



NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM

Date of Meeting: Thursday, 30 May 2024

Time of Meeting: 11.00am (AEST)

Place of Meeting: Hybrid meeting to be held at the offices of K&L Gates, Rialto, Level 25 South Tower, 525 Collins Street, Melbourne, Victoria and online via the Automic Group Registry online meeting platform at: https://us02web.zoom.us/webinar/register/WN_F1bndg7hQb-oViWLgM97Xg

29 April 2024

Dear Shareholder,

On behalf of the Directors of Elixinol Wellness Limited (**Elixinol Wellness**), I am pleased to invite you to participate in the 2024 Annual General Meeting (**AGM** or **Meeting**) of Elixinol Wellness.

The AGM will be held on Thursday, 30 May 2024 commencing at **11.00am** (AEST) as a hybrid meeting, where shareholders will be able to attend and participate in the AGM in person at the offices of K&L Gates, Rialto, South Tower, Level 25, 525 Collins Street, Melbourne, Victoria or online via the Automic Registry platform (https://us02web.zoom.us/webinar/register/WN_F1bndg7hQb-oViWLgM97Xg).

The enclosed Notice of Meeting sets out the business to be considered at the AGM.

Participation in the AGM

Shareholders can view and participate in the AGM in real time in a variety of ways. While Shareholders can attend in person, we encourage Shareholders to participate through the online platform due to the limited capacity available at the meeting venue.

Shareholders (or proxyholders) who wish to attend the AGM in person must pre-register their attendance by 5.00pm (AEST) on Friday, 24 May 2024 by emailing the Group Company Secretary at company.secretary@elixinolwellness.com including your name, address and Shareholder Reference Number (SRN) or Holder Identification Number (HIN). Please note that due to the in-person venue size and to ensure comfortable physical attendance at the AGM, attendance in person will be limited to forty people, including the Elixinol Wellness Directors.

If you are attending the AGM in person, please bring your Proxy Form to facilitate registration. If you are unable to attend the AGM, I encourage you to complete and return the enclosed Proxy Form no later than 11.00am (AEST) on Tuesday, 28 May 2024 in one of the ways specified in the Notice of Meeting and Proxy Form.

Shareholders can view and participate in the AGM in real time through the online platform by joining the AGM at https://us02web.zoom.us/webinar/register/WN_F1bndg7hQb-oViWLgM97Xg. Shareholders participating through the online platform will be able to:

- see and listen to the presentations given during the AGM;
- ask questions of the Board and our external auditor in real time during the AGM via the online platform, and listen to discussions at the meeting; and
- vote on the resolutions to be considered at the AGM by direct voting during the Meeting.

Shareholders will also be able to ask questions in writing and orally via the online platform.

Please note that Shareholders will not be able to vote by telephone during the AGM.

Further details of how to participate in the AGM via the online platform, and how to ask questions are set out in the attached Notice of Meeting that can be accessed from the Company's website at <https://www.elixinolwellness.com/site/investor/annual-general-meeting-and-the-Registration-and-Voting-Guide>: [https://staff-web.automicgroup.com.au/er/public/api/documents/EXL?fileName=Virtual Meeting Registration and Voting Guide.pdf](https://staff-web.automicgroup.com.au/er/public/api/documents/EXL?fileName=Virtual%20Meeting%20Registration%20and%20Voting%20Guide.pdf). Telephone details will be provided via the virtual meeting invitation.

If you are unable to attend the AGM at all, you may also:

- lodge questions online before the AGM at company.secretary@elixinolwellness.com; and
- vote on the resolutions to be considered at the AGM by completing and lodging your Proxy Voting Form in accordance with the instructions set out in the Notice of Meeting.

Thank you for your continued support of Elixinol Wellness and I look forward to seeing you at the AGM.

Yours faithfully,

David Fenlon

Chair

Elixinol Wellness Limited

ABN 34 621 479 794

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting (**AGM** or **Meeting**) of shareholders (**Shareholders**) of Elixinol Wellness Limited (**Elixinol Wellness** or the **Company**) will be held:

Date: Thursday, 30 May 2024

Time: 11.00am (AEST)

Venue: Hybrid meeting at the offices of K&L Gates, Rialto, South Tower, Level 25, 525 Collins Street, Melbourne, Victoria and online at:

https://us02web.zoom.us/webinar/register/WN_F1bndg7hQb-oViWLqM97Xg

Attending the Meeting virtually

Shareholders that have or create an existing account will be able to watch, listen, submit written questions, ask verbal questions, and vote online.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account as soon as possible and well in advance of the Meeting to avoid any delays on the day of the Meeting. An account can be created via the following link investor.automic.com.au and then clicking on “**register**” and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To access the virtual meeting on the day:

1. Open your internet browser and go to investor.automic.com.au
2. Login with your username and password or click “**register**” if you haven’t already created an account. Shareholders are encouraged to create an account prior to the start of the Meeting to ensure there is no delay in attending the virtual Meeting.
3. After logging in, a banner will display at the bottom of your screen to indicate that the Meeting is open for registration, click on “**Register**” when this appears. Alternatively, click on “**Meetings**” on the left-hand menu bar to access registration.
4. Click on “**Register**” and follow the steps.
5. Click on the URL to join the webcast where you can view and listen to the virtual Meeting. Note that the webcast will open in a separate window.

Shareholders will be able to vote (see the “Voting virtually at the Meeting” section of this Notice of Meeting below) and ask questions at the virtual meeting.

Shareholders are also encouraged to submit questions to the Company in advance of the Meeting. Questions must be submitted in writing to the Group Company Secretary at company.secretary@elixinolwellness.com by 24 May 2024.

The Company will also provide Shareholders with the opportunity to ask verbal questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the AGM can do so through the online meeting platform powered by Automic.

Once the Chair of the Meeting has declared the poll open for voting click on "Refresh" within the platform to be taken to the voting screen.

Select your voting direction and click "confirm" to submit your vote. Note that you cannot amend your vote after it has been submitted.

