



16 February 2022

Dear Securityholder

Extraordinary General Meeting: Issue of Convertible Notes

I have pleasure in inviting you to attend an Extraordinary General (**EGM**) Meeting of Astron Corporation Limited (the **Company**), ASX: ATR, and have enclosed the Notice of Meeting and Explanatory Memorandum setting out the items of business. The Meeting will be held on 7 March 2022 commencing at 4:00 PM (Australian Eastern Daylight Time). Due to COVID-19 restrictions, this will be a virtual meeting.

The purpose of the Meeting is to authorise the issue of Convertible Notes (**Notes**) to Collins Street Asset Management Pty Ltd in its capacity as trustee of the Collins St Value Fund to raise the principal amount of A\$5 million, plus A\$1 million, by the issue of supplementary notes, to pay interest at 10% pa capitalised in advance on the Notes. The principal amount will be used in development of the Donald Mineral Sands and Rare Earths Project, located in regional Victoria.

The funds will be used to advance the definitive feasibility study (DFS) of the Project, including feasibility level engineering design of the work site and process plant, and additional exploration drilling. This is expected to lead to a refined resource model and ore reserves and be followed by continuing environmental studies and regulatory engagement. The DFS completion is planned for the second half of 2022.

The Notes have a term of two years and are convertible into ordinary shares of the Company at A\$0.54 per share. The Notes carry a 10% p.a. coupon which is capitalised upfront to the loan balance. The main terms governing the issue of the Notes are set out in the Explanatory Memorandum which accompanies the Notice of Meeting.

Collins Street Asset Management is an Australian wholesale investment management company with an orientation to value-based investment. Founded by Michael Goldberg and Vas Piperoglou, the Collins Street Value Fund is a concentrated portfolio of their team's highest conviction ideas.

The Notice of Meeting is also available on the Company's website. All resolutions for the EGM will be decided via a poll. The poll will be conducted based on votes submitted by proxy, together with any votes cast at the EGM.

The following Procedures for Voting provides details on the voting arrangements available for shareholders.

I look forward to your attendance at the Company's Extraordinary General Meeting.

George Lloyd
Chairman

Procedures for Voting

The Company strongly encourages shareholders to vote using the voting instruction form for the purposes of the EGM. A personalised Voting Instruction Form is attached to this letter when dispatched by the Company's Registry. Shareholders who have elected to receive notices from the Company in electronic format will receive an email directly from the Computershare Registry. Shareholders can update their email addresses and communication preferences via the Registry (www.investorcentre.com/contact).

The Company also encourages shareholders to lodge their proxy votes online via the Registry (www.investorvote.com.au) using the holding details (SRN or HIN) that will be available on the personalised Voting Instruction Form dispatched by the Registry.

There are a number of ways in which you may vote at the Meeting, depending on whether you hold Shares in the Company or CDIs.

If you hold Shares, you may attend and vote at the Extraordinary General Meeting in person or by your authorised corporate representative or appoint someone as your proxy to attend and vote at the Meeting on your behalf.

If you hold CDIs you may instruct CHES Depository Nominees Pty Ltd (**CDN**) as the legal holder of Shares in the Company underlying the CDIs how you wish to vote by way of completing the enclosed Voting Instruction Form.

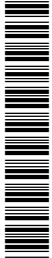
Alternatively, you may convert your holding in CDIs to a holding of Shares and vote these at the Extraordinary General Meeting. You must ensure the conversion is completed before the record date for the Meeting. If you do so, if you subsequently wish to sell your Shares on ASX, the Shares must first be converted back to CDIs.

If you are attending this Extraordinary General Meeting virtually, please follow the instructions to facilitate your registration.

If you are unable to attend the Meeting, you are encouraged to complete the enclosed Voting Instruction Form. If you are a CDI holder and you wish to direct CDN how to vote in respect of your CDIs you should read, complete, date and sign the accompanying CDI Voting Instruction Form. The Voting Instruction Form should be returned in the envelope provided or sent or faxed to the Company's share registrar, Computershare Investor Services Pty Limited at GPO Box 242 Melbourne, Victoria 3001 Australia, on 1800 783 447 (within Australia) / +61 3 9473 2555 so that it is received by 7:00 PM (Australian Eastern Daylight Time) on 2 March 2022.

