
ENVIROMISSION LIMITED

ACN 094 963 238

NOTICE OF GENERAL MEETING

TIME: 10.30am (AEST)

DATE: 23 May 2023

PLACE: Curate Space
306 Little Collins Street
Melbourne Victoria 3000

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

Should you wish to discuss the matters in this Notice of Meeting, please do not hesitate to contact the Company Secretary, Andrew Draffin on +61 (3) 8611 5333.

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IMPORTANT INFORMATION

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The General Meeting of the Shareholders to which this Notice of Meeting relates will be held at Curate Space, 306 Little Collins Street, Melbourne VIC 3000 on Tuesday , 23 May 2023 at 10.30am (AEST).

YOUR VOTE IS IMPORTANT

The business of the General Meeting affects your shareholding and your vote is important.

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders of the Company as at 10.30am (AEST) on 21 May 2023.

VOTING IN PERSON

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

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- (a) post to EnviroMission Limited, PO Box 253, Collins Street West, VIC 8007;
- (b) email to perry@dwaccounting.com.au, or
- (c) in person to Level 4, 91 William Street, Melbourne, C/- DW Accounting & Advisory Pty Ltd

so that it is received not later than 10.30am (AEST) on 21 May 2023.

Proxy Forms received later than this time will be invalid.

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

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.
- Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean 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.

Further details on these changes are set out below.

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 so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- 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 directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

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 at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting;
 - the proxy does not vote on the resolution,

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

BUSINESS OF THE MEETING

AGENDA

ORDINARY BUSINESS

1. RESOLUTION 1 – MOTION OF NO COFIDENCE – MR ANDREW DRAFFIN

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

“That, following a request from Requisitioning Shareholders that a motion of no confidence be recorded against Mr Andrew Draffin in relation to his role as a Director of the Company”.

2. RESOLUTION 2 – MOTION OF NO COFIDENCE – MR PIERRE KOSHAKJI

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

“That, following a request from Requisitioning Shareholders that a motion of no confidence be recorded against Mr Pierre Koshakji in relation to his role as a Director of the Company”.

3. RESOLUTION 3 – MOTION OF NO COFIDENCE – MR ANDREW FORTE

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

“That following a request from Requisitioning Shareholders that a motion of no confidence be recorded against Mr Andrew Forte in relation to his role as a Director of the Company.

DATED: 20 APRIL 2023

BY ORDER OF THE BOARD



**MR ANDREW DRAFFIN
ENVIROMISSION LIMITED
COMPANY SECRETARY**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the General Meeting to be held at Curate Space, 306 Little Collins Street, Melbourne VIC 3000 on Tuesday, 23 May 2023 at 10.30am (AEST).

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

4. BACKGROUND TO RESOLUTIONS 1 – 3

On 28 March 2023, Mr Tim Fletcher & Mr Ian Nixon, representing themselves and a group of the Company's registered shareholders who together hold greater than 5% (the threshold to call a meeting) of the Company's shares on issue (**Requisitioning Shareholders**), submitted the below email requesting that the Company call a meeting of shareholders, in accordance with the Company's Constitution, at which three resolutions are to be considered. The Resolutions are as follows:

- (a) Resolutions 1 – 3 proposing to record a motion of no confidence against the current Directors of the Company, Mr Andrew Draffin, Mr Pierre Koshakji and Mr Andrew Forte (**the Requisition Email**).

The Requisition email is attached to the Notice as Annexure A with personal information redacted.

The Board notes that technically the format provided by the Requisitioning Shareholders was not in a format compliant with the Company's Constitution or the Corporations Act, however, the Board agreed to call the meeting at their discretion to allow for the Requisitioning Shareholders motions to be heard and put forward to shareholders.

The current Board of the Company provides the following response to the summary of reasons provided for the No Confidence Motion provided by the requisitioning shareholders as outlined in the Requisition Email.

1. ***“Failure of the Board to inform Shareholders of the reason for the failure of the Indian contract”***

The Board refutes this assertion. Regular updates concerning India and other matters have been provided to Shareholders, specifically:

1. Financial Report for the Year ended 2021 – June 2022;
2. Shareholder Update, August 2022;
3. Shareholder Update October 2022;
4. Financial Report for the Year ended June 2022 – November 2022;
5. Chairman's Address - December 2022;
6. Shareholder Bimonthly Update - February 2023; and
7. Shareholder Bimonthly Update - March 2023.

Whilst the updates point to a lack of progress and frustrations with communication between the parties none of the updates provided to Shareholders conclude that there has been a "failure of the Indian contract".

