



# Ookami

LIMITED

**OOKAMI LIMITED**

**ACN 009 081 770**

## **NOTICE OF ANNUAL GENERAL MEETING**

**The Annual General Meeting of the Company will be held on Tuesday 16 November 2021 at 2.00pm (AEDT) via an audio and video conferencing facility.**

Due to the ongoing COVID-19 pandemic, the Meeting will be held via an audio conferencing facility and Shareholders will not be able to attend the Meeting in person. If you are a Shareholder who wishes to attend and participate in the virtual meeting please send your request to [cosec@ookami.com.au](mailto:cosec@ookami.com.au).

Shareholders are strongly encouraged to lodge their completed proxy forms online in accordance with the instructions in this Notice of Annual General Meeting.

*The Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional advisor prior to voting.*

***Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on (03) 8630 3321.***

**Shareholders are urged to attend the virtual meeting or vote by lodging the proxy form attached to the Notice**

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## NOTICE OF ANNUAL GENERAL MEETING

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Notice is given that the Annual General Meeting of the Shareholders of Ookami Limited (the **Company**) will be held on Tuesday, 16 November 2021 commencing at 2.00pm (AEDT) (the **Meeting**).

**Due to the ongoing COVID-19 pandemic, Shareholders will only be able to attend and participate in the Meeting via teleconference. Please refer to the accompanying access letter sent to Shareholders and the Explanatory Memorandum attached to the Notice for further details. Should circumstances further change between the date of this Notice of Meeting and the proposed time of the Meeting, the Directors will further update Shareholders with the proposed next steps.**

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Sunday, 14 November 2021 at 7.00pm (AEDT).

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

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## BUSINESS OF THE MEETING

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### AGENDA

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#### 1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2021 together with the declaration of the directors, the director's report, the Remuneration Report and the auditor's report.

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#### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

*“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2021.”*

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

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#### 3. RESOLUTION 2 – ELECTION OF DIRECTOR – MR JOHN CIGANEK

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

*“That Mr John Ciganek, having been appointed as an additional Director on 9 December 2020, who retires in accordance with Listing Rule 14.4 and clause 14.4 of the Company's Constitution, and being eligible, offers himself for election, be elected as a Director of the Company on the terms and conditions in the Explanatory Memorandum.”*

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#### 4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR EMMANUEL CORREIA

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

*“That Mr Emmanuel Correia, who retires in accordance with Listing Rule 14.5 and clause 14.2 of the Company's Constitution, and being eligible, offers himself for re-election, be re-elected as a Director of the Company on the terms and conditions in the Explanatory Memorandum.”*

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**5. RESOLUTION 4 – SELECTIVE SHARE BUY-BACK**

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

*“That, pursuant to and in accordance with section 257D of the Corporations Act and for all other purposes, approval is given to conduct a buy-back of 201,657 Shares held by Acuity Capital Investment Management Pty Ltd on the terms in the Explanatory Memorandum.”*

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**6. RESOLUTION 5 – APPROVAL OF 10% PLACEMENT FACILITY**


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

*“That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve 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 Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement accompanying this Notice.”*

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**Dated: 15 October 2021**

**By order of the Board**



**Justin Mouchacca  
Company Secretary**

## Notes

1. **Entire Notice:** The details of the Resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.

2. **Proxies**

**All voting will be conducted by poll. Please refer to the accompanying access letter sent to Shareholders for further details on how to cast your vote during the meeting.**

The Directors instruct all Shareholders who would like to appoint a proxy to lodge a proxy form prior to Sunday, 14 November 2021 at 2.00pm (AEDT) (**Proxy Cut-Off Time**). Please refer to the accompanying proxy form for further details on how to appoint a proxy.

Shareholders are strongly urged to appoint the Chair as their proxy. Shareholders can complete the Proxy Form to provide specific instructions on how a Shareholder's vote is to be cast on each item of business, and the Chair must follow your instructions. Lodgement instructions (which include the ability to lodge proxies online) are set out in the Proxy Form attached to the Notice. If a person other than the Chair is appointed as proxy, the proxy will revert to the Chair in the absence of the appointed proxy holder's attendance at the Meeting.