Alternatively, if you are a shareholder and wish to vote by proxy, a proxy form (and any power of attorney or other authority under which it is signed, or a certified copy of it) must be deposited with Computershare Hong Kong Investor Services Ltd at Hopewell Centre, 17M Floor, 183 Queen's Road East, Wan Chai, Hong Kong so that it is received by 1:00 PM (Hong Kong Time) on 5 March 2022.

Corporate shareholders will be required to complete a "Certificate of Appointment of Representative" to enable a person to attend on their behalf. A form of this certificate may be obtained from the Company's share registrar.



Astron Corporation Limited ARBN 154 924
553 (incorporated in Hong Kong, company
number 1687414)

Notice of Extraordinary General Meeting and Explanatory
Memorandum

Date of Meeting: 7 March 2022

Time of Meeting: 4:00 PM AEDT

Virtual meeting link: <https://tinyurl.com/2zkffebk>

You may pre-register for the virtual meeting. Pre-registration is at: <https://tinyurl.com/5p7nwjrb>

This is an important document. Please read it carefully.

If you are unable to attend the Extraordinary General Meeting (**Meeting**), please complete the voting instruction form **enclosed** and return it in accordance with the instructions set out on that form.

Each Resolution to be put to the Meeting will be decided by poll vote, as a combination of proxy votes lodged, together with any votes cast in person at the meeting. Accordingly, Securityholders are encouraged to lodge their votes online via the Company's Registry (www.investorvote.com.au) or via the voting instruction form supplied.

Notice of Extraordinary General Meeting

Astron Corporation Limited

Notice is hereby given that the Extraordinary General Meeting (**Meeting**) of the Securityholders of Astron Corporation Limited ARBN 154 924 553 (**Company**) will be held on 7 March 2022 at 4:00 PM (AEDT) virtually by webinar at <https://tinyurl.com/2zkffebk>. Alternatively, if you are unable to access the webinar but wish to attend by telephone, please email the Australian Company Secretary (joshua.theunissen@astronlimited.com) to arrange dial in details.

Terms used in this Notice of Meeting are defined in section 4 of the accompanying Explanatory Memorandum. The Explanatory Memorandum accompanies and forms part of this Notice of the Extraordinary General Meeting. The Explanatory Memorandum provides additional information on matters to be considered at the Meeting and should be read in its entirety.

Agenda

SPECIAL BUSINESS

1. Resolution 1: Issue convertible notes to CSVF

To consider and, if thought fit, pass the following Resolution, with or without amendment, as an Ordinary Resolution of the Company:

“That the directors of the Company be authorised to issue convertible notes to Collins Street Asset Management Pty Ltd ACN 601897 974 AFSL 468935 in its capacity as the trustee of the Collins Street Value Fund ABN 72 216 927 424 (CSVF) with an issue amount of A\$6 million (comprising A\$5 million in the principal issue amount and A\$1 million by the issue of supplementary notes to pay interest of 10% p.a., capitalised in advance) which convert into ordinary Securities in the capital of the Company in an amount equal to the face value divided by A\$0.54, with a term of 2 years, where such authority is provided for the purposes of the Hong Kong Companies Ordinance, ASX listing rule 7.1, and all other purposes.”

Voting exclusion statement

The Company will disregard any votes cast in favour of this Resolution 1 by or on behalf of:

- any person who is expected to participate in, or who will obtain a material benefit as a result of the proposed issue of Equity Securities under this Resolution 1 (except a benefit solely by reason of being a holder of Securities if this Resolution 1 is passed); and
- an associate of that person.

However, this does not apply to a vote cast in favour of this Resolution 1 by:

- a person as a 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 in that way;
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

2. Resolution 2: Issue of shares on conversion of convertible note

To consider and, if thought fit, pass the following Resolution, with or without amendment, as an Ordinary Resolution of the Company:

“That, subject to Resolution 1 being passed, the directors of the Company be authorised to issue shares on the exercise of rights of conversion under the convertible notes referred to in Resolution 1 where such authority is provided for the purposes of the Hong Kong Companies Ordinance and all other purposes.”

Voting exclusion statement

The Company will disregard any votes cast in favour of this Resolution 2 by or on behalf of:

- any person who is expected to participate in, or who will obtain a material benefit as a result of the proposed issue of Equity Securities under this Resolution 2 (except a benefit solely by reason of being a holder of Securities if this Resolution 2 is passed); and
- an associate of that person.

