
RBR GROUP LIMITED
ACN 115 857 988
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 2:00pm (WST)
DATE: 7 January 2025
PLACE: 1202 Hay Street
WEST PERTH WA 6005

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

This Notice 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 2:00pm (WST) on 5 January 2025.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF TRANCHE 1 PLACEMENT SHARES UNDER 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 for all other purposes, Shareholders ratify the issue of 225,000,000 Shares to Unrelated Placement Participants on the terms and conditions set out in the Explanatory Statement.”

2. RESOLUTION 2 – APPROVAL TO ISSUE TRANCHE 2 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 7.1 and for all other purposes, approval is given for the Company to issue up to 450,000,000 Shares to Unrelated Placement Participants on the terms and conditions set out in the Explanatory Statement.”

3. RESOLUTION 3 – APPROVAL TO ISSUE PLACEMENT OPTIONS

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 337,500,000 Options to Unrelated Placement Participants on the terms and conditions set out in the Explanatory Statement.”

4. RESOLUTION 4 – APPROVAL TO ISSUE BROKER OPTIONS TO CPS CAPITAL

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 250,000,000 Options to CPS Capital Group Pty Ltd (or its nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

5. RESOLUTION 5 – APPROVAL TO ISSUE SHARES UNDER SHORTFALL TO IAN MACPHERSON

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 30,000,000 Shares to Ian Macpherson (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

6. RESOLUTION 6 – APPROVAL TO ISSUE SHARES UNDER SHORTFALL TO ATHOL EMERTON

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 27,000,000 Shares to Athol Emerton (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

7. RESOLUTION 7 – APPROVAL TO ISSUE SHARES UNDER SHORTFALL TO PAUL HORSFALL

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 33,000,000 Shares to Paul Horsfall (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

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 Tranche 1 Placement Shares under Listing Rule 7.1 | Unrelated Placement Participants or any other person who participated in the issue or an associate of that person or those persons. |
| Resolution 2 – Approval to issue Tranche 2 Placement Shares | Unrelated Placement Participants or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). |
| Resolution 3 – Approval to issue Placement Options | Unrelated Placement Participants or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). |
| Resolution 4 – Approval to issue Broker Options to CPS | CPS Capital Group Pty Ltd (or its nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). |
| Resolution 5 – Approval to issue Shares under Shortfall to Ian Macpherson | Ian Macpherson (or his nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). |
| Resolution 6 – Approval to issue Shares under Shortfall to Athol Emerton | Athol Emerton (or his nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). |
| Resolution 7 – Approval to issue Shares under Shortfall to Paul Horsfall | Paul Horsfall (or his nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). |

However, 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 or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two 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 please do not hesitate to contact the Company Secretary on +61 499 475 642.

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 RESOLUTIONS

1.1 Background to Placement

As announced on 29 October 2024, the Company proposes to raise up to \$675,000 (before costs) pursuant to a placement of 675,000,000 Shares to professional and sophisticated investors at an issue price of \$0.001 per Share, together with one free-attaching Option exercisable at \$0.002 on or before 30 November 2027 (**Attaching Options**) for every two Shares subscribed for and issued (**Placement**).

The Placement comprises:

- (a) 225,000,000 Shares (**Tranche 1 Placement Shares**) issued to unrelated professional and sophisticated investors (**Unrelated Placement Participants**) on 4 November 2024, pursuant to the Company's placement capacity under ASX Listing Rule 7.1;
- (b) up to a further 450,000,000 Shares (**Tranche 2 Placement Shares**) which will be issued to Unrelated Placement Participants, subject to obtaining Shareholder approval under Resolution 2; and
- (c) up to 337,500,000 Attaching Options which will be issued to the Unrelated Placement Participants on a one-for-two basis (**Placement Options**), subject to obtaining Shareholder approval under Resolution 3.

1.2 Background to Entitlement Offer

In conjunction with the Placement, the Company is also proposing to undertake a pro-rata non-renounceable entitlement issue of one new Share for every three Shares held by eligible shareholders in Australia, New Zealand and South Africa, at an issue price \$0.001 per Share, to raise up to approximately \$619,802 (**Entitlement Offer**).

