



28 October 2022

The Manager
ASX Market Announcements Office
ASX Limited
Exchange Centre
20 Bridge Street
Sydney NSW 2000

By email

Dear Sir/Madam

Annual General Meeting (AGM)- Notice, Proxy Form & Shareholder Letter

In accordance with Listing Rule 3.17.1, please find attached M8 Sustainable Limited's notice of meeting, proxy form and shareholder letter in relation to the AGM to be held on 30 November 2022. The shareholder letter and proxy form will be dispatched to shareholders today.

This announcement is authorised for market release by the Board of Directors.

Yours sincerely

A handwritten signature in blue ink, appearing to read 'John Colli', written over a thin horizontal line.

John Colli
Company Secretary

M8 SUSTAINABLE LIMITED
ACN 620 758 358
NOTICE OF ANNUAL GENERAL MEETING
WEDNESDAY 30 NOVEMBER 2022

Notice is hereby given that the 2022 Annual General Meeting (“the **Meeting**”) of M8 Sustainable Limited (the “**Company**”) will be held as follows:

Date: Wednesday 30 November 2022

Time: 11.00am (AWST)

Venue: Boardroom, Olympic Kingsway Sports Club, 34L Bellerive Boulevard, Madeley,
Western Australia 6065

The business of the Meeting affects your shareholding and your vote is important. This Notice of Meeting and the Explanatory Notes 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.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4.00pm (AWST) on 28 November 2022.

ORDINARY BUSINESS

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Company's annual financial report for the financial year ended 30 June 2022 and the related Directors' Report and auditor's Report.

RESOLUTION 1 – RE-ELECTION OF DIRECTOR – MR SAITHSIRI SAKSITTHISEREEKUL

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

“That, for the purpose of clause 14.2 of the Constitution, and for all other purposes, Mr Saithsiri Saksitthisereekul, a Director, retires by rotation, and being eligible, is re-elected as a Director of the Company.”

RESOLUTION 2 – ELECTION OF DIRECTOR – MR RODNEY ILLINGWORTH

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

“That, for the purpose of clause 14.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Rodney Illingworth, a Director, having been appointed by the Directors as an additional director, retires, and being eligible, is elected as a Director of the Company.”

RESOLUTION 3 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2022.”

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

Voting Prohibition Statement

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

RESOLUTION 4 – AMENDMENT TO CONSTITUTION

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

“That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to amend its Constitution to allow for the use of technology at general meetings and distribution of meeting related documents as set out in the Explanatory Notes.”

RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SHARES – LISTING RULE 7.1

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 71,428,521 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 5 by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved (namely Adroit Capital Group ESG Pty Ltd) or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 5 by:

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

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

By order of the Board

John Colli
Company Secretary
28 October 2022

FURTHER INFORMATION

Voting by proxy

Voting by proxy can be completed in one of the following ways:

- **Online:** www.investorvote.com.au
- **Mobile:** scan the QR Code on the enclosed Proxy Form and follow the prompts
- **By mail:** complete and sign the enclosed Proxy Form and return the form to:
Computershare Investor Services Pty Limited
GPO Box 242, Melbourne VIC 3001 Australia
- **By Fax:** complete and sign the enclosed Proxy Form and fax the form to:
If you are in Australia, 1800 783 447
If you are outside Australia, +61 3 9473 2555
- **Custodian voting:** For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

Proxy Forms must be received no later than 11.00am (AWST) on 28 November 2022.

Proxy Forms received later than this time will be invalid.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

If you sign the enclosed Proxy Form and no direction is given, the Chair will be appointed as your proxy. The Chair intends to vote undirected proxies on, and in favour of, all resolutions.

Voting in person

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6377 9600.

EXPLANATORY NOTES

These Explanatory Notes have been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the financial report of the Company for the financial year ended 30 June 2022 together with the Directors' Report (which includes the Remuneration Report) and the auditor's Report. There is no requirement for shareholders to approve these reports (other than a non-binding vote on the Remuneration Report which is considered as a separate resolution).

The Company will not provide a hard copy of the Company's annual report to Shareholders unless specifically requested to do so. The Company's annual report is available on its website at www.m8sustainable.com.au

RESOLUTION 1 – RE-ELECTION OF DIRECTOR - MR SAITHSIRI SAKSITTHISEREKUL

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Mr Saksitthisereekul, who has served as a Director since 24 October 2018 and was last re-elected on 5 June 2020, retires by rotation and seeks re-election.

