AMAERO
ADDITIVE MANUFACTURING
ASX:3DA

19 October 2021

The Manager
Market Announcements Office
ASX Limited

Annual General Meeting of Amaero International Limited
to be held on 26 November 2021
at 11:00am AEDT (Melbourne / Sydney time)

In accordance with Listing Rule 3.17, please find following a copy of the following documents:

1. A Letter to Shareholders regarding arrangements for the 2021 Annual General Meeting as dispatched to Shareholders in lieu of the Notice of Meeting;
2. Notice of Meeting;
3. Sample proxy form; and
4. Shareholder registration and voting guide.

By order of the Board of Directors.



Mark Licciardo
Company Secretary

Amaero International Limited (ABN: 82 633 541 634)
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Dear Shareholder

AMAERO INTERNATIONAL LIMITED – UPCOMING ANNUAL GENERAL MEETING OF SHAREHOLDERS

Amaero International Limited (ARBN 629 557 982) (ASX:3DA) (**Amaero** or **the Company**) advises that the Company will hold its Annual General Meeting of its shareholders (Shareholders) via an online webinar at 11:00 am (AEDT) on Friday, 26 November 2021 (the Meeting).

Due to continuing developments in relation to the COVID-19 pandemic, and the uncertainty around when the relevant restrictions will be lifted or relaxed to enable physical meetings, the Company advises that the Meeting will be held virtually only and not in person.

In accordance with the 'no action' position taken by ASIC, the Notice of AGM, accompanying explanatory statement and annexures ("the Meeting Materials") are being made available to shareholders electronically. The Notice is available under the 'ASX Announcements' section on the Company's website at https://www.amaero.com.au/investors.

The Company strongly encourages all Shareholders to vote either by directed proxy or direct voting prior to the Meeting. Voting forms for the Meeting should be lodged before 11:00am (AEDT) on Wednesday, 24 November 2021. A copy of your personalised voting form is enclosed for convenience.

Shareholders who wish to attend and participate in the virtual Meeting can do so via the online meeting platform, where Shareholders will be able to watch, listen, ask questions and vote online. Details on how to access the virtual Meeting are provided in the Notice. Shareholders can also submit, and are encouraged to submit, any questions in advance of the Meeting by emailing questions to markl@mertons.com.au by no later than 11:00am (AEDT) on Wednesday, 24 November 2021.

The Notice and the accompanying Explanatory Memorandum should be read in its entirety. The Explanatory Memorandum contains important information about the matters to be considered at the Meeting to assist Shareholders to determine how to vote on the resolutions set out in the Notice.

Should you wish to discuss any of the matters detailed in this letter, the Notice or the Explanatory Memorandum, please contact the Company Secretary on +61 3 8689 999777 or via email at markl@mertons.com.au.

Amaero appreciates the understanding and continuing support of Shareholders during this time.

Yours faithfully



Mark Licciardo
Company Secretary
Amaero International Limited

AMAERO
ADDITIVE MANUFACTURING
ASX:3DA

NOTICE OF ANNUAL GENERAL MEETING

AMAERO INTERNATIONAL LTD ACN 633 541 634

TIME: 11:00am (AEDT)
DATE: Friday, 26 November 2021

Important Notice

This Notice should be read in conjunction with the Explanatory Memorandum. The Explanatory Memorandum contains important information about the matters to be considered at the Annual General Meeting of Amaero International Ltd to assist Shareholders to determine how to vote on the Resolutions set out in this Notice.

Should you wish to discuss any of the matters detailed in this Notice, please do not hesitate to contact the Company Secretary Mark Licciardo on +61 3 8689 9997 or markl@mertons.com.au.

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Notice of Annual General Meeting of Shareholders of Amaero International Ltd

Notice is given that the Annual General Meeting of Shareholders of Amaero International Ltd ACN 633 541 634 (Amaero or the Company) will be held on **Friday, 26 November 2021 at 11:00am (AEDT).**

The Meeting will be streamed live for Shareholders to view and participate. Please see page 3 below for details.

Important Information

Your vote is important

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

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 7:00pm (AEDT) on Wednesday, 24 November 2021.

Voting in person at the Meeting

Due to continuing developments in relation to COVID-19, Shareholders will not be able to attend or vote at the Meeting in person. The Meeting will be streamed live via webcast for Shareholders to view the Meeting.

The Company urges all Shareholders to please utilise the online facilities offered. Shareholders will be able to view the live webcast of the Meeting, vote online in real time and ask Directors questions online.

For further information, please see the Online Shareholders' Meeting Guide attached to this Notice.

Voting by proxy or online prior to Meeting

To submit a vote prior to the Meeting, or to appoint a proxy online, please go to https://investor.automic.com.au/loginsah and follow the instructions on your Voting Form.

You may also appoint a proxy by completing and signing the enclosed Voting Form and returning it by the time and in accordance with the instructions set out on the Voting Form. Proxies will be able to view the live webcast of the Meeting, vote online in real time in accordance with their proxy instructions and ask Directors questions online. For further information, please see the Virtual Meeting Registration and Voting Guide attached to this Notice.

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 Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholders' votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Proxy vote if appointment specifies way to vote

Section 250B8(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 (i.e. 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, 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 the Meeting; and
- the appointed proxy is not the Chair; 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 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.

Voting prior to the Meeting

A Shareholder may vote by indicating on the Voting Form that they are casting their vote directly and then placing a mark in one of the boxes opposite each item of business on the Voting Form. All of the Shareholder's shares will be voted in accordance with such direction, unless the Shareholder indicates that their direction is:

- to vote only a portion of their votes on any item; or
- to cast their votes in different ways on any item, by inserting the number of shares in the appropriate box or boxes.

If a Shareholder indicates that they are lodging their votes directly and then does not mark any of the boxes on a given item, no direct vote will be recorded on that item. If a Shareholder indicates that they are delivering their votes directly and then marks more than one box on an item, their vote on that item will be invalid. If a Shareholder inserts a number of shares in boxes on any item that in total exceeds the number of shares that the Shareholder holds as at the voting entitlement time, the Shareholder's vote on that item will be invalid, unless the Shareholder inserted the number of shares in one box only, in which case it will be taken to be valid for the total number of shares held at that time.

Your proxy voting instruction must be received by **11.00am (AEDT) on Wednesday, 24 November 2021**, being not later than 48 hours prior to the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

Voting during the Meeting

Shareholders who wish to participate in the Meeting online may do so through an online meeting platform provided by the Share Registry:

- Open your internet browser and go to www.investor.automic.com.au
- Login with your username and password or click "register" if you haven't already created an account. Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting.
- After logging in, a banner will be displayed at the top once the meeting is open for registration, click on "View" when this appears.
- Click on "Register" and follow the steps.
- Click on the URL to join the webcast where you can view and listen to the virtual meeting.
- Once the Chair of the Meeting has declared the poll open for voting click on "Refresh" to be taken to the voting screen.
- Select your voting direction and click "confirm" to submit your vote. Note that you cannot amend your vote after it has been submitted.

