



18 October 2022

## MINDAX LIMITED – ANNUAL GENERAL MEETING

Dear Shareholder

I am pleased to invite you to attend the annual general meeting of Mindax Limited (**Mindax** or the **Company**), which will be held at 12:00pm (AWST) on Wednesday, 16 November 2022 (**Meeting**).

In accordance with the *Corporations Amendment (Meetings and Documents) Act 2022* (Cth), the Notice of Meeting and accompanying Explanatory Statement are being made available to you electronically. The Mindax Notice of Meeting is available for you to download on the Company's website at <http://mindax.com.au/investor-relations/asx-announcements> or from the ASX announcements website (www.asx.com.au) using the ASX code: MDX. The Annual Report is also available at <http://mindax.com.au/investor-relations/annual-reports>.

The Meeting will be held as a hybrid meeting, so you will be able to participate in person or online, where you will be able to watch the Meeting, ask questions and cast direct votes at the appropriate time whilst the Meeting is in progress. More information about online registration and voting in the Meeting is available in the Online Meeting Guide at <http://mindax.com.au/investor-relations/asx-announcements>.

Your participation in the Meeting is important to us. If you are unable to attend the Meeting at the scheduled time, you can participate in the Meeting by lodging a proxy vote. As all resolutions at the Meeting will be conducted by poll, your lodged proxy vote will be included in the vote on each resolution.

### Attending the online Meeting

If you are attending the online meeting we recommend logging onto our online platform at least 15 minutes prior to the scheduled start time for the Meeting using the instructions below:

- Open your internet browser on your smartphone, tablet or PC and go to <https://www.advancedshare.com.au/Dashboard/Virtual-Meeting-Centre-Login>
- Login with your Meeting ID and Shareholder ID found on your personalised proxy form.

Shareholders can ask questions verbally or in writing from the online platform by clicking the "Ask a Question" button.

### Voting by Proxy

Shareholders can either lodge the proxy appointment online at <https://www.advancedshare.com.au/Investor-Login> or sign and return the proxy form to the Company's share registry, Advanced Share Registry, no later than **Monday, 14 November 2022 at 12:00pm**

In order to be able to receive electronic communications from the Company in the future, please update your shareholder details online at <https://www.advancedshare.com.au/Investor-Login> and log in with your unique shareholder identification number and postcode (or country for overseas residents).

If you have any queries, please contact the Company Secretary on +61 (0)8 9389 2111.

For and on behalf of the Board.

Benjamin Chow AO  
Chair

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**MINDAX LIMITED**

**ACN 106 866 442**

**NOTICE OF ANNUAL GENERAL MEETING**

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**TIME:** 12:00 pm (AWST)

**DATE:** 16 November 2022

**PLACE:** Quest Kings Park  
54 Kings Park Road  
West Perth WA 6005

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

*Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9389 2111.*

## IMPORTANT INFORMATION

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### Time and place of Meeting

Notice is given that the Meeting will be held at 12:00 pm on 16 November 2022 at:

Quest Kings Park  
54 Kings Park Road  
West Perth WA 6005

The Meeting will be held as a Hybrid Meeting, where Shareholders can physically attend the Meeting or participate in a live audio webcast of the meeting online. Shareholders who attend via the webcast will be able to participate in the Meeting, ask questions and cast direct votes at the appropriate times whilst the Meeting is in progress.

Shareholders who wish to participate in the Meeting online must login to the Company's share registry website at [www.advancedshare.com.au/virtual-meeting](http://www.advancedshare.com.au/virtual-meeting) with their Meeting ID and Shareholder ID (found on the Proxy Form).

All Resolutions will be conducted by poll. More information on how to join the Meeting and vote on the Resolutions through the Advanced Share Registry meeting portal are set out in the Online Meeting Guide which can be found on the Company's website at <http://mindax.com.au/investor-relations/asx-announcements>. We recommend logging in to the online platform at least 15 minutes prior to the scheduled start time of the Meeting.

As a result of the uncertainty and potential health risks created by the corona virus (COVID-19) pandemic, it may become necessary or appropriate to make alternative arrangements for holding or conducting the Meeting (for example in the case of a lockdown, where the meeting format could be changed to being wholly-virtual) and if so required, the Company will make further information available through the ASX website at [asx.com.au](http://asx.com.au) (code: MDX) and on its website at [www.mindax.com.au](http://www.mindax.com.au).

### Your vote is important

The business of the Meeting affects your Shareholding, and your vote is important. Voting on each item of business will be conducted by poll. The Board encourages all Shareholders to either vote at the Meeting via the online platform or lodge a Proxy Form prior to the deadline. Information on how to lodge a proxy is set out on the Proxy Form.

### Voting eligibility

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 5:00 pm (AWST) on 14 November 2022.

### Voting in person

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

### Voting during the Meeting

If you attend the Meeting webcast, you will be able to vote directly during the Meeting. Voting on each item of business will be by poll.

Instruction on how to vote on the resolutions via the online platform are set out in the Online Meeting Guide on the Company's website at <http://mindax.com.au/investor-relations/asx-announcements>.

The Chair will open the poll shortly after the Meeting commences and you will be able to vote at any time during the Meeting and for 10 minutes afterwards. If you have lodged a proxy vote and then vote online again during the Meeting, your first proxy vote lodged will be cancelled.

It is recommended that you register to use the share registry website well in advance of the Meeting to save time on the day of the Meeting. Should you have any difficulties, you can contact the share registry by telephone on 1300 113 258 (within Australia) and +61 8 9389 8033 (overseas).

## **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 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean 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.

Further details on these changes are set out below.

### **Proxy vote if appointment specifies way to vote**

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (ie as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (ie as directed); and
- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (ie as directed).