In accordance with the allocation policy, the Directors have the right, subject to Shareholder approval, to subscribe for the first \$150,000 of any shortfall under the Entitlement Offer (**Shortfall**). The Directors are proposing to apply for up to an aggregate of \$90,000 under the Shortfall, subject to Shareholder approval as follows:

| Director | Shares | \$ |
|----------------|-------------------|-----------------|
| Ian Macpherson | 30,000,000 | \$30,000 |
| Athol Emerton | 27,000,000 | \$27,000 |
| Paul Horsfall | 33,000,000 | \$33,000 |
| Matthew Wornor | Nil | Nil |
| Total | 90,000,000 | \$90,000 |

The Company is seeking shareholder approval pursuant to Resolutions 5 to 7 for the Directors (or their respective nominees) to be issued up to an aggregate of 90,000,000 Shares under the Shortfall.

1.3 Lead Manager

The Company engaged the services of CPS Capital Group Pty Ltd (ABN 73 088 055 636) (AFSL 294848) (**CPS** or the **Lead Manager**) to act as lead manager to the Placement and Entitlement Offer pursuant to mandate letter dated 23 October 2024 (**Lead Manager Mandate**). The material terms of the Lead Manager Mandate are as follows:

| | |
|-------------|---|
| Fees | The Company will: (a) in relation to the Placement, pay CPS: |
|-------------|---|

| | |
|---------------------------|---|
| | <ul style="list-style-type: none"> (i) a management fee of 2% (plus GST) of funds raised under the Placement; and (ii) a placement fee of 4% (plus GST) of funds raised under the Placement; <p>(b) in relation to the Entitlement Offer, pay CPS:</p> <ul style="list-style-type: none"> (i) 4% (plus GST) of funds raised under the Entitlement Offer; and (ii) 6% (plus GST) of any shortfall that CPS places to its clients, noting that CPS will not be paid any amount in respect of the \$150,000 of any Shortfall subscribed for by the Directors; <p>(c) pay CPS a monthly corporate advisory fee of \$4,000 (plus GST) for a minimum of term of six months, where the full amount of the six-month term will be due and payable should the Lead Manager Mandate be terminated by the Company otherwise than for cause. This monthly mandate will only begin if CPS introduces an asset to the Company and the Directors resolve to pursue a transaction in relation to that asset;</p> <p>(d) issue CPS (or its nominee(s)) 250,000,000 Options at an issue price of \$0.00001 per Option to raise an additional \$2,500 and otherwise on the same terms as the Attaching Options (being the subject of Resolution 4); and</p> <p>(e) pay CPS (or its nominee(s)) an asset introduction fee of 3% (plus GST) of the value of the transaction payable in cash, but capped at a maximum of \$120,000 for any asset introduced by CPS which the Company may acquire.</p> |
| Termination Events | <p>CPS may terminate the Lead Manager Mandate:</p> <ul style="list-style-type: none"> (a) by 14 days' written notice if the Company commits or allows to be committed a material breach or if any warranty or representation given or made by the Company is not complied with or proves to be untrue; (b) immediately by written notice if: <ul style="list-style-type: none"> (i) the Company becomes insolvent, has a receiver, administrative receiver or manager or administrator appointed over the whole of or any of their assets, enters not any composition with creditors generally or has an order made or resolution assed for it to be wound up; or (ii) if a court makes an administration order with respect to the Company or any composition in satisfaction of its debts of or a scheme of arrangement of affairs of the Company. <p>The Company may terminate the Lead Manager Mandate by seven days' written notice.</p> |
| Expenses | <p>The Company has agreed to reimburse CPS for reasonable costs and expenses they may incur in connection with their engagement.</p> |

Other than as noted above, the Lead Manager Mandate otherwise contains terms and conditions which are considered standard for an agreement of its kind (including representations, warranties and confidentiality provisions).

1.4 Use of funds

Funds raised via the Placement and Entitlement Offer will be primarily applied to the repayment of convertible notes on issue in the Company, working capital and costs of the Placement.

2. RESOLUTION 1 – RATIFICATION OF TRANCHE 1 PLACEMENT SHARES

2.1 General

As set out in Section 1.1, this Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 225,000,000 Shares to Unrelated Placement Participants at an issue price of \$0.001 per Share to raise \$225,000.