Attending the Meeting online enables Shareholders to view the Meeting live and to also ask questions and cast direct votes at the appropriate times whilst the Meeting is in progress.

More information regarding participating in the Meeting online, including browser requirements, is detailed in the Online Shareholders' Meeting Guide attached to this Notice.

Shareholders who submit direct votes appoint the Chair as their representative for the purposes of Article 9.4(b) of Constitution (determination of quorum).

However, Shareholders who submit direct votes will not be entitled to the following rights of Shareholders attending the Meeting by proxy, attorney or representative:

- to join in the election of the chair of the Meeting under Article 9.5(b) of the Constitution if there is a vacancy in the chair; or
- to object to the qualification of a voter under Article 9.1 0(g) of the Constitution.

Corporate representatives

A Shareholder that is a body corporate may appoint an individual to act as its representative at the Meeting by providing a duly executed certificate of appointment of corporate representative (Certificate). Unless otherwise specified in the Certificate, the representative may exercise all or any of the powers that the body corporate may exercise at the Meeting or in voting on a Resolution. A Certificate is available upon request from the Share Registry.

Appointments must be lodged in advance of the meeting with the Company's Share Registry.

BUSINESS OF THE ANNUAL GENERAL MEETING

Ordinary business

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Annual Report of the Company for the financial year ended 30 June 2021, including the financial statements, Directors' Report, the Remuneration Report and the auditor's report.

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 2021."*

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

Voting Exclusion Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any Restricted KMP Voter. However, a Restricted KMP Voter 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 Restricted KMP Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or

(b) the Restricted KMP 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 - DAVID HANNA

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

"**THAT**, Mr David Hanna, having retired from office as Director in accordance with Article 10.2(b) of the Constitution and ASX Listing Rules 14.4 and 14. 5, and being eligible, having offered himself for election, be elected as a Director of the Company."

The Chair intends to vote all undirected proxies in favour of this Resolution.

RESOLUTION 3 - RATIFICATION OF ISSUE OF ORDINARY SHARES PURSUANT TO ASX LISTING RULE 7.4

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

"**THAT** in accordance with ASX Listing Rule 7.4, the Company ratifies and approves for the purposes of ASX Listing Rule 7.1, the issue of 16,490,909 Fully Paid Ordinary Shares in the capital of the Company, details of which are set out in the Explanatory Memorandum attached."

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of Resolution 3, by a person(s) who participated in the issue or an associate of that person(s) or is a counterparty to the agreement being approved, unless the vote is cast:

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

The Chairman intends to vote all available undirected proxies in favour of Resolution 3.

RESOLUTION 4 - APPROVAL OF ISSUE OF SHARES TO DAVID HANNA UNDER SALARY SACRIFICE ARRANGEMENTS

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

*"**THAT**, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue of 6,025 Shares to David Hanna, Non-Executive Director and Chair of the Company, on the terms and conditions set out in the Explanatory Memorandum."*

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by, or on behalf of, David Hanna, and any of his Associates. However, the Company need not disregard
a vote cast in favour of this Resolution by:

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

Further, a vote on this Resolution must not be cast (in any capacity) by or on behalf of any Restricted KMP Voter. However, a Restricted KMP Voter 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 Restricted KMP Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
(b) the Restricted KMP 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

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.
The Chair intends to vote all undirected proxies in favour of this Resolution.

RESOLUTION 5 - APPROVAL OF ISSUE OF SHARES TO KATHRYN PRESSER UNDER SALARY SACRIFICE ARRANGEMENTS

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

*"**THAT**, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue of 4,017 Shares to Kathryn Presser, Non-Executive Director of the Company, on the terms and conditions set out in the Explanatory Memorandum."*

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by, or on behalf of, Kathryn Presser, and any of her Associates. However, the Company need not disregard a vote cast in favour of this Resolution by:

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

Further, a vote on this Resolution must not be cast (in any capacity) by or on behalf of any Restricted KMP Voter. However, a Restricted KMP Voter 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 Restricted KMP Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
(b) the Restricted KMP 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.

The Chair intends to vote all undirected proxies in favour of this Resolution.

RESOLUTION 6 - APPROVAL OF ISSUE OF SHARES TO STUART DOUGLAS UNDER SALARY SACRIFICE ARRANGEMENTS

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

*"**THAT**, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue of 120,515 Shares to Stuart Douglas, an Executive Director of the Company, on the terms and conditions set out in the Explanatory Memorandum."*

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by, or on behalf of, Stuart Douglas, and any of his Associates. However, the Company need not disregard a vote cast in favour of this Resolution by:

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

(ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, a vote on this Resolution must not be cast (in any capacity) by or on behalf of any Restricted KMP Voter. However, a Restricted KMP Voter 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 Restricted KMP Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
(b) the Restricted KMP 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.

The Chair intends to vote all undirected proxies in favour of this Resolution.

RESOLUTION 7 - APPROVAL OF 10% PLACEMENT CAPACITY

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a Special Resolution:

*"**THAT**, for the purposes of ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the Company having the additional capacity to issue equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 over a 12 month period from the date of the Annual General Meeting, at a price no less than that determined pursuant to ASX Listing Rule 7.1A.3 and otherwise on the terms and conditions set out in the Explanatory Memorandum."*

The Chair intends to vote all undirected proxies in favour of this Resolution.

Voting Exclusion Statement

As at the date of the Notice, the Company has not approached any existing Shareholder, security holder or an identifiable class of existing security holders to participate in any issues of equity securities under ASX Listing Rule 7.1A. Therefore, a voting exclusion statement has not included in the Notice in respect of this Resolution and no existing Shareholders Votes will be excluded in respect of the Resolution.

OTHER BUSINESS

To transact any other business which may legally be brought before the Meeting.

Dated: 19 October 2021

By order of the Board



Mark Licciardo
Company Secretary

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolution.

RESOLUTION 1 -ADOPTION OF REMUNERATION REPORT

General

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 other Key Management Personnel of the Company. The Remuneration Report is part of the Directors' Report contained in the Annual Report. The Chair must allow a reasonable opportunity for its Shareholders to ask questions about or make comments on the Remuneration Report at the Annual General Meeting.

Voting consequences

Under the Corporations Act, 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 two consecutive annual general meetings, at least 25% of the votes cast on a resolution in respect of a remuneration report vote against the adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to a 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. If a Spill Resolution is put to shareholders, 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, each person whose election or re-election as a director of the company was approved will continue as a director of the company.

Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the following:

Person appointed as proxy	Where directions are given on voting form	Where no directions are given on voting form
Key Management Personnel [1]	Vote as directed	Unable to vote [3]
Chair [2]	Vote as directed	Able to vote at discretion of proxy is expressly authorised to so do under the voting form [4]
Other	Vote as directed	Able to vote as discretion of proxy

Notes:

[1] Refers to Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of that Key Management Personnel.

[2] Refers to the Chair (where they are also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report), or a Closely Related Party of the Chair.

[3] Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

[4] The Voting Form notes it is the Chair's intention to vote all undirected proxies in favour of all Resolutions.

RESOLUTION 2 - RE-ELECTION OF DIRECTOR - MR DAVID HANNA

General

Article 10.2(a) of the Constitution requires that a Director (except the Managing Director) must retire from office no later than the longer of the third annual general meeting of the Company or 3 years, following that Director's last election or appointment. Article 10.2(b) of the Constitution further prescribes that, if no Director would otherwise be required to retire pursuant to Article 10.2(a), unless a Director wishes to retire and offer themselves for re-election, the Director who has held their office as Director for the longest period of time is to retire and stand for re-election at the Meeting and, in the event that multiple persons became Directors on the same day, the Director to retire shall be determined by lot (unless otherwise agreed between themselves). Article 10.2(c) of the Constitution allows a Director who retires under Article 10.2(a) or 10.2(b) to be eligible for re-election at that meeting.

Mr David Hanna who was appointed on 13 June 2019 will retire as a Director at the Meeting, and, being eligible, will stand for re-election. Personal particulars for Mr Hanna are set out below.

Mr Hanna's connection to Amaero came through Monash University where he was Director of Business Strategy for 7 years providing strategic support and financial advice in relation to the University's major investment decisions. He left this role in September 2020. He has extensive experience in governance, policy advising and government relations.

He is a Graduate of the Australian Institute of Company Directors and holds a number of other Board positions.

He spent 15 years in a variety of senior management positions in the Victorian Government, focused around economic development policy, international policy and operations and innovation policy.

He formerly worked for Commonwealth Government, including three years on the personal staff of then Prime Minister, Bob Hawke.

Board Recommendation

The Board (other than David Hanna) recommends that you vote in favour of this Resolution. Each of the Directors currently intend to vote their respective shareholdings in favour of this Resolution.

RESOLUTION 3 – RATIFICATION OF ISSUE OF ORDINARY SHARES PURSUANT TO ASX LISTING RULE 7.4

Board recommendation and undirected proxies. The Board recommends that Shareholders vote in FAVOUR of Resolution 3. The Chairman of the meeting intends to vote all available undirected proxies in FAVOUR of Resolution 3.

On 7 December 2020, the Company announced the Placement under which Shares (Placement Shares) were issued at a price of $0.55 per Share raising $9.0 million before costs. The Placement Shares were issued to certain domestic and international institutional and sophisticated investors on 10 December 2020. The Placement Shares rank equally with existing ordinary shares on issue.

Information regarding the Placement was lodged with the ASX on 7 December 2020 and 10 December 2020.

ASX Listing Rule 7.1 imposes a cap on the number of securities that a company may issue within the 12 month period. ASX Listing Rule 7.4 provides that an issue of equity securities made without Shareholder approval under Listing Rule 7.1 is treated as having been made with Shareholder approval for the purposes of Listing Rule 7.1 if the holders of ordinary securities subsequently approve it, and the issue did not breach Listing Rule 7.1. The issues of the shares described below did not breach any Listing Rules and Shareholder ratification to those issues is now sought.

In order to restore the Company's capacity to issue shares, it is proposed that the Shareholders ratify the issue of ordinary shares as detailed below. Ratification provides the Company with flexibility in capital management and allows the Company to make further issues for working capital or other purposes as required.

As advised in the Company's ASX announcement on 7 December 2020, the proceeds raised will be used to fund equipment purchases, capital expenses including installation and fit-out, research & development and working capital as well as being utilized to progress clients from R&D activities through to manufacturing opportunities.

Information required by Listing Rule 7.5

In accordance with ASX Listing Rule 7.5, Shareholders are provided the following information:

The number of securities issued	16,490,909 Ordinary Shares
The price at which the securities were issued	$0.55 per Share
Date the securities were issued	10 December 2020
The terms of the securities	Shares - fully paid ordinary shares on the same basis as all listed shares on issue
The names of the persons to whom the entity issued the securities or the basis on which those persons were determined	The shares were issued to sophisticated, professional and institutional investors under the Placement and were introduced by PAC Partners Securities Pty Ltd acting as lead manager.
The use (or intended use) of the funds raised	As advised in the Company's ASX announcement on 7 December 2020, the proceeds raised will be used to fund equipment purchases, capital expenses including installation and fit-out, research & development and working capital as well as being utilized to progress clients from R&D activities through to manufacturing opportunities.
A voting exclusion statement	A voting exclusion statement is included under Resolution 3 in this Notice of Meeting

RESOLUTION 4 TO RESOLUTION 6 – APPROVAL ISSUE OF SHARES TO EACH OF DAVID HANNA, KATHRYN PRESSER AND STUART DOUGLAS UNDER SALARY SACRIFICE ARRANGEMENTS

General

As part of the previously announced cash preservation measures undertaken by the Company in 2020, David Hanna and Kathryn Presser had opted to take a further 20% of their Director Fees for the 3-month period commencing 1 November 2020 in Director Shares (together Director Salary Sacrifice Agreements).

In addition, Stuart Douglas has opted to take a further 3-month period of his full Director Fees for the period commencing 1 August 2021 in Director Shares (together Director Salary Sacrifice Agreements). Subject to obtaining the relevant Shareholder approvals, the Director Salary Sacrifice Agreements provide for the following Director Shares to be issued:

(a) 6,025 Director Shares to David Hanna, a Non-Executive Director and Chair of the Company, in lieu of part cash remuneration (being the subject of Resolution 4);

(b) 4,017 Director Shares to Kathryn Presser, a Non-Executive Director of the Company, in lieu of part cash remuneration (being the subject of Resolution 5); and

(c) 120,515 Director Shares to Stuart Director, an Executive Director of the Company, in lieu of part cash remuneration (being the subject of Resolution 6).

Summary of ASX Listing Rule 10.11

ASX Listing Rule 10.11 requires Shareholder approval to be obtained in respect of an issue of equity securities (which includes Shares) to a Director of the Company. If approval is given under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1 or 10.14.

Summary of Chapter 2E of the Corporations Act

Under section 208 of the Corporations Act, for a public company to give a financial benefit to a related party (such as a director of the Company), the public company or entity must obtain the approval of the company's members unless the giving of the financial benefit falls within an exception set out in sections 210 and 216 of the Corporations Act.

