



Sydney 6<sup>th</sup> October 2020

## **Business Development Shareholder Update – September 2020**

Dear Shareholders,

Below are highlights achieved during the month of September 2020:

### **Operations:**

- Bifox is planning to continue production of direct application phosphate rock (DAPR) during the coming months to the local Chilean market.
- Cash flow commenced to flow from our Chilean subsidiary, which allowed Bifox to fund the local operational requirements for the first time since taking over the resource and operational assets.
- Bifox has been approached by interested parties to sell DAPR into overseas market.
- Bifox is planning to proceed with a pilot testing program for production of Single Superphosphate (SSP) and Partial Acidulated phosphoric rock (PAPR). Samples were sent at the beginning of the year.
- Bifox has identified three prospective areas of the adjacent KI mining concession which is located south of the Bahia Inglesa tenement. Commence with geophysics program in an area of 2300 ha which represents 12% of the full KI mining concession.

### **Corporate**

- Annual General Meetings to be held on 14<sup>th</sup> October (see attached mailed out notification and proxy forms)
- IPO we are planning the IPO with Shaw and Partners and will advise all timing and corporate options by end of October 2020.

### **Bifox Limited**

Level 7, 92 Pitt Street  
Sydney, NSW 2000  
Tel +61 2 9236 4300



31 August 2020

Dear Shareholder

**Bifox Limited**  
**ANNUAL GENERAL MEETINGS**

2017 (adjourned). 2018 and 2019.

**Wednesday, 14 October 2020**

The Company adjourned its 2017 Annual General Meeting without considering the business at hand accordingly it is intended to now hold the adjourned 2017 meeting and the 2018 and 2019 meeting sequentially on the same day.

The Agenda and Explanatory Memorandum for the meetings are attached. The accounts of the company for each year can be accessed on the Company's website [www.bifox.com.au](http://www.bifox.com.au)

The Annual General Meetings will be held as Virtual Meetings on Wednesday 14 October 2020 at 10.00am (AEDT) using the online platform provided by our share registry, Advanced Share Registry. Details to access the meetings are printed on the proxy form.

Please visit the Company's website [www.bifox.com.au](http://www.bifox.com.au) for all the important information about the Company.

**Questions**

We welcome your questions.

- Questions can be submitted online in advance of the meeting. Please send any such questions to [chris.west@sparcapital.com.au](mailto:chris.west@sparcapital.com.au) . All questions submitted in this form will be addressed at the meeting.
- If you are attending our virtual meeting, you can submit a question via the online platform during the meeting.

**Voting**

Voting on matters at the meetings will be most easily handled by advance proxy. However there will be capacity to vote at the virtual meeting. Procedurally though, voting in advance will be most efficient.

**Yours Sincerely**

**Chris West**  
**Company Secretary**

Bifox Limited  
Level 7, 92 Pitt Street  
Sydney NSW 2000  
02 9236 4300

**BIFOX LIMITED**

**ACN 004 287 790**

**NOTICE OF 2017 GENERAL MEETING OF SHAREHOLDERS (adjourned)**

**TIME:** 10.00 am  
**DATE:** 14 October 2020  
**PLACE:** Virtual meeting – shareholders will be able to attend the meeting by joining the meeting on-line.

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

*Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on 02 9236 4300.*

# BIFOX LIMITED

## ACN 004 287 790

### NOTICE OF 2017 GENERAL MEETING (adjourned).

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#### TIME AND PLACE OF MEETING AND HOW TO VOTE

NOTICE IS GIVEN THAT A VIRTUAL GENERAL MEETING OF THE MEMBERS WILL BE HELD TO CONDUCT THE BUSINESS AT THE TIME SPECIFIED BELOW

**TIME:** 10.00 am  
**DATE:** 14 October 2020  
**PLACE:** Virtual meeting – shareholders will be able to attend the meeting by joining the meeting on-line.

#### AGENDA

##### 1. ANNUAL FINANCIAL REPORT 2017

To receive and consider the financial statements of the Company for the year ended 30 June 2017, together with the Directors Report and the Auditor's Report as set out in the Annual Report.

##### 2. Re-election of Mr Mark Sumner as a Director

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

"That, Mr Mark Sumner, who is retiring from the office of Director by rotation in accordance with the Company's Constitution and, being eligible, offers himself for election, be elected as a Director of the Company."