The board wishes to disclose it is aware that representatives of the Company's counter party in India DP SOLRE Pvt Ltd have claimed to be in contact with members of the Requisitioning Shareholders and former EnviroMission Director Dr John Hassard post his resignation. The Board was not privy to these discussions and therefore cannot comment on what may have been conveyed.

It is also noted that that there has been much discussion around Quantum Black Butterfly (QBB) and its relevance to the Indian agreement. The Board acknowledges that QBB was, and is, a component of the Indian Agreement however former Director John Hassard refused to licence a variant of the QBB technology despite repeated representation that he would do so; representations made in writing as a Director of EnviroMission. Dr Hassard was pressed by the late Roger Davey to produce agreements that aligned with Dr Hassard's technology licensing representations and further requests were made to Dr Hassard by the remaining Directors until his resignation. The Company reserves its rights against Dr Hassard and its right to pursue licensing claims to QBB into the future should it choose to be in the best interests of the Company.

As a result of this impasse, alternative variants of the QBB technology have been sourced which the Company may adapt for use in conjunction with Solar Towers if it is deemed commercial and beneficial to development. It should be noted the QBB previously promoted by Dr Hassard was conceptual and not ready for integration into Solar Tower technology.

The Board refers to the most recent update concerning India noting that "following legal advice the Company believes the Agreement will reach sunset in early August 2023".

To date, DP SOLRE Pvt Ltd. has failed to:

- Engage with EnviroMission Limited to complete and execute the Licensing and Shareholder Agreements contemplated in the agreement signed in February 2022.
- Remit the US\$11M required by EVM to finalise the necessary Front End Engineering Design works.
- Demonstrate they have secured a Power Purchase agreement as contemplated by the parties.
- Produce any pre-feasibility works required by EVM to initiate project design works.
- Produce any evidence DP SOLRE Pvt Ltd has secured (or earmarked) land necessary for project design works.

2. ***"Failure to recognise that enquiries from Sri Lanka are unrealistic given the state of affairs and other issues in that country"***

The Company was invited to submit a pre-feasibility (Pre-feasibility) study for the deployment of Solar Tower technology by the Government of Sri Lanka. It is the opinion of the Board that it would have been derelict in its duty had it not considered and acted on the invitation.

The Company, as previously announced, is currently working on a Pre-feasibility report that inter alia will determine if the advancement of a Solar Tower Project in Sri Lanka is a viable proposition or not, something that is at the very core of Pre-feasibility.

At no stage has the Company announced that construction of a Solar Tower in Sri Lanka is a formality. Due process needs and is being undertaken by the highly skilled team assembled to determine the likelihood of success. The Pre-feasibility study will provide clarity as to whether it is commercially viable to pursue a project in Sri Lanka, however this in itself, will not be conclusive. Further studies, and viability modelling will be required before a final determination can be reached. A robust process formulated in "Phases" is being followed as with any project, regardless of its scope or size.

It is important to note that the work being undertaken around the Pre-feasibility by the team will be valuable regardless of the successful deployment of a project in Sri Lanka. It will be used to fast-track other proposals in other geographical locations when resources permit.

Pursuing a project in Sri Lanka was also favoured given the lack of progress being made in India. The Board acknowledges that the Company is not restrained from pursuing other projects and would have been derelict in its duties if it did not pursue other initiatives.

3. "Failure to act in the best interests of the company and shareholders"

The current Board refutes this assertion. The current Board have worked diligently to advance the Company to the benefit of all Shareholders under what has been "trying circumstances". It is acknowledged that not all decisions made will be universally applauded however that alone does not constitute a failure to act in the best interests of Shareholders.

Since the passing of Mr Roger Davey and the resignation of Dr Hassard the Board has re-focused the strategic vision of the Company (further discussed below in Point 5) without providing favour to any particular Shareholder or Shareholders.

4. "Failure to comply with regulated governance compliance"

The Board acknowledges that it did not meet the statutory deadlines to provide annual financial reports for the years ending 30 June 2020 and 30 June 2021 within the prescribed time frame and did not hold Annual General Meetings (AGM) during the same period in relation to these financial years. There were a number of circumstances that contributed to this non-compliance however the current Board has since rectified the non-compliance and has remained compliant to date, delivering the financial report for 30 June 2022 and holding the relevant AGM within the prescribed time.

5. “Misleading shareholders as to the financial and strategic state of the Company”

The Board refutes this assertion. The Company has prepared and circulated audited annual financial reports for the Company, the most recent being for the year ended 30 June 2022. These financial statements have been put forward at all AGM's and discussion and questions relating to them were embraced and addressed.

