

Notice of General Meeting SensOre 7 July 2023

ACN 637 198 531

Notice is given that the general meeting (**GM** or **Meeting**) of shareholders of SensOre Ltd. ACN 637 198 531 (**SensOre** or the **Company**) will be held on Friday 7 July 2023 at 11.00am (AEST) at Level 3, 10 Queen Street, Melbourne, Australia.

The Explanatory Notes that accompany and form part of this Notice of General Meeting describe the various matters to be considered.

The Guide attached provides information on how to vote online before the meeting.

If you wish to lodge your proxy, please follow the steps on your enclosed personalised Proxy Form and lodge it by 11.00am (AEST) on Wednesday 5 July 2023.

Shareholders who wish to attend the GM will only be able to do so physically by attending the meeting.

To ensure all votes cast are duly counted, voting on each Resolution will be by way of a poll rather than a show of hands.

If you have any questions regarding any Resolution or other matters, you are encouraged to submit them by email to sally.mcdow@boardroomlimited.com.au so that they are received by the Company no later than 11.00am (AEST) on Wednesday 5 July 2023. The Company will endeavour to respond to all relevant questions or matters before or at the Meeting.

Even if you plan to attend the GM, you are encouraged to lodge a proxy form and submit any questions before the GM.

BUSINESS

There are 7 items of business. Items 1-7 of business at the GM are ordinary resolutions. To be passed, an ordinary resolution requires a simple majority of votes cast by shareholders present in person or by proxy and entitled to vote on the resolution.

1. Resolution 1: Grant of Placement Shares (Nic Limb)

To consider and, if thought fit, pass the following resolution:

'THAT for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval be given to the grant, allotment and issue to Mr Nic Limb of 1,200,000 fully paid ordinary shares at \$0.25 per share and 600,000 options under the Placement announced to the ASX on 12 May 2023 and conditions as more particularly specified in the Explanatory Notes.'

Voting restrictions apply to this resolution (see section 3).

2. Resolution 2: Grant of Placement Shares (Robert Peck AM)

To consider and, if thought fit, pass the following resolution:

'THAT for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval be given to the grant, allotment and issue to Mr Robert Peck AM of 400,000 fully paid ordinary shares at \$0.25 per share and 200,000 option under the Placement announced to the ASX on 12 May 2023 and conditions as more particularly specified in the Explanatory Notes.'

Voting restrictions apply to this resolution (see section 3).

3. Resolution 3: Grant of Placement Shares (Anthony O'Sullivan)

To consider and, if thought fit, pass the following resolution:

'THAT for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval be given to the grant, allotment and issue to Mr Anthony O'Sullivan of 100,000 fully paid ordinary shares at \$0.25 per share and 50,000 options under the Placement announced to the ASX on 12 May 2023 and conditions as more particularly specified in the Explanatory Notes.'

Voting restrictions apply to this resolution (see section 3).

4. Resolution 4: Grant of Placement Shares (Adrian Manger)

To consider and, if thought fit, pass the following resolution:

'THAT for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval be given to the grant, allotment and issue to Mr Adrian Manger of 100,000 fully paid ordinary shares at \$0.25 per share and 50,000 options under the Placement announced to the ASX on 12 May 2023 and conditions as more particularly specified in the Explanatory Notes.'

Voting restrictions apply to this resolution (see section 3).

5. Resolution 5: Grant of Placement Shares (Richard Taylor)

To consider and, if thought fit, pass the following resolution:

'**THAT** for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval be given to the grant, allotment and issue to Mr Richard Taylor of 100,000 fully paid ordinary shares at \$0.25 per share and 50,000 options under the Placement announced to the ASX on 12 May 2023 and conditions as more particularly specified in the Explanatory Notes.'

Voting restrictions apply to this resolution (see section 3).

6. Resolution 6: Grant of Placement Shares (Robert Rowe)

To consider and, if thought fit, pass the following resolution:

'**THAT** for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval be given to the grant, allotment and issue to Mr Robert Rowe of 40,000 fully paid ordinary shares at \$0.25 per share and 20,000 options under the Placement announced to the ASX on 12 May 2023 and conditions as more particularly specified in the Explanatory Notes.'

