

**NOTICE OF GENERAL MEETING
EXPLANATORY MEMORANDUM
AND PROXY FORM**

DATE AND TIME OF MEETING

Friday, 19th May 2023 at 10.00am (Sydney time)

PLACE OF MEETING

The Offices of K&L Gates at Level 31, 1 O'Connell Street, Sydney NSW

IMPORTANT INFORMATION

The accompanying Meeting documents are important and should be read carefully and in their entirety. If a Shareholder is in any doubt as to how they should vote, they should seek advice from their professional adviser without delay and prior to voting.

NOTICE OF GENERAL MEETING

Notice is hereby given that a meeting of the members of Magnis Energy Technologies Ltd (**Magnis** or the **Company**) will be held in person (**Meeting**) at the following date, time and place:

Date: 19th May 2023

Time: 10am (Sydney time)

Place: The Offices of K&L Gates on Level 31, 1 O'Connell Street, Sydney NSW

For more information about participating in the Meeting, please refer to our website at <https://magnis.com.au/>.

ITEMS OF BUSINESS

RESOLUTION 1: RATIFICATION OF PRIOR ISSUE OF NEW SHARES TO L1 CAPITAL

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

"That, for the purposes of Listing Rule 7.4 (and for all other purposes), Shareholders ratify the prior issue by the Company of 22,702,703 New Shares to L1 Capital Global Opportunities Master Fund on the terms set out in the Explanatory Memorandum."

Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 1.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of L1 Capital and/or by or on behalf of any person who is an Associate of L1 Capital.

Please see the section of this Notice of Meeting titled "Exceptions to Voting Exclusion Statements" for the exceptions to this particular Voting Exclusion Statement.

RESOLUTION 2: RATIFICATION OF PRIOR ISSUE OF NEW SHARES TO REGAL

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

"That, for the purposes of Listing Rule 7.4 (and for all other purposes), Shareholders ratify the prior issue by the Company of 17,297,297 New Shares to Regal Funds Management Limited as trustee for one or more of its investment funds on the terms set out in the Explanatory Memorandum."

Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 2.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of Regal and/or by or on behalf of any person who is an Associate of Regal.

Please see the section of this Notice of Meeting titled “Exceptions to Voting Exclusion Statements” for the exceptions to this particular Voting Exclusion Statement.

RESOLUTION 3: RATIFICATION OF AGREEMENT TO ISSUE NEW SHARES

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

“That, for the purposes of Listing Rule 7.4 (and for all other purposes), Shareholders ratify the agreement by the Company to issue up to a total of 105,549,722 New Shares to the Investors (under and in accordance with the terms of the Pre-Payment Subscription Facility) on the terms set out in the Explanatory Memorandum.”

Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 3.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of the Investors and/or by or on behalf of any person who is an Associate of the Investors.

Please see the section of this Notice of Meeting titled “Exceptions to Voting Exclusion Statements” for the exceptions to this particular Voting Exclusion Statement.

RESOLUTION 4: APPROVAL OF PROPOSED ISSUE OF OPTIONS TO L1 CAPITAL

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

“That, for the purposes of Listing Rule 7.1 (and for all other purposes), Shareholders approve the proposed issue by the Company of 14,189,189 Options to L1 Capital (or its nominee) on the terms set out in the Explanatory Memorandum.”

Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 4.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of either of the Investors, any person who will obtain a material benefit as a result of the proposed issue of the Options the subject of Resolution 4 (except a benefit solely by reason of being a holder of Shares) and/or by or on behalf of any person who is an Associate of any such person.

Please see the section of this Notice of Meeting titled “Exceptions to Voting Exclusion Statements” for the exceptions to this particular Voting Exclusion Statement.

RESOLUTION 5: APPROVAL OF PROPOSED ISSUE OF OPTIONS TO REGAL

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

“That, for the purposes of Listing Rule 7.1 (and for all other purposes), Shareholders approve the proposed issue by the Company of 10,810,811 Options to Regal (or its nominee) on the terms set out in the Explanatory Memorandum.”

Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 5.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of either of the Investors, any person who will obtain a material benefit as a result of the proposed issue of the Options the subject of Resolution 5 (except a benefit solely by reason of being a holder of Shares) and/or by or on behalf of any person who is an Associate of any such person.

Please see the section of this Notice of Meeting titled “Exceptions to Voting Exclusion Statements” for the exceptions to this particular Voting Exclusion Statement.

RESOLUTION 6: APPROVAL OF PROPOSED ISSUE OF OPTIONS TO EVOLUTION CAPITAL

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

“That, for the purposes of Listing Rule 7.1 (and for all other purposes), Shareholders approve the proposed issue by the Company of 10,000,000 Options to Evolution Capital (or its nominee) on the terms set out in the Explanatory Memorandum.”

Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 6.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of Evolution Capital, any person who will obtain a material benefit as a result of the proposed issue of the Options the subject of Resolution 6 (except a benefit solely by reason of being a holder of Shares) and/or by or on behalf of any person who is an Associate of any such person.

Please see the section of this Notice of Meeting titled “Exceptions to Voting Exclusion Statements” for the exceptions to this particular Voting Exclusion Statement.

RESOLUTION 7: APPROVAL OF PROPOSED ISSUE OF OPTIONS TO THE INVESTORS

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

“That, for the purposes of Listing Rule 7.1 (and for all other purposes), Shareholders approve the proposed issue by the Company of 25,000,000 Options to the Investors (or their nominees) on the terms set out in the Explanatory Memorandum.”

Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 7.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of either of the Investors, any person who will obtain a material benefit as a result of the proposed issue of the Options the subject of Resolution 7 (except a benefit solely by reason of being a holder of Shares) and/or by or on behalf of any person who is an Associate of any such person.

Please see the section of this Notice of Meeting titled "Exceptions to Voting Exclusion Statements" for the exceptions to this particular Voting Exclusion Statement.

Voting in Person

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

Voting by Proxy

To vote by proxy, please complete and sign the enclosed Proxy Form (Annexure C) and return it in accordance with the instructions set out on the Proxy Form.