### **Transfer of non-chair proxy to Chair in certain circumstances**

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
  - the proxy is not recorded as attending the meeting; or
  - the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

### Shareholder questions

Shareholders will be able to ask questions relevant to the business of the Meeting at the Meeting.

Instructions on how to submit questions via the online platform are set out in the Online Meeting Guide on the Company's website at <http://mindax.com.au/investor-relations/asx-announcements>.

Shareholders who are unable to attend the Meeting or wish to submit questions prior to the Meeting may submit written questions by emailing the Company Secretary at [dennis@dwcorporate.com](mailto:dennis@dwcorporate.com). Questions must be received by 5:00 pm (AWST), 14 November 2022.

The more frequently raised Shareholder issues will be addressed by the Chair during the course of the Meeting. While there will be an allotted time for questions, the Board will endeavour to respond to as many Shareholder questions as possible. However, there may still not be sufficient time available at the Meeting to address all the questions raised. Please note that individual responses will not be sent to Shareholders.

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## BUSINESS OF THE MEETING

### AGENDA

#### FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Financial Report, together with the Directors' Report and Auditor's Report for the financial year ended 30 June 2022.

#### 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 Report for the financial year ended 30 June 2022.”*

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

**Voting Prohibition:** A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (**the voter**) described above may cast a vote on this Resolution 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 this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
  - (i) does not specify the way the proxy is to vote on this Resolution; and
  - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

#### RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR QINGLONG ZENG

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

*“That, for the purpose of clause 13.2 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Qinglong Zeng, a Director, retires by rotation, and being eligible, is re-elected as a Director.”*

#### RESOLUTION 3 – RATIFICATION OF ISSUE OF SHARES

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

*“That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 4,761,905 Shares to non-related parties, for the purposes and on the terms set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue, or is a counterparty to the agreement being approved, and any of their Associates. However, the Company need not disregard a vote if it is cast:

- (a) by a person as proxy or attorney for a person who is entitled to vote (in accordance with the directions on the Proxy Form); or
- (b) by the Chair as proxy or attorney for a person who is entitled to vote (in accordance with a direction on the Proxy Form to vote 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 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 in accordance with the directions on the Proxy Form.

## RESOLUTION 4 – RATIFICATION OF ISSUE OF SHARES

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

*“That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 10,000,000 Shares to non-related parties, for the purposes and on the terms set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue, or is a counterparty to the agreement being approved, and any of their Associates. However, the Company need not disregard a vote if it is cast:

- (a) by a person as proxy or attorney for a person who is entitled to vote (in accordance with the directions on the Proxy Form); or
- (b) by the Chair as proxy or attorney for a person who is entitled to vote (in accordance with a direction on the Proxy Form to vote 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 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 in accordance with the directions on the Proxy Form.

## RESOLUTION 5 – RATIFICATION OF ISSUE OF SHARES

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

*“That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 11,000,000 Shares to non-related parties, for the purposes and on the terms set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue, or is a counterparty to the agreement being approved, and any of their Associates. However, the Company need not disregard a vote if it is cast:

- (a) by a person as proxy or attorney for a person who is entitled to vote (in accordance with the directions on the Proxy Form); or
- (b) by the Chair as proxy or attorney for a person who is entitled to vote (in accordance with a direction on the Proxy Form to vote 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 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 in accordance with the directions on the Proxy Form.

## RESOLUTION 6 – RATIFICATION OF ISSUE OF SHARES

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

*“That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 1,250,000 Shares to non-related parties, for the purposes and on the terms set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue, or is a counterparty to the agreement being approved, and any of their Associates. However, the Company need not disregard a vote if it is cast:

- (a) by a person as proxy or attorney for a person who is entitled to vote (in accordance with the directions on the Proxy Form); or
- (b) by the Chair as proxy or attorney for a person who is entitled to vote (in accordance with a direction on the Proxy Form to vote 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 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 in accordance with the directions on the Proxy Form.

## RESOLUTION 7 – RATIFICATION OF ISSUE OF SHARES

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

*“That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 25,000,000 Shares to non-related parties, for the purposes and on the terms set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue, or is a counterparty to the agreement being approved, and any of their Associates. However, the Company need not disregard a vote if it is cast:

- (a) by a person as proxy or attorney for a person who is entitled to vote (in accordance with the directions on the Proxy Form); or
- (b) by the Chair as proxy or attorney for a person who is entitled to vote (in accordance with a direction on the Proxy Form to vote 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 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 in accordance with the directions on the Proxy Form.

## RESOLUTION 8 – RATIFICATION OF ISSUE OF SHARES

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

*“That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 1,250,000 Shares to non-related parties, for the purposes and on the terms set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue, or is a counterparty to the agreement being approved, and any of their Associates. However, the Company need not disregard a vote if it is cast:

- (a) by a person as proxy or attorney for a person who is entitled to vote (in accordance with the directions on the Proxy Form); or
- (b) by the Chair as proxy or attorney for a person who is entitled to vote (in accordance with a direction on the Proxy Form to vote 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 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 in accordance with the directions on the Proxy Form.

**Dated:** 5 October 2022

**By order of the Board**



**DENNIS WILKINS**  
**COMPANY SECRETARY**



## **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 to pass the Resolutions.

### **Forward looking statements**

Certain statements in this Explanatory Statement relate to the future. These statements reflect views only as of the date of this Explanatory Statement. While the Company believes that the expectations reflected in the forward-looking statements are reasonable, neither the Company nor any other person gives any representation, assurance or guarantee that the occurrence of an event expressed or implied in any forward looking statements in this Explanatory Statement will actually occur.