Voting restrictions apply to this resolution (see section 3).

7. Resolution 7: Change to Non-Executive Director's Remuneration

To consider and, if thought fit, pass the following resolution:

'**THAT** for the purposes of ASX Listing Rule 10.17 that Non-Executive Director's remuneration from February 2023 to June 2024 be amended accordingly:

Chairman: 1,500,000 options at an exercise price of \$0.38 and expiry of 3 years and no cash consideration.

Non-Executive Directors: 1,000,000 options at an exercise price of \$0.38 and expiry of 3 years and no cash consideration.'

Voting restrictions apply to this resolution (see section 3).

By order of the Board
5 June 2023



Sally McDow
Company Secretary

EXPLANATORY NOTES

General information

These Explanatory Notes have been prepared for the information of shareholders of the Company (**Shareholders**) in relation to the business to be conducted at the GM.

The purpose of these Explanatory Notes is to provide Shareholders with all information known to the Company that is material to a decision on how to vote on the resolutions in the accompanying Notice of GM.

These Explanatory Notes should be read in conjunction with the Notice of GM. Capitalised terms used in these Explanatory Notes, unless the context otherwise requires, have the meaning given to them in the Notice of GM.

If you have any questions regarding the matters set out in these Explanatory Notes or in the Notice of GM, please contact the Company Secretary by email sally.mcdow@boardroomlimited.com.au

1. Resolutions 1-6 – Issue of Placement Shares

1.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue the following shares at a price of \$0.25 and one (1) option for every two (2) shares to the following directors (or their nominees) pursuant to the Placement dated 12 May 2023:

Nic Limb:	1,200,000 shares and 600,000 options
Robert Peck AM	400,000 shares and 200,000 options
Anthony O’Sullivan	100,000 shares and 50,000 options
Adrian Manger	100,000 shares and 50,000 options
Richard Taylor	100,000 shares and 50,000 options
Robert Rowe	40,000 shares and 20,000 options

For the purposes of these Explanatory Notes, each of the above named is referred to as a Director or together as Directors.

1.2 Listing rule 10.11

Listing Rule 10.11 provides that an entity must not permit any of the following persons to acquire equity securities without the approval of the holders of its ordinary securities:

- a director of the entity (Listing Rule 10.11.1);
- an associate of a director of the entity (Listing Rule 10.11.4); or
- a person whose relationship with the entity or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX’s opinion, the acquisition should be approved by security holders (Listing Rule 10.11.5).

The issue of Placement Shares to the directors listed above (or their nominees) falls within Listing Rule 10.11.1 and therefore requires the approval of Shareholders under Listing Rule 10.11. Resolutions 1-6 seek the required Shareholder approval for the issue of the shares and options under and for the purposes of Listing Rule 10.11.

1.3 Technical information required by Listing Rule 10.13

Pursuant to and in accordance with the requirements of Listing Rule 10.13, the following information is provided in relation to Resolutions 1 to 6:

- a) the shares and options will be issued to:
- (i) Nic Limb (or his nominee) pursuant to Resolution 1;
 - (ii) Robert Peck AM (or his nominee) pursuant to Resolution 2;
 - (iii) Anthony O’Sullivan (or his nominee) pursuant to Resolution 3;
 - (iv) Adrian Manger (or his nominee) pursuant to Resolution 4;
 - (v) Mr Richard Taylor (or his nominee) pursuant to Resolution 5; and
 - (vi) Mr Robert Rowe (or his nominee) pursuant to Resolution 6

all of whom fall within the category set out in Listing Rule 10.11.1 by virtue of being a Director of the Company.

