AMAERO
ADDITIVE MANUFACTURING
ASX:3DA

21 October 2022

The Manager
Market Announcements Office
ASX Limited

Annual General Meeting of Amaero International Limited
to be held on 24 November 2022
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 2022 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)
Level 1, Tonsley Boulevard, Clovelly Park, SA, Australia 5042
T: +61 3 9905 9847 info@amaero.com.au www.amaero.com.au

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ADDITIVE MANUFACTURING
ASX:3DA

21 October 2022

Dear Shareholder

AMAERO INTERNATIONAL LIMITED – UPCOMING ANNUAL GENERAL MEETING OF SHAREHOLDERS

Amaero International Limited (ACN 633 541 634) (ASX:3DA) (**Amaero** or **the Company**) advises that the Company will hold its Annual General Meeting of its shareholders (Shareholders) as a hybrid meeting virtually and at 13 Normanby Road, Notting Hill, VIC, 3168 at 11:00am (AEDT) on Thursday, 24 November 2022 (the Meeting).

The Notice of Meeting, accompanying explanatory statement and annexures ("the Meeting Materials") and the Company's 2022 Annual Report are being made available to shareholders electronically. The Meeting Materials are 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 Tuesday, 22 November 2022. A copy of your personalised voting form is enclosed.

Shareholders who wish to attend and participate virtually 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 m.licciardo@acclime.com by no later than 11:00am (AEDT) on Tuesday, 22 November 2022.

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 m.licciardo@acclime.com.

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: Thursday, 24 November 2022

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 m.licciardo@acclime.com.

Amaero International Limited (ABN: 82 633 541 634)

13 Normanby Road, Notting Hill, Victoria, Australia 3168

T: +61 3 9905 9847 info@amaero.com.au www.amaero.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 **Thursday, 24 November 2022 at 11:00am (AEDT).**

The meeting will be held as a hybrid meeting at 13 Normanby Road, Notting Hill VIC 3168 and virtually.

The Meeting will be streamed live for Shareholders to view and participate. Please see page 4 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 Tuesday, 22 November 2022.

Voting in person at the Meeting

Shareholders will be able to attend and vote at the Meeting in person. The Meeting will also be streamed live via webcast for Shareholders to view the Meeting and attend virtually.

Shareholders will be instructed on how to vote in person should they attend the Meeting physically.

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 Tuesday 22 November 2022**, 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 the 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 2022, 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 2022."*

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 - ELECTION OF DIRECTOR – HANK HOLLAND

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

*"**THAT**, Mr Hank Holland, a Director appointed as an additional Director and holding office until the next general meeting of the Company after his appointment in accordance with the Company's Constitution and ASX Listing Rule 14.4, be elected as a Director of the Company, effective immediately."*

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

RESOLUTION 3 - ELECTION OF DIRECTOR – OMER GRANIT

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

*"**THAT**, Mr Omer Granit, a Director appointed as an additional Director and holding office until the next general meeting of the Company after his appointment in accordance with the Company's Constitution and ASX Listing Rule 14.4, be elected as a Director of the Company, effective immediately."*

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

RESOLUTION 4 - 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.

RESOLUTION 5 – APPROVAL OF THE EMPLOYEE INCENTIVE PLAN

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

*"**THAT**, for the purposes of ASX Listing Rule 7.2 (Exception 13(b)), and for all other purposes, the Shareholders of the Company approve the Employee Incentive Plan and the issue of securities under that Plan, on the terms and conditions set out in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting."*

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of a person who is eligible to participate in the Employee Incentive Plan and any associates of those persons. However, this does not apply to a vote cast in favour of the Resolution by:

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
   - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
   - (ii) the holder votes on the Resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

In accordance with section 250BD of the Corporations Act, a vote on this Resolution 5 must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and

(a) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or

(b) the person appointed as proxy is the Chair and the appointment does not specify how the Chair is to vote but expressly authorises the Chair to exercise the proxy even if the Resolution 5 is connected 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 – AMENDMENTS TO CONSTITUTION

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

*"**THAT**, for the purposes of section 136(2) of the Corporations Act 2001 (Cth), the Constitution of the Company be modified by making the amendments set out in the Explanatory Statement, with effect from the close of this meeting."*

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

OTHER BUSINESS

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

Dated: 21 October 2022

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 Resolutions.

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 - ELECTION OF DIRECTOR – HANK HOLLAND

The Company's Constitution provides that any Director appointed in addition to the existing Directors will hold office until the next following annual general meeting and is then eligible for re-election. ASX Listing Rule 14.4 also provides that each additional director appointed during the year is to hold office until the next annual general meeting and is then eligible for election as a Director of the Company.

Under this Resolution, Mr Hank Holland seeks election as a Director of the Company at this Annual General Meeting.