### **Disclaimers**

No person is authorised to give any information or make any representation in connection with the Resolutions that is not contained in this Explanatory Statement. Any information or representation not contained in this Explanatory Statement may not be relied on as having been authorised by the Company or the Board in connection with the Resolutions.

### **Responsibility for information**

The information contained in this Explanatory Statement has been prepared by the Company and is the responsibility of the Company.

## **FINANCIAL STATEMENTS AND REPORTS**

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2022.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered a reasonable opportunity to:

- (a) discuss the Annual Report, which is available online from the Company's website [www.mindax.com.au](http://www.mindax.com.au);
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report, accounting policies adopted by the Company in relation to the preparation of the financial statements, and the independence of the auditor in relation to the conduct of the audit.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- (a) the content of the Auditor's Report; or
- (b) the conduct of the audit,

may be submitted no later than 5 business days before the Meeting to the Company Secretary (phone +61 8 9389 2111 or email [dennis@dwcorporate.com](mailto:dennis@dwcorporate.com)).

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

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### **1.1 General**

In accordance with subsection 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' report contains the Remuneration Report, which sets out the remuneration policy for the Company and the remuneration arrangements in place for the Key Management Personnel. Copies of the Annual Report are available by contacting the Company's share registry or visiting the Company's website [www.mindax.com.au](http://www.mindax.com.au).

In accordance with subsection 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report. However, Shareholders will have the opportunity to remove the whole Board, except the managing director, if any, if the Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive AGMs.

Where a resolution on the Remuneration Report receives a Strike at two consecutive AGMs, the Company will be required to put to Shareholders at the second AGM a resolution (**Spill Resolution**) on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director, if any) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's Remuneration Report did not receive a Strike at the 2021 AGM. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2023 AGM, this may result in the re-election of the Board.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on, the Remuneration Report.

### **1.2 Directors' recommendation**

Based on the information available, including the information contained in this Explanatory Statement and the Remuneration Report, all of the Directors consider that Resolution 1 is in the best interests of the Company and recommend that Shareholders vote in favour of Resolution 1.

The Chair intends to exercise all available proxies in favour of Resolution 1.

## **2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR QINGLONG ZENG**

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### **2.1 General**

Mr Qinglong Zeng was appointed as a non-executive Director on 19 June 2019. The Board considers Mr Zeng to be an independent Director.

In accordance with ASX Listing Rule 14.4, no director of the Company may hold office (without re-election) past the third AGM following the director's appointment or 3 years, whichever period is longer. The Company's Constitution also requires that one third of the Directors (other than the managing director, if any) retire from office at each AGM (rounded up).

These requirements for a Director to retire do not apply to a managing director, if any. The Company currently has three Directors and accordingly one must retire.

Mr Qinglong Zeng will retire by rotation at this Meeting and, being eligible, offers himself for re-election. Resolution 2 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

Information on the skills and experience of Mr Qinglong Zeng is set out in the Annual Report of the Company for the financial year ended 30 June 2022.

### **2.2 Directors' recommendation**

Based on the information available, including the information contained in this Explanatory Statement, all of the Directors consider that Resolution 2 is in the best interests of the

Company, as Mr Zeng has a wealth of experience and expertise which is valuable to the Company. All the Directors, except Mr Zeng, recommend that Shareholders vote in favour of Resolution 2.

The Chair intends to exercise all available proxies in favour of Resolution 2.

### **3. RESOLUTIONS 3 TO 8 - RATIFICATION OF ISSUE OF SHARES**

#### **3.1 General**

The Company issued the following Shares in accordance with Listing Rule 7.1:

<i>Issue Date</i>	<i>Number of Shares</i>	<i>Issue Price</i>
04 March 2022	4,761,905	\$0.042
24 May 2022	10,000,000	\$0.050
30 June 2022	11,000,000	\$0.050
19 July 2022	1,250,000	\$0.050
12 August 2022	25,000,000	\$0.050
12 August 2022	1,250,000	\$0.050

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 issues of the Shares do not fit within any of these exceptions and, as they have not yet been approved by Shareholders, they effectively use 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 Rules 7.1 for the 12-month periods following the respective Shares issue dates.

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 into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolutions 3 to 8 seek Shareholder approval to the issue of the Shares under and for the purposes of Listing Rule 7.1.

If Resolutions 3 to 8 are passed, the Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12-month periods following the respective Shares issue dates.

If Resolutions 3 to 8 are not passed, the Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12-month periods following the respective Shares issue dates.

Resolutions 3 to 8 are ordinary resolutions, requiring to be passed by a simple majority of votes cast by the Shareholders entitled to vote on each resolution.

### **3.2 Resolution 3 - Information required by Listing Rule 7.5**

In accordance with the requirements of Listing Rule 7.5, the following information is provided for the purposes of Resolution 3.

- (a) The Shares were allotted and issued to Huichan Lai who is not a related party of the Company.
- (b) 4,761,905 Shares were allotted and issued by the Company pursuant to Listing Rule 7.1, being fully paid ordinary shares which rank equally with all others Shares on issue.
- (c) The Company issued 4,761,905 Shares on 4 March 2022.
- (d) The Shares were issued at an issue price of \$0.042 per Share.
- (e) The purpose of the issue was to raise funds for corporate expenses and to fund exploration activities on the Meekatharra Project. A total of \$200,000 was raised from the issue of Shares (before costs).
- (f) A voting exclusion statement is included in the Notice.

### **3.3 Resolution 4 - Information required by Listing Rule 7.5**

In accordance with the requirements of Listing Rule 7.5, the following information is provided for the purposes of Resolution 4.