Voting by Proxy (Continued)

In accordance with section 249L of the *Corporations Act 2001* (Cth) (**Corporations Act**), Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder; 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 cast. If the Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of votes that each proxy is to cast, then and in accordance with section 249X(3) of the *Corporations Act*, each proxy may exercise one-half of the Shareholder's votes.

Proxy Vote if Appointment Specifies Way to Vote

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

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

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; and
- the appointed proxy is not the chair; and
- at the meeting, a poll is duly demanded on a particular resolution; and

- either of the following applies:
 - the proxy is not recorded as attending the meeting; or
 - the proxy does not vote on the particular resolution,

the chair is taken, before voting on the particular resolution closes, to have been appointed as the proxy for the purposes of voting on the particular resolution.

Dated: 17 April 2023
By order of the Board

Duncan Glasgow
Group General Counsel & Company Secretary

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the benefit of Shareholders and accompanies the Notice of Meeting. Both documents should be read together and in their entirety.

The purpose of this Explanatory Memorandum is to provide Shareholders with the information they may reasonably require in order to decide how to vote on the Resolutions the subject of the Meeting.

BACKGROUND

On 24 March 2023, the Company announced that it had entered into separate agreements with each of SBC Global Investment Fund (**SBC**) and Regal Funds Management Limited (**Regal** and, together with SBC, the **Investors**) pursuant to which the Investors agreed to provide the Company with an initial prepayment of \$23,125,000 (**Initial Prepayment**) in consideration for the potential future issue to the Investors (or their nominees) of up to a total of \$25 million worth of new fully paid ordinary Magnis shares (each, a **New Share**) (**Subscription Facility**)¹.

The Subscription Facility is structured as an “equity-linked” share subscription facility that allows the Investors (at their election) to require that the Company issue them with such number of New Shares as is determined by dividing a specified proportion of the total amount “prepaid” by the Subscription Price². Under the Subscription Facility, the Investors may agree to provide the Company with up to a further \$23,125,000 (**Additional Prepayment**) in consideration for, amongst other things, the potential future issue of up to an additional \$25 million worth of New Shares at the Subscription Price.

In consideration for the provision of the Subscription Facility, the Company agreed, amongst other things, to issue:

- (and has already issued) a total of 40 million New Shares to the Investors (or their nominees);
- 25 million options (a summary of the material terms of which is set out in Schedule 1) (each, an **Option**) to the Investors (or their nominees);
- 10 million Options to Evolution Capital (or its nominee) in consideration for its assistance in intermediating the arrangements the subject of the Subscription Facility; and
- (a further) 25 million Options to the Investors (or their nominees) subject to the provision to the Company of the Additional Prepayment amount.

A summary of the material terms of the Subscription Facility is set out in Schedule 2.

The funds raised under the Subscription Facility will be used by the Company:

- to strengthen the Company’s balance sheet;
- to fund the cost of front end engineering and design studies at the Nachu Project;
- to fund the cost of engineering and feasibility studies at the AAM Project;

¹ Please see the Company’s ASX releases dated 17 March 2023 and 24 March 2023 for further information. Copies of these ASX releases are attached at Annexures A and B.

² Any New Shares issued to the Investors in connection with the satisfaction of the Initial Prepayment amount will be issued in their respective proportions of approximately 55% (SBC) and 45% (Regal).

- for plant productivity enhancements and additional working capital for iM3NY; and
- for general working capital (including to pay the costs of the Subscription Facility) purposes.

PREScribed DISCLOSURES FOR RESOLUTIONS 1 TO 3

Broadly speaking, and subject to a limited number of exceptions set out in Listing Rule 7.2, Listing Rule 7.1 limits the number of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the number of fully paid ordinary shares it had on issue at the beginning of that 12-month period.

As the issue of (or agreement to issue) the New Shares the subject of Resolutions 1 to 3 does not fit within any of the exceptions in Listing Rule 7.2 and, as those issues (or agreements to issue) have not yet been ratified by Shareholders, they have effectively used up all of the Company's available placement capacity under Listing Rule 7.1.

Listing Rule 7.4 allows the shareholders of a listed company to ratify an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 such that following the approval, the issue in question does not reduce the company's capacity to issue further securities without approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for any such future issues under Listing Rule 7.1. To that end, Resolutions 1 to 3 seek Shareholder ratification of the New Shares issued (or agreed to be issued) to the Investors (or their nominees) for the purposes of Listing Rule 7.4.

If Resolutions 1 to 3 are passed by Shareholders, the issues (or agreements to issue) the subject of Resolutions 1 to 3 will be excluded from calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 months following the date on which the New Shares were issued (which was 24 March 2023) or over the three months following the date of the Meeting (assuming Shareholders pass Resolution 3) in the case of the New Shares agreed to be issued under the Subscription Facility³.

If Resolutions 1 to 3 are not passed, the issue of (or agreements to issue) the New Shares the subject of these Resolutions will (continue to) be included in the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 months following the date on which the New Shares were issued and the relevant agreement entered into. The issue of the 40 million New Shares and agreements the subject of the Subscription Facility will have utilised all of the Company's placement capacity.

In accordance with the disclosure requirements of Listing Rule 7.5, the following information is provided by the Company:

Listing Rule	Required Disclosure
7.5.1	Resolutions 1 and 2

³ Please see the note in the column next to second reference to the word "Other" in the table below for further information.