However, this does not apply to a vote cast in favour of this Resolution 2 by:

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

3. Voting process for CDI holders

Computershare Investor Services Pty Limited (**Computershare AU**), on behalf of CDN, will provide CDI holders a CDI Voting Instruction Form along with this Notice of Meeting and Explanatory Memorandum and the other proxy solicitation materials. By completing, signing and returning the CDI Voting Instruction Form, CDI holders may instruct CDN to vote on their behalf in accordance with their written directions. Where a CDI holder executes the CDI Voting Instruction Form under a power of attorney, the power of attorney or other authority under which it is signed, or a certified copy of it, must be provided with the CDI Voting Instruction Form.

Computershare AU has agreed to collect and process Voting Instruction Forms from CDI holders. Computershare AU must receive your CDI Voting Instruction Form, completed and returned in accordance with the instructions provided on the form, by 7:00 PM (Australian Eastern Daylight Time) on 2 March 2022. This will give CDN enough time to tabulate all voting instructions provided by holders of CDIs and to vote the shares underlying the CDIs.

If a CDI holder completes and returns a CDI Voting Instruction Form, such CDI holder may revoke those directions by delivering to Computershare AU, no later than 7:00 PM (Australian Eastern Daylight Time) on 2 March 2022, a written notice of revocation bearing a later date than the CDI Voting Instruction Form previously sent.

Alternatively, you may convert your holding of CDIs to a holding of Shares and vote these at the Extraordinary General Meeting. You must ensure the conversion is completed before 7:00 PM (Australian Eastern Daylight Time) on 2 March 2022.

4. Voting process for holders of Shares in the Company

Holders of Shares in the Company may attend and vote at the Extraordinary General Meeting or appoint someone as a proxy to attend and vote at the meeting on their behalf by completing and returning a proxy form. A proxy need not be a Shareholder of the Company. A proxy may vote on a show of hands but a person holding a proxy for more than one member has only one vote. If a Shareholder is entitled to cast two or more votes, they may appoint two proxies and may specify the number of share(s) each proxy is appointed to exercise. The proxy form must be deposited with Computershare Hong Kong Investor Services Ltd at Hopewell Centre, 17M Floor, 183 Queen's Road East, Wan Chai, Hong Kong so that it is received by 1:00 PM (Hong Kong Time) on 5 March 2022.

5. Voting entitlements

The Board has determined that a shareholder's voting entitlement at the Extraordinary General Meeting will be taken to be the entitlement of that person shown in the register of members as at 5 March 2022 (Record Date).

6. General Business

To consider any other business as may be lawfully put forward in accordance with the Articles of Association of the Company. Specific comments relating to the Resolutions are set out in the Explanatory Memorandum.

By order of the board

Dated this 16 February 2022

George Lloyd
Chairman

Explanatory Memorandum

Astron Corporation Limited

This Explanatory Memorandum is provided to Securityholders of Astron Corporation Limited ARBN 154 924 553 (**Company**) to explain the Resolutions to be put to Securityholders at the Extraordinary General Meeting (**Meeting**) to be held on 7 March 2022 at 4:00 PM AEDT virtually by webinar at <https://tinyurl.com/2zkffebk>.

The information is important. The Directors recommend Securityholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

Terms used in this Explanatory Memorandum are defined in section 4.

1. Resolution 1: Issue of Convertible Notes

1.1 Overview of the issue

The Company has agreed to issue convertible notes (**Notes**) in the amount of A\$6 million, with a face value of A\$100 per Note.

The issue will raise A\$5 million, to be used in development of the Donald Mineral Sands and Rare Earth Project, plus Interest on the Notes at 10% pa which will be capitalised in advance and will be satisfied in full by the issue of supplementary Notes in the amount of A\$1 million. The supplementary notes do not bear interest.

The Notes are being issued to Collins Street Asset Management Pty Ltd ACN 601 897 974 AFSL 468935 (**CSAM**) in its capacity as the trustee of the Collins Street Value Fund ABN 72 216 927 424 (**CSVF**), which is an Australian wholesale investment management company with an orientation to value-based investment. CSAM does not currently hold any securities in the Company. Set out below is the information for securityholders as required by ASX listing rule 7.3.