Mr Hank Holland has 35 years of investment, finance and capital markets experience. Prior to founding Pegasus, he held senior positions at First Republic Investment Management, Merrill Lynch and AllianceBernstein.

Board Recommendation

The Board (other than Hank Holland) 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 - ELECTION OF DIRECTOR – MR OMER GRANIT

The Company's Constitution provides that any Director appointed in addition to the existing Directors will hold office until the next following annual general meeting and is then eligible for re-election. ASX Listing Rule 14.4 also provides that each additional director appointed during the year is to hold office until the next annual general meeting and is then eligible for election as a Director of the Company.

Under this Resolution, Mr Omer Granit seeks election as a Director of the Company at this Annual General Meeting.

Omer Granit is US trained M&A attorney and a global investor, Partner at US-based early stage venture capital firm, Infinity VC, and a Managing Partner and Founder at West 4 Capital Management, a London-based hedge fund.

Board Recommendation

The Board (other than Omer Granit) 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 4 – 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 13 October 2022, of approximately $24.3 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 13 October 2022 (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" ASX Listing Rule 7.1A.2		Potential Dilution and Funds Raised		
		$0.0475 50% decrease in issue price	$0.095 issue price[b]	$0.19 100% increase in issue price
"A" is the number of shares on issue,[a] being 256,714,607 Shares	10% voting dilution[c]	25,671,460	25,671,460	25,671,460
	Funds raised	$1,219,394	$2,438,789	$4,877,577
"A" is a 50% increase in shares on issue, being 385,071,910 Shares	10% voting dilution[c]	38,507,191	38,507,191	38,507,191
	Funds raised	$1,829,092	$3,658,183	$7,316,366
"A" is a 100% increase in shares on issue, being 513,429,214 Shares	10% voting dilution[c]	51,342,921	51,342,921	51,342,921
	Funds raised	$2,438,789	$4,877,577	$9,755,155

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 13 October 2022;

(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 show 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 2021 AGM on 26 November 2021.

Issue or agreement to issue equity securities under Listing Rule 7.1A in the 12 months prior to AGM

The Company has issued or agreed to issue equity securities under Listing Rule 7.1A.2 in the 12 months preceding the AGM. Details of these issues or agreements to issue are set out in the table below:

Number/Class of equity securities issued	Terms of the securities issued	Price and discount to closing market price on the date of issue (if any) or agreement to issue	Consideration details	Allottees of the Securities
Issued on 20 May 2022				
17,033,848 ORD Shares	Issue of shares to US institutional investors under a placement announced by the Company on 12 May 2022. The placement was completed by utilising existing capacity under ASX Listing Rule 7.1 and 7.1A. The Shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.	Issue price of A$0.21 per share, which represents a nil discount to the last traded price as at 9 May 2022.	Cash consideration of US$5.7 million (~A$8.2 million, based on an exchange rate of A$1.00 = US$0.6949).	US Institutional Investors, Pegasus Growth Capital Fund I ("PGCFI").

Total equity securities issued or agreed to be issued under Listing rule 7.1A.2 in the 12 months prior to AGM ("A")	**17,033,848**

Percentage that "A" represents based on the total number of equity securities on issue at the commencement of that 12 month period (fully diluted)	**8.37%**

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.

RESOLUTION 5 – APPROVAL OF EMPLOYEE INCENTIVE PLAN

General

The terms and conditions of the Company's current Employee Incentive Plan (**EIP**) were approved by the Board and Shareholders on 18 October 2019. To issue securities under an EIP after this date approval from Shareholders is required under ASX Listing Rule 7.2 (Exception 13(b)). Accordingly, the terms and conditions of the updated EIP are submitted for approval from Shareholders for a three-year period from the date on which Resolution 5 is passed.

The Board is to be given discretion under the EIP to issue Incentives in the form of either options or performance rights which may ultimately vest and be converted into Shares on exercise, subject to satisfaction of applicable vesting conditions.

Listing Rule 7.1

Listing Rule 7.1 prohibits the Company (subject to specified exceptions) from issuing or agreeing to issue equity securities in any 12 month period which amount to more than 15% of its ordinary securities without the approval of Shareholders of its ordinary securities (**15% Placement Capacity**).

Listing Rule 7.2

Listing Rule 7.2 provides certain exceptions to Listing Rule 7.1, allowing certain issues of securities to be excluded from the calculation of the number of securities issued during the 12 month period. Exception 13(b) of Listing Rule 7.2 provides that Listing Rule 7.1 does not apply to securities issued under an employee incentive plan, if within three years before the date of issue, Shareholders have approved the issue of securities under the EIP as an exception to Listing Rule 7.1.

Resolution 5 proposes that Shareholders consider and approve the **EIP** in accordance with Listing Rule 7.2 (Exception 13(b)), which would enable securities issued under the EIP over the next three years to be excluded from the calculation of the number of securities under the Company's 15% Placement Capacity for the purposes of Listing Rule 7.1.