3. **No physical attendance**

Given the current COVID-19 circumstances and in the interests of public health and safety of our Shareholders, the Company is not able to allow Shareholders to physically attend the Meeting. Please refer to the information below and contained in the accompanying access letter sent to Shareholders for further details on how Shareholders can participate in the Meeting.

4. **Voting using the Online Platform during the Meeting**

Due to the virtual nature of the event, the Company will facilitate direct voting during the meeting through the audio and video conferencing facility for all shareholders, proxies, corporate representatives and holders of powers of attorney.

Voting will close at the end of the Meeting. At the close of the Meeting, any votes you have placed will automatically be submitted to the Company Secretary.

5. **Corporate Representative**

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. Written proof of the representative's appointment (including any authority under which it is signed) must be lodged with or presented to the Company before the Meeting. An appointment of corporate representative form can be obtained by via the Company's share registry website – [www.automic.com.au](http://www.automic.com.au).

A body corporate may appoint more than one representative but only one representative may exercise the body's powers at any one time.

6. **How the Chair will vote undirected proxies**

Subject to the restrictions set out below, the Chair of the Meeting intends to vote all undirected proxies on, and in favour of, all of the proposed Resolutions.

7. **Enquiries**

Shareholders are invited to contact the Company Secretary, Justin Mouchacca on (03) 8630 3321 or via email at [cosec@ookami.com.au](mailto:cosec@ookami.com.au) if they have any queries in respect of the matters set out in these documents.

8. **Voting Prohibition Statement**

### **Resolution 1**

To the extent required by section 250R of the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel, details of whose remuneration details are included in the Remuneration Report, or their Closely Related Parties.

However, a person (the **Voter**) described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on Resolution 1; or
- (b) the Voter is the chair of the meeting and the appointment of the chair as proxy does not specify the way the proxy is to vote on Resolution 1 and expressly authorises the chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Shareholders should note that the Chairman intends to vote any undirected proxies in favour of Resolution 1. Shareholders may also choose to direct the Chairman to vote against Resolution 1 or to abstain from voting.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

#### **Resolution 4**

The Company will disregard any votes cast in favour of this Resolution 4 by or on behalf of:

- (a) Acuity Capital Investment Management Pty Ltd; or
- (b) an associate of Acuity Capital Investment Management Pty Ltd.

The Company need not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chairperson as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

#### **Resolution 5**

As at the date of dispatch of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A.2 and, therefore, a voting exclusion statement on this resolution is not currently required by Listing Rule 7.3A.7.

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## EXPLANATORY STATEMENT

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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.

Shareholders should read this statement and the Notice in full before deciding how to vote on the Resolutions set out in the Notice. All resolutions to be considered at the Meeting will be decided by poll based on both proxy votes received prior to the commencement of the Meeting and votes cast via the online voting facility during the Meeting. Shareholders are encouraged to cast their vote by proxy prior to the Meeting in accordance with the instructions set out in this Notice.

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### 1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2021 together with the declaration of the directors, the directors' report, the Remuneration Report and the auditor's report.

There is no requirement for shareholders to vote on these statements and reports. Shareholders will be given a reasonable opportunity to raise questions and make comments on these reports and on the management of the Company at the Meeting.

Representatives of the Company's Auditor will be present for discussion purposes on matters of relevance to the audit.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available via its website at:

<https://ookami.com.au/announcements/>.

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### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

The Remuneration Report for the financial year ended 30 June 2020 did not receive a vote of more than 25% against its adoption at the Company's 2020 annual general meeting held on 30 November 2020. Accordingly, if at least 25% of the votes cast on Resolution 1 are against adoption of the Remuneration Report it will not result in the Company putting a Spill Resolution to Shareholders.

## 2.1 Directors Recommendation

The Board recommends that Shareholders vote in favour of Resolution 1. The Board encourages Shareholders to apply the same level of diligence to voting on this Resolution as for the binding Resolutions. The Chair of the Meeting intends to vote all available proxies in favour of Resolution 1.

If the Chair of the Meeting is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by signing and returning the Proxy Form, the Shareholder is considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention.