1.2 The names of the persons to whom the entity will issue the convertible note

The Notes are being issued to Collins Street Asset Management Pty Ltd ACN 601 897 974 AFSL 468935 in its capacity as the trustee of the Collins Street Value Fund ABN 72 216 927 424 (**CSVF**).

1.3 The number and class of securities to be issued

The Company will issue 60,000 Notes (comprising 50,000 principal interest bearing notes and 10,000 supplementary non-interest bearing notes) with a face value of A\$100 per Note. Each Note will convert into the number of fully paid ordinary shares in the capital of the Company equal to the face value divided by A\$0.54.

On conversion of all of the Notes, the Company will issue 11,111,111 fully paid ordinary shares to CSVF which will be represented by CDIs. See section 2.1 below for an explanation of CDIs.

At the date of this notice of meeting and assuming no further issue of shares, if that number of fully paid ordinary shares were issued to CSVF, it would represent about 8.3% of the issued capital of the Company.

1.4 **A summary of the material terms of the convertible notes**

Each Note has a face value of A\$100. Each Note will convert into the number of fully paid ordinary shares in the capital of the Company equal to the face value divided by A\$0.54.

Each of the principal interest bearing Notes will bear a coupon rate of 10% per annum. The interest is to be capitalised upfront (in the amount of A\$1 million for the full issue of Notes up to the maturity date, being 24 months after the issue date) and fully satisfied by the issue of 10,000 supplementary Notes which will be on the same terms as the 50,000 principal interest bearing Notes, except that they will not bear interest.

If all of the 60,000 Notes were converted for shares, the Company would issue 11,111,111 shares to CSVF.

To secure the noteholder's rights under the Notes, the Company's wholly owned subsidiary, Donald Mineral Sands Pty Ltd ACN 087 469 707 will guarantee the obligations of the Company under the Notes, grant a first ranking security over its assets and undertakings and a registered mortgage over its real property.

If the Company progresses financing for its Donald Mineral Sands project, the noteholder must use all reasonable endeavours to agree appropriate terms for the subordination of the security interest to satisfy the senior debt funding terms.

The Notes are not transferable without the Company's prior written consent.

The Notes will have a maturity date 24 months after the date of issue. On the Maturity Date, the total of the full face value of the Notes, expenses payable on the Notes and any other amounts owing to the noteholder are immediately payable to the noteholder.

The noteholder, CSVF, may convert Notes at any time. At each conversion event, the noteholder may only convert Notes above the minimum parcel of A\$250,000.

The Company may elect to redeem and repay the Notes at any time, however, in the event the Company elects to redeem the Notes, the Company will issue to the noteholder options to subscribe for shares in the capital of the Company determined in accordance with following formula:

$$O = FV / A\$0.54$$


Where;

O = the number of options to be issued

FV = the Face Value of the Notes redeemed

The options shall:

- a) have an expiry date being the Maturity Date (unless the redemption option is exercised in the 10 business days prior to the maturity date, in which case the expiry date will be 10 business days after the maturity date);
- b) be transferable;
- c) not be listed on ASX;

- 
- d) not participate in any further issue of securities by the Company unless exercised prior;
 - e) be subject to adjustment in accordance with the usual terms and conditions applicable to options issued by ASX listed companies; and
 - f) be subject to such other usual terms and conditions applicable to options issued by ASX listed companies.

On exercise of options, the Company will issue fully paid ordinary shares, represented by CDIs, with the same terms as all of the other paid ordinary shares on issue by the Company and ranking pari passu with existing CDIs on issue. If all of the Notes are redeemed, the Company would issue 11,111,111 options to Collins Street (each exercisable for 1 share).

1.5 The date or dates on or by which the entity will issue the convertible notes.

The Notes will be issued as soon as practical after the date of approval, and in any event by no later than 3 months after the date of the meeting.

1.6 The price or other consideration the entity will receive for the issue of the convertible notes

The Company will issue 60,000 Notes with a face value of A\$100 per Note. The total amount to be raised is A\$6 million comprising A\$5 million in the principal issue amount and A\$1 million by the issue of supplementary notes to fully satisfy the interest of 10% p.a. payable on the principal issue amount.