For further information on the live voting process please see the **Registration and Voting Guide** at <https://www.automicgroup.com.au/virtual-agms/>

Further information on how to participate in person or virtually is set out in this Notice and the Online Platform Guide at: <https://www.elixinolwellness.com/site/investor/annual-general-meeting>

The Explanatory Memorandum accompanying, and which forms part of this Notice of Meeting provides additional information on matters to be considered at the AGM. The Explanatory Memorandum, Entitlement to Attend and Vote section and Proxy Form are part of this Notice of Meeting.

CONSIDERATION OF REPORTS

To receive and consider the Financial Report, the Directors' Report, and the Independent Auditor's Report of the Company for the financial year ended 31 December 2023 (the **Reports**).

All Shareholders can view the Annual Report which contains the Financial Report for the year ended 31 December 2023 on the Company's website at:

<https://www.elixinolwellness.com/site/investor/annual-and-financial-reports>

QUESTIONS AND COMMENTS

Following consideration of the Reports, the Chair will give Shareholders a reasonable opportunity to ask questions about, or comment on, the management of the Company.

The Chair will also give Shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- the conduct of the audit;
- the preparation and content of the Independent Auditor's Report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the Auditor in relation to the conduct of the audit.

The Chair will also give the Auditor a reasonable opportunity to answer written questions submitted by Shareholders that are relevant to the content of the Independent Auditor's Report or the conduct of the audit.

All Shareholders will have a reasonable opportunity to ask questions during the AGM via the virtual AGM platform.

Shareholders who prefer to register questions in advance of the AGM are invited to do so. Please email any questions to the Group Company Secretary at company.secretary@elixinolwellness.com. To allow time to collate questions and prepare answers, please submit any questions by 5.00pm (AEST) on Friday, 24 May 2024.

Questions received in advance by email or mail will be collated and, during the AGM, the Chair will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the AGM to address all topics raised. Please note that individual responses will not be sent to Shareholders.

ITEMS FOR APPROVAL

Resolution 1. Election of Director – Ms Natalie Butler

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

“That Ms Natalie Butler, who retires in accordance with clause 6.1(e) of the Company’s Constitution and being eligible for election, be elected as a Director of the Company.”

Resolution 2. Election of Director – Ms Pauline Gately

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

“That Ms Pauline Gately, who retires in accordance with clause 6.1(e) of the Company’s Constitution and being eligible for election, be elected as a Director of the Company.”

Resolution 3. Remuneration Report

To consider and, if thought fit, pass the following as a **non-binding ordinary resolution** of the Company:

“That the Company’s Remuneration Report for the financial year ended 31 December 2023, as set out in the Directors’ Report, be adopted.”

The Remuneration Report is contained in the 2023 Annual Report. Please note that, in accordance with section 250R(3) of the *Corporations Act 2001* (Cth) (**Corporations Act**), the vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement

A vote on Resolution 3 must not be cast (in any capacity) by, or on behalf of, the following persons:

- a. a member of the Key Management Personnel (**KMP**) whose remuneration details are included in the 2023 Remuneration Report; or
- b. a closely related party of such a KMP (including close family members and companies the KMP controls).

However, a person described above may cast a vote on Resolution 3 as a proxy if the vote is not cast on behalf of a person described above and either:

- a. the proxy appointment is in writing that specifies the way the proxy is to vote on the resolution; or
- b. the vote is cast by the chair of the Meeting and the appointment of the chair as proxy:
 - i. does not specify the way the proxy is to vote on the resolution; and
 - ii. expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

“Key management personnel” and “closely related party” have the same meaning as set out in the *Corporations Act 2001* (Cth).

In accordance with section 250BD of the *Corporations Act 2001* (Cth), a vote must not be cast on Resolution 3 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chairman of the Meeting where the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

Resolution 4. Approval of Issue of Shares to Mr Ronald Dufficy

To consider and, if thought fit, to pass the following as an **ordinary resolution** of the Company:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes the issue of 13,541,667 fully paid ordinary shares to Ronald Dufficy (or his nominee(s)) on the terms described in the Explanatory Memorandum which forms part of the Notice of Meeting, is approved.”

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- a. Ronald Dufficy, 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 entity); or
- b. an associate of Ronald Dufficy.

However, this does not apply to a vote cast in favour of Resolution 4 by:

- a. a person as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with the directions given to the proxy or attorney to vote on Resolution 4 in that way; or
- b. the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman of the Meeting 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 Resolution 4; and
 - ii. the holder votes on Resolution 4 in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 5. Approval of Issue of Director Fee Rights to Mr David Fenlon

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the issue and allotment of 11,257,035 Director Fee Rights, exercisable for 11,257,035 Shares, to Director Mr David Fenlon (or his nominee), details of which are set out in the Explanatory Memorandum, be approved.”

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- a. David Fenlon, any other person who will obtain a material benefit as a result of the Director Fee Rights being approved in accordance with Resolution 5 (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- b. an associate of David Fenlon.

However, this does not apply to a vote cast in favour of Resolution 5 by:

- c. a person as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with the directions given to the proxy or attorney to vote on Resolution 5 in that way; or
- d. the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman of the Meeting decides; or
- e. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - iii. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 5; and
 - iv. the holder votes on Resolution 5 in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 6. Approval of Issue of Director Fee Rights to Ms Pauline Gately

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the issue and allotment of 8,442,776 Director Fee Rights, exercisable for 8,442,776 Shares, to Director Ms Pauline Gately (or her nominee), details of which are set out in the Explanatory Memorandum, be approved.”

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- a. Pauline Gately, any other person who will obtain a material benefit as a result of the Director Fee Rights being approved in accordance with Resolution 6 (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- b. an associate of Pauline Gately.