Listing Rule	Required Disclosure
	<p>Of the 40,000,000 New Shares that were issued to the Investors, 22,702,703 New Shares were issued to L1 Capital and 17,297,297 were issued to Regal as trustee for one or more of its investment funds.</p> <p>Resolution 3</p> <p>The Company's entry into agreements the subject of the Subscription Facility utilised the remainder (i.e. the remaining capacity after the issue of the 40,000,000 New Shares) of the Company's (then available) placement capacity.</p> <p>While no New Shares have been issued under or in connection with the satisfaction of any prepayments received by the Company at this time, the Company is seeking Shareholder ratification of the Company's agreements to potentially issue up to a further 105,549,722 New Shares to the Investors under and in accordance with the terms of the Subscription Facility.</p>
7.5.2	<p>Resolutions 1 and 2</p> <p>22,702,703 and 17,297,297 (i.e. 40,000,000 in total) fully paid ordinary shares in the Company (i.e. New Shares) were issued to L1 Capital and Regal (or their nominees), respectively.</p> <p>Resolution 3</p> <p>The Company's entry into the agreements the subject of the Subscription Facility constitutes an "agreement to issue" a further 105,549,722 New Shares to the Investors.</p>
7.5.3	N/A
7.5.4	<p>The New Shares the subject of Resolutions 1 and 2 were issued and the Company entered into the agreements the subject of Resolution 3 on 24 March 2023. Please see "Other Note 2" below for further information.</p>
7.5.5	<p>Resolutions 1 and 2</p> <p>The Company issued the 40 million New Shares the subject of Resolutions 1 and 2 for (effectively) nil cash consideration. However, if on the Maturity Date there remains any amounts that have "prepaid" under the Subscription Facility that have not been satisfied by the subsequent issue of New Shares, the 40,000,000 New Shares issued to the Investors will be able to be used to reduce some or all of this "unutilised" prepayment amount at the Subscription Price per New Share.</p> <p>The "Subscription Price" for any New Shares issued under the Subscription Facility is calculated based on a single daily VWAP selected by the Investors during the 12 preceding trading days prior to the date on which the Investors deliver a Subscription Notice to the Company, less 7.5%.</p> <p>Resolution 3</p> <p>All future issues of New Shares under the Subscription Facility (i.e. if the Investors request to be issued with New Shares in satisfaction of any (or all of the) unutilised prepayment amount existing under the facility) will be issued to the Investors at the Subscription Price per New Share.</p>

Listing Rule	Required Disclosure
7.5.6	<p>The funds raised under the Subscription Facility will be used by the Company:</p> <ul style="list-style-type: none"> to strengthen the Company's balance sheet; to fund the cost of front end engineering and design studies at the Nachu Project; to fund the cost of engineering and feasibility studies at the AAM Project; for plant productivity enhancements and additional working capital for iM3NY; and for general working capital (including to pay the costs of the Subscription Facility) purposes.
7.5.7	A summary of the material terms of the Subscription Facility is set out in Schedule 2.
7.5.8	Please refer to the voting exclusion statements for Resolutions 1 to 3 set out in the Notice of Meeting.
Other Note 1	Voting in relation to Resolutions 1 to 3 will be considered by way of a poll. The Chair will cast all undirected proxies in favour of these Resolutions.
Other Note 2	<p>Provided that Resolutions 1 to 3 are passed by Shareholders, the Company will have (albeit, potentially, only temporarily) its full Listing Rule 7.1 placement capacity restored such that it will be able to issue the Investors with up to 105,549,722 New Shares without further reducing its Listing Rule 7.1 placement capacity. Shareholders should note however that while the ratification of the New Shares the subject of Resolutions 1 and 2 is a "permanent" ratification for the purposes of Listing Rule 7.3, the Company will only have the benefit of the ratification the subject of Resolution 3 for three months from the date of the Meeting (meaning that following the conclusion of that three month period (and provided that no further New Shares have been issued to the Investors in satisfaction of any amounts prepaid under the Subscription Facility), the New Shares agreed to be issued under the agreements the subject of the Subscription Facility will once again reduce the number of New Shares the Company is able to issue under Listing Rule 7.1 by 105,549,722). Any New Shares actually issued within the three months following the Meeting in reliance on the ratification procured under Resolution 3 will however be permanently ratified for the purposes of Listing Rule 7.3.</p> <p>Shareholders should also note that (excluding the 40 million New Shares that have already been issued to the Investors), it is possible that neither of the Investors will elect to satisfy any unutilised amounts that have been prepaid under the Subscription Facility by the issue of New Shares. In such circumstances, the Company will be required to repay the total amount prepaid by the Investors under the Subscription Facility (which amount may be as much as \$50 million) on the Maturity Date.</p>
Other Note 3	If any of Resolutions 1, 2 or 3 are not passed by Shareholders (or if Shareholder approval is not obtained within 50 days of the receipt by the Company of the Initial Prepayment) none of the 40,000,000 New Shares

Listing Rule	Required Disclosure
	<p>issued to the Investors will be eligible to be used by the Company to satisfy any existing unutilised prepayment amount.</p> <p>Said differently, the consequence of any of Resolutions 1, 2 or 3 not being passed by Shareholders, means that rather than being used to satisfy any prepayment amount that has not been utilised under the Subscription Facility at the Subscription Price, the 40 million New Shares the subject of Resolutions 1 and 2 will have (effectively) been issued to the Investors for nil cash consideration.</p>

Recommendation of Directors

The Directors recommend that Shareholders vote in favour of Resolutions 1, 2 and 3.

PRESCRIBED DISCLOSURES FOR RESOLUTIONS 4 TO 7

In connection with the provision of the Subscription Facility, the Company has also agreed to issue:

- (Resolution 4) 14,189,189 Options to L1 Capital;
- (Resolution 5) 10,810,811 Options to Regal;
- (Resolution 6) 10 million Options to Evolution Capital; and
- (Resolution 7) (a further) 25 million Options to the Investors (subject to the receipt of the Additional Prepayment).

Broadly speaking, and subject to a limited number of exceptions set out in Listing Rule 7.2, Listing Rule 7.1 limits the number of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the number of fully paid ordinary shares it had on issue at the beginning of that 12-month period.

Since the issue of the Options the subject of Resolutions 4, 5, 6 and 7 does not fall within any of the exceptions in Listing Rule 7.2 (and because the Company has already utilised all of its Listing Rule 7.1 placement capacity as a consequence of its entry into the agreements the subject of the Subscription Facility) the Company is required to seek approval of these proposed issues under Listing Rule 7.1.

If each of Resolutions 4, 5, 6 and 7 are approved by Shareholders, it will have the effect of permitting the Company to issue these Options to each of the intended recipients and of allowing them to be excluded from the formula to calculate the number of equity securities which the Company may issue in the next 12 month period under and in accordance with Listing Rule 7.1.