- (a) The Shares were allotted and issued to Meilian Zeng who is not a related party of the Company.
- (b) 10,000,000 Shares were allotted and issued by the Company pursuant to Listing Rule 7.1, being fully paid ordinary shares which rank equally with all others Shares on issue.
- (c) The Company issued 10,000,000 Shares on 24 May 2022.
- (d) The Shares were issued at an issue price of \$0.05 per Share.
- (e) The purpose of the issue was to raise funds for corporate expenses and to fund exploration activities on the Meekatharra Project. A total of \$500,000 was raised from the issue of Shares (before costs).
- (f) A voting exclusion statement is included in the Notice.

### **3.4 Resolution 5 - Information required by Listing Rule 7.5**

In accordance with the requirements of Listing Rule 7.5, the following information is provided for the purposes of Resolution 5.

- (a) The Shares were allotted and issued to Meilian Zeng who is not a related party of the Company.
- (b) 11,000,000 Shares were allotted and issued by the Company pursuant to Listing Rule 7.1, being fully paid ordinary shares which rank equally with all others Shares on issue.
- (c) The Company issued 11,000,000 Shares on 30 June 2022.
- (d) The Shares were issued at an issue price of \$0.05 per Share.
- (e) The purpose of the issue was to raise funds for corporate expenses and to fund exploration activities on the Meekatharra Project. A total of \$550,000 was raised from the issue of Shares (before costs).
- (f) A voting exclusion statement is included in the Notice.

### **3.5 Resolution 6 - Information required by Listing Rule 7.5**

In accordance with the requirements of Listing Rule 7.5, the following information is provided for the purposes of Resolution 6.

- (a) The Shares were allotted and issued to Zelong Zeng who is not a related party of the Company.

- (b) 1,250,000 Shares were allotted and issued by the Company pursuant to Listing Rule 7.1, being fully paid ordinary shares which rank equally with all others Shares on issue.
- (c) The Company issued 1,250,000 Shares on 19 July 2022.
- (d) The Shares were issued at a deemed issue price of \$0.05 per Share.
- (e) The purpose of the issue was in satisfaction of a fee for consulting services. As such, no funds were raised from the issue.
- (f) A voting exclusion statement is included in the Notice.

### **3.6 Resolution 7 - Information required by Listing Rule 7.5**

In accordance with the requirements of Listing Rule 7.5, the following information is provided for the purposes of Resolution 7.

- (a) The Shares were allotted and issued to Meilian Zeng who is not a related party of the Company.
- (b) 25,000,000 Shares were allotted and issued by the Company pursuant to Listing Rule 7.1, being fully paid ordinary shares which rank equally with all others Shares on issue.
- (c) The Company issued 25,000,000 Shares on 12 August 2022.
- (d) The Shares were issued at an issue price of \$0.05 per Share.
- (e) The purpose of the issue was to raise funds for corporate expenses and to fund exploration activities on the Meekatharra Project. A total of \$1,250,000 was raised from the issue of Shares (before costs).
- (f) A voting exclusion statement is included in the Notice.

### **3.7 Resolution 8 - Information required by Listing Rule 7.5**

In accordance with the requirements of Listing Rule 7.5, the following information is provided for the purposes of Resolution 8.

- (a) The Shares were allotted and issued to Zelong Zeng who is not a related party of the Company.
- (b) 1,250,000 Shares were allotted and issued by the Company pursuant to Listing Rule 7.1, being fully paid ordinary shares which rank equally with all others Shares on issue.
- (c) The Company issued 1,250,000 Shares on 12 August 2022.
- (d) The Shares were issued at a deemed issue price of \$0.05 per Share.
- (e) The purpose of the issue was in satisfaction of a fee for consulting services. As such, no funds were raised from the issue.
- (f) A voting exclusion statement is included in the Notice.

### **3.8 Directors' recommendation**

All the Directors consider that Resolutions 3 to 8 are in the best interests of the Company and recommend that Shareholders vote in favour of Resolutions 3 to 8. The Directors have formed this view as the passing of these Resolutions will provide greater flexibility when considering future capital raising opportunities.

Each Director has indicated that he intends to vote the Shares he owns or controls in favour of Resolutions 3 to 8. The Chair intends to vote all undirected proxies in favour of the Resolutions.

## GLOSSARY

**\$** means Australian dollars.

**AGM** means annual general meeting.

**Annual Report** means the Directors' Report, the Financial Report and Auditor's Report, in respect of the financial year ended 30 June 2022.

**ASIC** means the Australian Securities & Investments Commission.

**Associate** has the meaning set out in sections 11 to 17 of the Corporations Act.

**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.

**Auditor's Report** means the auditor's report on the Financial Report.

**AWST** means Australian Western Standard Time as observed in Perth, Western Australia.

**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** or **Mindax** means Mindax Limited (ACN 106 866 442).

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

**Convertible Security** means a security of the Company which is convertible into Shares.

**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.

**Equity Securities** 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 for the Company.

**Hybrid Meeting** means a meeting of members held both at a physical location, and also using Virtual Meeting Technology.

**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, directly or indirectly, including any director (whether executive or otherwise) of the Company.

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

**Meeting** has the meaning in the introductory paragraph of the Notice.

**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 Directors' report section of the Company's Annual Report for the year ended 30 June 2022.

**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.

**Spill Resolution** has the meaning set out in Section 1.1 of the Explanatory Statement.

**Strike** has the meaning set out in Section 1.1 of the Explanatory Statement.

**Trading Day** means a day determined by ASX to be a trading day in accordance with the Listing Rules.

**Virtual Meeting** means a meeting of members conducted only using Virtual Meeting Technology.

**Virtual Meeting Technology** means any technology that allows a person to participate in a meeting without being physically present at the meeting.