Section 229 of the Corporations Act includes, as an example of a "financial benefit", the issuing of securities or the granting of an option to a related party. Accordingly, the proposed issue of Director Shares to each of David Hanna, Kathryn Presser and Stuart Douglas under Resolution 4, Resolution 5 and Resolution 6, respectively, constitutes the provision of a financial benefit to a related party.

The Director Salary Sacrifice Agreements were entered into as part of the cash preservation measures **(Salary Sacrifice Measures**. The issues of securities pursuant to the Director Salary Sacrifice Agreements are subject to shareholder approval. Accordingly, the Board consider that the terms of the Director Salary Sacrifice Agreements would fall within the exception set out in section 210 of the Corporations Act as the terms were less favourable to the Directors than those offered to unrelated parties.

In respect of each Resolution, the disinterested Directors consider that the proposed issue of the Director Shares under the respective Resolution constitutes reasonable remuneration to the respective Director and, as such, falls within the exception set out in section 211 of the Corporations Act. In reaching this view, the disinterested Directors considered:

(a) the share price agreed to apply to all arrangements (including the Director Salary Sacrifice Agreements) entered into under the Salary Sacrifice Measures was determined to be the 5-day VWAP of Amaero shares from 25 August 2021 to 31 August 2021 (inclusive). Accordingly, at the time of entering into the Director Salary Sacrifice Agreements, there was no discount to the Director Share price, or increase in the value of the consideration to be paid to the Directors in lieu of their cash fees, as a result of the Director Salary Sacrifice Agreements;

(b) the position and responsibilities of each of Mr Hanna, Ms Presser and Mr Douglas;

(c) the Company's reliance on a limited number of executives and Board personnel;

(d) the increasing time commitment and workload required of each of Mr Hanna, Ms Presser and Mr Douglas to drive and monitor, and to support management in executing on, the Company's strategies and objectives;

(e) the considerable contribution that each of Mr Hanna, Ms Presser and Mr Douglas, respectively, have made and continue to make to the growth of the Company;

(f) that each Director has agreed to reduce their respective cash remuneration in lieu of being issued the Director Shares to support and contribute to the Company's cash preservation measures;

(g) the desirability of preserving cash resources within the Company;

(h) the composition and value of the remuneration packages of non-executive and executive directors of other ASX listed companies of similar size and circumstances to that of the Company; and

(i) the terms of the Director Shares in light of the Company's business objectives and the current Share price.

The Board believes that the Director Shares are an effective remuneration tool which preserves the cash reserves of the Company whilst providing agreed remuneration to Mr Hanna, Ms Presser and Mr Douglas.

Accordingly, Shareholders are being asked to approve the issue of the Director Shares in accordance with ASX Listing Rule 10.14 only.

Technical information required by ASX Listing Rule 10.13 in respect of Resolution 4

For the purposes of ASX Listing Rule 10.13, the following information is provided:

(a) the Director Shares will be issued to David Hanna, Non-Executive Director and Chair of the Company;

(b) shareholder approval is required under ASX Listing Rule 10.11.1 by virtue of David Hanna being a Director of the Company;

(c) the number of Director Shares for which Shareholder approval is being sought under Resolution 4 is 6,025;

(d) prior to the entry into the Director Salary Sacrifice Agreement, David Hanna's annual total remuneration package is $60,000 (excluding superannuation). The Fees payable by cash payment to Mr Hanna in respect of the relevant 3-month period was reduced by 20% pending approval of the Director Shares being issued;

(e) the Director Shares will be issued no later than 1 month after the date of the Meeting or such later date as permitted by the ASX;

(f) the Director Shares will be issued in lieu of 20% of David Hanna's cash remuneration for the period of 3 months commencing 1 November 2020. The value of the Director Shares has been calculated based on the VWAP of the Company's Shares over the 5 trading days from 25 August to 31 August 2021 (inclusive) at $0.49786 per Director Share;

(g) if the Company does not receive Shareholder approval for the issue of the Director Shares subject to Resolution 4, the Company will pay Mr Hanna the outstanding Director Fees relating to the 3 month period commencing 1 November 2020 and will continue to pay 100% of Mr Hanna's Director Fees in accordance with his services agreement;

(h) a voting exclusion statement is included in the Notice for the purpose of Resolution 4.

Technical information required by ASX Listing Rule 10.13 in respect of Resolution 5

For the purposes of ASX Listing Rule 10.13, the following information is provided:

(a) the Director Shares will be issued to Kathryn Presser, Non-Executive Director of the Company;

(b) shareholder approval is required under ASX Listing Rule 10.11.1 by virtue of Kathryn Presser being a Director of the Company;

(c) the number of Director Shares for which Shareholder approval is being sought under Resolution 5 is 4,017;

(d) prior to the entry into the Director Salary Sacrifice Agreement, Kathryn Presser's annual total remuneration package is $40,000 (excluding superannuation). The Fees payable by cash payment to Ms Presser in respect of the relevant 3-month period was reduced by 20% pending approval of the Director Shares being issued

(e) the Director Shares will be issued no later than 1 month after the date of the Meeting or such later date as permitted by the ASX;

(f) the Director Shares will be issued in lieu of 20% of Kathryn Presser's cash remuneration for the period of 3 months commencing 1 November 2020. The value of the Director Shares has been calculated based on the VWAP of the Company's Shares over the 5 trading days from 25 August to 31 August 2021 (inclusive) at $0.49786 per Director Share;

(g) if the Company does not receive Shareholder approval for the issue of the Director Shares subject to Resolution 5, the Company will pay Ms Presser the outstanding Director Fees relating to the 3 month period commencing 1 November 2020 and will continue to pay 100% of Ms Presser's Director Fees in accordance with her services agreement;

(h) a voting exclusion statement is included in the Notice for the purpose of Resolution 5.

Technical information required by ASX Listing Rule 10.13 in respect of Resolution 6

For the purposes of ASX Listing Rule 10.13, the following information is provided:

(a) the Director Shares will be issued to Stuart Douglas, an Executive Director of the Company;

(b) shareholder approval is required under ASX Listing Rule 10.11.1 by virtue of Stuart Douglas being a Director of the Company;

(c) the number of Director Shares for which Shareholder approval is being sought under Resolution 6 is 120,515;

(d) prior to the entry into the Director Salary Sacrifice Agreement, Stuart Douglas' annual total remuneration package is $240,000 (excluding superannuation). If these Director Shares are issued, the fees payable by cash payment to Stuart Douglas in respect of the relevant 3-month period will be reduced in full;

(e) the Director Shares will be issued no later than 1 month after the date of the Meeting or such later date as permitted by the ASX;

(f) the Director Shares will be issued in lieu of the full amount of Stuart Douglas' cash remuneration for a period of 3 months commencing 1 August 2021. The value of the Director Shares has been calculated based on the VWAP of the Company's Shares over the 5 trading days from 25 August to 31 August 2021 (inclusive) at $0.49786 per Director Share;

(g) if the Company does not receive Shareholder approval for the issue of the Director Shares subject to Resolution 6, the Company will pay Mr Douglas the outstanding Director and Consulting Fees relating to the 3-month period commencing 1 August 2021 and will continue to pay 100% of Mr Douglas' Director and Consulting Fees in accordance with his services agreement;

(h) a voting exclusion statement is included in the Notice for the purpose of Resolution 6.