The Board acknowledges that the financial state of the Company is precarious, however, it is the opinion of the Board that no attempt has been made to mislead Shareholders of this fact. All material events relating to the financial state of the Company are articulated in the independently audited financial reports and the subsequent audit report annexed.

With regards to the strategic state of the Company it is acknowledged that an alternate strategic path, as disclosed at the August 2022 AGM and in the Technology Road Map, has been under taken since the passing of Mr Davey and the resignation of Dr Hassard. The previous strategic direction of the Company was primarily focussed on ancillary income streams such as (but not limited to) water production, Photovoltaic Technology and Carbon Capture. It is acknowledged that these ancillary functions may be beneficial to the Company and Solar Tower development in general, however they remain conceptual in nature. Dr Hassard and his team were dedicated to these functions; however, it became apparent that the funding required to bring the conceptual technology to commercialisation was in the region of US\$20M plus per annum. Post Dr Hassard's resignation the current Board shifted the primary focus back to the development of Solar Towers with ancillary income streams a secondary focus. This change was enacted on the basis that the ancillary functions cannot be achieved without completion of the primary development requirements, the successful construction of a Solar Tower.

The recently formed technology team has continued to examine the commercial reality of some of these ancillary functions but remains committed to making sure it is not at the expense of the Company's core function, to deliver Solar Towers.

6. “Failure to meet the apparent and financial strategic state of the Company”

It is unclear to the Board what this assertion specifically relates to. The Board acknowledges that raising the required funding to progress operations remains difficult, noting that the latest capital raising attempt has been hampered whilst the motion of no confidence is being considered. The Company has limited operational overheads at present which is commensurate with current funding options. Current Directors, Mr Koshakji and Mr Draffin continue to provide short term funding to ensure the Company can meet its obligations as and when they fall due.

The limited funding available has constrained operational activities, however despite this fact, the Company has still managed to form a highly regarded and credentialed technology team, significantly advanced the DOVET to assist with pre- Front End Engineering Development works and commenced work on Pre-feasibility work in relation to Sri Lanka. It is acknowledged that the Company could

advance these initiatives and more (including La Paz) in the event that more funding was available. However, the Board and the Company is progressing as best it can with the cooperation of stakeholders and the limited funding resources available.

Funding for the Company has been a long-standing issue, as it is with the vast majority of non-revenue producing entities in the pursuit of commercialisation of any technology. The Board can only work with the funding available and pursue other funding alternatives as and when they materialise.

7. “Failure to meet the apparent financial obligation to Dr John Hassard”.

A total of AU\$406,582 was paid to, at the discretion of Dr Hassard, QA UK Limited, a company of which Dr Hassard is believed to be a Director and shareholder of, for the period 1 July 2020 to 30 June 2022, as outlined in the last audited financial report for the year ending 30 June 2022. These amounts were paid to cover work undertaken by him and his assembled team (refer Point 5 above) to undertake work on various IP related ancillary revenue opportunities. The current Board cannot comment and has no insight on how the remitted funds were distributed.

It is noted that Dr Hassard was paid from funds available at the time, further noting that Directors and other Key Management Personnel were not paid, either in full or at all during the same period. It is noted that these funds represented a significant allocation of capital available to the company during this period.

8. “Failure to enforce the contractual obligation to Apollo as described in the recent MOU”.

Apollo Development LLC (Apollo) has advanced approximately \$600k towards the MOU to date. It is acknowledged that the full terms of the MOU have not been met and in return none of the benefits outlined in the MOU have been afforded to Apollo as a result. There is no legally binding obligation for either party until the terms of the MOU have been met and therefore the MOU cannot be enforced.

It is also important to reflect on the extensive sweat capital expended by members of the Apollo team since 2018, all of which has assisted EnviroMission in maintaining its strategic objectives and without remuneration to date.

The current Board (Pierre Koshakji excluded) are working with Apollo to potentially revise the terms of the MOU in order to enhance the probability of successfully achieving the goals set out within the MOU. Specifically, the Companies are working on revising the current exercise price of circa \$0.27 per share which is some 170% higher than the price per share at the conclusion of the last capital raise, \$0.10 per share. This higher conversion price amongst other matters has restricted Apollo raising the required capital to complete the MOU.

Notwithstanding the above, Apollo is a licence holder for Solar Tower Technology in the State of Texas and New Mexico USA having paid a \$2M licence fee and remains committed to Solar Tower development in those jurisdictions and beyond.

“Failure to disclose the conflict of interest by the current Chairman”

The Board assumes this assertion relates to Mr Koshakji's role as Chairman of the Company and being a member of Apollo.