If any of Resolutions 4, 5, 6 and 7 are not approved by Shareholders, the Company will not be able to proceed with a proposed issue of Options to the Investors and Evolution Capital until such time as the Company has sufficient placement capacity under Listing Rule 7.1 noting that in any event (and given the requirements of various provisions in the agreements documenting the terms of the Subscription Facility) the further consequences of any such non-approval of Resolutions 4, 5 and 7 will likely be that:

- (Resolutions 4 and 5) if either of Resolutions 4 or 5 are not approved by Shareholders (or if Shareholder approval is not obtained within 50 days of the receipt by the Company of the Initial Prepayment) none of the 40,000,000 New Shares issued to the Investors will be eligible to be used

by the Company to satisfy any unutilised prepayment amount existing under the Subscription Facility⁴;

- (Resolution 7) if Resolution 7 is not approved by Shareholders (or if Shareholder approval is not obtained within 50 days of the receipt by the Company of the Initial Prepayment) neither of the Investors are technically required to provide the Company with the Additional Prepayment (meaning that the Company will likely need to find alternative sources of capital to continue to fund its operations).

To the above noted ends, and pursuant to Resolutions 4, 5, 6 and 7, the Company is seeking Shareholder approval to the extent necessary to allow it to issue the Options the subject of those Resolutions to each of the Investors and to Evolution Capital. A summary of the material terms of the Options is set out in Schedule 1.

No Related Party (or any Associate of a Related Party) of the Company will participate in the proposed issue of the Options.

The following information is provided to Shareholders for the purposes of satisfying the disclosure requirements in Listing Rule 7.3:

Listing Rule	Required Disclosure
7.3.1	<p>The Company is proposing to issue:</p> <ul style="list-style-type: none"> • (Resolution 4) 14,189,189 Options to L1 Capital (or its nominee); • (Resolution 5) 10,810,811 Options to Regal (or its nominee); • (Resolution 6) 10,000,000 Options to Evolution Capital (or its nominee); and • (Resolution 7) 25,000,000 Options to the Investors (or their respective nominees) subject to receipt of the Additional Prepayment⁵.
7.3.2	<p>Please see the row immediately above for information in relation to the number of Options proposed to be issued following approval of the relevant Resolution and see Schedule 1 for a summary of the material terms of the Options that are proposed to be issued by the Company.</p>
7.3.3	<p>All of the Options will be exercisable at any time on or before 5pm (Sydney time) on the 3rd anniversary of the date on which they were issued to the recipient (Expiry Date) for \$0.50 per Option (Exercise Price). A summary of the other material terms of the Options is set out in Schedule 1.</p>
7.3.4	Resolutions 4, 5 and 6

⁴ Said differently, the consequence of any of Resolutions 4, 5, 6 or 7 not being approved by Shareholders, means that rather than being used to satisfy any prepayment amount that has not been utilised under the Subscription Facility at the Subscription Price, the New Shares the subject of Resolutions 1 and 2 will have (effectively) been issued to the Investors for nil cash consideration.

⁵ As at the date of the Explanatory Memorandum, the Company is unable to advise how much of the total number of Options each Investor will receive. Accordingly, it is possible (albeit, unlikely) that one of the Investors will receive all 25 million Options and the other will receive none.

Listing Rule	Required Disclosure
	<p>While the Options the subject of Resolutions 4, 5 and 6 are proposed to be issued as soon as possible following the date of the Meeting (i.e. assuming that Shareholders pass the relevant Resolutions) they will, in any event, be issued within three months of the date of the Meeting (again, assuming that Shareholders pass the relevant Resolutions).</p> <p>Resolution 7</p> <p>The issue of the Options the subject of Resolution 7 is subject to (or predicated upon the impending) receipt of the Additional Prepayment. According, if these Options are to be issued they will be issued by no later than the date which is the earlier of the date 5 business days after receipt of the Additional Prepayment or the date which is no later than three months after the date of the Meeting.</p> <p>Shareholders should note that the Options the subject of Resolution 7 will not be issued if the Additional Prepayment amount is not received or expected to be received by the Company. If the Additional Prepayment amount is not received until after the conclusion of the above referred three month period, the Company will be required to issue these Options out of its then available placement capacity.</p>
7.3.5	The Options the subject of Resolutions 4, 5, 6 and 7 will be issued for nil cash consideration.
7.3.6	The funds raised by the Company following the exercise of any of these Options will be used for precisely same purposes the Company is proposing to use the funds raised under the Subscription Facility.
7.3.7	A summary of the material terms of the Subscription Facility is set out in Schedule 2.
7.3.8	N/A
7.3.9	Please refer to the voting exclusion statements for Resolutions 4 to 7 set out in the Notice of Meeting.
Other	Voting in relation to Resolutions 4 to 7 will be considered by way of a poll. The Chair will cast all undirected proxies in favour of these Resolutions.

Recommendation of Directors

The Directors recommend that Shareholders vote in favour of Resolutions 4, 5, 6 and 7.

GLOSSARY

Unless otherwise defined in the Notice of Meeting or this Explanatory Memorandum, capitalised words and terms used in either of those documents have the meanings set out below.

ASX	means ASX Limited or, as the context requires, the financial market operated by it
AAM Project	means the Company's active anode manufacturing facility project
Associate	has the meaning given in Chapter 19 of the Listing Rules
Board	means the Company's board of Directors
Chair	means the chairperson of the Meeting
Constitution	means the constitution of the Company
Director	means a director of the Company
Evolution Capital	means Evolution Capital Pty Ltd
Exempt Investor	means an investor who is eligible to receive an issue offer of New Shares without disclosure under Part 6D.2 of the Corporations Act
iM3NY	means Imperium3 New York, Inc.
Investors	means SBC and Regal
L1 Capital	means L1 Capital Global Opportunities Master Fund, an affiliate of L1 Capital Pty Ltd
Listing Rules	means the listing rules of ASX
Nachu Project	means the Company's Nachu Graphite Project in Tanzania
Related Party	has the meaning given in Chapter 19 of the Listing Rules
Regal	Regal Funds Management Limited
Resolution	means a resolution set out in the Notice of Meeting
SBC	SBC Global Investment Fund, a subsidiary of L1 Capital Pty Ltd
Share	means a fully paid ordinary share in the equity capital of the Company

SCHEDULE 1 – OPTION TERMS

Each Option the subject of Resolutions 4 to 7 will entitle its holder to subscribe for 1 New Share on the terms and conditions set out below.