2.2 Listing Rule 7.1

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

The issue 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 the issue.

2.3 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.

2.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If this Resolution is not passed, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

2.5 Technical information required by Listing Rules 7.4 and 7.5

| REQUIRED INFORMATION | DETAILS |
|---|---|
| Names of persons to whom Securities were issued or the basis on which those persons were identified/selected | <p>Unrelated Placement Participants, being professional and sophisticated investors who were identified through a bookbuild process, which involved the Company and CPS seeking expressions of interest to participate in the Placement from non-related parties of the Company.</p> <p>ENNV Pty Ltd <The PN A/C> was issued approximately 6.12% of the issued capital of the Company pursuant to the Placement (being 100,000,000 Shares) and is now a substantial holder of the Company holding 5.38%.</p> <p>The Company confirms that, other than ENNV Pty Ltd <The PN A/C>, no Material Persons were issued more</p> |

| REQUIRED INFORMATION | DETAILS |
|--|--|
| | than 1% of the issued capital of the Company. |
| Number and class of Securities issued | 225,000,000 Shares were issued under Listing Rule 7.1. |
| Terms of Securities | The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. |
| Date(s) on or by which the Securities were issued | 4 November 2024. |
| Price or other consideration the Company received for the Securities | \$0.001 per Share. |
| Purpose of the issue, including the intended use of any funds raised by the issue | The purpose of this issue was to raise capital. Refer to Section 1.4 for details of the proposed use of funds. |
| Voting Exclusion Statement | A voting exclusion statement applies to this Resolution. |
| Compliance | The issue did not breach Listing Rule 7.1. |

3. RESOLUTION 2 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES

3.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 450,000,000 Shares to Unrelated Placement Participants at an issue price of \$0.001 per Share to raise up to a further \$450,000 (before costs).

Further information with respect to the Placement is set out in Section 1.1 above.

3.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue 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.

3.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue 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 this Resolution is not passed, the Company will not be able to proceed with the issue and the Company may have to seek to raise capital via alternative means.

3.4 Technical information required by Listing Rule 7.3

| REQUIRED INFORMATION | DETAILS |
|---|---|
| Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected | <p>Unrelated Placement Participants, being professional and sophisticated investors who will be identified through a bookbuild process, which will involve the Company and CPS seeking expressions of interest to participate in the capital raising from non-related parties of the Company.</p> <p>The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the</p> |

| REQUIRED INFORMATION | DETAILS |
|--|--|
| | Company. |
| Number of Securities and class to be issued | Up to 450,000,000 Shares. |
| Terms of Securities | The Shares 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. |
| Date(s) on or by which the Securities will be issued | The Company expects to issue the Shares within 5 Business Days of the Meeting and in any event, the Company will not issue any Shares later than three 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). |
| Price or other consideration the Company will receive for the Securities | \$0.001 per Share. |
| Purpose of the issue, including the intended use of any funds raised by the issue | The purpose of the issue is to raise capital. Refer to Section 1.4 for details of the proposed use of funds. |
| Voting exclusion statement | A voting exclusion statement applies to this Resolution. |

4. RESOLUTION 3 – APPROVAL TO ISSUE PLACEMENT OPTIONS

4.1 General

As set out in Section 1.1 above, participants in the Placement will be issued, subject to Shareholder approval, one Placement Option for every two Shares subscribed for and issued, exercisable at \$0.002 on or before 30 November 2027.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 337,500,000 Placement Options to Unrelated Placement Participants.

4.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

4.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue 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 this Resolution is not passed, the Company will not be able to proceed with the issue.

4.4 Technical information required by Listing Rule 7.3

| REQUIRED INFORMATION | DETAILS |
|---|---|
| Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected | Unrelated Placement Participants who were identified through a bookbuild process, which involved the Company and CPS seeking expressions of interest to participate in the capital raising from non-related parties of the Company. ENNV Pty Ltd <The PN A/C> will be issued 50,000,000 Placement Options. |