However, this does not apply to a vote cast in favour of Resolution 6 by:

- c. a person as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with the directions given to the proxy or attorney to vote on Resolution 6 in that way; or
- d. the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman of the Meeting decides; or
- e. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 6; and
 - ii. the holder votes on Resolution 6 in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 7. Approval of Additional Share Issue Capacity under ASX Listing Rule 7.1A

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

“That, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, the issue of equity securities up to 10% of the issued capital of the Company (at the time of the issue) calculated

in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions described in the Explanatory Memorandum, which forms part of the Notice of Meeting.”

At the time of despatching this Notice, the Company is not proposing to make an issue of equity securities under ASX Listing Rule 7.1A.2.

BY ORDER OF THE BOARD

Josephine Lorenz

Group Chief Financial Officer and Company Secretary

29 April 2024

ENTITLEMENT TO ATTEND AND VOTE

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that persons who are registered holders of shares of the Company as at 7.00pm (AEST) on 28 May 2024 will be entitled to attend and vote at the AGM as a shareholder.

If more than one joint holder of shares is present at the AGM (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

APPOINTMENT OF PROXY

If you are a shareholder entitled to attend and vote, you may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the AGM.

A proxy need not be a shareholder of the Company.

A shareholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the shareholder's votes.

To be effective, the proxy must be received at the Share Registry of the Company no later than 11.00am (AEST) on 28 May 2024. Proxies must be received before that time by one of the following methods:

Online (preferred): <https://investor.automic.com.au/#/loginsah>

By Mail: Automic
GPO Box 5193
Sydney NSW 2001

By E-mail or Fax meetings@automicgroup.com.au

Alternatively, you can fax your form to
(within Australia) 02 8583 3040
(outside Australia) +61 2 8583 3040

For Intermediary Online subscribers only

(custodians)

For all enquiries call:

(within Australia) 1300 288 664
(outside Australia) +61 2 9698 5414

To be valid, a proxy form must be received by the Company in the manner stipulated above. The Company reserves the right to declare invalid any proxy not received in this manner.

The proxy form is enclosed with this Notice of Meeting.

Power of Attorney

A proxy form and the original power of attorney (if any) under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than 11.00am (AEST) on 28 May 2024 being 48 hours before the AGM.

Corporate Representatives

A body corporate which is a shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the AGM. The appointment of the representative must comply

with the requirements under section 250D of the Corporations Act. The representative should bring to the AGM a properly executed letter or other document confirming its authority to act as the company's representative. A "Certificate of Appointment of Corporate Representative" form may be obtained from the Company's share registry or online at <https://investor.automic.com.au/#/home>

IMPORTANT: If you appoint the Chairman of the Meeting as your proxy, or the Chairman becomes your proxy by default, and you do not direct your proxy how to vote on resolutions 4 and 5, then by submitting the proxy form you will be expressly authorising the Chairman to exercise your proxy on the relevant resolution, even though the resolutions are connected, directly or indirectly, with the remuneration of the KMP.

Voting at the Meeting

In accordance with the Company's Constitution, the Chair intends to call a poll for each of the Resolutions proposed at the AGM. The vote for each Resolution considered at the AGM will therefore be conducted by poll, rather than a show of hands.

CONDUCT OF MEETING

Elixinol Wellness is committed to ensuring that its shareholder meetings are conducted in a manner which provides those shareholders (or their proxy holders) who attend the meeting with the opportunity to participate in the business of the meeting in an orderly fashion and to ask questions about and comment on matters relevant to the business of the meeting or about the Company generally. Elixinol Wellness will not allow conduct at any shareholder meeting which is discourteous to those who are present at the meeting, or which in any way disrupts or interferes with the proper conduct of the meeting. The Chairman of the Meeting will exercise his powers as the Chairman to ensure that the meeting is conducted in an orderly and timely fashion, in the interests of all attending shareholders.

In the event that technical issues arise, Elixinol Wellness will have regard to the impact of the technical issues on shareholders participating and casting votes online and the Chairman of the Meeting may, in exercising his powers as the Chairman, issue any instructions for resolving the issue and may continue the meeting if it is appropriate to do so.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's AGM to be held on Thursday, 30 May 2024.

The purpose of this Explanatory Memorandum is to provide Shareholders with information that the Directors believe is reasonably required by Shareholders to decide how to vote upon the Resolutions.

Subject to the abstentions noted below, the Directors unanimously recommend Shareholders vote in favour of all Resolutions. The Chair of the Meeting intends to vote all available undirected proxies in favour of each Resolution.

Resolution 3, relating to the Remuneration Report, is advisory and does not bind the Directors or the Company.

Resolution 7 is to be voted on as a special resolution. For a special resolution to be passed, at least 75% of the votes cast by Shareholders present and entitled to vote on the Resolutions must be in favour of the Resolutions.

The remaining resolutions are to be voted on as ordinary resolutions (requiring at least 50% of the votes cast in favour).

Resolution 1. Election of Director – Ms Natalie Butler

Ms Natalie Butler was appointed as an Executive Director of the Company on 28 March 2024. In accordance with clause 6.1(e) of the Constitution, Ms Butler retires from office at the conclusion of the AGM and is eligible for election as a Director of the Company. If Shareholders do not approve the election of Ms Butler, then Ms Butler will cease to be a director at the conclusion of the AGM.

ASX Listing Rule 14.4 provides that a director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the entity. Prior to Ms Butler's appointment, the Company completed several background and screening checks including in relation to Ms Butler's character, experience, qualifications, criminal history, and bankruptcy, with no adverse findings.

The Board also considered whether Ms Butler had any interest, position or relationship that may interfere with her independence as a Director, having regard to the relevant factors as set out in the ASX Corporate Governance Council Principles & Recommendations (4th edition) (**ASX Principles**). The Board has determined that, at present, Ms Butler is not considered independent due to her role with the Company as Marketing Director.

Ms Butler has over a decade of strategic marketing leadership experience and boasts an impressive track record of catalysing growth and innovation of national and global brands. Having worked closely with the Sustainable Nutrition Group's marketing and product teams, Natalie is uniquely positioned to spearhead future growth opportunities for the group. As General Manager of Tom Organic, Ms Butler was instrumental in steering the company to success having also directed major global initiatives with renowned brands within the L'Oréal Group.

