

1. Overview

Aurora Labs Ltd (ACN 601 164 505) (**Company**) gives notice to Shareholders that, in relation to the Notices of General Meeting and Meeting of Class C Performance Shareholders dated 5 March 2020 (**Meeting Materials**) for the meetings of Shareholders scheduled to be held at Seminar Room 3, Technology Park Function Centre, Brodie Hall Drive, Bentley, Western Australia at 10:00am and 10:30am (WST) on Thursday 9 April 2020 (**Meetings**), the Company's Board of Directors (**Board**) has resolved to issue this addendum to the Meeting Materials (**Addendum**) for the purposes set out below.

This Addendum applies to the Meeting Materials for each Meeting except where a section of this Addendum is expressly stated otherwise.

This Addendum is supplemental to and forms part of the Meeting Materials. It should be read in conjunction with the Meeting Materials.

Words or phrases that are defined in the glossary of the Explanatory Statements contained in the Meeting Materials for either of the Meetings have, when used in this Addendum, the same meaning as given to them in that Explanatory Statement.

2. Short Postponement of Meetings

Pursuant to clause 11.11(e) of the Company's Constitution, the Board has resolved to postpone the Meetings until **11.00am and 11.30am (WST) on Thursday, 23 April 2020** in order to give Shareholders time to accommodate for changes the format of the Meetings discussed below (and particularly to submit/re-submit Proxy Forms), and to provide Shareholders with time to consider the information set out in this Addendum.

3. Coronavirus Pandemic and Public Gathering Restrictions

The COVID-19 pandemic has caused unprecedented disruption to daily life and to business across Australia and around the world. On 31 March 2020, the Government of Western Australia issued a directive under the *Public Health Act 2016 (WA)* restricting non-essential public gatherings in Western Australia to two persons in an effort to reduce the spread of the pandemic (**Public Gathering Directive**).

As a result of the Public Gathering Directive, the Company is prohibited from allowing Shareholders to attend the Meetings in person. Therefore, the Meetings cannot be held in the usual manner.

In the interests of protecting the safety and wellbeing of Shareholders, and to comply with the Public Gathering Directive, the Board has decided to hold the Meetings as hybrid meetings whereby **Shareholders may attend remotely**, rather than in person. The holding of meetings by the use of technology in more than one location is permitted under both the Corporations Act and the Company's Constitution. Further, ASIC has issued guidance encouraging the use of hybrid meetings by entities during the pandemic for annual general meetings.

The alteration to the forum of the Meetings means that logistical steps will need to be taken to ensure that Shareholders can vote on each resolution, and ask questions of the Board, in a timely and efficient manner which will permit the Meetings to run smoothly.

4. Remote Participation – Teleconference Facility

Shareholders will be able to participate in the Meetings remotely via a teleconference facility.

Shareholders will be able to ask questions on items of business through this facility, but **will not** be able to vote through the teleconference facility. See item 5 of this Addendum for further information with respect to voting.

The dial-in details of the teleconference facility are as follows:

Phone number: + 61 (2) 6194 9930

Access code: 109596

The Meeting Chairperson will provide instructions as to how questions may be asked by Shareholders over the teleconference facility.

5. Voting, Proxy Forms and Meeting Instructions

5.1 Overview

For logistical reasons, Shareholders **will not** be able to vote through the teleconference facility, as it would be a practical impossibility to conduct voting by way of a show of hands or poll via a teleconference.

Therefore, due the restrictions under the Public Gathering Directive, Shareholders will now need to complete and submit Proxy Forms in order to vote in respect of the Resolutions to be considered at the Meetings.

5.2 Shareholders who have already lodged Proxy Forms

Shareholders who have already submitted Proxy Forms for the Meetings and who do not wish to amend their proxy directions, and Shareholders who do not wish to vote, **do not need to take any action.**

Shareholders who have not previously submitted Proxy Forms, and Shareholders who have previously submitted Proxy Forms but who wish to amend their proxy directions, **will need to submit new Proxy Forms.**

5.3 Lodgement of Proxy Forms

Proxy Forms (and any power of attorney or other authority, if any, under which it is signed) must be received at an address given below by **11:00am (WST) on Tuesday, 21 April 2020**, being not less than 48 hours before the commencement of the Meetings. Any Proxy Form received after that time will not be valid (unless the Board determines otherwise). Proxy Forms may be lodged as follows:

by hand: Automic Group, Level 5, 126 Philip Street, Sydney NSW 2000

by post: Automic Group, GPO Box 5193, Sydney NSW 2001

by e-mail: meetings@automicgroup.com.au

online: <https://investor.automic.com.au/#/loginsah> (using the unique holder number on the Proxy Form provided to each Shareholder)

5.4 Appointment of a proxy

A Shareholder entitled to attend and vote at the Meetings is entitled to appoint a proxy. The proxy may, but need not be, a Shareholder.

The Meeting Chairperson will be one of only two Company representatives attending the Meeting in person (in their capacities as Shareholders or proxies for Shareholders). As noted above, the Company is prohibited by the Public Gathering Directive from permitting any greater number of persons to attend the Meetings. Accordingly, the Company encourages Shareholders to appoint the Meeting Chairperson as their proxy.

