respectively) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Director Participation because the Shares will be issued to John Prineas and Daniel Lougher (or their nominees) on the same terms as Shares issued to non-related party participants in the June Placement and as such the giving of the financial benefit is on arm's length terms.

6.3 Listing Rule 10.11

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

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The Director Participation falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolutions 4 and 5 seek the required Shareholder approval for the issue of the Director Participation Shares under and for the purposes of Listing Rule 10.11.

6.4 Technical Information required by Listing Rule 14.1A

If each of Resolutions 4 and 5 are passed, the Company will be able to proceed with the issue of the Director Participation Shares within one month 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 Director Participation Shares (because approval is being obtained under Listing Rule 10.11), the issue of the Director Participation Shares will not use up any of the Company's 15% annual placement capacity.

If either or both of Resolutions 4 and 5 are not passed, the Company will not be able to proceed with the issue of the Director Participation Shares. Resolutions 4 and 5 seek approval for individual issues and are therefore not dependent on one another.

6.5 Technical Information require by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolutions 4 to 6:

- (a) the Director Participation Shares will be issued to the Participating Directors (or their nominees), who fall within the category set out in Listing Rule 10.11.1, as each Participating Director is a related party of the Company by virtue of being a Director;
- (b) the maximum number of Director Participation Shares to be issued to the Participating Directors (or their nominee) is 1,200,000 Shares comprising:
 - (i) 1,000,000 Shares to John Prineas (or his nominee) (the subject of Resolution 4); and
 - (ii) 200,000 Shares to Daniel Lougher (or his nominee) (the subject of Resolution 5);
- (c) the Director Participation Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Director Participation Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated the Director Participation Shares will be issued on the same date;
- (e) the issue price will be \$0.095 per Share, being the same issue price as Shares issued to other participants in the June Placement. The Company will not receive any other consideration for the issue of the Director Participation Shares;
- (f) the purpose of the issue of the Director Participation Shares and the intended use of funds raised under the June Placement is summarised in Section 3.1;

- (g) the Director Participation Shares to be issued under the Director Participation are not intended to remunerate or incentivise the Participating Directors;
- (h) the relevant interests of the Participating Directors in securities of the Company as at the date of this Notice are set out below:

Participating Director	Shares	Options	Performance Rights
John Prineas	24,441,250 ¹	500,000 ²	Nil
Daniel Lougher	392,000	196,000 ³	2,000,000 ⁴

Notes:

1. Comprising 22,750,000 Shares held directly by Mr Prineas, 691,250 Shares held indirectly by Zeus Private Equity Pty Ltd (of which Mr Prineas is the sole director and shareholder) and 1,000,000 Shares held indirectly by Zeus Super Pty Ltd ATF Zeus Super A/C (of which Mr Prineas is the sole director and shareholder).
2. Held indirectly by Zeus Super Pty Ltd ATF Zeus Super A/C and exercisable at \$0.10 on or before 30 November 2026.
3. Comprising 80,000 listed Options and 116,000 unlisted Options exercisable at \$0.10 each on or before 30 November 2026.
4. Comprising 400,000 Class G Performance Rights, 400,000 Class H Performance Rights, 400,000 Class I Performance Rights, 400,000 Class J Performance Rights, 400,000 Class K Performance Rights.

- (i) If Resolutions 4 and 5 are approved the relevant interests of the Participating Directors in the Company will be as follows:

Participating Director	Shares	Options	Performance Rights
John Prineas	25,441,250	500,000	Nil
Daniel Lougher	592,000	196,000	2,000,000

- (j) Each of the Participating Directors have a material personal interest in the outcome of Resolutions 4 and 5 on the basis that they would each (or their nominees) be permitted to participate should Resolutions 4 and 5 be passed. For this reason, the Participating Directors do not believe that it is appropriate to make a recommendation on Resolutions 4 and 5 of this Notice;
- (k) the Director Participation Shares are not being issued under an agreement; and
- (l) voting exclusion statements are included in the Notice in relation to these Resolutions.

7. BACKGROUND TO RESOLUTIONS 6 TO 9

7.1 Background to Flow Through and Institutional Placements

On 13 July 2023, the Company announced it executed a subscription agreement, pursuant to which PearTree Securities Inc. (**PearTree**) was engaged as an agent for certain investors (**Investors**) and agreed to subscribe for an aggregate of 35,231,944 Shares (**Flow Through Placement Shares**) at an issue price of C\$0.1703 (A\$0.1918) per Share to raise approximately C\$6,000,000 (A\$6,755,000) (before costs) (**Flow Through Placement**).¹

On 14 July 2023, the Company lodged a prospectus with ASIC under which 35,231,944 Flow Through Placement Shares were issued to facilitate the secondary trading of the Shares.