If Resolution 5 is passed, the Company will be able to issue securities under the Incentive Plan to eligible participants over a period of three years from the date on which Resolution 5 is passed up to a nominated maximum amount, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 5 is not passed, the Company will not be able to issue securities under the EIP to eligible participants without using the Company's 15% Placement Capacity limit under Listing Rule 7.1, effectively decreasing the number of securities the Company can issue or agree to issue without obtaining Shareholder approval over the 12 month period following any such issue.

Specific Information Required by Listing Rule 7.2

In accordance with the requirements of Listing Rule 7.2 (Exception 13(b)), the following information is provided:

(a) a summary of the material terms of the EIP are set out in Annexure A and form part of the Notice of Annual General Meeting;

(b) 6,402,425 securities have been issued under the EIP since the Company was listed on the ASX on 6 December 2019;

(c) the maximum number of securities that can be issued under the EIP is 12,835,730 securities, which is equivalent to 5% of the Company's issued share capital; and

(d) a voting exclusion statement in respect of Resolution 5 has been included in the notice.

Voting Exclusion

A voting exclusion applies to Resolution 5 on the terms set out in the Notice.

Board Recommendation

As each Director is eligible to participate in the EIP, the Directors make no recommendation as to how Shareholders should vote on Resolution 5.

RESOLUTION 6 – AMENDMENTS TO CONSTITUTION

General

Under section 136(2) of the Corporations Act 2001, a company can modify its constitution or a provision of its constitution by special resolution of its members. Accordingly, the Company seeks Shareholder approval by special resolution to amend its Constitution as set out below.

It is proposed that the Company's Constitution be amended to reflect changes in law, regulation and market practice since the Constitution was adopted in 2019.

Proposed amendments summary:

<u>CHESS Replacement:</u>

CHESS is ASX's system that clears and settles trades in Australia's equity markets and maintains the CHESS sub-register of security holdings. In December 2017, the ASX announced that the current CHESS clearing system would be replaced by the "CHESS Replacement", a distributed ledger technology (DLT) based system. This change is set to be implemented in April 2023.

CHESS Replacement will upgrade critical market infrastructure to allow for increased efficiency and deliver new functionality. The proposed amendments to clause 4.5 of the Constitution will entitle the Company to record the names of four joint holders of a security in respect of a CHESS holding instead of three.

This amendment will provide consistency between the Constitution and the new CHESS system.

<u>Virtual meetings of members:</u>

The Corporations Amendment (Meetings and Documents) Bill 2021 (Bill) received Assent on 22 February 2022. The Bill made permanent changes to existing requirements under the Corporations Act 2001 (Cth) (the Corporations Act) that enables companies and registered schemes to use technology to hold meetings, execute company documents, and sign and distribute meetings-related documents.

Proposed amendments to the Company's Constitution provide that, subject to the Corporations Act, the Company may hold a wholly virtual general meeting. These amendments will clarify that a general meeting may be held by the Company in one of three ways:

1. At a physical venue ('physical meeting');
2. At one or more physical venues using technology ('hybrid meeting', a physical meeting in conjunction with online facilities to allow remote participation); or
3. Using virtual meeting technology only ('virtual meeting', where all members participate via online facilities)

The amendments to the Constitution include:

- Adding a definition of Virtual Meeting Technology
- Amending clause 9 of the Constitution, which deals with how general meetings are called and held
- Allowing a general meeting to be held in more than one room or physical location, including by Virtual Meeting Technology
- Flow-on changes such as clause cross-references.

This resolution is a special resolution and requires support from 75% of the votes cast.

Access to a full copy of the proposed new constitution showing the proposed changes are available on the Company's website at www.amaero.com.au. The Company will send a copy of the constitution showing the proposed changes (at the Company's expense) to any Shareholder upon request.

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 4 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 21 October 2022.

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.

Corporations Act means the Corporations Act 2001 (Cth).

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.

Employee Incentive Plan (EIP) means the Employee Incentive Plan of the Company which was last approved by Shareholders on 18 October 2019.

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.

Annexure A: Summary of the Terms of the Employee Incentive Plan

Pursuant to the EIP, the Company may offer Plan Shares, Employee Options or Employee Performance Rights on the terms and conditions summarised below.

A copy of the full terms of the EIP, as summarised above, is available to Shareholders of the Company, free of charge, on request.

(a) Eligibility

Any employee, consultant or Director of the Company may be declared by the Board, in its sole and absolute discretion, to be eligible to participate in the Employee Incentive Plan (**Eligible Participant**).

(b) Consideration

Unless the Board otherwise determines, an Eligible Participant will not be required to make any payment in consideration for the grant of an Employee Incentive under the Employee Incentive Plan.