This meeting is a continuation of the previously adjourned 2017 Annual General Meeting.

#### VOTING

##### Voting in person

To vote in person, attend the virtual Meeting at the time and date set out above. Shareholders should read the Explanatory Memorandum before deciding how to vote.

**Voting by proxy – completed.**

Proxy voting has already been completed for the meeting when adjourned.

DATED:

BY ORDER OF THE BOARD

.....  
Chris West  
Company Secretary

## **EXPLANATORY STATEMENT**

### **RESOLUTION 1 – RE-ELECTION OF MR MARK SUMNER AS A DIRECTOR**

Clause 12.3(b) of the Constitution provides that there must be an election of Directors at each annual general meeting of the Company. This requirement may be satisfied by:

- A person standing for election as a new Director having nominated him or herself in accordance with the Constitution;
- A Director who was appointed during the year and who ceases to hold office under the Constitution seeking election;
- A Director who retires by rotation in accordance with the Constitution seeking re-election; or
- If no Director is required to stand for election or re-election in accordance with the above, the Director who has been in office the longest since he or she was last elected or re-elected must retire and may stand for re-election. If two or more Directors have been a Director the longest and an equal time without re-election, then in default of agreement, the Director to retire will be determined by ballot.

Mr. Mark Sumner retires by rotation in accordance with Clause 12.3(b)(iii) of the Constitution and seeks re-election.

### **DIRECTOR BACKGROUND**

#### **Mark Sumner**

Mark Sumner is the founder of Kiwanda Group. Prior to founding Kiwanda Group in 2008, Mark was an investment specialist at Madison Avenue Financial Group, a private wealth boutique with approximately \$220 million in assets under management. Since 2008, Mark has been the Managing Director of Kiwanda Group. As Managing Director of Kiwanda Group, Mark has arranged private and public equity investments into oil, natural gas, gold, zinc/lead, iron ore and gold projects in Asia, South America and Sub-Saharan Africa.

### **Glossary**

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

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

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



## LODGE YOUR PROXY APPOINTMENT ONLINE



### ONLINE PROXY APPOINTMENT

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



### MOBILE DEVICE PROXY APPOINTMENT

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

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

#### IMPORTANT NOTE:

The AGM will be made accessible to shareholders via a live webcast with an online platform to facilitate shareholder questions in relation to the business. References in this proxy form to "attending" the AGM are to be interpreted as "participating online". Instructions for the virtual participation are set out on the back side of this Proxy Form.

## 2017 ANNUAL GENERAL MEETING PROXY FORM

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

### APPOINT A PROXY

The Chair of the meeting

OR



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

STEP 1

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the Annual General Meeting of the Company to be held **virtually on 14 October 2020 at 10.00am AEST** and at any adjournment or postponement of that Meeting.

#### CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES:

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

### VOTING DIRECTIONS

#### Resolutions

For      Against      Abstain\*

1    Re-election of Mr Mark Sumner as a Director



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

STEP 2

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

STEP 3

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

Email Address

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

## ONLINE ACCESS - BIFOX LIMITED 2017 ANNUAL GENERAL MEETING

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

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

The Meeting portal will be open to ask questions during the Meeting. Shareholders can also submit any questions in advance of the Meeting by emailing questions to Mr Chris West, Company Secretary at [chris.west@sparcapital.com.au](mailto:chris.west@sparcapital.com.au).

The Poll option will only be accessible during the meeting on the direction of the Chair.

## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### CHANGE OF ADDRESS

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

### APPOINTMENT OF A PROXY

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

### DEFAULT TO THE CHAIR OF THE MEETING

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

### VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each resolution of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any resolution by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given resolution, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on a resolution, your vote on that resolution will be invalid.

### PLEASE NOTE:

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

### APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

### COMPLIANCE WITH LISTING RULE 14.11

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

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

### CORPORATE REPRESENTATIVES

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

### SIGNING INSTRUCTIONS ON THE PROXY FORM

#### Individual:

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

#### Joint Holding:

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

#### Power of Attorney:

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

#### Companies:

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

## LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 10:00am AEST on 12 October 2020, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled meeting.