1.7 The purpose of the issue, including the intended use of any funds raised

The Company's prime focus is on the development of its large, long-life Donald Mineral Sands and Rare Earth project in the Murray Basin, Victoria (**Project**).

The proceeds of the issue of the Notes will be used in development of the Project, including to advance the definitive feasibility study for the Project, and for working capital related to the Project. The supplementary notes referred to above will be non-interest bearing and issued as payment of interest on the Notes at 10% pa capitalised in advance.

In relation to the Project, it is proposed that the funds will be used in 3 key work areas. Firstly, to undertake a planned drilling programme at Donald, which will contribute to an updated mineral resource and reserves model to be incorporated into the feasibility study (expected to be completed around mid-calendar year 2022). Secondly, to progress engineering works already underway as a part of the feasibility study, including finalisation of plant design to include downstream minerals processing on site. Finally, to progress the Project work plan and obtaining regulatory approvals, and environmental and sustainable development activities.

1.8 A summary of any other material terms of the agreement for the issue of convertible notes

The agreement for the issue of the convertible notes comprises a Convertible Note Deed, Conditions of Issue and a Subscription Letter, all dated 1 February 2021. Under these documents:

- a) the Company will procure that its wholly owned subsidiary Donald Mineral Sands Pty Ltd ACN 087 469 707 (**DMS**) will guarantee the obligations of the Company under the Notes and grant a first ranking security over its assets and undertaking and a registered mortgage over real property to secure the guarantee (DMS is the holder of the primary assets that comprise the Project);

- b) the Company undertakes to ensure that the prime focus of the Company and DMS remains the development of the Project;
- c) the Company undertakes to progress obtaining the project financing for the Project as soon as is reasonably practicable, and progress the Project as soon as is reasonably practicable;
- d) the Company undertakes to use the funds raised by the Note issue only for the development of the Project and related working capital, including for the definitive feasibility study for the Project proposed to be undertaken during the first half of 2022;
- e) the Company agrees not to incur financial indebtedness in excess of \$5,000,000 without the consent of CSVF, which consent shall not be unreasonably withheld;
- f) the Company agrees not to create or allow any of its Australian subsidiaries (including DMS) to create a security interest of any of its assets (with certain conventional exceptions);
- a) the Company agrees not to pay a dividend or return of capital or allow any of its subsidiaries to do so;
- b) the Company gives representations, warranties and undertakings that are usual for financing documents of this type;
- c) CSVF as noteholder is entitled to redeem the Notes on the occurrence of any one of a number of events of default, which are usual events of default for financing documents of this type;
- d) The Company is entitled to require CSVF to enter into a voluntary escrow agreement in conventional form if the Company makes arrangements for a capital raising.

The undertakings referred to above cease when the Notes are converted, expire or are paid out on maturity.

1.9 **Director Recommendation**

All Directors unanimously recommend that Securityholders vote in favour of Resolution 1.

1.10 **Voting Intentions**

Each of the Directors intends to vote in favour of Resolution 1 and the Chairman of the Meeting intends to vote all available proxies in favour of Resolution 1.

2. Resolution 2: Issue of shares on conversion of convertible notes

2.1 **Issue of shares**

If Resolution 1 is passed by the securityholders, the Company will issue Notes to CSVF.

On exercise of rights of conversion of the Notes, the Company will issue ordinary shares to CSVF, in accordance with the terms of issue of the Notes.

Resolution 2 authorises the company to issue the relevant shares on conversion of the Notes, in accordance with the terms of issue.



2.1 **CDIs**

Because the Company is incorporated under the laws of Hong Kong shares issued on conversion of the Notes will be held by CSVF as Chess Depository Interests (**CDIs**) and CSVF will be issued with CDIs rather than shares in the Company. Each CDI represents a beneficial interest in 1 share in the Company. The CDIs that will be issued to CSVF are in the same class as the CDIs that are traded on ASX under the code ATR and will rank pari passu with all other CDIs in that class.

2.2 **Director Recommendation**

All Directors unanimously recommend that Securityholders vote in favour of Resolution 2.

2.3 **Voting Intentions**

Each of the Directors intends to vote in favour of Resolution 2 and the Chairman of the Meeting intends to vote all available proxies in favour of Resolution 2.