Mr Saksitthisereekul holds an Executive Master of Business Administration from the National Institute of Development Administration (NIDA), has 11 years' experience in the renewable energy sector and is the CEO of M8 Holding Limited (M8H), formerly SBANG Sustainable Energies Limited. M8H is an integrated renewable energy company based in Thailand, its core business is to build, own and or operate waste-to-energy and biomass power plants in Thailand. Mr Saksitthisereekul is also a director of the Clover Power Public Company Limited, a company listed on the Thailand stock exchange.

Mr Saksitthisereekul is currently a member of the Company's Audit & Risk Committee.

If re-elected, the Board considers that Mr Saksitthisereekul will not be an independent Director as he controls M8H which is the Company's largest shareholder.

The Board has reviewed Mr Saksitthisereekul's performance since his appointment to the Board and considers that Mr Saksitthisereekul's skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board (Mr Saksitthisereekul abstaining in respect of his own election) unanimously supports the re-election of Mr Saksitthisereekul as a director of the Company and recommends that Shareholders vote in favour of this Resolution.

RESOLUTION 2 – ELECTION OF DIRECTOR - MR RODNEY ILLINGWORTH

Mr Illingworth was appointed by the Board on 19 October 2022 as an additional director.

Clause 14.4 of the Constitution and Listing Rule 14.4 stipulates that any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election.

Accordingly, Mr Illingworth retires and seeks re-election.

Mr Illingworth is an experienced executive and director who has a wealth of experience and understanding in the development and construction of mining ventures, management of successful mining operations and logistics management across several sectors. Mr Illingworth specialises in green field resources projects, driving revenue growth and leading innovation. Mr Illingworth has invaluable business and executive networks across the Northern Territory and Western Australia and expertise in handling Native Title and Indigenous matters.

If elected the Board considers Mr Illingworth will not be an independent Director as he controls Adroit Capital Group ESG Pty Ltd which is the Company's second largest shareholder.

The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. These include checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. The Company undertook such checks prior to the appointment of Mr Illingworth.

Mr Illingworth has confirmed that he considers he will have sufficient time to fulfil his responsibilities as a Non-Executive Director of the Company and does not consider that any other commitment will interfere with his availability to perform his duties as a Non-Executive Director of the Company.

The Board considers that Mr Illingworth's skills and experience will enhance the Board's ability to perform its role. Accordingly, the Board (Mr Illingworth abstaining in respect of his own election) unanimously supports the election of Mr Illingworth as a director of the Company and recommends that Shareholders vote in favour of this Resolution.

RESOLUTION 3 – ADOPTION OF REMUNERATION REPORT

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

RESOLUTION 4 – AMENDMENT OF CONSTITUTION

A company may modify or repeal its constitution or a provision of its constitution by special resolution of Shareholders.

Resolution 4 is a special resolution which will enable the Company to amend its existing Constitution (**Amended Constitution**) by including a new Clause 14 which allows for the use of technology at shareholder meetings (including allowing the Company to hold wholly virtual meetings) and for the distribution of meetings-related documents electronically (whether by a physical or electronic link or the entire document), to the extent permitted by the Corporations Act, Listing Rules and applicable law.

A copy of the Amended Constitution is available for review by Shareholders at the office of the Company. A copy of the Amended Constitution can also be sent to Shareholders upon request to the Company Secretary. Shareholders are invited to contact the Company if they have any queries or concerns.

RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SHARES – LISTING RULE 7.1

General

On 3 October 2022, the Company issued 71,428,521 Shares to Adroit Capital Group ESG Pty Ltd at an issue price of \$0.007 per Share to raise \$500,000 (**Placement Shares**).

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

The issue of the Placement Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Placement Shares.

Listing Rule 7.4 allows the shareholders of a listed company to approve 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 and so does not reduce the company's capacity to issue further equity securities without shareholder 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 such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Shares.

Resolution 5 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Shares.

Technical information required by Listing Rule 14.1A

If Resolution 5 is passed, the Placement Shares will be excluded in 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 month period following the date of issue of the Placement Shares.