(c) Maximum allocation

The Employee Incentive Plan provides a limit on the number of Employee Incentives that can be issued under the plan such that an issue of an Employee Incentive must not result in the number of Plan Shares, Employee Options or Employee Performance Rights, in aggregate, in the previous three years exceeding 5% of the total number of Shares on issue.

(d) Employee Loans

The Employee Incentive Plan also provides that the Board may, in its discretion, elect to provide an Eligible Participant with a limited recourse, interest free loan for an amount equal to the issue price of any Plan Share to enable the Eligible Participant to subscribe for Plan Shares. These loans are repayable:

(i) upon the Employee ceasing to be employed by the Company; or

(ii) 30 days after the Company elects (by act or omission) not to buy back the relevant Shares where it has the right to do so; or

(iii) The Employee otherwise disposes of the Shares.

In the event the Eligible Participant defaults on their obligation to repay the loan, the Company's only recourse is to sell the relevant Plan Shares or dispose of any number of Plan Shares to repay the outstanding amount and the costs of the sale or disposal.

(e) Terms of Plan Shares

The rights attaching to the Plan Shares are the same as Shares. The terms of the EIP will prevail to the extent of any inconsistency with those rights.

(f) Terms of Employee Options and Performance Rights

(i) Employee Options

Exercise Price, Expiry Date and Entitlement

Each Employee Option shall have an exercise price (Exercise Price) and expiry date (**Expiry Date**) determined by the Company at the time of issue of the Employee Options.

Each Employee Option entitles the holder (**Employee Optionholder**) to subscribe for one Share on payment of the Exercise Price.

Vesting Conditions and Exercise Period

The Employee Options may be subject to vesting conditions (**Vesting Conditions**), including time elapsed from the date of Quotation. Each Employee Option is exercisable from the date of satisfaction or of waiver by the Board of the relevant Vesting Conditions and before the Expiry Date (**Exercise Period**).

(ii) Employee Performance Rights

Performance Condition and Performance Period

Each Employee Performance Right will entitle an Eligible Participant (**Performance Rightsholder**) to be automatically issued one Share upon the satisfaction of the Performance Criteria.

The Employee Performance Rights may be subject to performance criteria (**Performance Criteria**) which must be satisfied during a period specified by the Board of the Company (**Performance Period**).

(iii) Shares issued on exercise

Shares issued upon exercise of an Employee Option or an Employee Performance Right will rank equally with the Shares of the Company and third party interests and the Company

will apply to ASX for quotation of the Shares.

(iv) Participation in new issues, voting rights and dividends

There are no participation rights or entitlements inherent in the Employee Options nor the Employee Performance Rights and Employee Optionholders and Performance Rightsholders will not be entitled to vote, receive any dividends or participate in new issues of capital offered to Shareholders during the currency of the Employee Options and the Employee Performance Rights unless and until the Employee Options have been exercised or the Performance Criteria has been satisfied and the Performance Rightsholder is issued Shares.

(v) Adjustment for bonus issues of Shares

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

(A) the number of Shares which must be issued on the exercise of an Employee Option will be increased by the number of Shares which the Holder would have received if the Holder had exercised the Employee Option before the record date for the bonus issue; and

(B) no change will be made to the Exercise Price.

(vi) Adjustment for rights issue

If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the Exercise Price of an Employee Option will be reduced according to the formula in Listing Rule 6.22 so that the Holder does not suffer any detriment as a result of the pro rata issue.

(vii) Adjustment for reorganisation

If there is any reorganisation of the issued share capital of the Company, the rights of the Holders of Employee Options will be varied to comply the Listing Rules which apply to the reorganisation at the time of the reorganisation.

The number of Employee Performance Rights held by an Employee may, in the discretion of the Board, be determined to be such number as appropriate and so that the Employee does not suffer any material detriment following any variation in the share capital of the Company arising from a reorganisation of the share capital.

(viii) Non-Transferable and No Quotation

The Employee Options are non-transferable but the Employee may nominate a Related Party of the Employee Optionholder to hold the Options subject Board approval. Employee Options will not be quoted.

The Employee Performance Rights are non- transferable and are unquoted securities.

(g) Takeovers and Reconstruction

The Board of the Company must give the Eligible Participant notice (**Notice**) of:

(i) any takeover bid or other offer to acquire all of the Shares of the Company; or

(ii) under Part 5.1 of the Corporations Act, a Court sanctions a compromise or arrangement proposed for the purpose of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation with any other company or companies which, if implemented, would result in a change in the control of the Company.