The Board supports Ms Butler's election as an Executive Director as Ms Butler provides a valuable contribution to the Board.

Prior to submitting for election, Ms Butler confirmed that she would have sufficient time to properly fulfil her duties and responsibilities as a Director of the Company.

The Directors, with Ms Natalie Butler abstaining, unanimously recommend Shareholders vote in favour of this Resolution.

Resolution 2. Election of Director – Ms Pauline Gately

Ms Pauline Gately was appointed as a Non-Executive Director of the Company on 17 August 2023. In accordance with clause 6.1(e) of the Constitution, Ms Gately retires from office at the conclusion of the AGM and is eligible for election as a Director of the Company. If Shareholders do not approve the election of Ms Gately, Ms Gately will cease to be a director at the conclusion of the AGM.

ASX Listing Rule 14.4 provides that a director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the entity. Prior to Ms Gately's appointment, the Company completed several background and screening checks including in relation to Ms Gately's character, experience, qualifications, criminal history, and bankruptcy, with no adverse findings.

The Board also considered whether Ms Gately had any interest, position or relationship that may interfere with her independence as a Director, having regard to the relevant factors as set out in the ASX Corporate Governance Council Principles & Recommendations (4th edition) (**ASX Principles**). The Board has determined that, at present, Ms Gately is not considered independent due to her role with The Sustainable Nutrition Group (**TSN**), prior to her appointment to the Elixinol Wellness Board.

After leading the merger process with TSN, Pauline was appointed as a non-executive director of Elixinol Wellness. Pauline brings a sharp focus to strategy and risk. She embraces dynamic business environments and has demonstrated success in funding, business development and strategic transformation having led companies through IPO, business recalibration and mergers and acquisitions. Her Board contributions are underpinned by 20+ years investment banking experience spanning senior roles in investment strategy, research, and funds management.

Pauline is currently Non-Executive Chair of Kalgoorlie Gold Mining Ltd (ASX: KAL), Non-Executive Director of Elixinol Wellness Ltd (ASX: EXL), and a Non- Executive Director of Pioneer Credit Ltd (ASX: PNC).

The Board supports Ms Gately's election as a Non-Executive Director as Ms Gately provides a valuable contribution to the Board.

Prior to submitting for election, Ms Gately confirmed that she would continue to have sufficient time to properly fulfil her duties and responsibilities to the Company.

Ms Gately is the Chair of the Audit and Risk Committee and a member of the Nomination and Remuneration Committee.

The Directors, with Ms Pauline Gately abstaining, unanimously recommend Shareholders vote in favour of this Resolution.

Resolution 3. Remuneration Report

Section 250R(2) of the Corporations Act requires that the section of the Directors' Report dealing with the remuneration of Directors and key management personnel (**KMP**) of the Company (**Remuneration Report**) be put to the vote of Shareholders for adoption by way of a non-binding vote.

Broadly, the Remuneration Report details the remuneration policy for the Company which:

- discusses the Company's policy in relation to remuneration of the KMP;
- discusses the relationship between the Board's remuneration policy and Company performance;
- details any performance conditions attached to KMP remuneration; and
- sets out remuneration details for each KMP.

Shareholders can view the full Remuneration Report in the Annual Report which is available on Elixinol Wellness' website at <https://www.elixinolwellness.com/site/investor/investor-centre-home>.

Following consideration of the Remuneration Report, the Chair of the Meeting will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

The vote on this Resolution is advisory only and does not bind the Directors of the Company. However, the Board will take the outcome of the vote into account in setting remuneration policy for future years.

Noting that each Director has a personal interest in their own remuneration from the Company, as described in the Remuneration Report, the Board unanimously recommends that Shareholders vote in favour of adopting the Remuneration Report.

Resolution 4. Approval of Issue of Shares to Mr Ron Dufficy

Background

As announced to ASX on 28 March 2024, Mr Ron Dufficy resigned as Group CEO & Managing Director of the Company.

Background

This Resolution seeks Shareholder approval to issue and allot 13,541,667 fully paid ordinary shares (**STI Shares**) to Mr Ronald Dufficy, as payment of 75% of his FY23 short-term incentive (**STI**). Mr Dufficy's FY23 STI was determined by the Board to be payable following release of the Company's FY23 audited results, subject to Shareholder approval.

Mr Dufficy ceased in his role as Group CEO & Managing Director on 28 March 2024 and as part of his leaving arrangements, it was agreed that 75% of the STI which was due to vest on 31 March 2024 would be issued as Shares to Mr Dufficy, subject to Shareholder approval.

In the event that Shareholders do not approve the issue of the STI Shares to Mr Dufficy, the Company has negotiated a reduced cash payout of \$60,937.50.

Accordingly, Shareholder approval is sought under this Resolution 4 to issue fully paid ordinary shares to Mr Dufficy.

The number of STI Shares proposed to be issued to Mr Dufficy has been calculated as follows:

Securities to be issued to	FY23 STI Value in Shares (100%)	Agreed FY23 STI Value Payable in Shares (75%)	Cash Value of FY23 STI Payable (75%)	Deemed value of Shares
Ronald Dufficy	18,055,556	13,541,667	\$121,875.00	\$0.009 per share

ASX Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approval.

As Mr Dufficy was a Director of the Company until 28 March 2024, he is considered a person in a position of influence for the purposes of Listing Rule 10.11, specifically Mr Dufficy is considered a related party of the Company under ASX Listing Rule 10.11.1. The proposed issue does not fall within any of the exceptions in Listing Rule 10.12, and therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

To this end, this Resolution seeks the required Shareholder approval to issue the STI Shares to Mr Dufficy under and for the purposes of Listing Rule 10.11.

If approval is obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1.

If this Resolution is passed, the Company will be able to proceed with the proposed issue and Mr Dufficy will be issued the STI Shares.