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## 3. RESOLUTION 2 - ELECTION OF DIRECTOR – MR JOHN CIGANEK

### 3.1 General

The Constitution of the Company, Clause 14.4 and Listing Rule 14.4 requires that a director appointed to fill a casual vacancy must not hold office past the next annual general meeting of the entity, without re-election.

For this reason, Mr John Ciganek who was appointed as an additional Director on 9 December 2020, retires by way of rotation and, being eligible, offers himself for re-election as a Director.

### 3.2 Election of Mr John Ciganek

#### (a) Qualifications and other material directorships

Mr Ciganek has worked in the mining sector for over 25 years within mining operations, project finance, mergers and acquisitions and equity capital markets and holds a Bachelor of Mining Engineering and an MBA. John has substantial experience in corporate finance covering a range of experience including project finance, M&A, equity capital markets and general corporate advisory across the resources, energy and infrastructure sectors and has also held executive and non-executive roles with a number of ASX listed companies including Minbos Resources (MNB), Pacific Bauxite (PBX) as well as serving as the GM Business Development and Investor Relations for PMI Gold.

#### (b) Independence

If elected the Board considers that Mr Ciganek will be an independent director.

#### (c) Directors recommendation

The Directors (with Mr Ciganek abstaining) support the re-election of Mr Ciganek and recommend that Shareholders vote in favour of Resolution 2.

The Chair of the meeting intends to vote undirected proxies in favour of Resolution 2.

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## 4. RESOLUTION 3 - RE-ELECTION OF DIRECTOR – MR EMMANUEL CORREIA

### 4.1 General

Pursuant to the Clause 14.2 of the Company's Constitution and ASX Listing Rule 14.5, at every annual general meeting an election of Directors must take place.

For this reason, Mr Emmanuel Correia retires by way of rotation and, being eligible, offers himself for re-election as a Director.

### 4.2 Re-election of Mr Emmanuel Correia

Mr Correia, who has served as a Director since 9 July 2021, retires by rotation and seeks re-election.

#### (a) Qualifications and other material directorships

Mr Correia is a Chartered Accountant and founding director of Peloton Capital and Advisory and has over 25 years public company and corporate finance experience in Australia, North America and the United Kingdom.

Mr Correia has held various senior positions with Deloitte and other accounting firms and boutique corporate finance houses specialising in corporate finance, corporate strategy, mergers and capital raising activities.

(b) **Independence**

If elected the Board considers that Mr Correia will be an independent director.

(c) **Directors recommendation**

The Directors (with Mr Correia abstaining) support the re-election of Mr Correia and recommend that Shareholders vote in favour of Resolution 3.

The Chair of the meeting intends to vote undirected proxies in favour of Resolution 3.

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**5. RESOLUTION 4 – SELECTIVE SHARE BUY-BACK**

**5.1 General**

Resolution 4 seeks Shareholder approval pursuant to section 257D to undertake a selective buy-back of 201,657 Shares held by Acuity Capital Management Pty Ltd (Acuity Capital).

Resolution 4 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

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

**5.2 Background**

The Company and Acuity Capital Investment Management Pty Ltd entered into a controlled placement agreement for the Company to raise funds through Acuity Capital (**Controlled Placement Agreement**). As announced to ASX by the Company on 21 September 2018, the Controlled Placement Agreement provided the Company with up to \$2,000,000 of standby equity capital over a period of 28 months.

As collateral for the Company's obligations under the Controlled Placement Agreement, the Company issued 16,132,594 fully paid ordinary shares from its ASX Listing Rule 7.1 (15%) capacity, at nil consideration. Pursuant to the Controlled Placement Agreement, the Company may at any time cancel the Controlled Placement Agreement and buy back the Collateral Shares for no consideration. The Company has determined to cancel the Controlled Placement Agreement and buy back the Collateral Shares.

The Company subsequently undertook a consolidation of share capital on a 1 for 80 basis as approved by shareholders on 14 April 2021 as announced to the ASX on 22 April 2021.

This consolidation reduced the number of fully paid ordinary shares which the Company issued as collateral under the Controlled Placement Agreement to 201,657 fully paid ordinary shares (**Collateral Shares**).