**Voting Power** has the meaning given by section 610 of the Corporations Act.

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LODGE YOUR PROXY APPOINTMENT ONLINE



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



MOBILE DEVICE PROXY APPOINTMENT

Lodge your proxy by scanning the QR code below, and enter your registered postcode.

It is a fast, convenient and a secure way to lodge your vote.

**Important Note:** The Company has determined that Shareholders will be able to attend and participate in the meeting through an online platform provided by Advanced Share Registry.

ANNUAL GENERAL MEETING PROXY FORM

I/We being shareholder(s) of Mindax Limited and entitled to attend and vote hereby:

APPOINT A PROXY

The Chair of the Meeting

OR



**PLEASE NOTE:** If you leave the section blank, the Chair of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) are named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the Annual General Meeting of the Company to be held at **Quest Kings Park, 54 Kings Park Road, West Perth WA and virtually on 16 November 2022 at 12.00 pm (AWST)** and at any adjournment or postponement of that Meeting.

**Chair's voting intentions in relation to undirected proxies:** The Chair intends to vote all undirected proxies in favour of all Resolutions. In exceptional circumstances, the Chair may change his/her voting intentions on any Resolution. In the event this occurs, an ASX announcement will be made immediately disclosing the reasons for the change.

**Chair authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chair of the Meeting as my/our proxy (or 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 this resolution is connected directly or indirectly with the remuneration of a member(s) of key management personnel, which includes the Chair.

VOTING DIRECTIONS

Resolutions	For	Against	Abstain*
1 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-Election of Director – Mr Qinglong Zeng	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Ratification of issue of 4,761,905 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification of issue of 10,000,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Ratification of issue of 11,000,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Ratification of issue of 1,250,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Ratification of issue of 25,000,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Ratification of issue of 1,250,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, all the shareholders should sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

Email Address



Please tick here to agree to receive communications sent by the Company via email. This may include meeting notifications, dividend remittance, and selected announcements.

For persons only STEP 1 STEP 2 STEP 3

## MINDAX LIMITED - ANNUAL GENERAL MEETING

The Company has determined that Shareholders will be able to attend and participate in the Meeting through an online platform provided by Advanced Share Registry. To facilitate such participation, voting on each Resolution will occur by a poll rather than a show of hands.

A live webcast and electronic voting via [www.advancedshare.com.au/virtual-meeting](http://www.advancedshare.com.au/virtual-meeting) will be offered to allow Shareholders to attend the Meeting and vote online.

Please refer to the Meeting ID and Shareholder ID on the proxy form to login to the website.

Shareholders may submit questions ahead of the Meeting via the portal.

### HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

#### CHANGE OF ADDRESS

This form shows your address as it appears on Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

#### APPOINTMENT OF A PROXY

If you wish to appoint the Chair as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair, please write that person's name in the box in Step 1. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

#### DEFAULT TO THE CHAIR OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chair of the Meeting.

#### VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each resolution 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 resolution 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 a given resolution, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on a resolution, your vote on that resolution will be invalid.

#### PROXY VOTING BY KEY MANAGEMENT PERSONNEL

If you wish to appoint a Director (other than the Chair) or other member of the Company's key management personnel, or their closely related parties, as your proxy, you must specify how they should vote on Resolution 1, by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for Resolution 1.

**PLEASE NOTE:** If you appoint the Chair as your proxy (or if they are appointed by default) but do not direct them how to vote on a resolution (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that resolution), the Chair may vote as they see fit on that resolution.

#### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

#### COMPLIANCE WITH LISTING RULE 14.11

In accordance with Listing Rule 14.11, if you hold shares on behalf of another person(s) or entity/entities or you are a trustee, nominee, custodian or other fiduciary holder of the shares, you are required to ensure that the person(s) or entity/entities for which you hold the shares are not excluded from voting on resolutions where there is a voting exclusion. Listing Rule 14.11 requires you to receive written confirmation from the person or entity providing the voting instruction to you and you must vote in accordance with the instruction provided.

By lodging your proxy votes, you confirm to the company that you are in compliance with Listing Rule 14.11.

#### CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

#### SIGNING INSTRUCTIONS ON THE PROXY FORM

##### Individual:

Where the holding is in one name, the security holder must sign.

##### Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

##### Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or a certified photocopy of the Power of Attorney to this form when you return it.

##### Companies:

Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

#### LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 12:00 pm (AWST) on 14 November 2022, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled Meeting.



##### ONLINE PROXY APPOINTMENT

[www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login)



##### BY MAIL

Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009; or  
PO Box 1156, Nedlands WA 6909



##### BY FAX

+61 8 6370 4203



##### BY EMAIL

[admin@advancedshare.com.au](mailto:admin@advancedshare.com.au)