- b) the maximum number of shares to be issued is 1,940,000 shares and 970,000 options comprising:
 - (i) 1,200,000 shares and 600,000 options to Nic Limb (or his nominee) pursuant to Resolution 1
 - (ii) 400,000 shares and 200,000 options to Robert Peck AM (or his nominee) pursuant to Resolution 2
 - (iii) 100,000 shares and 50,000 options to Anthony O’Sullivan (or his nominee) pursuant to Resolution 3
 - (iv) 100,000 shares and 50,000 options to Adrian Manger (or his nominee) pursuant to Resolution 4
 - (v) 100,000 shares and 50,000 options to Richard Taylor (or his nominee) pursuant to Resolution 5
 - (vi) 40,000 shares and 20,000 options to Robert Rowe (or his nominee) pursuant to Resolution 6
- c) The shares are fully paid and the Company will receive \$0.25c per share issued. In total the Company will receive \$485,000. The options are issued at an exercise price of A\$0.375 and with an expiry of three (3) years from the issue date). The shares and options will be issued on or before 12 July 2023.
- d) The funds will be used for general working capital of the Company and to support growth initiatives internationally.
- e) The share purchase and attaching options do not form any part of any Directors remuneration package.
- f) A voting exclusion statement is included in the Notice.

The Company will be able to proceed with the issue of the Placement Shares to each Director, if the respective resolution to the Director in resolutions 1-6 is passed. As approval pursuant to Listing Rule 7.1 is not required (because approval is being obtained under Listing Rule 10.11), the issue of the Placement Shares will not use up any of the Company’s 15% annual placement capacity.

If any Resolution from 1 to 6 is not passed, the Company will not be able to proceed with the issue of the Placement Shares to the Director to which the respective Resolution relates and the Company will not obtain the funds for the Placement Shares.

1.4 Board Recommendation

The Directors (other than the Director which is subject to the voting exclusion, who has an interest in a Resolution and therefore makes no recommendation) recommend that you vote in favour of the resolutions.

2. Resolution 7 – Change to Non-Executive Director’s Remuneration

2.1 General

The Company has agreed, subject to obtaining Shareholder approval to amend Non-Executive Director’s Remuneration from February 2023 to January 2024 be amended accordingly:

Chairman: 1,500,000 options at an exercise price of \$0.38 and expiry of 3 years and no cash consideration

Non-Executive Directors: 1,000,000 options at an exercise price of \$0.38 and expiry of 3 years and no cash consideration

The expiry date of the proposed option is 23 May 2026. The options are non-transferrable.

2.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (i) obtain the approval of the public company’s members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (ii) give the benefit within 15 months following such approval,

unless giving of the benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The change in Non-Executive Director’s remuneration constitutes change in a financial benefit for related parties of the Company by virtue of each being Directors and shareholder approval is sought pursuant to Chapter 2E of the Corporations Act.

2.3 Listing rule 10.17 Payments to Directors

Listing Rule 10.17 provides that an entity may not increase the total aggregate amount of the directors’ fees without the approval of the holders of its ordinary securities.

The change in Non-Executive Directors remuneration falls within Listing Rule 10.17 and therefore requires the approval of Shareholders under Listing Rule 10.17. Resolution 7 seek the required Shareholder approval for the change in remuneration under 10.17.

2.4 Technical information required by Listing Rule 10.17

Resolution 7 seeks to change the format of payment from cash only payments to options only payments for remuneration. If shareholder approval is obtained, the change to Non-Executive directors’ remuneration will take effect from the conclusion of the meeting. The Company will be able to proceed with the change in remuneration for Non-Executive Directors if Resolution 7 is passed. If shareholder approval for Resolution 7 is not obtained, the Board will continue to be paid in cash only and the Company will need to consider alternative forms of remuneration.

2.5 Technical information required by Listing Rule 10.17

Pursuant to and in accordance with the requirements of Listing Rule 10.17, the following information is provided in relation to Resolution 7:

- a) The current Non-Executive Director’s remuneration is:
 - (i) Chairman \$100,000 per annum; and
 - (ii) Non-Executive Directors \$60,000 per annum

The proposed new remuneration from February 2023 to June 2024 is:

- (i) Chairman: 1,500,000 options at an exercise price of \$0.38 and expiry of 3 years and no cash consideration
 - (ii) Non-Executive Directors: 1,000,000 options at an exercise price of \$0.38 and expiry of 3 years and no cash consideration
- b) The change in remuneration from cash-based to equity-based remuneration may constitute a benefit depending on different assumptions of future price and present value.
 - c) The maximum remuneration set by the company for Non-Executive Director’s remains at \$500,000 per annum.
 - d) No securities have been issued to Non-Executive Directors within the last 3 years under rule 10.11 or 10.14.
 - e) A voting exclusion statement is included in the Notice.