The Company intends to enter into a selective buy-back agreement with Acuity Capital (**Selective Buy-Back Agreement**). The terms of the Selective Buy-Back Agreement will be conditional upon Shareholder approving Resolution 4 and will provide for the selective buy-back of 201,657 Shares for nil consideration.

Section 257A of the Corporations Act provides that a company may buy back its own shares if.

- (a) the buy-back does not materially prejudice the Company's ability to pay its creditors; and
- (b) the Company follows the procedure set out in Division 2 of Part 2J.1 of the Corporations Act.

**5.3 Division 2, Part 2J.1 of the Corporations Act**

Division 2 of Part 2J.1 of the Corporations Act permits a company to conduct a selective share buy-back provided that, in accordance with Section 257D(i)(a) of the Corporations Act, prior to the company entering into the buy-back agreement or the buy-back agreement must be conditional upon shareholder approval. The shareholder approval must be by a special resolution passed at a general meeting of the company, with no votes being cast in favour of the resolution by any person whose shares are proposed to be bought back or by their associates or a resolution agreed to, at a general meeting, by all ordinary Shareholders.

**5.4 Information required under Section 257D(2) of the Corporations Act**

Pursuant to Section 257D(2) of the Corporations Act the Company must disclose all information known to it that is material to the decision on how to vote on Resolution 4. However, the Company does not have to disclose information if it would be unreasonable to require the Company to do



so because the Company has previously disclosed the information to Shareholders. Accordingly, this Explanatory Statement describes:

- (a) the proposed terms of the buy-back;
- (b) the effect of the buy-back on the Company;
- (c) possible advantages and disadvantages of the buy-back; and
- (d) other information material to a Shareholder's decision on how to vote on Resolution 4.

#### **5.5 Effect of the Selective Share Buy Back on control and issued capital of the Company**

The Company is proposing to buy-back the Collateral Shares for nil consideration as detailed above. No consideration was paid for the issue of the Collateral Shares. Accordingly, no amount would be payable for the Collateral Shares under the Selective Share Buy Back.

The Company notes that the last market sale price as of the date of this Notice is \$0.20 per Share.

- (a) Share Capital: the table below illustrates the Company's share capital upon completion of the Selective Share Buy Back.

Number	
Shares prior to the buy-back	38,148,324
Shares after the buy-back	37,946,667

Note: the interests of the Company's Shareholders (other than Acuity Capital) will increase through conduct of the buy-back.

- (b) Financial: no consideration is payable to buy-back the shares and therefore the Selective Share Buy Back will not have any financial effect on the Company.
- (c) Control: no shareholder will increase their holdings in the Company to more than 20% as a result of the Selective Share Buy Back, the Board is of the view that there is no material effects on control of the Company resulting from the Selective Share Buy Back.

#### **5.6 Possible advantages and disadvantages of the proposed buy-back**

- (a) Possible advantages are that the:
  - (i) the Selective Share Buy Back will cancel the remaining shares issued for the purpose detailed above where that purpose is no longer being pursued; and
  - (ii) the percentage ownership in the Company of all Shareholders (other than Acuity Capital) will increase following completion of the Selective Share Buy Back.
- (b) The Board is of the view that there are no disadvantages of the Selective Share Buy Back as the purpose for which the shares were issued as detailed above is no longer applicable and the Selective Share Buy Back will eliminate the shares for no consideration.

#### **5.7 Other material information**

The Board is not aware of any other material information that has not been disclosed to Shareholders.

#### **5.8 Board recommendation**

The Board recommends that Shareholders vote in favour of Resolution 4.

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### **6. RESOLUTION 5 – APPROVAL OF 10% PLACEMENT FACILITY**

#### **6.1 General**

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the Annual General Meeting ("10% Placement Facility"). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

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

The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility. The Company obtained shareholder approval for the 10% placement facility at its 2020 Annual General Meeting on 30 November 2020 however this approval expired due to shareholders approving a change of nature and scale of activities transaction under Listing Rule 11.1.2 on 14 April 2021.

