

ELMORE

25 February 2021
ASX Announcements

Elmore Ltd (ASX:ELE) Upcoming Extraordinary General Meeting

As per the notice of general meeting released to ASX on 5 February 2021 (**NOM**), Elmore Limited (ASX:ELE) (**Company**) will be holding a general meeting at 10:00am (WST) on Monday, 8 March 2021 (**Meeting**).

The Company has amended the NOM by adding an additional Resolution 6, as set out in the addendum to the NOM dated 5 February 2021 (**Addendum**).

Replacement Proxy Form

The Company advises that there has been a change to the Proxy Form previously despatched to Shareholders (Original Proxy Form) and the replacement Proxy Form is annexed to this Addendum (Replacement Proxy Form).

To ensure clarity of voting instructions by Shareholders on the Resolutions to be considered at the Meeting, Shareholders are advised to follow the following instructions if you have already completed and returned an Original Proxy Form:

- (a) if you wish to vote on Resolution 6 or change your vote on Resolutions 1 to 5, you must complete and return a Replacement Proxy Form; and
- (b) if you do not wish to vote on Resolution 6 or change your original vote on Resolutions 1 to 5, you do not need to take any action. The Original Proxy Form that you have already returned will be accepted by the Company for Resolutions 1 to 5 (unless you submit a Replacement Proxy Form).

Likewise if you have appointed proxy using the online capabilities and you wish to update your proxy preferences, the online proxy capabilities (available at <https://investor.automic.com.au/#/loginsah>) have been updated to include the ability to appoint and instruct a proxy in respect of voting on the Amended Proxy Form.

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

If you have any questions in relation to the Meeting, please contact our Company Secretary, Sean Henbury on +61 8 6165 4000.

Sincerely

Sean Henbury
Company Secretary
For and on behalf of the Board

ELMORE LIMITED

ACN 057 140 922

ADDENDUM TO NOTICE OF GENERAL MEETING

Elmore Limited (ACN 057 140 922) (**Company**), hereby gives notice to Shareholders of the Company that, in relation to the Notice of General Meeting dated 5 February 2021 (**Notice of Meeting**) in respect of a general meeting of Shareholders to be held at 10:00am (AWST) on Monday, 8 March 2021 at 18 Sangiorgio Court Osborne Park WA 6017, the Directors have determined to issue this addendum to the Notice of Meeting (**Addendum**).

The purpose of this Addendum is to include an additional resolution for the Company to remunerate brokers with Placement Fee Options.

Definitions in the Notice of Meeting have the same meaning in this Addendum unless otherwise updated in this Addendum.

This Addendum is supplemental to the Notice of Meeting and should be read in conjunction with the Notice of Meeting. Save for the amendments set out below, all Resolutions and the Explanatory Statement in the original Notice of Meeting remain unchanged.

Replacement Proxy Form

The Company advises that there has been a change to the Proxy Form previously despatched to Shareholders (**Original Proxy Form**) and the replacement Proxy Form is annexed to this Addendum (**Replacement Proxy Form**).

To ensure clarity of voting instructions by Shareholders on the Resolutions to be considered at the Meeting, Shareholders are advised to follow the following instructions if you have already completed and returned an Original Proxy Form:

- (a) if you wish to vote on Resolution 6 or change your vote on Resolutions 1 to 5, you must complete and return a Replacement Proxy Form; and
- (b) if you do not wish to vote on Resolution 6 or change your original vote on Resolutions 1 to 5, you do not need to take any action. The Original Proxy Form that you have already returned will be accepted by the Company for Resolutions 1 to 5 (unless you submit a Replacement Proxy Form).

This Addendum should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisors prior to voting. Should you wish to discuss the matters set out in this Addendum, please do not hesitate to contact the Company Secretary on +61 8 6165 4000.

1. RESOLUTION 6 – ISSUE OF PLACEMENT FEE OPTIONS FOR BROKERAGE

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 11,250,000 Options to MP Capital Partners Pty Ltd (or their nominee/s) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this resolution by or on behalf of MP Capital Partners Pty Ltd, (or their nominees) and any person who is expected to participate in the Placement Fee Options, the subject of this Resolution.

However, the Company will not disregard a vote in favour of this resolution if it is cast by:

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

2. RESOLUTION 6 – ISSUE OF PLACEMENT FEE OPTIONS FOR BROKERAGE

General

Resolution 6 is seeking Shareholder approval for the issue of the Placement Fee Options to MP Capital Partners Pty Ltd. In addition to paying brokerage of up to 6% in either cash or shares as a placement fee, the Company will agree to 2.5 million Placement Fee Options per million dollars raised by the broker. The number of Placement Fee Options to be issued to MP Capital Partners is dependent upon the funds MP Capital Partners raises, with the maximum number being 11.25 million.