It is noted that Mr Koshakji does not control Apollo, his relevant interest is less than 20% and he is one of a number of founding members. Therefore, Mr Koshakji is not in a position to control the decisions of Apollo via either voting power through his Shareholding or Board voting entitlements. Therefore, in accordance with Chapter 2E of the Corporations Act, it is not deemed that Apollo is not a related party of the Company.

Notwithstanding the above, Mr Koshakji abstains and excuses himself from any Board discussions relating to Apollo. Further to this, any discussion between the Company and Apollo are in most instances conducted with other members of Apollo.

It is worth noting that the mere presence of a conflict is not in itself a failure. Recognising and managing conflict is part of normal operational life with the vast majority of companies. Conflicts were present during Dr Hassard's tenure with his dual roles with QA UK Limited, Imperial College and EnviroMission. This conflict was recognised and managed at the time, without objection from the Requisitioning Shareholders.

9. “Failure to describe or meet any milestones or targets since incorporation”.

The Company has endured a lengthy and difficult pursuit of Solar Tower Development but the board refutes the suggestion that milestones have not been set or met over the journey.

Clearly the deployment of Solar Tower technology is yet to be achieved much to the frustration of all stakeholders. However, milestones and goals have been achieved in step with various project works at the time. As by way of example, the Buronga and La Paz County projects expended capital in step with the objectives at the time.

Ultimately the above projects failed or remain commercially viable and a work in progress, primarily due to funding or changes in Government policy (within the relevant jurisdiction). Notwithstanding, the Company has continued to evolve in order to keep step with changes in market conditions with the goal of commercialisation.

As previously noted, the current Board has re-evaluated the Company's priorities since the passing of Mr Davey and resignation of Dr Hassard and have re-focused the Company's primary strategic objective, the development of Solar Towers, with the pursuit of ancillary functions a secondary priority. To achieve this the Company has formed a technology team with relevant expertise and experience, with a demonstrated track record of commercial success in both the private and public sectors. The Company will look to further evaluate and bolster its team at every opportunity.

10. Failure to explain or justify the mismanagement of finances in relation to excessive share and option allocation and cash withdrawals since incorporation.

It is not clear who the above assertion is related to however the response is prepared on the basis that it is directed at officers and Key Management Personnel of the Company, both past and present.

No shares or options (securities) have been issued to members of the Board or Key Management Personnel without first obtaining shareholder approval. The last such issuance was concluded in 2017. The justification for the issuance of securities was provided within the Notice of Meeting at the time and put to Shareholders to endorse (or not) in accordance with each Shareholders voting entitlement with all relevant parties subject to any issuance excluded from voting on their respective resolutions. In all circumstances Shareholders endorsed the issuance of securities.

In relation to "cash withdrawals" the response is prepared on the basis it relates to services provided by the Board and Key Management Personnel noting that none of these individuals have borrowed from the Company.

During the Company's tenure as a listed entity the Corporations Act required that at a company's Annual General Meeting (AGM), a resolution that "the Remuneration Report of the entity be adopted" must be put to Shareholders.

The Remuneration Report set out the Company's remuneration arrangements for the Directors and other Key Management Personnel of the Company. The Remuneration Report was part of the Directors' report contained within the annual financial report of the Company for the relevant financial year.

This requirement was met at each AGM held by the Company whilst it was a listed entity and each year the Remuneration Report was passed by the majority of Shareholders.

The requirement to submit the Remuneration Report for an annual vote ceased on de-listing however the current remuneration structure in place today is materially lower than previous reporting periods and never exceeded the levels previously endorsed at any AGM at any time since de-listing from the ASX.

It is noted that various remuneration agreements - as previously reported and endorsed by Shareholders - were not settled in full and thus large liabilities have accrued as payable to Directors and Key Management Personnel over many years. The current board proposes to seek Shareholder support to convert these liabilities to equity and thus extinguish the liabilities on fair and just terms struck to minimise dilution to existing Shareholders whilst providing for a partial write off of the original debt. The Requisitioning Shareholders have indicated that they would not support such a motion.

Mr Koshakji and Mr Draffin continue to provide their services without remuneration. Further to this, they and others, consented in the past to accrue fees rather than seek payment in order to free up resources to allocate payments from the limited resources available to those that were working on a more full-time basis for the benefit of the Company.

It is further noted that Mr Koshakji has advanced over \$1.7M to the Company with the Company remaining indebted to the Mr Koshakji. Mr Draffin also voluntarily agreed to write off over \$700,000 in fees for past services covering a number of years for the betterment of the Company.

Mr Forte remains employed by the Company on terms materially less favourable than he could receive if he accepted other positions.