Upon receiving a Notice, an Eligible Participant is entitled:

(i) in the case of Employee Options, to exercise all or any of their Employee Options in the offer period referred to in the Notice or in the notice period for the shareholders' meeting the subject of the Notice; and

(ii) in the case of Employee Performance Rights, to make a request to the Board of the Company to determine that all existing Employee Performance Rights vest immediately and Plan Shares in respect of all such Employee Performance Rights be issued to the Eligible Participant, in which case:

(A) the Board of the Company must process such a request as soon as possible with reference to the Performance Criteria relating to those Employee Performance Rights; and

(B) the Board of the Company may determine at its discretion the number (if any) of Employee Performance Rights which shall vest and must provide that number of Shares to the Eligible Participant.

(h) Lapse of Employee Performance Rights and Options

Unless otherwise determined by the Board, any Employee Options and Employee Performance Rights automatically lapse if:

(i) the Eligible Participant ceases employment or hold office with the Company;

(ii) the Eligible Participant becomes a Good Leaver and does not exercise all vested Employee Options for 90 days after the Eligible Participant becomes Good Leaver;

(iii) a Performance Criteria has not been satisfied within the Performance Period or Vesting Conditions are not achieved by the relevant time;

(iv) if the Board determines in its reasonable opinion that the Performance Criteria or Vesting Conditions have not been met and cannot be met within the Performance Period or prior to the Exercise Period;

(v) where the Board has determined that the Eligible Participant has, by any act or omission, brought the Company into disrepute;

(vi) the receipt by the Company of notice from the Eligible Participant that the Eligible Participant has elected to surrender the Employee Options or Employee Performance Right; or

(vii) any other circumstances specified in the offer made to the Eligible Participant pursuant to which the Employee Options or Employee Performance Rights were issued.

(i) US Addendum

Any offer made by the Board under the Employee Incentive Plan to Eligible Participants who are citizens or residents of the United States of America (**US Participants**) will be covered by the additional terms of the US Appendix to the Employee Incentive Plan (**US Appendix**).

The US Appendix specifically stipulates the following:

(i) The maximum aggregate number of Shares that may be issued under the Employee Incentive Plan pursuant to the exercise of Incentive Stock Options (as defined in the US Appendix) shall not exceed 8 million (**US Share Limit**).

(ii) The US Appendix (and each amendment to the US Appendix), the total cap and the ISO Share Limit are subject to approval of a majority of the outstanding Securities of the Company entitled to vote within a period beginning twelve (12) months before and ending twelve (12) months after the date on which the US Appendix (or any such amendment) is adopted by the Board.

(iii) The US Appendix has a term of ten years.

AMAERO
ADDITIVE MANUFACTURING

Amaero International Ltd | ACN 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 Tuesday, 22 November 2022,** 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:
WEBCHAT:
https://automicgroup.com.au/

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

STEP 1 – How to vote

APPOINT A PROXY:
I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Amaero International Ltd, to be held at **11.00am (AEDT) on Thursday, 24 November 2022 at 13 Normanby Road, Notting Hill, VIC 3168 and virtually** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair 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 Resolutions 1 and 5 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 5 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

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.

AUTOMIC

STEP 2 – Your voting direction

	Resolutions	For	Against	Abstain
1.	ADOPTION OF REMUNERATION REPORT			
2.	ELECTION OF DIRECTOR – HANK HOLLAND			
3.	ELECTION OF DIRECTOR – OMER GRANIT			
4.	**SPECIAL RESOLUTION** APPROVAL OF 10% PLACEMENT CAPACITY			
5.	APPROVAL OF THE EMPLOYEE INCENTIVE PLAN			
6.	**SPECIAL RESOLUTION** AMENDMENTS TO CONSTITUTION			