Exercise	Each Option confers on its holder the right, but not the obligation, to subscribe for one New Share.
Exercise Notice	<p>The holder of Options may exercise their Options by delivering to the Company, at any time on or before the Expiry Date:</p> <ul style="list-style-type: none"> • a written notice of exercise specifying the number of Options being exercised; and • evidence of an electronic funds transfer having been made for the Exercise Price for each Option being exercised.
Issue of Shares	Within two business days of the receipt of the Exercise Notice (accompanied by evidence of the payment of the Exercise Price per Option being exercised), the Company must issue the requisite number of New Shares to the holder of the Options being exercised.
ASX Listing Rules	In the event of a reorganisation of the Company's share capital, the Options the subject of Resolutions 4 to 7 will be reorganised in accordance with the requirements of the Listing Rules relating to capital reconstructions at the time of the capital reconstruction.
Quotation	The Company will not apply for quotation of any of the Options on ASX. However, the Company will apply for quotation of any New Shares issued following the exercise of any Options (and will give ASX a cleansing notice) within three business days after the date the Options were exercised.
Participation in future issues	An Option does not entitle its holder to participate in any new issue of securities in the Company unless the Option is exercised and New Shares issued before the record date for determining entitlements to that new issue of securities in the Company.
Pro Rata Issues	If the Company makes a pro rata issue of New Shares or other securities (except a bonus issue) to existing Shareholders and no New Share has been issued in respect of the Option before the record date for determining entitlements to the proposed pro rata issue, the Exercise Price is to be reduced in accordance with the Listing Rules.
Bonus Issues	If the Company makes a bonus issue of Shares or other securities to its Shareholders and no New Share has been issued in respect of the Option before the record date for determining entitlements to the proposed bonus issue, the number of New Shares over which the Option is exercisable is increased by the number of New Shares (or other securities) which the holder of the Option would have received had the holder exercised some or all of their Options before the relevant record date.

Transfer

The Options the subject of Resolutions 4 to 7 are freely transferable by the Investors provided that the transferee is an Exempt Investor.

SCHEDULE 2 – MATERIAL TERMS OF SUBSCRIPTION FACILITY

A summary of the material terms and features of the Subscription Facility is set out below.

Funded Amount	\$23,125,000 ⁶
Initial Prepayment	\$25,000,000
Fee	<ul style="list-style-type: none"> 1.75% of the total amount prepaid by the Investors (payable by the Company to the Investors in cash). 3.75% of the total amount prepaid by the Investors (payable by the Company to Evolution Capital in cash).
Additional Prepayment	The Subscription Facility may be increased by up to a further \$25,000,000 through mutual agreement by the parties.
Maturity Date	18 months (from the date the Initial Prepayment amount was received by Magnis).
Subscription Price	The Subscription Price for any New Share issued under the Subscription Facility is calculated based on a single daily VWAP selected by the relevant Investor during the 12 preceding trading days prior to the date on which that Investor gives the Company a Subscription Notice, less a 7.5% discount. The formula for the Subscription Price does not include a floor price or cap.
Reduction on Maturity Date	If on the Maturity Date some or all of the 40,000,000 New Shares issued to the Investors have not been applied against some or all of the Initial Prepayment, the Investors will be required to pay the Company for those New Shares at the Subscription Price (and in so doing, will reduce then unutilised prepayment amount by the number of New Shares issued multiplied by the Subscription Price).
Conditions	The provision of the Initial Prepayment (which has now been provided to the Company) was subject to the entry by the parties into long form transaction documentation in relation to the Subscription Facility, completion of confirmatory due diligence by the Investors and there not having occurred an event of default or other material adverse event in relation to Magnis.
Reps and Warranties	The various agreements documenting the Subscription Facility (and ancillary matters) contain representations and warranties and undertakings by the both the Company and each of the Investors which the Company considers to be largely conventional for a financing facility of this size, structure and term.
Listing Rules	In the event of a reorganisation of the Company's capital, the manner in which any unutilised prepayments are satisfied (i.e. reduced in exchange for the issue of New Shares) under and the Subscription Facility itself will

⁶ \$23,125,000 is \$25,000,000 less the accumulated interest of 7.5% payable on the Maturity Date (i.e. the interest payable on the prepaid amount at 7.5% over 18 months).

	be reorganised in accordance with the requirements of the Listing Rules relating to capital reorganisations at the time of the capital reorganisation.
Placement Capacity	<p>The Company had sufficient Listing Rule 7.1 placement capacity to enter into (and to issue the New Shares under) the Subscription Facility (and had sufficient Listing Rule 7.1 placement capacity to satisfy the full prepayment amount of \$50 million (assuming that those New Shares were issued on or immediately after the Company's entry into the agreements the subject of the Subscription Facility) at the time it entered into the Subscription Facility and issued the New Shares. In any event, the maximum number of New Shares potentially issuable to the Investors is limited to 145,500,000. Where the issue of a total of 145,500,000 New Shares is insufficient to satisfy the total amount prepaid under the Subscription Facility at the relevant time, the Company will be required to repay the difference in cash.</p> <p><u>Further Information</u></p> <p>Provided that Resolutions 1 to 3 are passed by Shareholders, the Company will have (albeit, potentially, only temporarily) its full Listing Rule 7.1 placement capacity restored such that it will be able to issue the Investors with up to 105,549,722 New Shares without further reducing its Listing Rule 7.1 placement capacity. Shareholders should note however that while the ratification of the New Shares the subject of Resolutions 1 and 2 is a "permanent" ratification for the purposes of Listing Rule 7.3, the Company will only have the benefit of the ratification the subject of Resolution 3 for three months from the date of the Meeting (meaning that following the conclusion of that three month period (and provided that no further New Shares have been issued to the Investors in satisfaction of any amounts prepaid under the Subscription Facility), the New Shares agreed to be issued under the agreements the subject of the Subscription Facility will once again reduce the number of New Shares the Company is able to issue under Listing Rule 7.1 by 105,549,722). Any New Shares actually issued within the three months following the Meeting in reliance on the ratification procured under Resolution 3 will however be permanently ratified for the purposes of Listing Rule 7.3.</p> <p>As it is a requirement that the Company have sufficient placement capacity at all times to issue the relevant number of New Shares to the Investors (noting that the Company has agreed with the Investors to ensure that its capacity never falls below 20 million new securities) the Company may be required to seek future ratifications in equivalent terms to that which it is seeking under Resolution 3 in the future.</p>
Repayment	Any utilised prepayment amount (i.e. any amount that has been prepaid but that has not been satisfied by the issue of New Shares) will be required to be repaid on the Maturity Date. It is also a requirement of the long form documentation entered into by the Company and the Investors in relation to the Subscription Facility that if Magnis conducts a future equity (or debt) capital raising, Magnis will be required to offer to repay (in cash) up to 30% of any unutilised prepayment existing at that time. The Company may repay any unutilised prepaid amount at any time without penalty.
Security	The Investors have required the Company to enter into a general security agreement the effect of which is to provide the Investors with security over