If shareholders do not approve Resolution 5 then the Company will not be able to issue Equity Securities under the 10% Placement Facility for which approval is sought at the Meeting.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (see below).

The Company continues actively seeking to enhance the value of its assets and new investments. Should the Company utilise the 10% Placement Facility, it intends to use the funds to either accelerate the work on its current projects, acquire new assets, commence new initiatives and to meet additional working capital requirements.

## 6.2 Description of Listing Rule 7.1A

### *Shareholder approval*

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an Annual General Meeting. This means it requires approval of 75% of the votes cast by shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

#### (a) *Equity Securities*

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has one class of quoted securities on issue, being Fully Paid Ordinary Shares.

#### (b) *Formula for calculating 10% Placement Facility*

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an Annual General Meeting may issue or agree to issue, during the 12 month period after the date of the Annual General Meeting, a number of Equity Securities calculated in accordance with the following formula:

### **(A x D)–E**

**A** is the number of shares on issue at the commencement of the “relevant period” (which, for the Company, is the 12-month period immediately preceding the date of the issue or agreement):

(A) plus the number of fully paid shares issued in the relevant period under an exception in Listing Rule 7.2, other than exception 9, 16 or 17;

(B) plus the number of fully paid shares issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9 where:

- (i) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
- (ii) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under rule 7.1 or rule 7.4;

- (C) plus the number of fully paid shares issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:
- (i) the agreement was entered into before the commencement of the relevant period; or
  - (ii) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under rule 7.1 or rule 7.4;
- (D) plus the number of any other fully paid shares issued in the relevant period with approval of holders of shares under Listing Rules 7.1 or 7.4;
- (E) plus the number of partly paid shares that became fully paid in the relevant period;
- (F) less the number of fully paid shares cancelled in the relevant period.
- Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

**D** is 10%

**E** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

(c) *Listing Rule 7.1 and Listing Rule 7.1A*

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

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

(d) *Nature and Consideration for issue and Minimum Issue Price*

The Equity Securities issued under Listing Rule 7.1A must be issued for a cash consideration per security which must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 trading days on which trades in that class were recorded immediately before:

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

(e) *10% Placement Period*

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the Annual General Meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained;
- (ii) the time and date of the Company's next annual general meeting after the Annual General meeting at which the approval is obtained;
- (iii) the time and date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

**(10% Placement Period).**

### **6.3 Specific information required by Listing Rule 7.3A**

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The period for which the Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A commences on the date of the Annual General Meeting at which the approval is obtained, being 16 November 2021, and expires on the first to occur of the following:
- (i) the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained, being 16 November 2022 if shareholders approve Resolution 5;
  - (ii) the time and date of the Company's next annual general meeting after the Annual General meeting at which the approval is obtained;
  - (iii) the time and date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).
- (b) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities in the same class calculated over the 15 trading days on which trades in that class were recorded immediately before:
- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the relevant Equity Securities; or
  - (ii) if the Equity Securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (c) The purposes for which the funds raised by an issue of Equity Securities under rule 7.1A.2 (for cash consideration only) may be used by the Company include:
- (i) consideration for the acquisition(s) of the new assets and investments, including the expenses associated with such acquisition(s) (provided the Equity Securities are issued for cash); and
  - (ii) continued expenditure on the Company's current projects and/or general working capital.
- (d) If this resolution is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. Shareholders may also be exposed to economic risk and voting dilution, including the following:
- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and
  - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date.

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The below table shows the dilution of existing Shareholders on the basis of the market price of Shares as at 12 October 2021 (Current Share Price) and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

- two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Issue Price		
		\$0.10 50% decrease in Current Share Price	\$0.20 Current Share Price	\$0.40 100% increase in Current Share Price
<b>Current Variable A</b> 38,148,324 Shares	<b>10% Voting Dilution</b>	3,814,832 Shares		
	<b>Funds raised</b>	\$381,483	\$762,966	\$1,525,933
<b>50% increase in current Variable A</b> 57,222,486 Shares	<b>10% Voting Dilution</b>	5,722,249 Shares		
	<b>Funds raised</b>	\$572,225	\$1,144,450	\$2,288,899
<b>100% increase in current Variable A</b> 76,296,648 Shares	<b>10% Voting Dilution</b>	7,629,665 Shares		
	<b>Funds raised</b>	\$762,966	\$1,525,933	\$3,051,866

The table has been prepared on the following assumptions:

- The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- No Options are exercised into Shares or other convertible securities are converted to Shares before the date of the issue of the Equity Securities.
- 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%.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Annual General Meeting.
- The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
- The Current Share Price is \$0.20 (twenty cents), being the closing price of the Shares on ASX on 12 October 2021.