The Company has entered into a mandate with MP Capital Partners Pty Ltd to advise and assist the Company in the following areas:

- (a) Introducing the Company to appropriate equity investors;
- (b) Advice in relation to marketing materials for potential investors;
- (c) Maintaining contact with the prospective investors, and assisting with ongoing negotiations on behalf of the Company as required;
- (d) Assisting the Company with appointment of third parties, including legal counsel as required;
- (e) Investor relations and aftermarket support; and
- (f) Other advisory assistance as required from time to time in relation to the Transaction.

MP Capital will receive the following aggregate fee (plus GST) based on the total capital raised through MP Capital or parties introduced by MP Capital:

- 6% of funds raised by the relevant broker; and
- 2.5m share options per million dollars raised by the broker exercisable at 3c per share.

The effect of Resolution 6 will be to allow the Company to issue the Placement Fee Options during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

Summary of ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The issue does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Elmore's shareholders under Listing Rule 7.1,

Resolution 6 seeks the required shareholder approval to issue under and for the purposes of Listing Rule 7.1.

If Resolution 6 is passed, Elmore will be able to proceed with the issue and the Company will seek reinstatement of the Company's securities to official quotation upon the ASX. In addition, the issue will be excluded from the calculation of the number of equity securities that Elmore can issue without shareholder approval under Listing Rule 7.1.

If Resolution 6 is not passed, Elmore will not be able to proceed with the issue and the Company will be required to pay brokerage using cash reserves.

Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Placement Fee Options:

- (a) the maximum number of Options to be issued is 11,250,000;
 - (a) the Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Options will occur on the same day;
 - (b) the Options will be issued for nil cash consideration in satisfaction of capital raising services provided by MP Capital Partners Pty Ltd (or their nominee/s);
 - (c) the Options will be issued to the MP Capital Partners Pty Ltd (or their nominee/s) who are not related parties of the Company.
 - (d) the Options will be issued on the terms and conditions as set out in Schedule 2; and
 - (e) no funds will be raised from the issue of the Placement Fee Options as they will be issued for nil cash consideration.
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SCHEDULE 2 – TERMS AND CONDITIONS OF PLACEMENT FEE OPTIONS

The Placement Fee Options entitle the holder (Option Holder) to subscribe for fully paid ordinary shares in the capital of the Company on the following terms:

- (a) Subject to sub-paragraph (c) each Placement Fee Option gives the Option Holder the right to subscribe for one fully paid ordinary share in the capital of the Company (Share);
- (b) The Placement Fee Option will expire at 5.00pm Perth time on the date which is one year from the date of this Prospectus (Expiry Date);
- (c) If at any time the issued capital of the Company is reconstructed, all rights of an Option Holder are to be changed in a manner that is consistent with that reconstruction, subject to the Corporations Act and the ASX listing rules;
- (d) The amount payable on the exercise of a Placement Fee Option is \$0.03 (**Exercise Price**);
- (e) The Placement Fee Options may be exercised in whole or in part, but if in part, must be exercised in multiples of 10,000;
- (f) An Option Holder may exercise their Placement Fee Options by lodging with the Company, before the Expiry Date:
- (i) a written notice of exercise of Placement Fee Options (Exercise Notice) specifying the number of Placement Fee Options being exercised; and
 - (ii) a cheque or electronic funds transfer for the Exercise Price;
- (g) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds;
- (h) The Placement Fee Options are transferrable but will not be quoted on the ASX;
- (i) All Shares allotted upon the exercise of the Placement Fee Options will upon allotment rank equally in all respects with all other Shares in the Company;
- (j) The Company will apply for quotation of all Shares allotted pursuant to the exercise of Placement Fee Options on the ASX within 2 Business Days after the date of allotment of those Shares;
- (k) The holders of Placement Fee Options will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Placement Fee Options. However, the Company will ensure that for the purposes of determining the entitlements to any such issue, the record date will be at least 6 Business Days after the issue is announced. This will give Option Holders the opportunity to exercise their Placement Fee Options prior to the date for determining entitlements to participate in such issue.

REPLACEMENT Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **10.00am (WST) on Saturday, 6 March 2021**, being not later than **48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online:

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

or scan the QR code below using your smartphone

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



BY MAIL:

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