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ENERGY TECHNOLOGIES

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Magnis Energy Technologies Ltd | ACN 115 111 763

certain of the Company's assets which may be enforced by the Investors in the event the Company is both (a) in continuing and unresolved default under the Subscription Facility and (b) is unable to repay any unutilised prepayment amount at the time required for repayment. This means that the assets the subject of the security may be sold by the Investors in certain circumstances.

Annexures

Annexure A	ASX Release dated 17 March 2023
Annexure B	ASX Release dated 24 March 2023
Annexure C	Proxy Form

ANNEXURE A

FOR RELEASE: 17th MARCH 2023ASX:
MNSOTCQX:
MNSEFFSE:
U1P

Magnis Receives Funding Proposal from US Fund

- Magnis receives A\$25 million (with the potential for the provision of an additional A\$25 million) binding Funding Proposal from SBC Global Investment Fund
- Funding Proposal to be structured as an equity-linked “pre-paid” share subscription facility agreement with the provision of the first A\$25 million pre-payment by SBC subject only to customary conditions¹
- The Funding Proposal follows the recent announcement by Magnis of a binding offtake agreement with a tier-1 OEM to supply 17,500 tonnes per annum of AAM over a minimum term of 3 years

Magnis Energy Technologies Ltd (“**Magnis**”, or the “**Company**”) (ASX: MNS; OTCQX: MNSEF; FSE: U1P) is pleased to announce that it has received a binding funding proposal from US-based SBC Global Investment Fund² (“**SBC**”) under which the Company expects to be able to raise up to A\$50 million (**Funding Proposal**). The Funding Proposal will be structured as an equity-linked pre-paid share subscription facility agreement the material terms of which are set out in the Schedule to this announcement (**Pre-Payment Subscription Facility**³).

Commenting on the Funding Proposal, Magnis’ Executive Chairman, Frank Poullas, said:

“Magnis is delighted to announce the Funding Proposal from SBC Global Investment Partners, which is expected to strengthen the Company’s balance sheet and place it in a strong position to accelerate development of its vertically integrated AAM business. This includes front end engineering and design studies at its upstream Nachu Graphite Project in Tanzania, engineering and feasibility studies at its downstream AAM Project in the U.S., as well as plant productivity enhancements and additional working capital for iM3NY to meet increasing customer demand.

¹ Please see the Schedule to this ASX announcement for information in relation to the expected pre-conditions to the provision of the first (and potentially, the second) A\$25,000,000 pre-payment.

² Under the Funding Proposal, funds may also be received from L1 Capital Pty Ltd (a non-related party of the Company (and parent entity of SBC)).

³ The Pre-Payment Subscription Facility is initially proposed to be for A\$25 million with the ability to increase the facility by a further A\$25 million by mutual agreement.

The recently announced binding offtake agreement with a global tier 1 electric vehicle OEM, provides a strong endorsement for the high-quality nature of Magnis' AAM product and the Company's pathway to becoming a vertically integrated AAM producer.

Funding Proposal

Following the success of the previous pre-payment share subscription facility agreement entered into with SBC (as to which please see the Company's ASX announcement of 31 August 2021) and after considering various fundraising options that are potentially available to the Company (including pure equity options) at this time, the Company's board believes that the Funding Proposal (to be implemented in the form of the Pre-Payment Subscription Facility) represents the most beneficial fundraising structure presently available to the Company (especially after regard is had to the facility's potentially modest dilutionary impact on shareholders).

The Funding Proposal is expected to be structured as an equity-linked pre-paid share subscription agreement. This means that (subject to the entry into long-form transaction documentation for the Pre-Payment Subscription Facility), SBC will provide to the Company (in the form of a "pre-payment") an initial A\$25 million (but potentially, up to a total of A\$50 million) in consideration for the future issue to SBC of the relevant number of new ordinary shares in Magnis. The subscription price for the new Magnis shares the subject of that potential future issue will be based on a 7.5% discount to a future observable VWAP for the Company's shares on ASX (**Subscription Price**).

Other than in relation to the 40,000,000 new shares to be issued to SBC following the receipt by the Company of the first A\$25 million pre-payment (with the issue of these new shares subsequently being either set-off against future required issues of new shares under the facility or paid for by SBC on the Maturity Date (as defined in the Schedule)), the total amount actually pre-paid by SBC under the Pre-Payment Subscription Facility will need to be either repaid by the Company on the Maturity Date or will need to be satisfied before the Maturity Date by the issue of new shares in Magnis at the Subscription Price. The timing for all future issuances is at the discretion of SBC.

Evolution Capital will be paid a fee equivalent to 3.75% of the total amount ultimately pre-paid by SBC under the Pre-Payment Subscription Facility and will be issued with 10,000,000 Options (as defined in the Schedule) for intermediating the arrangements the subject of the Funding Proposal. SBC will be paid a fee equivalent to 1.75% of the total amount ultimately pre-paid by SBC under the facility and, regardless of whether any amounts are actually pre-paid, will also be issued with 25,000,000 Options subject to MNS shareholder approval.

Use of Funds

The funds will be used to progress development of both the US Anode Active Materials Project and Nachu Graphite Project, as well as funding general working capital and plant productivity enhancements at iM3NY as it continues to ramp-up commercial production to meet customer demand.