2.6 Board Recommendation

The Directors (other than the Non-Executive Directors who are subject to a voting exclusion and therefore makes no recommendation) recommend that you vote in favour of Resolution 7.

3. Voting Prohibition and Voting Exclusion Statements

3.1 Voting Prohibition Statements

<p>Resolution 1-6 – Grant of Shares to:</p> <ul style="list-style-type: none"> • Nic Limb • Robert Peck AM • Anthony O’Sullivan • Adrian Manger • Richard Taylor • Robert Rowe 	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> i) a member of the Key Management Personnel; or ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
<p>Resolution 7 – Change to Non-Executive Director’s Remuneration:</p> <ul style="list-style-type: none"> • Nic Limb 	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (c) the proxy is either: <ul style="list-style-type: none"> iii) a member of the Key Management Personnel; or iv) a Closely Related Party of such a member; and

<ul style="list-style-type: none"> • Robert Peck AM • Anthony O’Sullivan • Adrian Manger 	<p>(d) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>However, the above prohibition does not apply if:</p> <p>(c) the proxy is the Chair; and</p> <p>(d) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>
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3.2 Voting Exclusion Statements

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolutions 1- 6 by or on behalf of:

- a. a person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity), the persons names in the Voting Exclusion Statements table in section 3.2 below; or
- b. an associate of those persons.

However, this does not apply to a vote cast in favour of Resolutions 1-6 by:

- a. a person as proxy or attorney for a person who is entitled to vote, in accordance with the directions given to the proxy or attorney to vote in that way; or
- b. the Chairman of the Annual Meeting as proxy or attorney for a person who is entitled to vote , in accordance with a direction given to the Chairman to vote as the Chairman 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, and
 - ii. the holder votes in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 1 –Issue of Shares and Options – Nic Limb	Nic Limb and any associated party
Resolution 2 Issue of Shares and Options – Adrian Manger	Robert Peck AM and any associated party
Resolution 3 –issue of Shares and Options – Anthony O’Sullivan	Anthony O’Sullivan and any associated party
Resolution 4 –issue of Shares and Options – Adrian Manger	Adrian Manger and any associated party
Resolution 5 –issue of Shares and Options – Richard Taylor	Richard Taylor and any associated party
Resolution 6 –issue of Shares and Options – Robert Rowe	Robert Rowe and any associated party

In accordance with ASX Listing Rule 10.17, the Company will disregard any votes cast in favour of Resolution 7 by or on behalf of:

Resolution 7 –Change in Non-Executive Directors Remuneration	Robert Peck AM, Nic Limb, Anthony O’Sullivan, Adrian Manger, Richard Taylor, Robbie Rowe and any associated party of any of the named individuals
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However, this does not apply to a vote cast in favour of Resolution 7 by:

- a. a person as proxy or attorney for a person who is entitled to vote, in accordance with the directions given to the proxy or attorney to vote in that way; or
- b. the Chairman of the Annual Meeting as proxy or attorney for a person who is entitled to vote , in accordance with a direction given to the Chairman to vote as the Chairman 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, and
 - ii. the holder votes in accordance with directions given by the beneficiary to the holder to vote in that way.

4. Voting and Proxies

4.1 How to exercise your vote

If you are a body corporate, you may vote by appointing an authorised representative or by proxy.

4.2 Voting Entitlements

The Company has determined that for the purposes of voting at the Meeting or at any adjourned Meeting, Shares will be taken to be held by those persons recorded on the Register of Members at the Voting Entitlement Time.

4.3 Voting Entitlement Time

The Company has determined that, in accordance with section 7.11.37 of the Corporations Regulations 2001 (Cth), for the purposes of the Meeting, Shares will be taken to be held by the persons who are the registered holders at 7pm (AEST) on 5 July 2023. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

4.4 Joint holders

When joint holders are named in the Register of Members only one joint holder may vote. If more than one of the joint holders is present at the GM, only the person whose name appears first in the Register of Members will be entitled to vote.