| REQUIRED INFORMATION | DETAILS |
|--|--|
| | The Company confirms that, other than ENNV Pty Ltd <The PN A/C>, no Material Persons will be issued more than 1% of the issued capital of the Company. |
| Number of Securities and class to be issued | Up to 337,500,000 Options will be issued. |
| Terms of Securities | The Options will be issued on the terms and conditions set out in Schedule 1. |
| Date(s) on or by which the Securities will be issued | The Company expects to issue the Options within 5 Business Days of the Meeting and in any event, the Company will not issue any Options later than three 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). |
| Price or other consideration the Company will receive for the Securities | Nil per Option as the Options will be issued free attaching to Shares issued under the Placement on a 1:2 basis. The Company will not receive any other consideration for the issue of the Options (other than in respect of funds received on exercise of the Options). |
| Purpose of the issue, including the intended use of any funds raised by the issue | The purpose of the issue of the Options is to satisfy the Company's obligations under the Placement. |
| Summary of material terms of agreement to issue | The Options are not being issued under an agreement. |
| Voting exclusion statement | A voting exclusion statement applies to this Resolution. |

5. RESOLUTION 4 – APPROVAL TO ISSUE BROKER OPTIONS TO CPS

5.1 General

As set out in Section 1.3, the Company has agreed to issue CPS (or its nominee(s)) 250,000,000 Options at an issue price of \$0.00001 per Option to raise an additional \$2,500, and otherwise on the same terms as the Attaching Options (**Broker Options**). The Broker Options are being issued to CPS in part consideration for the services provided by the CPS pursuant to the Lead Manager Mandate.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 250,000,000 Broker Options to CPS (or its nominee(s)).

5.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue 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.

5.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue 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 this Resolution is not passed, the Company will not be able to proceed with the issue and the Company may have to consider compensating CPS by alternative means.

5.4 Technical information required by Listing Rule 7.3

| REQUIRED INFORMATION | DETAILS |
|---|---|
| Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected | CPS (or its nominee(s)). |
| Number of Securities and class to be issued | 250,000,000 Options will be issued. |
| Terms of Securities | The Options will be issued on the terms and conditions set out in Schedule 1. |
| Date(s) on or by which the Securities will be issued | The Company expects to issue the Securities within 5 Business Days of the Meeting and in any event, the Company will not issue any Options later than three 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). |
| Price or other consideration the Company will receive for the Securities | The Options will be issued at a nominal issue price of \$0.00001 per Option, in consideration for lead manager services provided by CPS under the Lead Manager Mandate. The Company will not receive any other consideration for the issue of the Options (other than in respect of funds received on exercise of the Options). |
| Purpose of the issue, including the intended use of any funds raised by the issue | The purpose of the issue is to satisfy the Company's obligations under the Lead Manager Mandate and to raise an additional \$2,500. |
| Summary of material terms of agreement to issue | The Options are being issued under the Lead Manager Mandate, a summary of the material terms of which is set out in Section 1.3. |
| Voting exclusion statement | A voting exclusion statement applies to this Resolution. |

6. RESOLUTIONS 5 TO 7 – APPROVAL TO ISSUE SHARES UNDER SHORTFALL

6.1 General

As set out in Section 1.2, the Directors have agreed to subscribe for the Shortfall under the Entitlement Offer, up to an aggregate of \$90,000 as follows:

| Director | Shares | \$ |
|----------------|-------------------|-----------------|
| Ian Macpherson | 30,000,000 | \$30,000 |
| Athol Emerton | 27,000,000 | \$27,000 |
| Paul Horsfall | 33,000,000 | \$33,000 |
| Matthew Worner | Nil | Nil |
| Total | 90,000,000 | \$90,000 |

Resolutions 5 to 7 seek Shareholder approval for the purposes of Listing Rule 10.11 for the issue of an aggregate of up to 90,000,000 Shares to Ian Macpherson, Athol Emerton and Paul Horsfall (or their respective nominees) at an issue price of \$0.001 per Share to raise up to \$90,000.

6.2 Chapter 2E of the Corporations Act

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

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue constitutes giving a financial benefit and Ian Macpherson, Athol Emerton and Paul Horsfall are related parties of the Company by virtue of being Directors.

The Directors (other than Ian Macpherson who has a material personal interest in Resolution 5) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 5 because the Shares to be issued under the Shortfall will be issued to Ian Macpherson (or his nominee(s)) on the same terms as Shares issued to eligible Shareholders under the Entitlement Offer and as such the giving of the financial benefit is on arm's length terms.