3DA

STEP 3 – Signatures and contact details

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

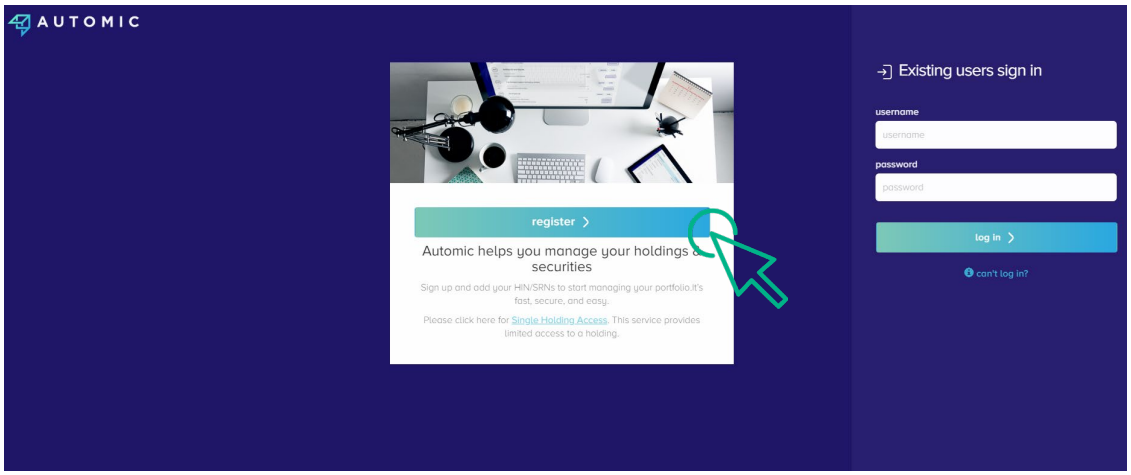
Date (DD/MM/YY) / /

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

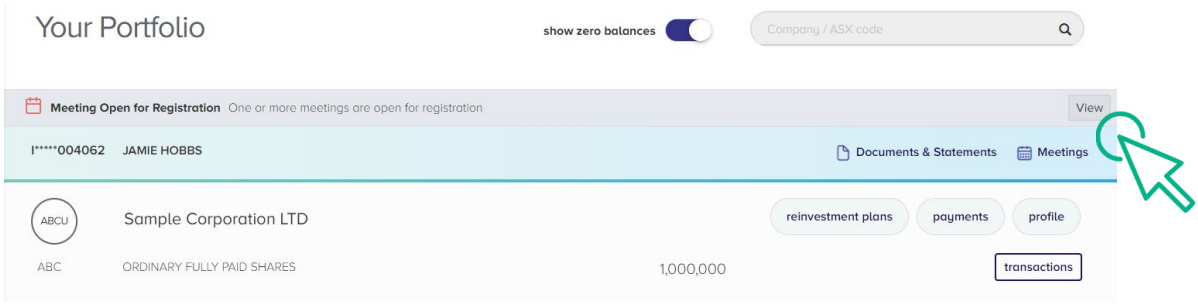
Virtual Meeting Registration and Voting

REGISTRATION

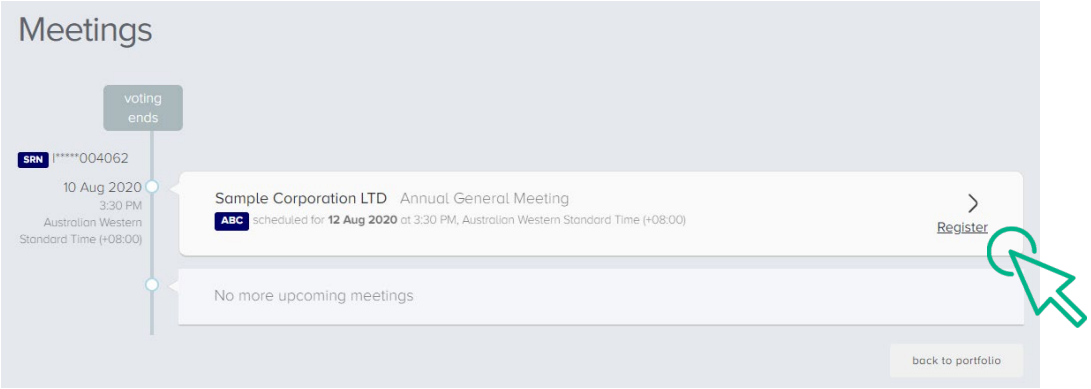
- Go to: https://investor.automic.com.au/#/home.
- Log in using your existing username and password or click on "register" and follow the on-screen prompts to create your login credentials.



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

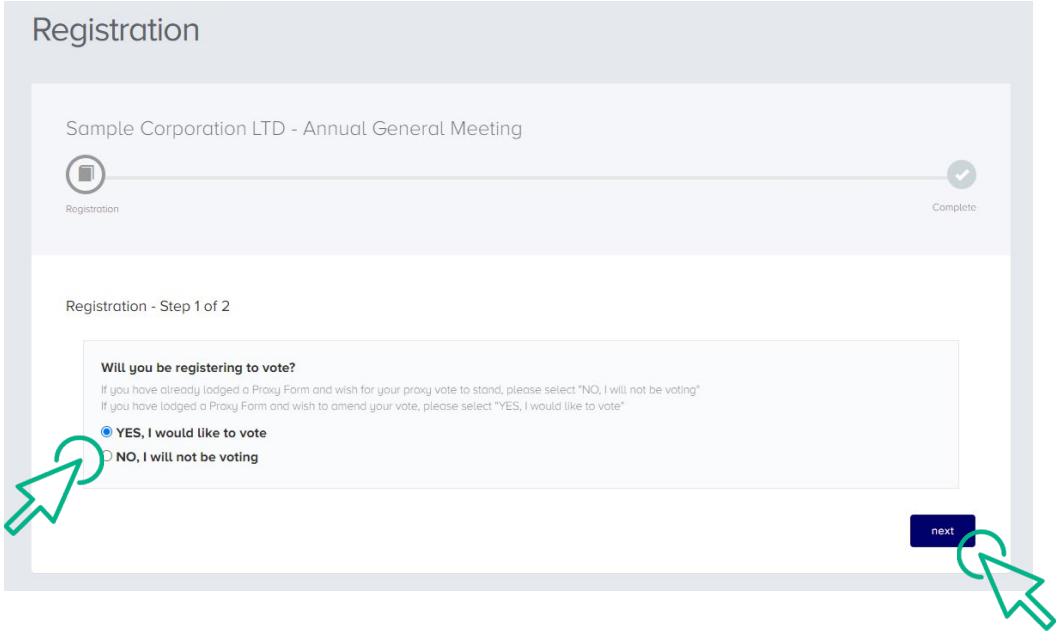


- Click on "register" to register your attendance for the meeting.