The receipt of the Funding Proposal marks another critical step towards Magnis' goal of becoming a leading global, vertically integrated player in the lithium-ion battery value chain. Further information in relation to the Funding Proposal and the Pre-Payment Subscription Facility is set out in the Schedule to this announcement.

About Magnis

Magnis Energy Technologies Ltd (ASX: MNS; OTCQX: MNSEF; FSE: U1P) is a vertically integrated lithium-ion battery technology and materials company in the Lithium-ion battery supply chain. The company's US based subsidiary Imperium3 New York, Inc ("iM3NY") operates a Gigawatt scale Lithium-ion battery manufacturing plant in Endicott, New York. Magnis together with their US based technology partner, C4V LLC has produced high-performance anode active materials for lithium-ion batteries utilising Magnis' high purity graphite feedstock from their Nachu Graphite project in Tanzania. The company's vision is to enable, support and accelerate the mass adoption of Electric Mobility and Renewable Energy Storage critical for the green energy transition.

This announcement has been authorised for release by the Board of Magnis Energy Technologies Ltd (ACN 115 111 763).

FOR FURTHER INFORMATION

Frank Poullas

Executive Chairman

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WEBSITE | magnis.com.au

MEDIA ENQUIRIES | media@magnis.com.au

INVESTOR RELATIONS ENQUIRIES | info@magnis.com.au

Schedule – Expected Key Terms of Pre-Payment Subscription Facility

Funded Amount	A\$23,125,000 ⁴
Pre-payment	A\$25,000,000
Fee	<p>1.75% of the amount pre-paid by SBC (payable by the Company to SBC in cash).</p> <p>3.75% of the amount pre-paid by SBC (payable by the Company to Evolution Capital in cash).</p>
Additional Pre-payment	The Facility may be increased by up to a further A\$25,000,000 through mutual agreement by the parties.
Maturity Date	18 months (from the date the initial pre-payment amount is received by Magnis).
Subscription Price	The Subscription Price per new share to be issued under the Pre-Payment Subscription Facility is calculated based on a single daily VWAP selected by SBC during the 12 preceding trading days prior that date on which SBC delivers to the Company an issue notice, less a 7.5% discount. The formula for the Subscription Price does not include a floor price or cap.
Initial Shares	The Company will make a one-time placement of 40,000,000 shares to SBC. If on the Maturity Date there are Initial Shares that have not been applied against the initial A\$25 million, then SBC will pay the Company for those outstanding Initial Shares at the Subscription Price. These shares are expected to be issued immediately following receipt of the first A\$25 million.
Conditions	The provision of the initial A\$25 million pre-payment is subject to the entry by the parties into long form transaction documentation in relation to the Pre-Payment Subscription Facility, completion of confirmatory due diligence by SBC and there not having occurred an event of default or other material adverse event in relation to Magnis.
Options	Each Option will be exercisable at any time on or before the 3 rd anniversary of the date on which they were granted for A\$0.50 per Option.

⁴ A\$23,125,000 is A\$25,000,000 less the accumulated interest of 7.5% payable on the Maturity Date (i.e. the interest payable on the pre-paid amount at 7.5% over 18 months).

Reps and Warranties	The Pre-Payment Subscription Facility is expected to contain representations and warranties and undertakings by the both the Company and SBC which the Company considers to be largely conventional for a financing facility of this size, structure and term.
Listing Rules	In the event of a reorganisation of the Company's equity capital, the conversion mechanics under and the Pre-Payment Subscription Facility itself will be reorganised in accordance with the requirements of the Listing Rules at the time of the reorganisation.
Placement Capacity	The Company has sufficient Listing Rule 7.1 placement capacity to enter into (and issue the new shares under) the Pre-Payment Subscription Facility (and has this sufficient Listing Rule 7.1 placement capacity to satisfy the full pre-payment amount A\$50 million). In any event, the maximum number of new Magnis shares potentially issuable to SBC is 145,500,000.
Shareholder Approval	The Company will call a shareholder meeting to be held within 50 days of the receipt of the first A\$25 million at which the Company will seek shareholder ratification under Listing Rule 7.4 of the 40,000,000 Initial Shares issued to SBC (and ratification of the reduction of Magnis' placement capacity by entering into the facility). The Company will also seek shareholder approval under Listing Rule 7.1 for the proposed issuances of Options to SBC and Evolution Capital.
Repayment	Any utilised outstanding Pre-payment (i.e. that has not been satisfied by the issue of new Magnis shares) will be repaid by Magnis on the Maturity Date. It is also expected to be a requirement of the long form documentation in relation to the Pre-Payment Subscription Facility that if Magnis conducts a future equity (or debt) capital raising, Magnis will be required to offer to repay up to 30% of the amount outstanding of that pre-paid by SBC. The Company may repay any outstanding pre-paid amount at any time without penalty.

ANNEXURE B

FOR RELEASE: 24th MARCH 2023ASX:
MNSOTCQX:
MNSEFFSE:
U1P

Magnis Completes Funding from Investors

- **Magnis completes A\$25 million facility (with the potential for the provision of an additional A\$25 million)**
- **Funding structured as an equity-linked “pre-paid” share subscription facility agreement.**
- **The completion of the funding strengthens the Company’s balance sheet and places it in a strong position to accelerate development of its vertically integrated AAM business**

Magnis Energy Technologies Ltd (“**Magnis**”, or the “**Company**”) (**ASX: MNS; OTCQX: MNSEF; FSE: U1P**) is pleased to announce that it has completed funding from L1 Capital Global Opportunities Master Fund (Affiliate entity of SBC Global Investment Fund¹) (“**L1 Capital**”) and Regal Funds Management as trustee for one or more funds (“**Regal**”). As previously announced to the market, the funding is structured as an equity-linked pre-paid share subscription facility agreement for a total of up to A\$50 million subscription credit, the agreed material terms of which are set out in the Schedule to this announcement (**Pre-Payment Subscription Facility**). Evolution Capital advised Magnis in relation to the funding.

Commenting on the completion of the funding, Magnis’ Executive Chairman, Frank Poullas, said:

“Magnis is pleased to have reached agreement with the Investors for the funding, which strengthens the Company’s balance sheet and places it in a strong position to accelerate development of its vertically integrated AAM business. We would like to thank the Investors and Evolution Capital for their continued support of Magnis’ vision.”