Board Recommendation

The Board (other than David Hanna) recommends that you vote in favour of Resolution 4. Each of the Directors (other than David Hanna) currently intend to vote their respective shareholdings in favour of this Resolution.

The Board (other than Kathryn Presser) recommends that you vote in favour of Resolution 5. Each of the Directors (other than Kathryn Presser) currently intend to vote their respective shareholdings in favour of this Resolutions.

The Board (other than Stuart Douglas) recommends that you vote in favour of Resolution 6. Each of the Directors (other than Stuart Douglas) currently intend to vote their respective shareholdings in favour of this Resolution.

RESOLUTION 7 – APPROVAL OF 10% PLACEMENT CAPACITY

General

ASX Listing Rule 7.1A provides that an eligible entity may seek shareholder approval at its annual general meeting to allow it to issue equity securities (which term has the meaning given to it in the ASX Listing Rules) to up to 10% of its issued capital over a period up to 12 months after its annual general meeting (10% Placement Capacity). The 10% Placement Capacity is in addition to the capacity to issue securities under ASX Listing Rule 7.1 without shareholder approval.

If Shareholders approve this Resolution, the number of equity securities the Company may issue under its 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7 .1 A.2. This Resolution is a Special Resolution.

ASX Listing Rule 7.1A

The ASX Listing Rules provide that an entity that satisfies both of the following tests may seek shareholder approval under ASX Listing Rule 7 .1 A:

(a) the entity is not included in the S&P/ASX 300 Index; and

(b) the entity's market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) is not greater than $300,000,000.

The Company is not included in the S&P/ASX 300 Index and has a market capitalisation, as at 12 October 2021, of approximately $80 million.

Any equity securities issued in reliance of ASX Listing Rule 7 .1 A must be in the same class as an existing class of quoted equity securities. The Company currently has one class of equity securities on issue which are quoted, being Shares.

ASX Listing Rule 7.1A.2 provides that an eligible entity which has 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

Where:

A is the number of shares on issue at the commencement of the relevant period:

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

(2) plus the number of shares issued in the relevant period on the conversion of convertible securities within ASX Listing Rule 7.2 exception 9 where:

> (a) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
>
> (b) the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under ASX Listing Rule 7.1 or 7.4;

(3) plus the number of shares issued in the relevant period under an agreement to issue securities within ASX Listing Rule 7.2 exception 16 where:

> (a) the agreement was entered into before the commencement of the relevant period; or
>
> (b) the agreement or issue was approved, or taken under these rules to have been approved, under ASX Listing Rule 7.1 or rule 7.4,

(4) plus the number of any other shares issued in the relevant period with approval under ASX Listing Rule 7.1 or 7.4;

(5) plus the number of partly paid shares that became fully paid in the relevant period; and

(6) less the number of shares cancelled in the relevant period.

D is 10%.

E is the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of shares under ASX Listing Rule 7.4.

Information required by ASX Listing Rule 7.1A

ASX Listing Rule 7.3A requires the following information to be provided in relation to this Resolution:

10% Placement Capacity period

The equity securities may be issued under the 10% Placement Capacity commencing on the date of the Annual General Meeting and ceasing to be valid on the first to occur of:

(a) 12 months after the date of the Annual General Meeting;

(b) the time and date of the Company's next annual general meeting; or

(c) the time and date of approval by Shareholders of any transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of the Company's activities) or ASX Listing Rule 11.2 (disposal of the Company's main undertaking).

Minimum Price

The minimum price at which the equity securities may be issued under the 10% Placement Capacity is 75% of the VWAP of equity securities in that class, calculated over the 15 trading days on which trades in that class were recorded on the ASX immediately before:

(a) the date on which the price at which the equity securities are to be issued is agreed by the Company and the recipient of the securities; or

(b) if the equity securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the equity securities are issued.

Purpose of an issue under 10% Placement Capacity

Equity securities issued under the 10% Placement Capacity can only be made for cash consideration. The purpose of any issue would be set out for Shareholders at the time of such an issue. In general terms, the Company can issue equity securities under the 10% Placement Capacity as cash consideration in which case the Company intends to use funds raised for, either or both of, working capital purposes or to fund growth opportunities.

Risk of voting dilution

Any issue of equity securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive their pro rata interest in the Shares allotted under the issue.

If this Resolution is approved by Shareholders and the Company issues the maximum number of equity securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below, in the circumstances set out in the table below.

The table below shows the dilution of existing shareholders on the basis of the closing price of the Shares on the ASX on 12 October 2021 (Closing Price) and the number of Shares for variable A, calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2, on the date of this Notice.

The table also shows the voting dilution impact where the number of Shares on issue (variable A in the formula) has increased by 50% and by 100% and the economic dilution where the issue price of Shares issued under the 10% Placement Capacity is 50% less than the Closing Price and 100% greater than the Closing Price.

Variable "A" in Listing Rule 7.1A.2		**Dilution**		
		$ 0.198 **50% decrease in Issue Price**	$ 0.395 **Issue Price**	$ 0.790 **100% increase in Issue Price**
Current Variable A	**10% Voting dilution**	20,278,824	20,278,824	20,278,824
202,788,243	**Funds raised**	$ 4,005,068	$ 8,010,136	$ 16,020,271
50% increase in current Variable A	**10% Voting dilution**	30,418,236	30,418,236	30,418,236
304,182,365	**Funds raised**	$ 6,007,602	$ 12,015,203	$ 24,030,407
100% increase in current Variable A	**10% Voting dilution**	40,557,649	40,557,649	40,557,649
405,576,486	**Funds raised**	$ 8,010,136	$ 16,020,271	$ 32,040,542

The number of Shares on issue (variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with shareholder approval under ASX Listing Rule 7 .1.