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue and Mr Dufficy will not be issued with the STI Shares. Instead, Mr Dufficy will receive his deferred STI remuneration in cash.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of STI Shares (which is a type of equity security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

As Mr Dufficy was a director of the Company in the last six months, he is a related party of the Company.

The Directors (other than Mr Dufficy) carefully considered the issue of these STI Shares and formed the view that giving this financial benefit is reasonable remuneration, given the circumstances of the Company and Mr Dufficy's responsibilities as Group CEO & Managing Director of the Company up to and including 28 March 2024.

In reaching this view, the following considerations were taken into account:

- (a) the value of Mr Dufficy's STI is considered reasonable and in accordance with market practice;
- (b) the issue of STI Shares is a cost effective and efficient method to remunerate Mr Dufficy for his services as Group CEO & Managing Director of the Company, as opposed to the payment of cash.

Accordingly, the Directors believe that the issue of Director Fee Rights to Mr Dufficy falls within the "reasonable remuneration" exception as set out in section 211 of the Corporations Act.

Information required by ASX Listing Rule 10.13

The following information in relation to the issue of the STI Shares to Mr Dufficy is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- 10.13.1 The STI Shares will be issued to Mr Ronald Dufficy or his nominee.
- 10.13.2 Mr Dufficy was a Director until 28 March 2024 and accordingly is a related party and Shareholder approval for Mr Dufficy to acquire securities pursuant to ASX Listing Rule 10.11.1 is required.
- 10.13.3 The maximum number of STI Shares to be issued is 13,541,667.
- 10.13.4 The STI Shares will be fully paid ordinary securities.
- 10.13.5 It is intended that the STI Shares will be issued to Mr Dufficy (or his nominee) on or around 31 May 2024 but no later than one month after the date of the Meeting.
- 10.13.6 The STI Shares will be issued to Mr Dufficy (and/or his nominee) in lieu of paying Mr Dufficy the STI remuneration agreed to be paid as part of Mr Dufficy's leaving arrangements. The STI Shares will be issued to Mr Dufficy (and/or his nominee) for nil cash consideration.
- 10.13.7 The purpose of the issue is to satisfy Mr Dufficy's FY23 STI, as negotiated as part of his leaving arrangements. No funds will be raised by the issue.
- 10.13.8 Mr Dufficy's total remuneration package for FY2023 included:
 - a fixed base salary of \$266,154;
 - superannuation of \$26,346;
 - equity settled salary sacrifice performance share rights of \$27,083;

- Deferred STI of \$142,132¹; and
- equity settled performance share rights of (\$40,471); and
- a total remuneration package of \$421,244.

Further information regarding the remuneration of Mr Dufficy is set out in the Company's Remuneration Report which forms part of the 2023 Annual Report.

10.13.9 The securities are required to be issued, subject to shareholder approval, under a Deed entered into by Mr Dufficy and the Company which related to Mr Dufficy's leaving arrangements.

10.13.10 A voting exclusion statement is included in the Notice.

The Directors unanimously recommend Shareholders vote in favour of this Resolution.

Resolution 5. Approval of Issue of Director Fee Shares to David Fenlon

This Resolution seeks Shareholder approval to issue and allot 11,257,035 Performance Share Rights (**Director Fee Rights**) to Mr Fenlon, in lieu of a portion of Directors' fees for the period 1 April 2024 – 31 December 2024.

On exercise, each Director Fee Right converts to one Share.

Pursuant to Mr Fenlon's agreed terms of appointment, Mr Fenlon has agreed to receive a portion of his Director's fee (\$60,000 out of a total of \$180,000, excluding superannuation) as Director Fee Rights in lieu of cash, subject to Shareholder approval being obtained.

Accordingly, Shareholder approval is being sought under this Resolution 5 to issue Director Fee Rights to Mr Fenlon.

The number of Director Fee Rights proposed to be issued to Mr Fenlon has been calculated as follows:

Director	Annual Director Fees (AUD) to be paid in equity	Deemed issue price per Director Fee Right	Number of Director Fee Rights	Number of Shares issued on exercise of the Director Fee Rights
David Fenlon	\$60,000	\$0.00533	11,257,035	11,257,035 Shares

The deemed issue price was determined by calculating a 5 day value weighted average price (**VWAP**) for the 5 trading days to 1 April 2024.

ASX Listing Rule 10.11

ASX Listing Rule 10.11 is described at Resolution 4 above.

As Mr Fenlon is a Director of the Company, he is a person in a position of influence for the purposes of Listing Rule 10.11. The proposed issue does not fall within any of the exceptions in Listing Rule 10.12, and therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

¹ 100% of the FY23 STI was to be settled as equity-settled Performance Rights with 75% vesting on 31 March 2024. As part of Mr Dufficy's leaving arrangements, it was agreed that 75% of the STI owing would be paid to Mr Dufficy in Shares, subject to Shareholder approval. In the event Shareholder approval is not received, it was agreed that a reduced cash value of \$60,937.50 would be paid, half of the deemed value of the Shares proposed to be issued.

To this end, this Resolution seeks the required Shareholder approval to issue the Director Fee Rights, and the Shares to be issued on conversion of the Director Fee Rights, to Mr Fenlon under and for the purposes of Listing Rule 10.11.

If approval is obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1.

If this Resolution is passed, the Company will be able to proceed with the proposed issue and Mr Fenlon will be issued the Director Fee Rights (and the Shares on conversion of the Director Fee Rights).

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue and Mr Fenlon will not be issued with the Director Fee Rights. Instead, Mr Fenlon will receive his remuneration in cash.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act is described at Resolution 4 above.

The proposed issue of Director Fee Rights (which is a type of equity security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

As a Director, Mr Fenlon is a related party of the Company.

The Directors (other than Mr Fenlon) carefully considered the issue of these Director Fee Rights and formed the view that the giving of this financial benefit is reasonable remuneration, given the circumstances of the Company and Mr Fenlon's responsibilities as a Director of the Company.