The receipt of the Funding Proposal marks another critical step towards Magnis’ goal of becoming a leading global, vertically integrated player in the lithium-ion battery value chain. Further information in relation to the Pre-Payment Subscription Facility is set out in the Schedule to this announcement.

¹ The announcement to the market on 17th March noted that funds may be received from L1 Capital (Affiliate entity of SBC Global Investment Fund).

About Magnis

Magnis Energy Technologies Ltd (ASX: MNS; OTCQX: MNSEF; FSE: U1P) is a vertically integrated lithium-ion battery technology and materials company in the Lithium-ion battery supply chain. The company's US based subsidiary Imperium3 New York, Inc ("IM3NY") operates a Gigawatt scale Lithium-ion battery manufacturing plant in Endicott, New York. Magnis together with their US based technology partner, C4V LLC has produced high-performance anode active materials for lithium-ion batteries utilising Magnis' high purity graphite feedstock from their Nachu Graphite project in Tanzania. The company's vision is to enable, support and accelerate the mass adoption of Electric Mobility and Renewable Energy Storage critical for the green energy transition.

This announcement has been authorised for release by the Board of Magnis Energy Technologies Ltd (ACN 115 111 763).

FOR FURTHER INFORMATION

Frank Poullas

Executive Chairman

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WEBSITE | magnis.com.au

MEDIA ENQUIRIES | media@magnis.com.au

INVESTOR RELATIONS ENQUIRIES | info@magnis.com.au

Schedule –Key Terms of Pre-Payment Subscription Facility

Funded Amount	A\$23,125,000
Investors	L1 Capital Regal
Pre-payment Credit	A\$25,000,000
Fee	1.75% of the Pre-payment Credit (payable by the Company to the Investors in cash). 3.75% of the Pre-payment Credit (payable by the Company to Evolution Capital in cash).
Additional Pre-payment	The Facility may be increased by up to a further A\$25,000,000 Pre-payment Credit through mutual agreement by the parties.
Maturity Date	18 months (from the date the initial Funded Amount is received by Magnis).
Subscription Price	The Subscription Price per new share to be issued under the Pre-Payment Subscription Facility is calculated based on a single daily VWAP selected by the Investors during the 12 preceding trading days prior that date on which an Investor delivers to the Company an issue notice, less a 7.5% discount. The formula for the Subscription Price does not include a floor price or cap.
Initial Shares	The Company will make a one-time placement of 40,000,000 shares to the Investors. If on the Maturity Date there are Initial Shares that have not been applied against the initial A\$25 million Pre-payment Credit, then the Investors will pay the Company for those outstanding Initial Shares at the Subscription Price. These shares have been issued prior to the receipt of the first Funded Amount.
Options	25 million Options. Each Option will be exercisable at any time on or before the 3 rd anniversary of the date on which they were granted for A\$0.50 per Option. Issue of the Options is subject to shareholder approval (as described below in the 'Shareholder Approval' section). If Shareholder Approval to the issue of the Options is not granted, the Investors will not be required to pay for 3 million of the Initial Shares (if the VWAP does not exceed A\$0.80 at the relevant time); or 6 million of the Initial Shares (if the VWAP exceeds A\$0.80 at the relevant time).

Security	The Pre-Payment Subscription Facility is secured by a general security agreement over the assets of the Company.
Reps and Warranties	The Pre-Payment Subscription Facility contains representations and warranties and undertakings by both the Company and Investors which the Company considers to be conventional for a financing facility of this size, structure and term.
Listing Rules	In the event of a reorganisation of the Company's equity capital, the conversion mechanics under and the Pre-Payment Subscription Facility itself will be reorganised in accordance with the requirements of the Listing Rules at the time of the reorganisation.
Placement Capacity	The Company has sufficient Listing Rule 7.1 placement capacity to enter into (and issue the new shares under) the Pre-Payment Subscription Facility (. In any event, the maximum number of new Magnis shares issuable to the Investors is 145,000,000.
Shareholder Approval	The Company will call a shareholder meeting to be held within 50 days of the receipt of the first Funded Amount at which the Company will seek shareholder ratification under Listing Rule 7.4 of the 40,000,000 Initial Shares issued to the Investors (and ratification of the reduction of Magnis' placement capacity by entering into the facility). The Company will also seek shareholder approval under Listing Rule 7.1 for the proposed issuances of Options to the Investors and Evolution Capital.
Repayment	Any utilised outstanding Pre-payment (i.e. that has not been satisfied by the issue of new Magnis shares) will be repaid by Magnis on the Maturity Date. If Magnis conducts a future equity (or debt) capital raising, Magnis will be required to offer to repay up to 30% of the amount outstanding of that pre-paid by the Investors.

ANNEXURE C

LODGE YOUR VOTE



ONLINE

<https://investorcentre.linkgroup.com>



BY MAIL

Magnis Energy Technologies Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Magnis Energy Technologies Limited and entitled to participate in and vote hereby appoint:

APPOINT A PROXY



the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy



or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act 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 the law, as the proxy sees fit) at the Extraordinary General Meeting of the Company to be held at **10:00am (AEST) on Friday, 19 May 2023 at The Offices of K&L Gates at Level 31, 1 O'Connell Street, Sydney NSW** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

1 Ratification of Prior Issue of New Shares to L1 Capital

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

5 Approval of Proposed Issue of Options to Regal

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

2 Ratification of Prior Issue of New Shares to Regal

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

6 Approval of Proposed Issue of Options to Evolution Capital

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

3 Ratification of Agreement to Issue New Shares

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

7 Approval of Proposed Issue of Options to the Investors

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

4 Approval of Proposed Issue of Options to L1 Capital

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may 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).

MNS PRX2301A

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the 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. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

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

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 A SECOND PROXY

You are entitled to appoint up to two persons as proxies to participate in the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second 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
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach 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 also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to participate in the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A 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 Wednesday, 17 May 2023**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Magnis Energy Technologies Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Parramatta Square
Level 12
680 George Street
Sydney NSW 2000

*During business hours Monday to Friday (9:00am - 5:00pm)

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