The table above has been prepared on the basis of the following assumptions:

(a) the Issue Price set out in the table is the closing price of the Shares on the ASX on 12 October 2021;

(b) the Company issues the maximum possible number of equity securities under the 10% Placement Capacity;

(c) no options or rights convertible into Shares are exercised;

(d) the Company has not issued any equity securities in the 12 months prior to the date of the Annual General Meeting that were not issued under an exception in ASX Listing Rule 7.2 or which were not approved under ASX Listing Rule 7.1 or 7.4;

(e) this table does not set out any dilution pursuant to approvals under ASX Listing Rule 7 .1 or ASX Listing Rule 10.11 obtained at the Meeting; and

(f) the issue of equity securities under the 10% Placement Capacity consists only of Shares.

Shareholders should note that there is a risk that:

(a) the market price for the Shares may be significantly lower on the issue date than on the date of the Annual General Meeting; and

(b) the equity securities under the 10% Placement Capacity may be issued at a price that is at a discount to the market share price for the shares on the date of issue or the equity securities may be issues as part of the consideration for the acquisition of an asset, both of which may affect the amount of funds raised by the issue.

Shareholders should also note that the calculations in the table do not dhow the dilution that any one particular shareholder will be subject to. All shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.

Allocation under the 10% Placement Capacity

The allottees of the equity securities to be issued under the 10% Placement Capacity will depend on prevailing market conditions and will be determined on a case by case basis. However, the allottees of the equity securities could consist of the current Shareholders, new investors or both, provided that such allottee is not a relates party of the company. Allottees may also include vendors of assets into the company.

The company will determine the allottees at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

(a) the purpose of the issue;

(b) Alternative methods for raising funds available to the company at that time, including, but not limited to, an entitlement of issue or other offer where existing shareholders may participate;

(c) the effect of the issue of the equity securities on the control of the Company;

(d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the company;

(e) prevailing market conditions; and

(f) advice from corporate, financial and broking advisers (if applicable).

Previous approval under ASX Listing Rule 7.1A
The Company previously obtained Shareholder approval under ASX Listing Rule 7.1A at the 2020 AGM on 27 November 2020 however no shares were issued pursuant to Listing Rule 7.1A..

Voting exclusion statement

As at the date of the Notice, the Company has not approached any existing Shareholder, security holder or an identifiable class of existing security holders to participate in any issues of equity securities under ASX Listing Rule 7.1A. Therefore, a voting exclusion statement has not included in the Notice in respect of this Resolution and no existing Shareholders Votes will be excluded in respect of the Resolution.

Board Recommendation

The Board recommends that you vote in favour of this Resolution.

Glossary

$ means Australian dollars.

10% Placement Capacity has the meaning ascribed to it under Resolution 7 of the Explanatory Memorandum.

AEDT means Australian Eastern Daylight Time as observed in Melbourne, Victoria, Australia.

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

Annual Report means the Annual Report of the Company lodged with ASX on 19 October 2021.

Associate has the meaning given to it in ASX Listing Rule 19.12.

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.

Auditors Report means the auditor's report contained in the Annual Report.

Board means the current board of Directors of the Company.

Chair means the chairperson 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).

Company or Amaero means Amaero International Ltd ACN 633 541 634.

Constitution means the constitution of the Company.

Contractor Agreement means the contractor agreement between the Company and Innovyz dated 16 September 2019 as varied on 31 August 2020.

Corporations Act means the Corporations Act 2001 (Cth).

Director Fees means the fees payable to each of David Hanna and Kathryn Presser under their respective services agreements and to Innovyz under the Contractor Agreement.

Director Salary Sacrifice Agreements has the meaning as described under Resolution 4 to Resolution 6 of the Explanatory Memorandum.

Director Shares means the Shares proposed to be issued to Directors under Resolution 4 to Resolution 6.

Director's Report means the director's report contains in the Annual Report.

Directors means the current directors of the Company.

Explanatory Memorandum means the explanatory memorandum accompanying this Notice.

Key Management Personnel has the same meaning as in the accounting standards and broadly includes 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.

Notice or Notice of Annual General Meeting means this notice of Annual General Meeting including the Explanatory Memorandum and the Voting Form.

Related Party has the meaning given to it in ASX Listing Rule 19.12.

Remuneration Report means the remuneration report set out in the Directors' Report contained in the Company's Annual Report.

Resolution means a resolution set out in the Notice of Annual General Meeting.

Restricted KMP Voter is one of the following persons who or on whose behalf a vote on a Resolution must not be cast (in any capacity):

(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.

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

Share Registry means the share registry of the Company, being Automic Pty Ltd.

Shareholder means a holder of a Share.

Special Resolution means that at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative) must be in favour of a Resolution for it to be passed.

Voting Form means the voting form accompanying the Notice.

VWAP means volume weighted average price.

AMAERO
ADDITIVE MANUFACTURING

Amaero International Ltd I ABN 82 633 541 634

Proxy Voting Form

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

Holder Number:

Your proxy voting instruction must be received by **11.00am (AEDT) on Wednesday, 24th 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/#/loginsah
or scan the QR code below using your smartphone
Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.

BY MAIL:
Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:
Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:
meetings@automicgroup.com.au

BY FACSIMILE:
+61 2 8583 3040

All enquiries to Automic:

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

VIRTUAL AGM

VIRTUAL PARTICIPATION AT THE AGM:

The company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

1. Open your internet browser and go to **investor.automic.com.au**
2. Login with your username and password or click "**register**" if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

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 Amaero International Ltd, to be held at **11.00 am (AEDT) on Friday, 26th 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.

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(s) 1, 4, 5 and 6 (except where I/we have indicated a different voting intention below) even though Resolution(s) 1, 4, 5 and 6 are 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	☐	☐	☐
2.	RE-ELECTION OF DIRECTOR · DAVID HANNA	☐	☐	☐
3.	RATIFICATION OF ISSUE OF ORDINARY SHARES PURSUANT TO ASX LISTING RULE 7.4	☐	☐	☐
4.	APPROVAL OF ISSUE OF SHARES TO DAVID HANNA UNDER SALARY SACRIFICE ARRANGEMENTS	☐	☐	☐
5.	APPROVAL OF ISSUE OF SHARES TO KATHRYN PRESSER UNDER SALARY SACRIFICE ARRANGEMENTS	☐	☐	☐
6.	APPROVAL OF ISSUE OF SHARES TO STUART DOUGLAS UNDER SALARY SACRIFICE ARRANGEMENTS	☐	☐	☐
7.	**Special Resolution** APPROVAL OF 10% PLACEMENT CAPACITY	☐	☐	☐

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
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) ☐☐ / ☐☐ / ☐☐