2,865,976 Shares were issued pursuant to the Company's capacity under Listing Rule 7.1 (being, the subject of Resolution 6) and 32,365,968 Shares were issued pursuant to the Company's 7.1A mandate which was approved by Shareholders at the annual general meeting held on 8 November 2022 (being, the subject of Resolution 7).

The Flow Through Placement Shares qualified as "flow-through shares" as defined in the Income Tax Act (Canada). If the Company and the Investors comply with the rules under the Act, the Investors will be entitled to deduct the amount renounced in computing income for Canadian income tax purposes and receive additional tax credits for expenditures targeting critical minerals. The tax benefits associated with the Shares were available only to the Investors (who are Canadian residents) and not to any other person who acquires the Shares through the on-sale or transfer of those Flow Through Placement Shares.

PearTree did not receive any fees or commissions for its services as agent in relation to the Flow Through Placement.

Pursuant to a block trade agreement between PearTree and RM Capital Pty Ltd and Ord Minnett Limited (together, the **Joint Lead Managers**), the Joint Lead Managers facilitated the secondary sale of the "flow through shares" acquired by PearTree clients to select institutional investors by way of a block trade at \$0.14 per Share (**Block Trade**).

Additionally, On 13 July 2023, the Company announced it had received firm commitments from sophisticated investors to raise \$1,050,451 through the issue of 7,503,227 Shares (**Institutional Placement Shares**) at an issue price of \$0.14 per Share to raise (**Institutional Placement**). The Institutional Placement Shares were issued on 21 July 2023.

7.2 Joint Lead Managers

In consideration for providing lead manager services to the Block Trade, the Company agreed to pay / issue the Joint Lead Managers:

- (a) a lead manager fee of 2% of the gross proceeds raised under the Block Trade Placement, to be paid in equity at the election of the Joint Lead Managers;

¹ Using an exchange rate of A\$1 = C\$0.88790.

- (b) a placement fee of 4% of the gross proceeds raised under the Block Trade, to be paid in equity at the election of the Joint Lead Managers; and
- (c) subject to Shareholder approval being obtained, 6,000,000 Options exercisable at \$0.25 each on or before 30 September 2027 (**Joint Lead Manager Options**).

In consideration for providing lead manager services to the Institutional Placement, the Company agreed to pay / issue the Joint Lead Managers:

- (a) a lead manager fee of 2% of the gross proceeds raised under the Institutional Placement, to be paid in equity at the election of the Joint Lead Managers; and
- (b) a placement fee of 4% of the gross proceeds raised under the Institutional Placement, to be paid in equity at the election of the Joint Lead Managers.

Resolution 9 seeks Shareholder approval for the issue of 2,564,110 Shares, in lieu of the lead manager and placement fees to the Block Trade and Institutional Placement and 6,000,000 Options to the Joint Lead Managers (or their nominee(s)) (**Joint Lead Manager Securities**).

8. RESOLUTIONS 6 AND 7 – RATIFICATION OF PRIOR ISSUE OF SHARES TO PEARTREE SECURITIES INC

8.1 Listing Rules 7.1 and 7.1A

As summarised in Section 2.1 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12 month period.

Under Listing Rule 7.1A however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

The Company obtained approval to increase its limit to 25% at the annual general meeting held on 8 November 2022.

The issue of the Flow Through Placement Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of issue of the Flow Through Placement Shares.

8.2 Listing Rule 7.4

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for

such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Flow Through Placement Shares.

Resolutions 6 and 7 seek Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Flow Through Placement Shares.

8.3 Technical information required by Listing Rule 14.1A

If Resolutions 6 and 7 are passed, the Flow Through Placement Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date on which the Shares were issued.

If Resolutions 6 and 7 are not passed, the Flow Through Placement Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date on which the Shares were issued.

8.4 Technical information required by Listing Rule 7.5

For the purposes of ASX Listing Rule 7.5, the following information is provided in relation to Resolutions 6 and 7:

- (a) the Flow Through Placement Shares were issued to Peartree Securities Inc.;
- (b) 35,231,944 Flow Through Placement Shares were issued on the following basis:
 - (i) 2,865,976 Shares issued pursuant to Listing Rule 7.1 (ratification of which is sought under Resolution 6); and
 - (ii) 32,365,968 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 7);
- (c) the Flow Through Placement Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Flow Through Placement Shares were issued on 17 July 2023;
- (b) the issue price was C\$0.1703 (A\$0.1918) under both the issue of Shares pursuant to Listing Rule 7.1 and Listing Rule 7.1A. The Company has not and will not receive any other consideration for the issue of the Flow Through Placement Shares;
- (e) the purpose of the issue of the Flow Through Placement Shares was to provide exploration capital for the Company's Storm Copper Project with a focus on exploration and resource drilling and for general working capital; and
- (f) the Shares were issued pursuant to the subscription agreement that the Company executed with PearTree Securities Inc. on 11 July 2023, the key terms of which are summarised in Section 7.1.

9. RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE OF SHARES TO INSTITUTIONAL INVESTORS

9.1 General

On 21 July 2023, the Company issued 7,503,227 Shares (**Institutional Placement Shares**) at an issue price of \$0.14 per Share to raise \$1,050,451 (**Institutional Placement**).

The issue of the Institutional Placement Shares did not breach Listing Rule 7.1 at the time of the issue.

9.2 Listing Rules 7.1 and 7.1A

As summarised in Section 2.1 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12 month period.

Under Listing Rule 7.1A however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained approval to increase its limit to 25% at the annual general meeting held on 8 November 2022.

The issue of the Institutional Placement Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Institutional Placement Shares.

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Institutional Placement Shares.

Resolution 8 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Institutional Placement Shares.

9.3 Technical information required by Listing Rule 14.1A

If Resolution 8 is passed, the Institutional Placement Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Institutional Placement Shares.

If Resolution 8 is not passed, the Institutional Placement Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue

without Shareholder approval over the 12 month period following the date of issue of the Institutional Placement Shares.

9.4 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 8:

- (a) the participants in the Institutional Placement were professional and sophisticated investors who are clients of the Joint Lead Managers. The recipients were identified through a bookbuild process, which involved the Joint Lead Managers seeking expressions of interest to participate in the Institutional Placement;
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients were:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) 7,503,227 Institutional Placement Shares were issued and the Institutional Placement Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Institutional Placement Shares were issued on 21 July 2023;
- (e) the issue price was \$0.14 per Institutional Placement Share. The Company has not and will not receive any other consideration for the issue of the Institutional Placement Shares;
- (f) the purpose of the Institutional Placement was to raise \$1,050,000, which will be applied towards exploration activities at the Storm Copper Project, working capital at the Company's other projects and general working capital purposes; and
- (g) the Institutional Placement Shares were not issued under an agreement.

10. RESOLUTION 9 – APPROVAL TO ISSUE JOINT LEAD MANAGER SECURITIES

10.1 General

The Company is proposing to issue up to 2,622,260 Shares in lieu of cash and 6,000,000 Options in consideration for services provided and expenses incurred by the Joint Lead Managers (**Joint Lead Manager Securities**).

As summarised in Section 2.1 above, 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 proposed issue of the Joint Lead Manager Securities does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

10.2 Technical information required by Listing Rule 14.1A

If Resolution 9 is passed, the Company will be able to proceed with the issue of the Joint Lead Manager Securities. In addition, the issue of the Joint Lead Manager Securities 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 9 is not passed, the Company will not be able to proceed with the issue of the Joint Lead Manager Securities. In such circumstances the Company may be required to re-negotiate payment terms under the lead manager mandate (summarised in Section 7.1) which may require the Company to pay the RM Corporate additional cash fees.

Resolution 9 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Joint Lead Manager Securities.

10.3 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 9:

- (a) the Joint Lead Manager Securities will be issued to the Joint Lead Managers;
- (b) the maximum number of Shares to be issued is 2,622,260 and the maximum number of Options to be issued is 6,000,000;
- (c) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Options will be issued on the terms and conditions set out in Schedule 1;
- (e) the Joint Lead Manager Securities 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) and it is intended that issue of the Joint Lead Manager Securities will occur on the same date;
- (f) the Shares will be issued at a deemed issue price of \$0.14 per Share and the Options will be issued at a nil issue price, in consideration for services provided by the Joint Lead Managers;
- (g) the Joint Lead Manager Securities are being issued to the Joint Lead Managers under the joint lead manager mandate. A summary of the material terms of the joint lead manager mandate is set out in Section 7.2; and
- (h) the Joint Lead Manager Securities are not being issued under, or to fund, a reverse takeover.

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities & Investments Commission.

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

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Company means American West Metals Limited (ACN 645 960 550).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

Listing Rules means the Listing Rules of ASX.

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

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Proxy Form means the proxy form accompanying the Notice.

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

Section means a section of the Explanatory Statement.

Securities means Shares and/or Options.

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

Shareholder means a registered holder of a Share.

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

SCHEDULE 1 – TERMS AND CONDITIONS OF OPTIONS

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be (each an **Exercise Price**):

Option	Exercise Price
RM Rights Issue Options	\$0.10
June Lead Manager Options	\$0.25
Joint Lead Manager Options	\$0.25

(c) **Expiry Date**

Option	Expiry Date
RM Rights Issue Options	5:00 pm (WST) on 30 November 2026
June Lead Manager Options	5:00 pm (WST) on 30 September 2027
Joint Lead Manager Options	5:00 pm (WST) on 30 September 2027

An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within five Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) **Subdivision 83A-C**

Subdivision 83A-C of the *Income Tax Assessment Act 1997* applies to the Options.

(m) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

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 **10:00am (AWST) on Sunday, 17 September 2023**, 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.



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