- (e) The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) upon issue of any Equity Securities.

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- the effect of the issue of the Equity Securities on the control of the Company;
- the financial situation and solvency of the Company; and
- advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new businesses, assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new businesses, assets or investments (provided that the Equity Securities are issued for cash consideration).

- (f) The Company has not previously issued any equity securities under Listing Rule 7.1A.2.
- (g) The Company is not currently considering an issue utilising the 10% Placement Facility if approved by Shareholders.

At the date of that Notice, the Company has not approached any particular existing shareholder or security holder or an identifiable class of existing security holder to participate in the issue of any Equity Securities. Accordingly, no existing shareholder's votes will therefore be excluded and there is no voting exclusion for Resolution 5 in the Notice.

#### **6.4 Board recommendation**

The Board recommends that Shareholders vote in favour of Resolution 5.

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## GLOSSARY

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**\$** means Australian dollars.

**AEDT** means Australian Eastern Daylight Time being the time in Sydney, New South Wales.

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

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

**ASX Listing Rules** means the Listing Rules of ASX.

**Board** means the current board of directors of the Company.

**Chair** means the chair of the Meeting.

**Closely Related Party** of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

**Company** means Ookami Limited (ACN 009 081 770).

**Constitution** means the Company's constitution.

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

**Directors** means the current directors of the Company.

**Directors' Report** means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

**Equity Security** has the same meaning as in the Listing Rules.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**Financial Report** means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

**Key Management Personnel** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

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

**Proxy Form** means the proxy form accompanying the Notice.

**Remuneration Report** means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2021.

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

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

**Shareholder** means a registered holder of a Share.

In this Notice and the Explanatory Statement words importing the singular include the plural and vice versa.



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 **2.00pm (AEDT) on Sunday, 14 November 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:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

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

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

#### PHONE:

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

**AGM PARTICIPATION**

**PARTICIPATION AT THE AGM:**  
 Due to the ongoing COVID-19 pandemic, the Meeting will be held via an audio conferencing facility and Shareholders will not be able to attend the Meeting in person. If you are a Shareholder who wishes to attend and participate in the virtual meeting please send your request to cosec@ookami.com.au.

Shareholders are strongly encouraged to lodge their completed proxy forms online in accordance with the instructions in this Notice of Annual General Meeting.

**STEP 1: Appoint Your Proxy**

**COMPLETE AND RETURN THIS FORM AS INSTRUCTED ONLY IF YOU DO NOT VOTE ONLINE**

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Ookami Limited, to be held at **2.00pm (AEDT) on Tuesday, 16 November 2021** hereby:

**Appoint the Chairman of the Meeting (Chair)** OR if you are not appointing the Chairman of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

[Grid for name entry]

**The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.**  
 Unless indicated otherwise by ticking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

**AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS**  
 Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

**STEP 2: Your Voting Direction**

Resolutions	For	Against	Abstain
1. Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Election of Director – Mr John Ciganek	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-election of Director – Mr Emmanuel Correia	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. <b>Special Resolution</b> Selective Share Buy-Back	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. <b>Special Resolution</b> Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.*

**STEP 3: Sign Here + Contact Details**

**SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED**

Individual or Securityholder 1      Securityholder 2      Securityholder 3

[Signature boxes]

Sole Director and Sole Company Secretary      Director      Director / Company Secretary

Contact Name:  
 [Grid for name entry]

Email Address:  
 [Grid for email entry]

Contact Daytime Telephone: [Grid for phone number]

Date (DD/MM/YY): [Grid for date]

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).