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

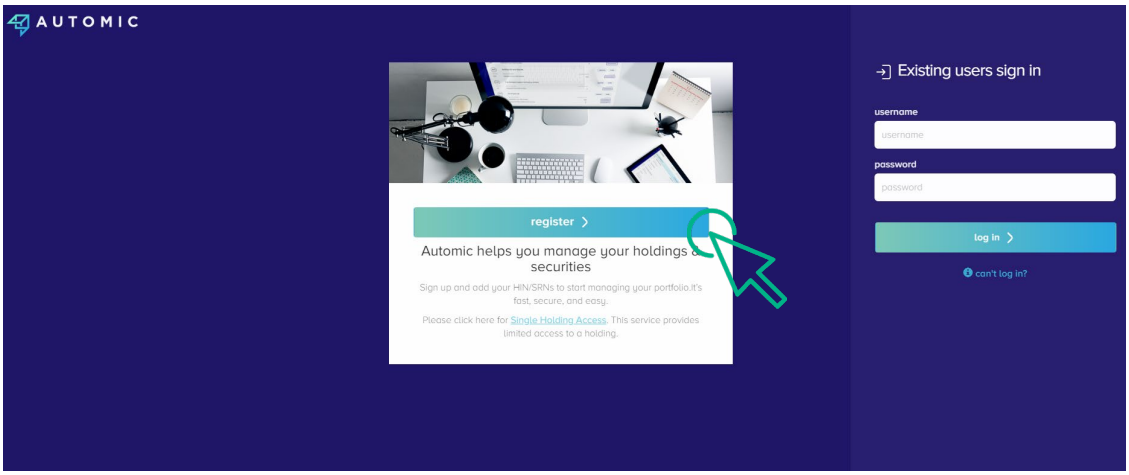
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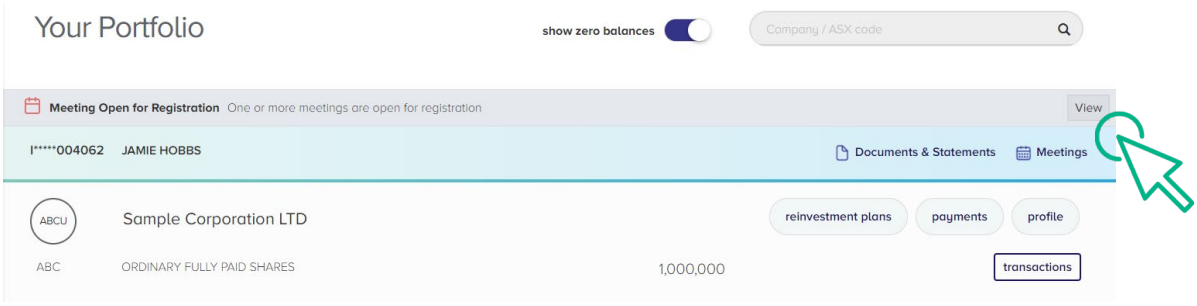
Virtual Meeting Registration and Voting

REGISTRATION

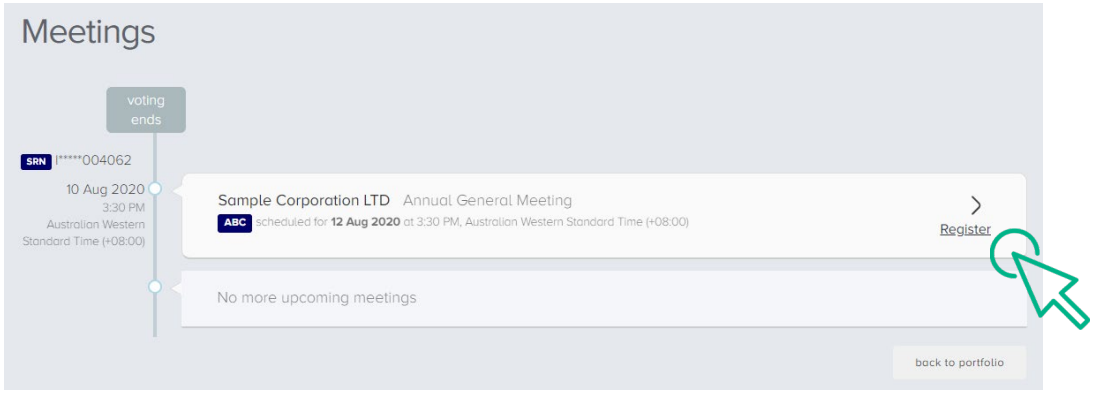
- Go to: https://investor.automic.com.au/#/home.
- Log in using your existing username and password or click on "register" and follow the on-screen prompts to create your login credentials.



- Once logged in you will see that the meeting is open for registration. Click on "view".

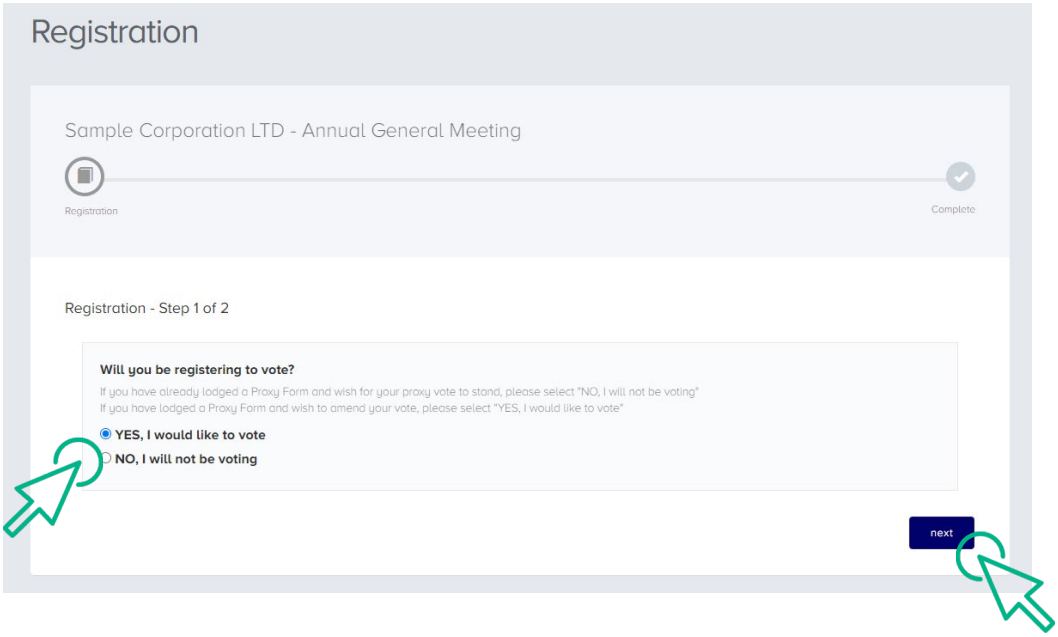


- Click on "register" to register your attendance for the meeting.