#### ONLINE PROXY APPOINTMENT

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



#### BY MAIL

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



#### BY FAX

+61 8 6370 4203



#### BY EMAIL

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



#### IN PERSON

Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009



#### ALL ENQUIRIES TO

Telephone: +61 8 9389 8033



**BIFOX LIMITED**

**ACN 004 287 790**

**NOTICE OF 2018 GENERAL MEETING OF SHAREHOLDERS**

**TIME:** 10.00 am  
**DATE:** 14 October 2020  
**PLACE:** Virtual meeting – shareholders will be able to attend the meeting by joining the meeting on-line.

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

*Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on 02 9236 4300.*

# BIFOX LIMITED ACN 004 287 790

## NOTICE OF GENERAL MEETING

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### TIME AND PLACE OF MEETING AND HOW TO VOTE

NOTICE IS GIVEN THAT A VIRTUAL GENERAL MEETING OF THE MEMBERS WILL BE HELD TO CONDUCT THE BUSINESS AT THE TIME SPECIFIED BELOW

**TIME:** 10.00 am  
**DATE:** 14 October 2020  
**PLACE:** Virtual meeting – shareholders will be able to attend the meeting by joining the meeting on-line.

### AGENDA

**1. ANNUAL FINANCIAL REPORT 2018**

To receive and consider the financial statements of the Company for the year ended 30 June 2018, together with the Directors Report and the Auditor's Report as set out in the Annual Report.

**2. Re-election of Mr Christopher West as a Director**

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

"That, Mr Christopher West, who is retiring from the office of Director by rotation in accordance with the Company's Constitution and, being eligible, offers himself for election, be elected as a Director of the Company."

### VOTING

#### Voting in person

To vote in person, attend the virtual Meeting at the time and date set out above. Shareholders should read the Explanatory Memorandum before deciding how to vote.

#### Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- a) Each Shareholder has a right to appoint a proxy;
- b) The proxy need not be a Shareholder of the Company; and
- c) A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Proxy forms and, if applicable, the powers of attorney (or a certified copy of the powers of attorney) under which they are signed must be lodged directly by the member making the appointment at least 48 hours before the appointed time of the meeting.

Lodgement details for proxy forms are as follows:

**Post:**

Advanced Share Registry Limited, PO Box 1156, Nedlands WA 6909

**On Line**

Email proxy form to:

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

DATED:

BY ORDER OF THE BOARD

.....  
Chris West  
Company Secretary

**EXPLANATORY STATEMENT**

**RESOLUTION 1 – RE-ELECTION OF MR CHRISTOPHER WEST AS A DIRECTOR**

Clause 12.3(b) of the Constitution provides that there must be an election of Directors at each annual general meeting of the Company. This requirement may be satisfied by:

- A person standing for election as a new Director having nominated him or herself in accordance with the Constitution;
- A Director who was appointed during the year and who ceases to hold office under the Constitution seeking election;
- A Director who retires by rotation in accordance with the Constitution seeking re-election; or
- If no Director is required to stand for election or re-election in accordance with the above, the Director who has been in office the longest since he or she was last elected or re-elected must retire and may stand for re-election. If two or more Directors have been a Director the longest and an equal time without re-election, then in default of agreement, the Director to retire will be determined by ballot.

Mr. West retires by rotation in accordance with Clause 12.3(b)(iii) of the Constitution and seeks re-election.

**DIRECTOR BACKGROUND**

**Christopher West**

Mr West has over 30 years of experience in corporate finance and resource funds management. Between 1991 and 2007, he was the Global Head of Corporate Finance and Funds Management at Allco Finance Group, where he led a corporate finance and funds management team in over \$30 billion of public and private financings and had over \$15 billion in assets under management. Prior to Allco, he was the head of project finance and resources management at State Bank of New South Wales, where he led a team of 6 geologists and engineers managing a \$1.5 billion portfolio of resource assets across coal, iron ore, oil & gas, bauxite and copper.

Mr West holds a Bachelor of Commerce from the University of New South Wales and a Master of Business Administration from the University of Sydney.

Mr West has held no other Directorships in public listed companies in the last three years.