In reaching this view, the following considerations were taken into account:

- a) the Director Fee Rights do not represent an incentive, but reflect the actual Director fees which are owed, or will be owed, to the Mr Fenlon in accordance with his agreed terms of appointment.
- b) the value of Mr Fenlon's fees are \$180,000 per annum (excluding superannuation) but for this period, \$120,000 will be in paid in cash and \$60,000 in Director Fee Rights;
- c) the value of Mr Fenlon's fees are considered reasonable and in accordance with market practice;
- d) the issue of Director Fee Rights is a cost effective and efficient method to remunerate Mr Fenlon for his services as a Director of the Company, as opposed to the payment of cash;
- e) the issue of Director Fee Rights allows the Company to attract and maintain high quality professionals to the Board of the Company, without impacting the Company's cash reserves.

Accordingly, the Directors believe that the issue of Director Fee Rights to Mr Fenlon falls within the "reasonable remuneration" exception as set out in section 211 of the Corporations Act.

Information required by ASX Listing Rule 10.13

The following information in relation to the issue of the Director Fee Rights to Mr Fenlon is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- 10.13.1 The Director Fee Rights will be issued to Mr Fenlon or his nominee.
- 10.13.2 Mr Fenlon is a Director and accordingly, Shareholder approval for Mr Fenlon to acquire securities pursuant to ASX Listing 10.11.1 is required.
- 10.13.3 The maximum number of Director Fee Rights to be issued to Mr Fenlon is 11,257,035. If all of the Director Fee Rights vest and are exercised, a total of 11,257,035 Shares will be issued by the Company.
- 10.13.4 The Director Fee Rights will be issued following Shareholder approval and will rank equally in all aspects with existing share rights previously issued by the Company. 3,752,345 (33.3% of total) Director Fee Rights will vest in thirds on a quarterly basis on 31 May 2024, 31 August 2024, and 30 November 2024, on the basis Mr Fenlon continues to be a director as at each vesting date. Upon vesting each Director Fee Right will convert to one fully paid ordinary Share on or near the date of vesting. No cash consideration will be payable upon the conversion of the Director Fee Rights.

- 10.13.5 It is intended that the Director Fee Rights will be issued (subject to Shareholder approval) to Mr Fenlon on or around 30 May 2024 but no later than one month after the date of the Meeting.
- 10.13.6 The Director Fee Rights will be issued to Mr Fenlon (and/or his nominee) in lieu of Director fees payable to Mr Fenlon.
- No cash consideration will be payable upon the conversion of the Director Fee Rights.
- 10.13.7 The Company will issue the Director Fee Rights to Mr Fenlon in lieu of paying Directors fees of up to 33.3% of Mr Fenlon's current remuneration package as outlined below at 10.13.8.
- 10.13.8 Mr Fenlon's total remuneration package for FY2023 included:
- Director fees and superannuation of \$75,000;
 - Salary Sacrifice - equity settled performance share rights of \$18,750;
 - Equity settled performance share rights of \$24,525; and
 - A total remuneration package of \$118,275.
- Mr Fenlon is entitled to a Director's fee of \$180,000 per annum, (excluding superannuation) comprising \$120,000 cash payment and \$60,000 equity from 1 April 2024, reflecting additional duties being undertaken following the resignation of Mr Dufficy as Group CEO & Managing Director on 28 March 2024.
- Further information regarding the remuneration of Mr Fenlon is set out in the Company's Remuneration Report which forms part of the 2023 Annual Report.
- 10.13.9 There is no other agreement under which the securities are to be issued.
- 10.13.10 A voting exclusion statement is included in the Notice.

The Directors, with Mr David Fenlon abstaining, unanimously recommend Shareholders vote in favour of this Resolution.

Resolution 6. Approval of Issue of Director Fee Shares to Pauline Gately

Background

This Resolution seeks Shareholder approval to issue 8,442,776 Performance Share Rights (**Director Fee Rights**) to Ms Pauline Gately, in lieu of a portion of Directors' fees for the period 1 April 2024 – 31 December 2024.

On exercise, each Director Fee Right converts to one Share.

Pursuant to Ms Gately's agreed terms of appointment, Ms Gately has agreed to receive a portion of her Director's fee (\$45,000 out of a total of \$135,000, excluding superannuation) as Director Fee Rights in lieu of cash, subject to Shareholder approval being obtained.

Accordingly, Shareholder approval is being sought under this Resolution 6 to issue Director Fee Rights to Ms Gately.

The number of Director Fee Rights proposed to be issued to Ms Gately has been calculated as follows:

Director	Annual Director Fees (AUD) to be paid in equity	Deemed issue price per Director Fee Right	Number of Director Fee Rights	Number of Shares issued on exercise of the Director Fee Rights
Pauline Gately	\$45,000	\$0.00533	8,442,776	8,442,776 Shares

The deemed issue price was determined by calculating a 5 day VWAP for the 5 trading days to 1 April 2024.

ASX Listing Rule 10.11

ASX Listing Rule 10.11 is described at Resolution 4 above.

As Ms Gately is a Director of the Company, she is a person in a position of influence for the purposes of Listing Rule 10.11. The proposed issue does not fall within any of the exceptions in Listing Rule 10.12, and therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

To this end, this Resolution seeks the required Shareholder approval to issue the Director Fee Rights, and the Shares to be issued on conversion of the Director Fee Rights, to Ms Gately under and for the purposes of Listing Rule 10.11.

If approval is obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1.

If this Resolution is passed, the Company will be able to proceed with the proposed issue and Ms Gately will be issued the Director Fee Rights (and the Shares on conversion of the Director Fee Rights).

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue and Ms Gately will not be issued with the Director Fee Rights. Instead, Ms Gately will receive her remuneration in cash.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act is described at Resolution 4 above.

The proposed issue of Director Fee Rights (which is a type of equity security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

As a Director, Ms Gately is a related party of the Company.