##### IN PERSON

Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009



##### ALL ENQUIRIES TO

Telephone: +61 8 9389 8033

# M MINDAX LIMITED

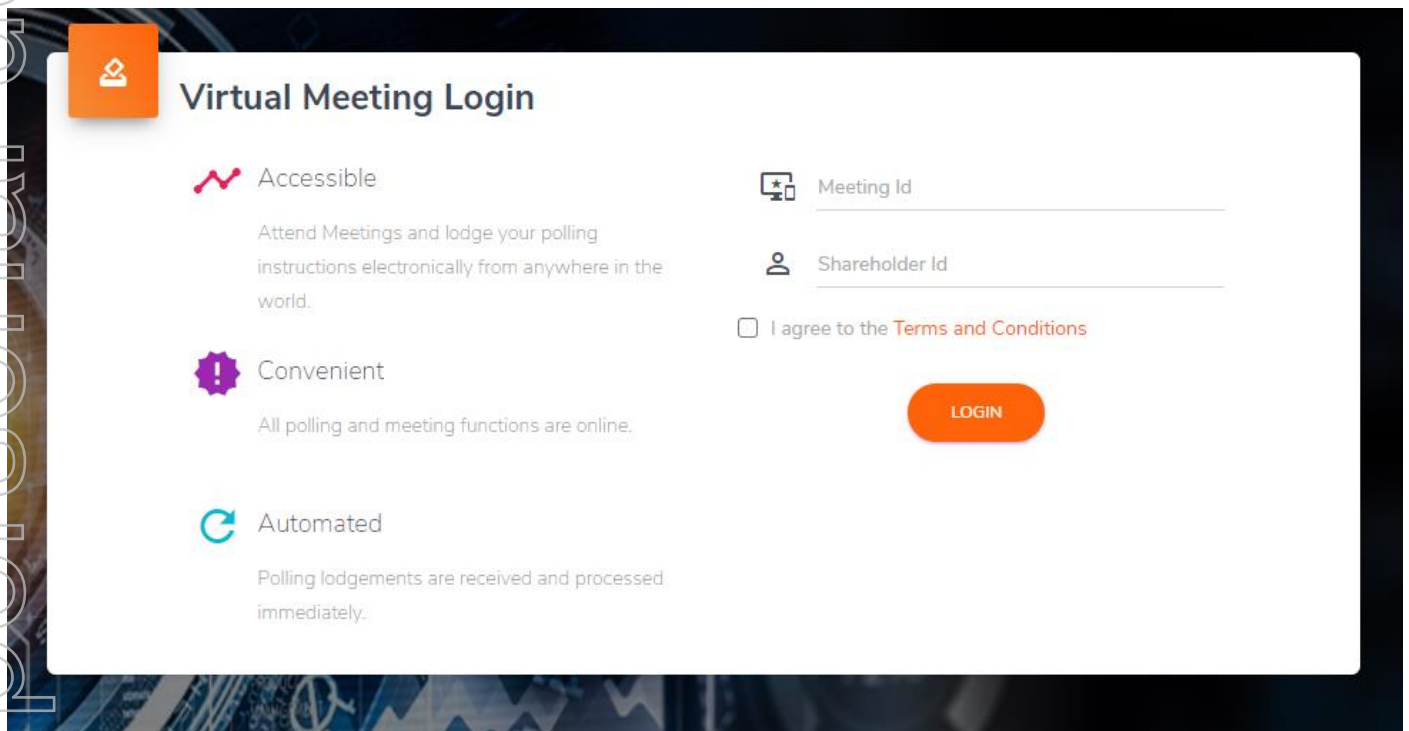
## Mindax Limited ONLINE MEETING GUIDE

By participating in the Meeting online, you will be able to view a live audio webcast of the Meeting, ask questions, and submit your vote in real time.

To access the Meeting, login to the Company's share registry website at [www.advancedshare.com.au/virtual-meeting](https://www.advancedshare.com.au/virtual-meeting) with your Meeting ID and Shareholder ID (found on your personalised proxy form, *available to shareholders only*).

- Open your internet browser on your smartphone, tablet or PC and go to <https://www.advancedshare.com.au/Dashboard/Virtual-Meeting-Centre-Login>
- Login with your Meeting ID and Shareholder ID and click "Login"

Once you access the website, the sign in page appears as follows:



**Virtual Meeting Login**

**Accessible**  
Attend Meetings and lodge your polling instructions electronically from anywhere in the world.

**Convenient**  
All polling and meeting functions are online.

**Automated**  
Polling lodgements are received and processed immediately.

Meeting Id

Shareholder Id

I agree to the [Terms and Conditions](#)

**LOGIN**

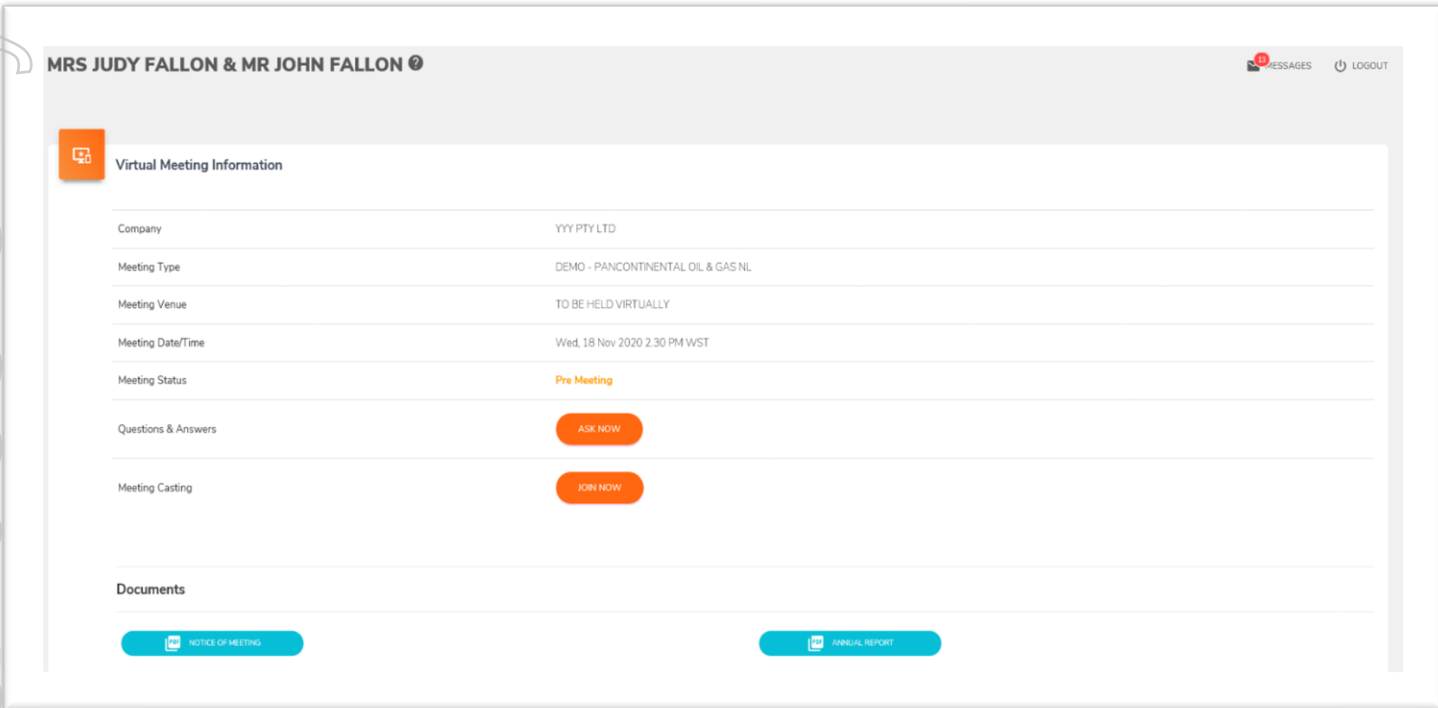
Shareholders who do not have a Meeting ID and Shareholder ID or have not received their personalised proxy form should contact Advanced Share Registry on the following numbers as soon as possible and well in advance of the Meeting to avoid any delays on the day of the Meeting:

- 1300 113 258 (within Australia); or
- +61 8 9389 8033 (overseas).

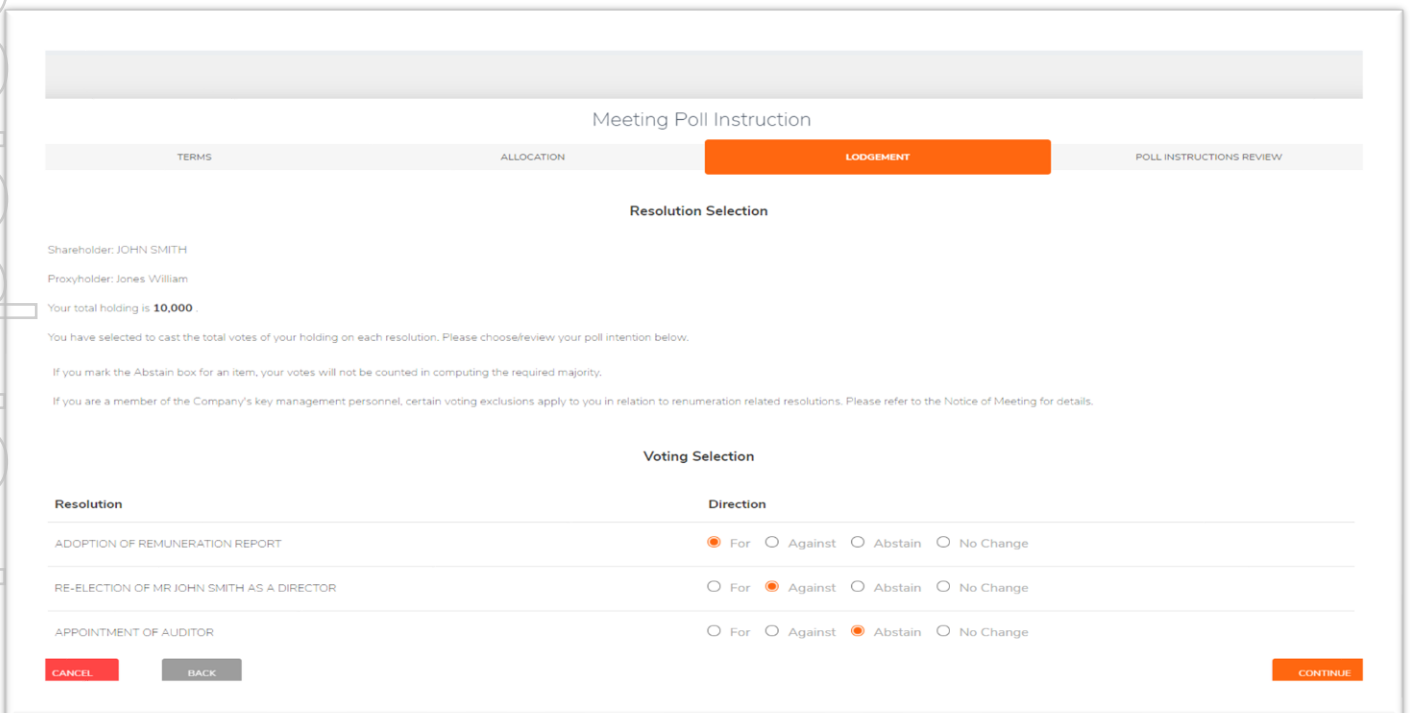
For visitors or public who do not hold any Mindax shares by the register cut off time, please view the meeting at:

<https://www.advancedshare.com.au/Dashboard/Meeting-Casting-Control?meetingid=MDX0014>

After the Meeting ID and the unique Shareholder ID are entered, you will enter the Virtual Meeting Portal. You can now directly lodge questions, join the meeting, and enter poll instructions. Shareholders will also gain access to the Notice of Meeting.