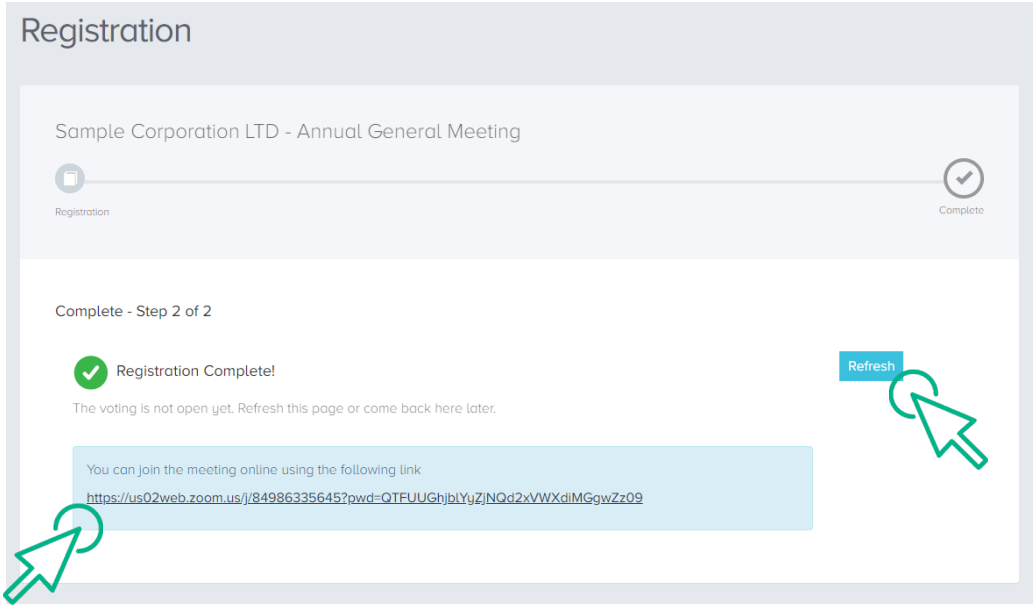


REGISTRATION

- Select “yes, I would like to vote” and then click “next”.

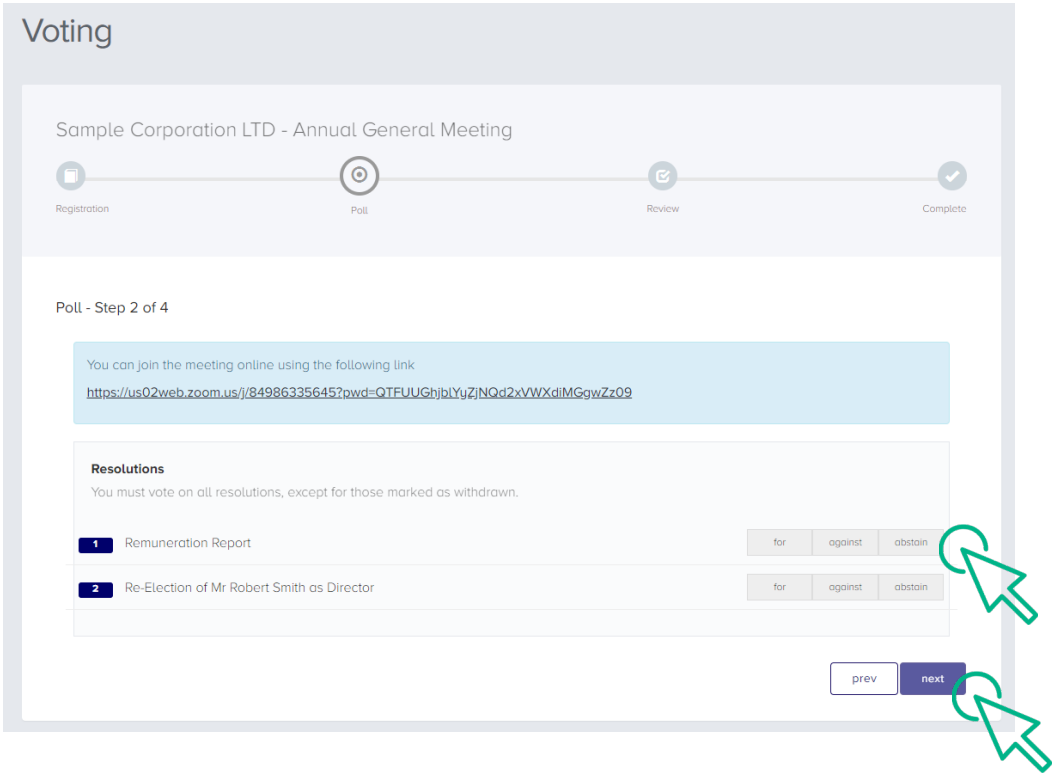


- You will be placed on a holding page until voting opens for the meeting. From here you can access the meeting video/audio by selecting the meeting URL.
- Once the Chair of the Meeting declares voting open, you should select “refresh”.

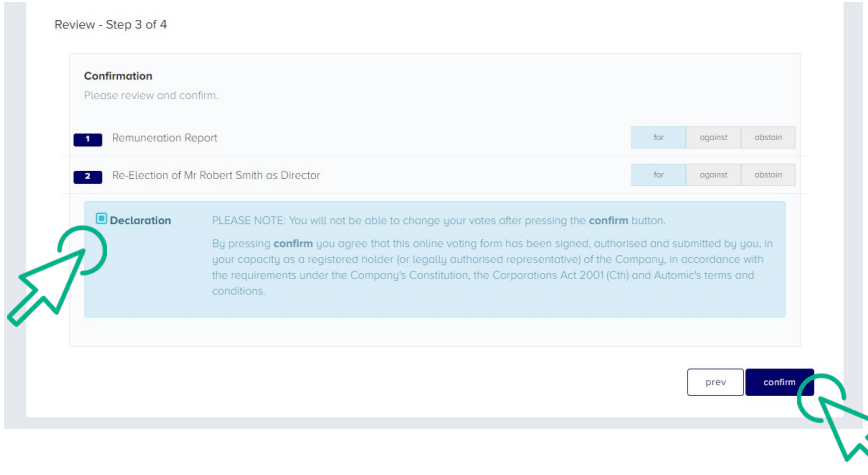


VOTING

- The next screen will display the resolutions to be put to the meeting.
- The Chair of the meeting will provide instructions on when to mark your vote.
- You record your vote by selecting either “for”, “against” or “abstain” next to the appropriate resolution.
- Once voting has been declared closed you must select “next” to submit your vote.



- On the next screen, check your vote is correct and select the box next to “declaration” – you cannot confirm your vote unless you select this box.
- Select “confirm” to confirm your vote – you CANNOT amend your vote after pressing the “confirm” button.



VOTING COMPLETE

- Your vote is now lodged and is final.