The Directors (other than Ms Gately) carefully considered the issue of these Director Fee Rights and formed the view that the giving of this financial benefit is reasonable remuneration, given the circumstances of the Company and Ms Gately's responsibilities as a Director of the Company.

In reaching this view, the following considerations were taken into account:

- a) the Director Fee Rights do not represent an incentive, but reflect the actual Director fees which are owed, or will be owed, to the Ms Gately accordance with his agreed terms of appointment.
- b) the value of Ms Gately's fees are \$135,000 per annum (excluding superannuation) but for this period, \$90,000 will be in paid in cash and \$45,000 in Director Fee Rights;
- c) the value of Ms Gately's fees are considered reasonable and in accordance with market practice;
- d) the issue of Director Fee Rights is a cost effective and efficient method to remunerate Ms Gately for her services as a Director of the Company, as opposed to the payment of cash;
- e) the issue of Director Fee Rights allows the Company to attract and maintain high quality professionals to the Board of the Company, without impacting the Company's cash reserves.

Accordingly, the Directors believe that the issue of Director Fee Rights to Ms Gately falls within the "reasonable remuneration" exception as set out in section 211 of the Corporations Act.

Information required by ASX Listing Rule 10.13

The following information in relation to the issue of the Director Fee Rights to Ms Gately is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- 10.13.1 The Director Fee Rights will be issued to Ms Gately or her nominee.
- 10.13.2 Ms Gately is a Director and accordingly, Shareholder approval for Ms Gately to acquire securities pursuant to ASX Listing 10.11.1 is required.

- 10.13.3 The maximum number of Director Fee Rights to be issued to Ms Gately is 900,000. If all of the Director Fee Rights vest and are exercised, a total of 900,000 Shares will be issued by the Company.
- 10.13.4 The Director Fee Rights will be issued following Shareholder approval and will rank equally in all aspects with existing share rights previously issued by the Company. The Director Fee Rights will vest in thirds on a quarterly basis on 31 May 2024 (2,814,258 Director Fee Rights, 33.3% of the total), 31 August 2024 (2,814,259 Director Fee Rights) and 30 November 2024 (2,814,259 Director Fee Rights), on the basis Ms Gately continues to be a director as at each vesting date. Upon vesting each Director Fee Right will convert to one fully paid ordinary Share on or near the date of vesting. No cash consideration will be payable upon the conversion of the Director Fee Rights.
- 10.13.5 It is intended that the Director Fee Rights will be issued (subject to Shareholder approval) to Ms Gately on or around 30 May 2024 but no later than one month after the date of the Meeting.
- 10.13.6 The Director Fee Rights will be issued to Ms Gately (and/or her nominee) in lieu of Director fees payable to Ms Gately.
- No cash consideration will be payable upon the conversion of the Director Fee Rights.
- 10.13.7 The Company will issue the Director Fee Rights to Ms Gately in lieu of paying Directors fees of up to 33.3% of Ms Gately's current remuneration package as outlined below at 10.13.8.
- 10.13.8 Ms Gately's total remuneration package for FY2023² included:
- Director fees and superannuation of \$21,258;
 - Salary Sacrifice - equity settled performance share rights of \$11,373; and
 - A total remuneration package of \$32,631.
- Ms Gately is entitled to a Director's fee of \$135,000 per annum (excluding superannuation) comprising \$90,000 cash and \$45,000 equity effective from 28 March 2024, reflecting additional duties being undertaken following the resignation of Mr Dufficy as Group CEO & Managing Director on 28 March 2024.
- Further information regarding the remuneration of Ms Gately is set out in the Company's Remuneration Report which forms part of the 2023 Annual Report.
- 10.13.9 There is no other agreement under which the securities are to be issued.
- 10.13.10 A voting exclusion statement is included in the Notice.

The Directors, with Ms Pauline Gately abstaining, unanimously recommend Shareholders vote in favour of this Resolution.

Resolution 7. Approval of Additional Share Issue Capacity under ASX Listing Rule 7.1A

ASX Listing Rule 7.1 generally limits the amount of equity securities that a listed entity can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

However, under ASX Listing Rule 7.1A certain listed companies may seek shareholder approval by special resolution to issue equity securities equivalent to an additional 10% of the number of ordinary securities on

² Ms Gately was appointed as a director of the Company on 17 August 2023.

issue by way of placement over a 12-month period (**Additional 10% Capacity**). This is in addition to the existing 15% placement capacity permitted by ASX Listing Rule 7.1.

A company is eligible to seek shareholder approval for this additional placement capacity under ASX Listing Rule 7.1A if it satisfies both of the following criteria at the date of the AGM:

- it has a market capitalisation of \$300 million or less; and
- it is not included in the S&P/ASX 300 Index.

The Company currently satisfies both the above criteria, and it is anticipated that it will satisfy both these criteria at the date of the AGM. If on the date of the AGM, Elixinol Wellness no longer meets this eligibility criteria, this Resolution 6 will be withdrawn. Accordingly, Resolution 6 is seeking approval of shareholders by special resolution for the issue of up to the number of equity securities as calculated in accordance with the formula in ASX Listing Rule 7.1A.2, at an issue price permitted by ASX Listing Rule 7.1A.3 to such persons as the Board may determine, on the terms described in this Explanatory Memorandum.

Approval of Resolution 7 does not oblige the Company to conduct a placement or use the Additional 10% Capacity. The approval would provide the Company with additional flexibility and an ability to move quickly if an opportunity arises which requires additional capital.

At the date of this Notice, the Company has on issue 1,301,074,055 fully paid ordinary shares and the Company has the capacity to issue:

- 195,161,108 equity securities under ASX Listing Rule 7.1; and
- 130,107,405 fully paid ordinary securities under ASX Listing Rule 7.1A.

The actual number of equity securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the equity securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

If Shareholders approve Resolution 6, the effect will be to allow Elixinol Wellness to issue equity securities under ASX Listing Rule 7.1A without further Shareholder approval.