The Directors (other than Athol Emerton who has a material personal interest in the Resolution 6) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 6 because the Shares to be issued under the Shortfall will be issued to Athol Emerton (or his nominee(s)) on the same terms as Shares issued to eligible Shareholders under the Entitlement Offer and as such the giving of the financial benefit is on arm's length terms.

The Directors (other than Paul Horsfall who has a material personal interest in the Resolution 7) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 7 because the Shares to be issued under the Shortfall will be issued to Paul Horsfall (or his nominee(s)) on the same terms as Shares issued to eligible Shareholders under the Entitlement Offer 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 issues fall within Listing Rule 10.11.1 and do not fall within any of the exceptions in Listing Rule 10.12. They therefore require the approval of Shareholders under Listing Rule 10.11.

6.4 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issues 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 (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If these Resolutions are not passed, the Company will not be able to proceed with the issues of Shares under the Shortfall.

These Resolutions are independent of one another. If one or more of the Resolutions is not carried, and one or more of the other Resolutions are passed, then the Board may still proceed with the issue of Shares under the Shortfall to the Directors in respect of which the issue of Shares has been approved.

6.5 Technical information required by Listing Rule 10.13

| REQUIRED INFORMATION | DETAILS |
|--|--|
| Name of the person to whom shares will be issued | Ian Macpherson, Athol Emerton and Paul Horsfall (or their respective nominees). |
| Categorisation under Listing Rule 10.11 | Ian Macpherson, Athol Emerton and Paul Horsfall (or their respective nominees) fall within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being Directors. Any nominee(s) of Ian Macpherson, Athol Emerton and Paul Horsfall who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4. |
| Number of Securities and class to be issued | Up to 90,000,000 Shares will be issued, in the proportions as set out in Section 6.1 above. |
| Terms of Shares | The Shares 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. |
| Date(s) on or by which the shares will be issued | The Company expects to issue the Shares within 5 Business Days of the Meeting and in any event, the Company will not issue any Securities later than one 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). |
| Price or other consideration the Company will receive for the Shares | \$0.001 per Share. |
| Summary of material terms of agreement to issue | The Shares are not being issued under an agreement. |
| Purpose of the issue, including the intended use of any funds raised by the issue | The purpose of the issue of the Shares is to raise capital. Refer to Section 1.4 for details of the proposed use of funds. The issue of the Shares is not intended to remunerate or incentivise the Directors. |

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.

Attaching Options has the meaning given in Section 1.1.

Board means the current board of directors of the Company.

Broker Options has the meaning given in Section 5.1.

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 RBR Group Limited (ACN 115 857 988).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Entitlement Offer has the meaning given in Section 1.2.

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

Explanatory Statement means the explanatory statement accompanying the Notice.

Lead Manager means CPS Capital Group Pty Ltd (ABN 73 088 055 636) (AFSL 294848).

Lead Manager Mandate has the meaning given in Section 1.3.

Listing Rules means the Listing Rules of ASX.

Material Person means a related party of the Company, member of the Key Management Personnel, substantial holder of the Company, adviser of the Company or associate of any of these parties.

Meeting means the meeting convened by the Notice.

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

Option means an option to acquire a Share.

Placement has the meaning given in Section 1.1.

Placement Options has the meaning given in Section 1.1.

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.

Security means a Share, Option, Performance Right or Convertible Note (as applicable).

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

Shareholder means a registered holder of a Share.

Shortfall has the meaning given in Section 1.2.

Tranche 1 Placement Shares has the meaning given in Section 1.1.

Tranche 2 Placement Shares has the meaning given in Section 1.1.

Unrelated Placement Participants has the meaning given in Section 1.1.

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 (j), the amount payable upon exercise of each Option will be \$0.002 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on 30 November 2027 (**Expiry Date**). 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) **Quotation of Shares issued on exercise**

Application will be made by the Company to ASX for quotation of the Shares issued upon exercise of the Options.

(j) **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.

(k) **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.

(l) **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.

(m) **Transferability**

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



RBR Group Limited | ABN 38 115 857 988

Proxy Voting Form

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

Your proxy voting instruction must be received by **02.00pm (AWST) on Sunday, 05 January 2025**, 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 Key Management Personnel.

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://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