**Glossary**

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

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

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



## LODGE YOUR PROXY APPOINTMENT ONLINE



### ONLINE PROXY APPOINTMENT

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



### MOBILE DEVICE PROXY APPOINTMENT

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

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

#### IMPORTANT NOTE:

The AGM will be made accessible to shareholders via a live webcast with an online platform to facilitate shareholder questions in relation to the business. References in this proxy form to "attending" the AGM are to be interpreted as "participating online". Instructions for the virtual participation are set out on the back side of this Proxy Form.

## 2018 ANNUAL GENERAL MEETING PROXY FORM

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

### APPOINT A PROXY

The Chair of the meeting

OR



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

STEP 1

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the Annual General Meeting of the Company to be held **virtually on 14 October 2020 at 10.00am AEST** and at any adjournment or postponement of that Meeting.

#### CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES:

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

### VOTING DIRECTIONS

#### Resolutions

For      Against      Abstain\*

1    Re-election of Mr Christopher West as a Director



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

STEP 2

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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

Email Address

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

STEP 3

## ONLINE ACCESS - BIFOX LIMITED 2018 ANNUAL GENERAL MEETING

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

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

The Meeting portal will be open to ask questions during the Meeting. Shareholders can also submit any questions in advance of the Meeting by emailing questions to Mr Chris West, Company Secretary at [chris.west@sparcapital.com.au](mailto:chris.west@sparcapital.com.au).

The Poll option will only be accessible during the meeting on the direction of the Chair.

## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### CHANGE OF ADDRESS

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

### APPOINTMENT OF A PROXY

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

### DEFAULT TO THE CHAIR OF THE MEETING

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

### VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each resolution of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any resolution by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given resolution, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on a resolution, your vote on that resolution will be invalid.

### PLEASE NOTE:

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

### APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

### COMPLIANCE WITH LISTING RULE 14.11

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

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

### CORPORATE REPRESENTATIVES

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

### SIGNING INSTRUCTIONS ON THE PROXY FORM

#### Individual:

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

#### Joint Holding:

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

#### Power of Attorney:

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

#### Companies:

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

## LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 10:00am AEST on 12 October 2020, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled meeting.



#### ONLINE PROXY APPOINTMENT

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



#### BY MAIL

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



#### BY FAX

+61 8 6370 4203



#### BY EMAIL

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



#### IN PERSON

Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009



#### ALL ENQUIRIES TO

Telephone: +61 8 9389 8033

**BIFOX LIMITED**

**ACN 004 287 790**

**NOTICE OF 2019 GENERAL MEETING OF SHAREHOLDERS**

**TIME:** 10.00 am  
**DATE:** 14 October 2020  
**PLACE:** Virtual meeting – shareholders will be able to attend the meeting by joining the meeting on-line.

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

*Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on 02 9236 4300.*

# BIFOX LIMITED ACN 004 287 790

## NOTICE OF GENERAL MEETING

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### TIME AND PLACE OF MEETING AND HOW TO VOTE

NOTICE IS GIVEN THAT A VIRTUAL GENERAL MEETING OF THE MEMBERS WILL BE HELD TO CONDUCT THE BUSINESS AT THE TIME SPECIFIED BELOW

**TIME:** 10.00 am  
**DATE:** 14 October 2020  
**PLACE:** Virtual meeting – shareholders will be able to attend the meeting by joining the meeting on-line.

### AGENDA

#### 1. ANNUAL FINANCIAL REPORT 2019

To receive and consider the financial statements of the Company for the year ended 30 June 2019, together with the Directors Report and the Auditor's Report as set out in the Annual Report.

#### 2. Re-election of Mr Timothy Koster as a Director

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

"That, Mr Timothy Koster, who is retiring from the office of Director by rotation in accordance with the Company's Constitution and, being eligible, offers himself for election, be elected as a Director of the Company."

### VOTING

#### Voting in person

To vote in person, attend the virtual Meeting at the time and date set out above. Shareholders should read the Explanatory Memorandum before deciding how to vote.

#### Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.



In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- a) Each Shareholder has a right to appoint a proxy;
- b) The proxy need not be a Shareholder of the Company; and
- c) A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Proxy forms and, if applicable, the powers of attorney (or a certified copy of the powers of attorney) under which they are signed must be lodged directly by the member making the appointment at least 48 hours before the appointed time of the meeting.