If Resolution 5 is not passed, the Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 5:

- (a) the Placement Shares were issued to Adroit Capital Group ESG Pty Ltd;

- (b) 71,428,521 Placement Shares were issued and the Placement Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) the Placement Shares were issued on 3 October 2022;
- (d) the issue price was \$0.007 per Placement Share. The Company has not and will not receive any other consideration for the issue of the Placement Shares;
- (e) the purpose of the issue of the Placement Shares was to raise \$500,000, which will be applied towards additional working capital of the Company; and
- (f) the Placement Shares were not issued under an agreement.

GLOSSARY

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

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means M8 Sustainable Limited (ACN 620 758 358).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Explanatory Notes means the explanatory notes accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the Listing Rules of ASX.

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

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2022.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section of the Explanatory Notes.

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

Shareholder means a registered holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.



M8 SUSTAINABLE LIMITED
ABN 12 620 758 358

M8SRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SURBURB
SAMPLETOWN VIC 3030



Need assistance?



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



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (AWST) on Monday, 28 November 2022.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

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

Your secure access information is



Control Number: 999999

PIN: 99999

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

By Mail:

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

By Fax:

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



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

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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



I N D

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of M8 Sustainable Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and 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 M8 Sustainable Limited to be held at Boardroom, Olympic Kingsway Sports Club, 34L Bellerive Boulevard, Madeley, WA 6065 on Wednesday, 30 November 2022 at 11:00am (AWST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 3 (except where I/we have indicated a different voting intention in step 2) even though Resolution 3 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 3 by marking the appropriate box in step 2.

Step 2 Items of Business

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

		For	Against	Abstain
Resolution 1	Re-election of Director – Mr Saithsiri Saksitthisereekul	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Director – Mr Rodney Illingworth	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Amendment to Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification of Prior Issue of Shares - Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

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





28 October 2022

Dear Shareholder

**2022 ANNUAL GENERAL MEETING
NOTICE & PROXY FORM
MEETING ARRANGEMENTS**

M8 Sustainable Limited (“M8S” or “the Company”), advises that it will hold its 2022 Annual General Meeting on Wednesday, 30 November 2022 commencing at 11.00am (AWST) at the Boardroom, Olympic Kingsway Sports Club, 34L Bellerive Boulevard, Madeley, Western Australia 6065 (“AGM”).

The Company’s board has made the decision that it will hold a physical meeting and will not hold the AGM as a virtual (online) meeting. The board continues to monitor the impact of the COVID-19 pandemic in Western Australia. Circumstances relating to COVID-19 are constantly evolving and accordingly, we may make alternative arrangements to the way in which the AGM is held. If this occurs, we will notify you of any changes by way of announcement to the ASX and details will also be made available on our website at www.m8sustainable.com.au

In accordance with new provisions of the Corporations Act, unless a shareholder has previously requested a hard copy, the Company will not be sending hard copies of the Notice of Meeting (“Notice”) to shareholders. A copy of the Notice, which was released to the ASX on 28 October 2022, is available on the Company’s website to view and download at www.m8sustainable.com.au/asx/announcements

If you have elected to receive notices by email, a copy of your personalised proxy form will be emailed to you. If you have not elected to receive notices by email, a copy of your personalised proxy form will be posted to you, together with this letter.

All resolutions at the AGM will be voted on by poll and shareholders who are entitled to vote may vote either prior to the AGM by appointing a proxy or by physically attending the AGM. Further details of the voting methods open to shareholders are set out in detail below.

Shareholders are encouraged to either vote prior to the AGM or to appoint the Chair of the Meeting as their proxy.

Voting by Proxy

Shareholders are strongly urged to **appoint the Chair of the Meeting as their proxy**. Shareholders can complete the proxy form to provide specific instructions on how a shareholder’s vote is to be exercised on each item of business, and the Chair of the meeting must follow your instructions. Lodgement instructions (which include the **ability to lodge proxies electronically**) are set out in the Proxy Form attached to the Notice.

Proxy votes **must be received by 11.00am (AWST) 28 November 2022.**

Questions

Shareholders may **submit questions in advance of the AGM** to the Company Secretary. Questions must be submitted by email to the Company Secretary at john.colli@m8sustainable.com.au

Shareholders attending the AGM will also have the opportunity to submit questions during the AGM in respect of the formal items of business as well as general questions in respect of the Company and its operations.

Enquiries

Shareholders are encouraged to contact the Company Secretary on +61 8 6377 9600 or by email at john.colli@m8sustainable.com.au if they have any queries in respect of the arrangements for the AGM.

The market release of this letter is authorised by the Board of Directors.

Yours sincerely



John Colli
Company Secretary