4.5 Voting by proxy

1. A member entitled to attend and vote at the meeting is entitled to appoint one or (if entitled to cast two or more votes) two proxies to attend and vote instead of the member.
2. If a member appoints two proxies, each proxy may be appointed to represent a specified proportion or number of the member’s votes. If no such proportion or number is specified, each proxy may exercise half of the member’s votes.
3. Where an appointment specifies the way the proxy is to vote on a resolution:
 - (a) if the proxy is not the chairperson, the proxy need not vote on a poll but, if the proxy does so, the proxy must vote that way; and
 - (b) if the proxy is the chairperson, the proxy must vote on a poll and must vote that way.
4. If the chairperson is your proxy and you do not wish to specifically direct how the proxy is to vote, you should tick the relevant box on the proxy form and, by doing so, you will be taken to have directed the chairperson to vote in favour of the resolutions and the chairperson will exercise your votes in favour of the resolutions.
5. A proxy may be an individual.
6. A proxy need not be a member of the Company.

7. A proxy form is enclosed with this notice of meeting. If you wish to exercise your right to vote on the resolution by proxy, your completed and signed proxy form and the authority (if any) under which it is signed, or a certified copy of that authority, must be sent to the Company by either:

(a) email: sally.mcdow@boardroomlimited.com.au or

(b) post:

Level 3, 10 Queen Street, Melbourne, 3000.

so that it is received by the Company no later than 11.00am (AEST) on 5 July 2023

8. The proxy form must be signed by the member or, if the member is a body corporate, the form must be executed in accordance with section 127 of the Act, or by its duly authorised officer or attorney.

4.6 Voting by corporate representative

If a Shareholder is a body corporate, or appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the GM, in accordance with section 250D of the Act; and
- provides satisfactory evidence of the appointment of its corporate representative prior to the GM.

If such evidence is not received prior to the GM, the body corporate (through its representative) will not be permitted to act on the Shareholder's behalf.

Evidence of appointment can be sent prior to the GM by:

- email (preferred) to: sally.mcdow@boardroomlimited.com.au
- post to: Level 3, 10 Queen Street, Melbourne, 3000.

Glossary

\$ means Australian dollars.

AEDT means Australian Eastern Daylight time as observed in Melbourne, Victoria.

Shares means the Shares issued to be issued by SensOre Ltd as part of the Company's Placement of 11 May 2023

ASIC means the Australian Securities & Investments Commission.

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 SensOre Ltd. (ACN 637 198 531).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Notes means the explanatory statement accompanying the Notice.

General Meeting, GM or Meeting means the meeting convened by 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 Statement and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

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

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

Shareholder means a registered holder of a Share.



SensOre Ltd.
ABN 16 637 198 531

Need assistance?

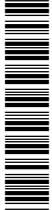


Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact

┌ 000001 000 S3N
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



SensOre Ltd. General Meeting

The SensOre Ltd. General Meeting will be held on Friday, 7 July 2023 at 11:00am (AEST). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

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

For your proxy appointment to be effective it must be received by 11:00am (AEST) on Wednesday, 5 July 2023.



ATTENDING THE MEETING IN PERSON

The meeting will be held at:
Level 3, 10 Queen Street, Melbourne, VIC 3000

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.





SensOre Ltd.
ABN 16 637 198 531



000001 000 S3N
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE 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 (AEST) on Wednesday, 5 July 2023.**

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:

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Online:

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

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

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

By Mail:

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

By Fax:

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



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

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.

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

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



I 9999999999

I ND

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 SensOre Ltd. 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 General Meeting of SensOre Ltd. to be held at Level 3, 10 Queen Street, Melbourne, VIC 3000 on Monday, 7 July 2023 at 11:00am (AEST) 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 Resolutions 1, 2, 3, 4, 5, 6 and 7 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 2, 3, 4, 5, 6 and 7 are 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 Resolutions 1, 2, 3, 4, 5, 6 and 7 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 Grant of Placement Shares (Nic Limb)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Grant of Placement Shares (Robert Peck AM)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Grant of Placement Shares (Anthony O'Sullivan)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Grant of Placement Shares (Adrian Manger)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Grant of Placement Shares (Richard Taylor)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Grant of Placement Shares (Robert Rowe)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Change to Non-Executive Director's Remuneration	<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