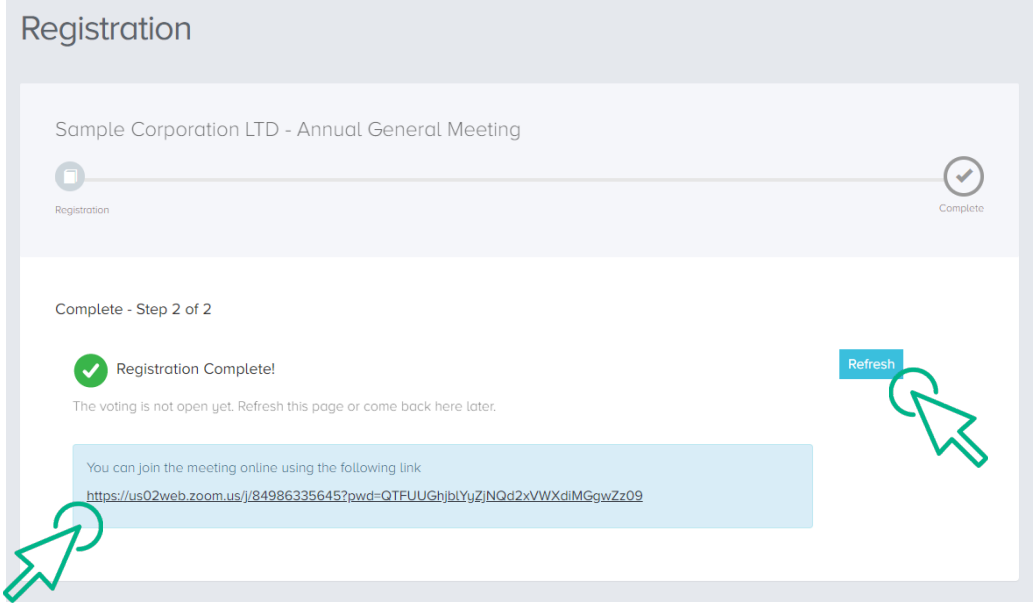


REGISTRATION

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

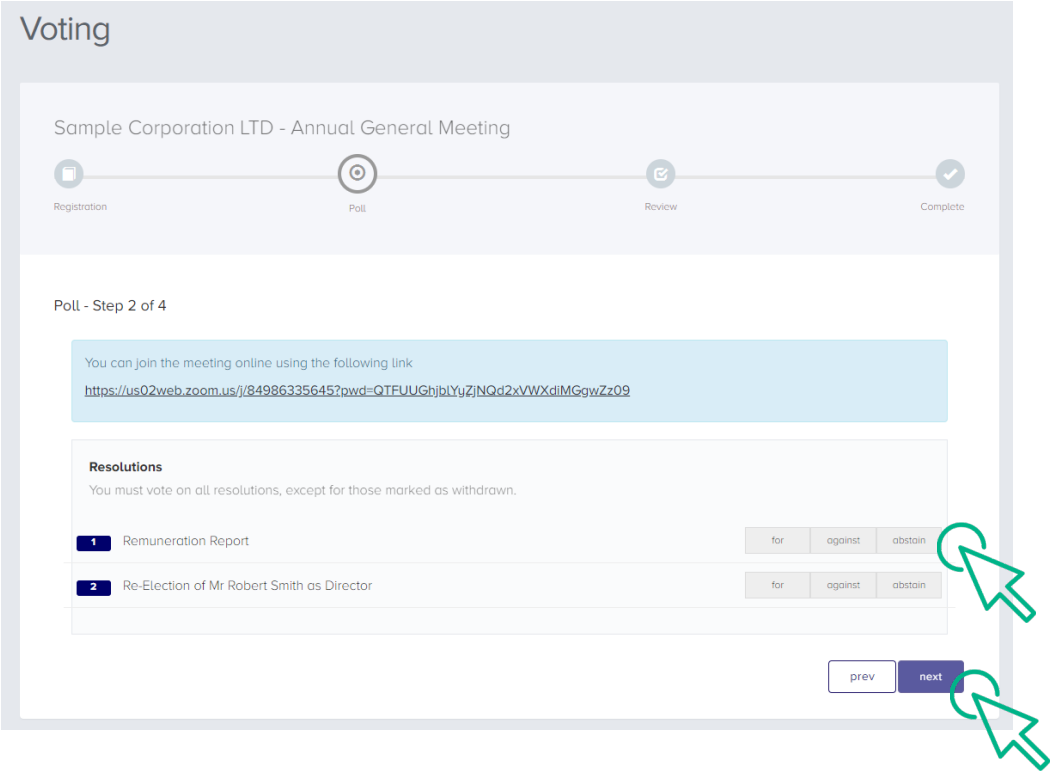


- You will be placed on a holding page until voting opens for the meeting. From here you can access the meeting video/audio by selecting the meeting URL.