Lodgement details for proxy forms are as follows:

**Post:**

Advanced Share Registry Limited, PO Box 1156, Nedlands WA 6909

**On Line**

Email proxy form to:

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

DATED:

BY ORDER OF THE BOARD

.....  
 Chris West  
 Company Secretary

## **EXPLANATORY STATEMENT**

### **RESOLUTION 1 – RE-ELECTION OF MR TIMOTHY KOSTER AS A DIRECTOR**

Clause 12.3(b) of the Constitution provides that there must be an election of Directors at each annual general meeting of the Company. This requirement may be satisfied by:

- A person standing for election as a new Director having nominated him or herself in accordance with the Constitution;
- A Director who was appointed during the year and who ceases to hold office under the Constitution seeking election;
- A Director who retires by rotation in accordance with the Constitution seeking re-election; or
- If no Director is required to stand for election or re-election in accordance with the above, the Director who has been in office the longest since he or she was last elected or re-elected must retire and may stand for re-election. If two or more Directors have been a Director the longest and an equal time without re-election, then in default of agreement, the Director to retire will be determined by ballot.

Mr. Koster retires by rotation in accordance with Clause 12.3(b)(iii) of the Constitution and seeks re-election.

### **DIRECTOR BACKGROUND**

#### **Timothy Koster**

Mr Koster is an investment banking and business development professional with over 30 years of experience. He has a strong track record of establishing, financing and developing investment and operational businesses. Mr Koster established Azure Water and Energy Infrastructure Fund focused on Middle East water and energy utility assets. He also established Convergence Capital, a structured finance and business development investment bank, based in Australia and the Dubai International Finance Centre. He has funded several acquisitions and divestments of mining assets in Australia and China.

Mr Koster has held no other Directorships in public listed companies in the last three years.

### **Glossary**

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

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

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



## LODGE YOUR PROXY APPOINTMENT ONLINE



### ONLINE PROXY APPOINTMENT

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



### MOBILE DEVICE PROXY APPOINTMENT

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

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

#### IMPORTANT NOTE:

The AGM will be made accessible to shareholders via a live webcast with an online platform to facilitate shareholder questions in relation to the business. References in this proxy form to "attending" the AGM are to be interpreted as "participating online". Instructions for the virtual participation are set out on the back side of this Proxy Form.

## 2019 ANNUAL GENERAL MEETING PROXY FORM

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

### APPOINT A PROXY

The Chair of the meeting

OR



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

STEP 1

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the Annual General Meeting of the Company to be held **virtually on 14 October 2020 at 10.00am AEST** and at any adjournment or postponement of that Meeting.

#### CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES:

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

### VOTING DIRECTIONS

#### Resolutions

For      Against      Abstain\*

1    Re-election of Mr Timothy Koster as a Director



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

STEP 2

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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

Email Address

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

STEP 3

## ONLINE ACCESS - BIFOX LIMITED 2019 ANNUAL GENERAL MEETING

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

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

The Meeting portal will be open to ask questions during the Meeting. Shareholders can also submit any questions in advance of the Meeting by emailing questions to Mr Chris West, Company Secretary at [chris.west@sparcapital.com.au](mailto:chris.west@sparcapital.com.au).

The Poll option will only be accessible during the meeting on the direction of the Chair.

## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### CHANGE OF ADDRESS

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

### APPOINTMENT OF A PROXY

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

### DEFAULT TO THE CHAIR OF THE MEETING

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

### VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each resolution of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any resolution by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given resolution, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on a resolution, your vote on that resolution will be invalid.

### PLEASE NOTE:

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

### APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

### COMPLIANCE WITH LISTING RULE 14.11

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

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

### CORPORATE REPRESENTATIVES

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

### SIGNING INSTRUCTIONS ON THE PROXY FORM

#### Individual:

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

#### Joint Holding:

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

#### Power of Attorney:

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

#### Companies:

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

## LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 10:00am AEST on 12 October 2020, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled meeting.



#### ONLINE PROXY APPOINTMENT

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



#### BY MAIL

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



#### BY FAX

+61 8 6370 4203



#### BY EMAIL

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



#### IN PERSON

Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009



#### ALL ENQUIRIES TO

Telephone: +61 8 9389 8033