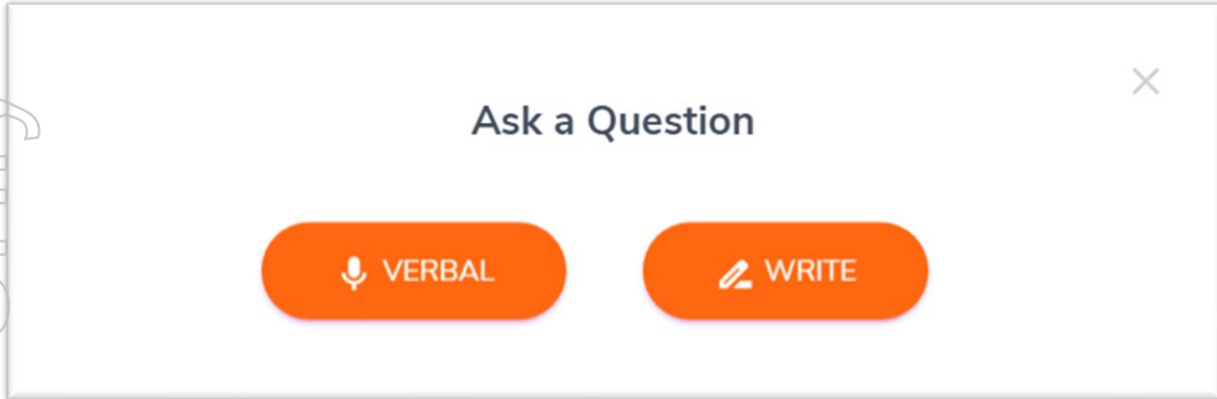


The Chair will open the poll shortly after the Meeting commences and you will be able to vote at any time during the Meeting and for 10 minutes afterwards. Once the Chair has declared the poll open for voting, click on “Polling TAB” to be taken to the voting screen.



Select your voting direction and click “confirm” to submit your vote.

You can lodge a question verbally or in writing and it will be instantly visible to the Company.



It is recommended that you register to use the share registry website well in advance of the Meeting to save time on the day of the Meeting. Should you have any difficulties, you can contact the share registry by telephone on 1300 113 258 (within Australia) and +61 8 9389 8033 (overseas).

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## Frequently Asked Questions

### **1. What do I need to do before the day of the Meeting?**

If you wish to participate in the Meeting, please read the Online Meeting Guide (**Guide**) in advance.

Prior to the Meeting, please check that you have a desktop or mobile/tablet device with internet access and your Shareholder ID and Meeting ID.

If you do not have a Meeting ID and Shareholder ID or have not received your personalised proxy form, please contact Advanced Share Registry by telephone as soon as possible and well in advance of the Meeting to avoid any delays on the day of the Meeting:

- 1300 113 258 (within Australia); or
- +61 8 9389 8033 (overseas).

### **2. How do I register for the Meeting?**

You must log into the online portal at [www.advancedshare.com.au/virtual-meeting](http://www.advancedshare.com.au/virtual-meeting) with your Meeting ID and Shareholder ID (found on your personalised proxy form). For further details please refer to the Guide.

### **3. I can't log into the online portal. What do I do?**

Please call the Company's share registry, Advanced Share Registry, by telephone on the following numbers:

- 1300 113 258 (within Australia); or
- +61 8 9389 8033 (overseas)

For general enquiries and enquiries on the notice of meeting, please call the Company Secretary on +61 8 9389 2111.

### **4. What if I am disconnected from the online portal during the Meeting?**

You can log back into the online portal using the steps outlined in the Guide.

Alternatively, please call the enquiry telephone numbers set out above.

### **5. I don't have a (reliable) internet connection – what are my options?**

You will need to have a reliable internet connection to participate in the Meeting via the online portal.

If you do not have an internet connection, or are concerned about its reliability, we encourage you to submit your proxy form, as well as any questions you would like to ask, prior to the Meeting.

Further details on how you can do this, including relevant deadlines, are set out in the relevant questions below/above.

### **6. Can I participate in the Meeting by telephone?**

No. The only way to participate is via the online portal.

### **7. Can I vote prior to the Meeting?**

No.

If you are not available to attend the Meeting, we encourage you to submit your proxy form by 12:00pm (AWST) on 14 November 2022. Refer to the proxy form for more information. As all resolutions in the Meeting will be conducted by poll, your vote submitted by proxy will be counted in the poll result.

### **8. Can I vote during the Meeting?**

Yes, you can vote during the Meeting via the online portal.

Once you have logged into the online portal simply select your voting direction from the options shown on screen. The Chair will enable voting at the beginning of the meeting.

For detailed instructions, please refer to the Guide.

**9. Can I appoint a proxy to vote at the Meeting for me?**

You can appoint a proxy to vote on your behalf but must do so prior to the Meeting. You can appoint a proxy either online or in writing using the proxy form. Refer to the proxy form for more detailed instructions.

To be effective, proxy appointments must be received by **12:00pm (AWST) on 14 November 2022**.

**10. Can I ask questions prior to the Meeting?**

Yes. You can ask questions prior to the Meeting by emailing the Company Secretary on [dennis@dwcorporate.com](mailto:dennis@dwcorporate.com).

**11. Can I ask questions during the Meeting?**

Yes, you can ask questions during the Meeting via the online portal.

Further details on asking questions via the online portal are set out in the Guide.

**12. Can others see me if I participate in the Meeting via the online portal?**

No.

**13. What if I lose connection with the online portal and miss my opportunity to ask a question or vote?**

You will need to be logged in to the online portal to ask questions and vote at the Meeting. If you lose connection with the online portal, you may miss your opportunity to vote or ask a question.

**14. When will voting be closed?**

Online voting will remain open for 10 minutes after the close of the meeting.

**15. Can I watch the general meeting if I'm not a shareholder?**

For visitors or public who do not hold any Mindax shares by the register cut off time, please view the meeting at:

<https://www.advancedshare.com.au/Dashboard/Meeting-Casting-Control?meetingid=MDX0014>

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