3. **General Business**

To consider any other business as may be lawfully put forward in accordance with the Articles of Association of the Company. Specific comments relating to the Resolutions are set out in the Explanatory Memorandum.

By order of the board

Dated this 16 February 2022

4. Interpretation

Articles of Association means the articles of association of the Company from time to time.

ASIC means the Australian Securities and Investments Commission.

Associate has the meaning given to that term in s 9 of the Corporations Act.

ASX means ASX Limited ACN 008 624 691 or the Australian Securities Exchange (as applicable).

Board means the board of the Company.

CDI means a CHESS Depository Interest issued in respect of the Company's Shares. See section 2.1 of the Explanatory Memorandum.

Company means Astron Corporation Limited ARBN 154 924 553.

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

Director means a director of the Company.

Explanatory Memorandum means this Explanatory Memorandum attached to the Notice.

Listing Rules means the official listing rules of the ASX as amended from time to time.

Maturity Date means the date being the second anniversary of the date of issue of the Notes.

Notice of Meeting or **Notice** means this notice of Extraordinary General Meeting.

Option means an option to subscribe for a Share in the Company.

Ordinary Resolution means a resolution passed by more than 50% of the votes cast at a general meeting of Securityholders.

Resolution means a resolution to be proposed at the Meeting.

Security means a CDI or Share as the case may be.

Securityholder means a holder of Shares or CDIs in the Company.

Share means ordinary fully paid shares in the issued capital of the Company.

Shareholder means a shareholder of the Company.

Any inquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to Mr Joshua Theunissen (Australian Company Secretary) by email to joshua.theunissen@astronlimited.com



Astron Corporation Limited
1687414

Incorporated in Hong Kong
Hong Kong Company Number 1687414
ARBN 154 924 553

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

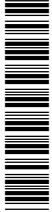


Online:

www.investorcentre.com/contact

ATR

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



YOUR VOTE IS IMPORTANT

For your vote to be effective it must be received by **7.00 pm (AEDT) Wednesday 2 March 2022**.

CDI Voting Instruction Form

How to Vote on Items of Business

Each CHESS Depository Interest (CDI) is equivalent to one share of Company Common Stock, so that every 1 (one) CDI registered in your name at 5 March 2022 entitles you to one vote.

You can vote by completing, signing and returning your CDI Voting Instruction Form. This form gives your voting instructions to CHESS Depository Nominees Pty Ltd, which will vote the underlying shares on your behalf. You need to return the form no later than the time and date shown above to give CHESS Depository Nominees Pty Ltd enough time to tabulate all CHESS Depository Interest votes and to vote on the underlying shares.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the Australian registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Only duly authorised officer/s can sign on behalf of a company. Please sign in the boxes provided, which state the office held by the signatory, ie Sole Director, Sole Company Secretary or Director and Company Secretary. Delete titles as applicable.

Lodge your Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

CDI Voting Instruction Form

Please mark to indicate your directions

Step 1

CHESSE Depository Nominees Pty Ltd will vote as directed

XX

Voting Instructions to CHESSE Depository Nominees Pty Ltd

I/We being a holder of CHESSE Depository Interests of Astron Corporation Limited hereby direct CHESSE Depository Nominees Pty Ltd to vote the shares underlying my/our holding at the Extraordinary General Meeting of Astron Corporation Limited to be held virtually on Monday, 7 March 2022 at 4:00 PM (AEDT) and at any adjournment or postponement of that meeting.

By execution of this CDI Voting Form the undersigned hereby authorises CHESSE Depository Nominees Pty Ltd to appoint such proxies or their substitutes to vote in their discretion on such business as may properly come before the meeting.

Voting Intention of the Chair

Securityholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolutions the subject of this Meeting, including Resolutions 1 and 2 subject to compliance with the Corporations Act. In exceptional circumstances, the Chair may change his/her voting intention on any Resolution, in which case an ASX announcement will be made. Further details, in relation to the ability of the Chair to vote on undirected proxies are set out in the accompanying proxy form.

Step 2

Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing CHESSE Depository Nominees Pty Ltd or their appointed proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
1 Issue convertible notes to CSVF	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Issue of shares on conversion of convertible notes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Step 3

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details *(Optional)*

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

ATR

2 8 5 1 8 8 A



Computershare