- Once the Chair of the Meeting declares voting open, you should select "refresh".

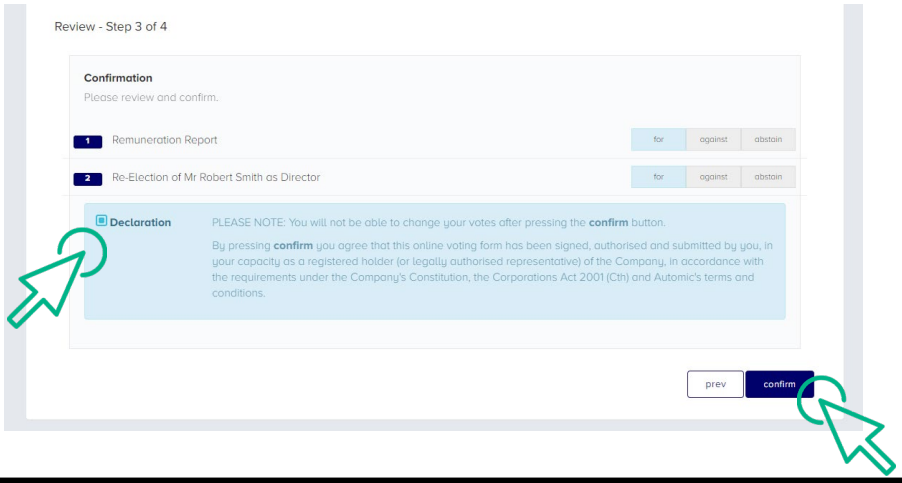


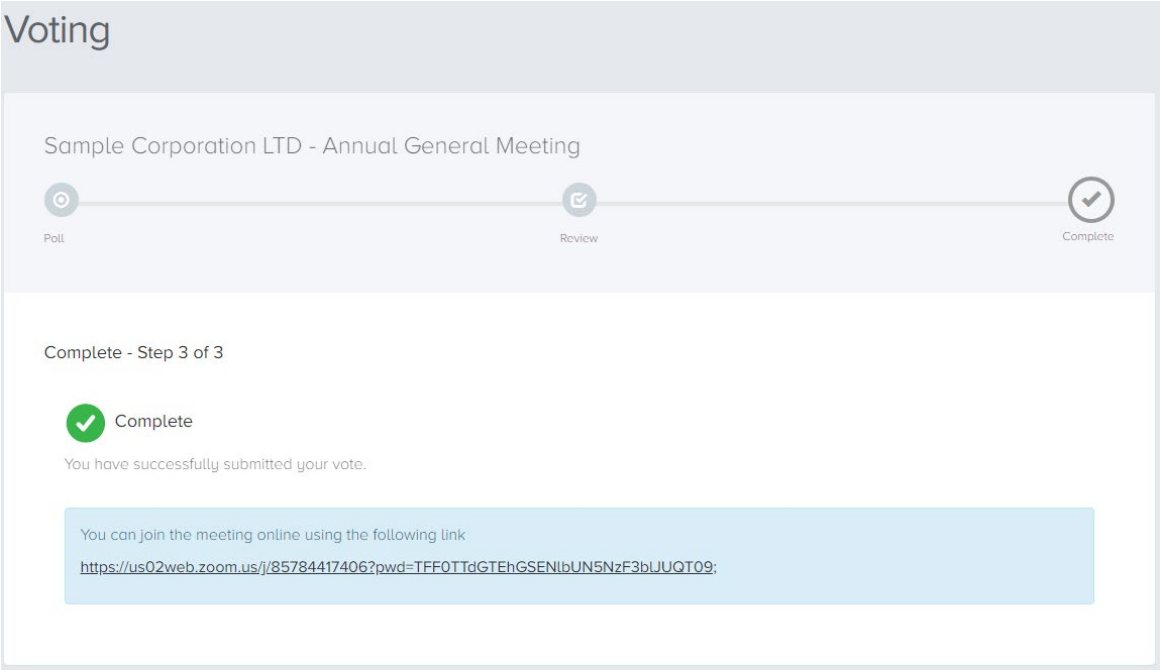
VOTING

- 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.