If Shareholders do not approve Resolution 7, Elixinol Wellness will not be able to access the additional 10% capacity to issue equity securities without Shareholder approval under ASX Listing Rule 7.1A and will remain subject to its 15% Placement Capacity limit on issuing equity securities without Shareholder approval under ASX Listing Rule 7.1.

Information required by ASX Listing Rule 7.3A

For the purposes of ASX Listing Rule 7.3A, the following information is provided:

- (a) If any of the securities being approved by this Resolution 7 are issued, they will be issued during the 10% Placement Period, that is, within 12 months of the date of the AGM (i.e. by 30 May 2025). The approval being sought under Resolution 6 will cease to be valid on the earlier of either of the following events occurring:
 - (i) the time and date of the Company's next AGM if it is held prior to 30 May 2025; or
 - (ii) if ordinary shareholders approve a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking) prior to 30 May 2025.
- (b) Any equity securities issued pursuant to the Additional 10% Capacity will be issued for cash consideration at an issue price of not less than 75% of the volume weighted average market price for Elixinol Wellness' ordinary shares calculated over the 15 trading days on which trades are recorded immediately before:
 - (i) the date on which the price at which the equity securities are to be issued is agreed by the Company and the recipient of the securities; or
 - (ii) if the equity securities are not issued within 10 trading days of the date above, the date on which the equity securities are issued.

- (c) Any equity securities issued pursuant to the Additional 10% Capacity will be issued for the purpose of raising working capital for the Company, which includes continuation of the Company's evaluation of new business development opportunities, potential merger, divestment or acquisition activities and general working capital purposes.
- (d) If Resolution 7 is approved by Shareholders and the Company issues equity securities under the Additional 10% Capacity, the existing ordinary Shareholders face the risk of economic and voting dilution as a result of the issue of equity securities which are the subject of this Resolution 7, to the extent that such equity securities are issued, including the risk that:
- (i) the market price of equity securities may be significantly lower on the issue date than on the date on which this approval is being sought; and
 - (ii) the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the issue date.
- (e) The following table provides examples of the potential dilution of existing ordinary Shareholders calculated as at the date of this Notice of Meeting using an issue price of \$0.006 per share, being the closing price of shares on ASX on 16 April 2024 and the current number of ordinary securities for variable "A" in the formula in ASX Listing Rule 7.1A.2.

The table also shows:

- (a) two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of fully paid ordinary securities the Company currently has on issue. The number of fully paid ordinary securities on issue may increase; and
- (b) two examples of where the issue price of fully paid ordinary securities has decreased by 50% and increased by 100% as against the current market price.

No. of Shares on Issue ³	Dilution			
	Issue price (per Share)	\$0.003 50% decrease in Issue Price	\$0.006 Issue Price	\$0.012 100% increase in Issue Price
1,301,074,055 (Current)	Shares issued	130,107,406	130,107,406	130,107,406
	Funds raised	\$390,322.22	\$780,644.43	\$1,561,288.90
1,951,611,083 (50% increase)	Shares issued	195,161,108	195,161,108	195,161,108
	Funds raised	\$585,483.32	\$1,170,966.65	\$2,341,933.30
2,602,148,110 (100% increase)	Shares issued	260,214,811	260,214,811	260,214,811
	Funds raised	\$780,644.43	\$1,561,288.87	\$3,122,577.73

³ Variable "A" in ASX Listing Rule 7.1A.2

- (c) The table has been prepared on the following assumptions:
- (i) for the purposes of variable “A” in ASX Listing Rule 7.1A.2, Shares issued on conversion of the 28,863,445 unquoted performance rights, 134,819,446 unlisted options and 316,435,872 listed options currently on issue have not been included;
 - (ii) the Company issues the maximum number of equity securities available under the Additional 10% Capacity in ASX Listing Rule 7.1A;
 - (iii) the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%;
 - (iv) the table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Additional 10% Capacity, based on that Shareholder’s holding at the date of the AGM;
 - (v) the table shows only the effect of issues of equity securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1;
 - (vi) the issue of equity securities under the Additional 10% Capacity consists only of shares; and
 - (vii) the issue price used for the table above of \$0.006 per Share is indicative only, being the closing price of the Shares on ASX on 16 April 2024.
- (f) The Company will comply with the disclosure obligations under ASX Listing Rule 7.1A.4 upon issue of any equity securities.
- (g) The Company’s allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the Additional 10% Capacity. The identity of allottees of any equity securities that may be issued (subject to shareholder approval of Resolution 7) have not been determined as at the date of this Notice but may include existing Shareholders and/or parties who are not currently Shareholders and are not related parties of the Company. Any potential allottees will be determined on a case-by-case basis having regard to factors including, but not limited to, the following:
- (i) the methods of raising funds available to the Company (including but not limited to, rights issue or other issues in which existing security holders can participate), while balancing interest from potential allottees with the interests of existing Shareholders;
 - (ii) the effect of the issue of equity securities on the control of the Company and balancing the interests of existing Shareholders. Allocation will be subject to takeover thresholds;
 - (iii) the financial situation and solvency of the Company and its need for working capital at any given time; and
 - (iv) advice from corporate, financial, and broking advisors (if applicable).

Prior issues or agreed issues under ASX Listing Rule 7.1A.2

The Company previously obtained Shareholder approval under ASX Listing Rule 7.1A at its 2023 Annual General Meeting held on 31 May 2023. The Company has not previously issued or agreed to issue equity securities under ASX Listing Rule 7.1A.2 in the 12 months preceding the AGM.

At the time of despatching this Notice of Annual General Meeting the entity is not proposing to make an issue of securities under rule 7.1A.2

Resolution 7 is a special resolution. For a special resolution to be passed, at least 75% of the votes cast by Shareholders present and entitled to vote on the resolution must be in favour of the resolution.

The Directors unanimously recommend Shareholders vote in favour of this Resolution 7.