Based on the above the current Board rejects the assertion made.

11. ***“Misleading shareholders, particularly by the late Chairman Roger Davey, by enticing funds from shareholders without being honest and Directors failing to provide insight to shareholders, an obligation under ASIC regulations”***

The Board cannot comment on the individual conversations between Mr Davey and Shareholders that they were not privy to.

It is the opinion of the Board that capital raisings have been conducted in accordance with the Corporations Act and ASX Listing Rules where required.

5. CONCLUSION

In the interests of transparency, the Board does not provide any recommendation on how Shareholders should vote. It will rely of the response provided to the assertions made within this Notice of Meeting and individual members of the Board are available to answer any questions.

Shareholders should note that a vote for or in favour of the resolutions proposed is a vote against performance of the current Board. A vote against the resolutions proposed is a vote for and in support of the current Board.

6. ENQUIRIES

Shareholders are invited to contact Mr Andrew Draffin +61 (3) 8611 5333 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

\$ means Australian dollars.

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

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

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.

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 EnviroMission Limited (ACN 094 963 238).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

AEST means Australian Eastern Standard Time.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

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.

Notice of Meeting or **Notice of General Meeting** means this notice of general meeting including the Explanatory Statement.

Ordinary Securities has the meaning set out in the ASX Listing Rules.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's previous financial reports as a listed entity.

Resolutions means the resolutions set out in the Notice of Meeting, 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 holder of a Share.

APPOINTMENT OF PROXY FORM

ENVIROMISSION LIMITED
ACN 094 963 238

GENERAL MEETING

I/We

of:

SRN/HIN

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

OR: the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at **10.30am** (AEST) on **23 May 2023** via Online Webinar, and at any adjournment thereof.

The Chair intends to vote undirected proxies against of all Resolutions in which the Chair is entitled to vote.

Voting on business of the Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Motion of No Confidence – Mr Andrew Draffin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Motion of No Confidence – Mr Pierre Koshakji	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Motion of No Confidence – Mr Andrew Forte	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Shareholders should note that a vote for or in favour of the resolutions proposed is a vote against performance of the current Board. A vote against the resolutions proposed is a vote for and in support of the current Board

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: _____ %

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date: _____

Contact name: _____ **Contact ph (daytime):** _____

E-mail address: _____ **Consent for contact by e-mail:** YES NO

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing instructions):**
 - **(Individual):** Where the holding is in one name, the Shareholder must sign.
 - **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
 - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
 - **(Companies):** Where the company has a sole director, who is also the sole company secretary, that person must sign. Where the company (pursuant to section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to EnviroMission Limited, PO Box 253 Collins Street West, VIC 8007;
 - (b) email to perry@dwaccounting.com.au; or
 - (c) in person to C/- DW Accounting & Advisory Pty Ltd, Level 4, 91 William Street, Melbourne.

so that it is received not later than **10.30am (EST) on 21 May 2023**.

Proxy Forms received later than this time will be invalid.

From: Tim Fletcher [REDACTED]
Sent: Tuesday, 28 March 2023 5:57 PM
To: Pierre Koshakji ; Pierre Koshakji ; Andrew Draffin ; Andrew Forte
Cc: Tim Fletcher [REDACTED]

Subject:

Subject: Motion of no confidence in the Board of EnviroMission Ltd and a vote to dismiss the current Directors of the corporation

The shareholders listed in the cc of this email hereby petition the Board of EnviroMission Ltd to convene a meeting of shareholders in accordance with the company's constitution to vote on the motion of no confidence in the board. The summary of reasons follows-

FAILURE of the Board to inform shareholders of the reason for the failure of the Indian contract

FAILURE to recognise that enquires from Sri Lanka are unrealistic given the state of affairs and other issues in that country.

FAILURE to act in the best interests of the company or shareholders.

FAILURE to comply with regulated governance compliance.

MISLEADING shareholders as to the financial and strategic state of the company.

FAILURE to meet the apparent financial and strategic state of the company.

FAILURE to meet the apparent financial obligations to Dr John Hassard.

FAILURE to enforce contractual obligations to Apollo as described in the recent MOU.

FAILURE to disclose a conflict of interest by the current Chairman.

FAILURE to describe or meet any milestones or targets since incorporation.

FAILURE to explain or justify the mismanagement of finances in relation to excessive share and option allocations and cash withdrawals since incorporation.

MISLEADING shareholders particularly by the late Chairman Roger Davey by enticing funds from shareholders without being honest and Directors failing to provide insight to shareholders, an obligation under ASIC regulations.

Tim Fletcher/Ian Nixon



Sent from my iPad