To appoint the Meeting Chairperson as your proxy, mark the appropriate box on the Proxy Form. If the person you wish to appoint as your proxy is someone other than the Meeting Chairperson, please write the name of that person in the space provided on the Proxy Form. If you leave this section blank, or your named proxy does not attend the Meetings, the Meeting Chairperson will be your proxy.

Shareholders may direct the Meeting Chairperson how to vote by placing a mark in the 'FOR', 'AGAINST' or 'ABSTAIN' box opposite each Resolution. Please see below for further details in this regard.

If you appoint the Meeting Chairperson as your proxy and do not provide voting directions on Resolution 5 (Approval to Grant Director Options to Mr Terry Stinson under Employee Incentive Plan), you authorise the Meeting Chairperson to cast your votes FOR the Resolution.

Any other proxy who is a Director or member of Key Management Personnel can only cast your votes on Resolution 5 if you provide voting directions on that Resolution.

You are entitled to appoint up to two persons as proxies to attend the Meetings and vote on a poll. If you wish to appoint a second proxy, you may photocopy the Proxy Form or an additional Proxy Form may be obtained by telephoning the Company on +61 (0)8 9434 1934.

To appoint a second proxy, you must state on each Proxy Form (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

5.5 Corporate Shareholders

Corporate Shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:

- two directors of the company;
- a director and a company secretary of the company; or
- for a proprietary company that has a sole director who is also the sole company secretary – that director.

5.6 Corporate representatives

A body corporate may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act, in which case the Company will require a certificate of appointment of the corporate representative executed in accordance with the Corporations Act. The certificate of appointment must be lodged with the Company and/or the Company's share registry before the Meetings or at the registration desk on the day of the Meetings.

5.7 Votes on Resolutions

You may direct your proxy how to vote on a Resolution by placing a mark in the 'FOR', 'AGAINST' or 'ABSTAIN' box opposite that Resolution. All your votes will be cast in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on the Resolutions by inserting the percentage or number of Shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the Resolutions, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on that Resolution will be invalid.

5.8 Meeting Chairperson voting of undirected proxies

At the date of this Notice, the Meeting Chairperson intends to vote all undirected proxies FOR each of the Resolutions at each Meeting. In exceptional cases, the Meeting Chairperson's intentions may subsequently change, and in this event, the Company will make an announcement to the market.

5.9 Voting eligibility (snapshot date)

For the purposes of determining voting and attendance entitlements at the Meetings, Shares and Class C Performance Shares will be taken to be held by the persons who are registered as holding them at **5:00pm (WST) on Tuesday, 21 April 2020**. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meetings.

5.10 Questions from Shareholders

The Meeting Chairperson will allow a reasonable opportunity at the Meetings for Shareholders to ask questions or make comments on the management of the Company.

6. Amendment to Resolution 5 of General Meeting – Approval to Grant Director Options to Mr Terry Stinson under Employee Incentive Plan

6.1 Amended Wording of General Meeting Resolution

Resolution 5 in the Meeting Materials for the General Meeting is deleted and replaced with the following:

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 10.14 and for all other purposes, Shareholders approve the grant of 2,000,000 Director Options having an exercise price of \$0.14, and expiring 36 months from grant, to Mr Terry Stinson, a Director of the Company, or his nominee, under the Employee Incentive Plan, in the manner and on the terms and conditions set out in the Explanatory Statement."

6.2 Background

Resolution 5 of **the General Meeting** is an ordinary resolution seeking Shareholder approval to grant Director Options to Mr Terry Stinson (a Director of the Company) or his nominee, under the Company's Employee Incentive Plan.

The Board (excluding Mr Stinson) has resolved to amend the terms of the Option package offered to Mr Stinson so as to align it with the incentive Option packages provided to the Company's new Non-Executive Chairman, Mr Grant Mooney, and new Non-Executive Director, Mr Ashely Zimpel, on their appointments to the Board on 25 March 2020.

If approved by Shareholders, Mr Stinson will receive the same number of Director Options as the number of Options granted to Messrs Mooney and Zimpel.

6.3 Variation to Option Package

The following are the material differences between Mr Stinson's original Option package (as described in the Notice of General Meeting dated 5 March 2020) and the package now proposed:

- Mr Stinson will be offered 2,000,000 Director Options (increased from 500,000 Director Options);
- each Director Option will now have an exercise price of \$0.14 (rather than 200% above the closing price of Shares on the day immediately prior to grant), being the same exercise price as the Options granted to Messrs Mooney and Zimpel;
- each Director Option will now have a term of 36 months from grant (increased from 24 months); and
- each Director Option will be subject to vesting conditions as follows:
 - 500,000 Director Options will vest if Mr Stinson continues in office as a director of the Company for at least for at least 6 months from the date of grant;
 - 500,000 Director Options will vest if Mr Stinson continues in office as a director of the Company for at least for at least 12 months from the date of grant; and
 - 1,000,000 Director Options will vest if Mr Stinson continues in office as a director of the Company for at least for at least 24 months from the date of grant,

(changed from the previous vesting requirement that 250,000 of the 500,000 Director Options would vest if Mr Stinson continued in office as a director of the Company for at least for at least 12 months from the date of grant).

6.4 Amendment to General Meeting Explanatory Statement Section 3.4 – Listing Rule Information Requirements

This section is provided to in place of Section 3.4 of the Explanatory Statement of the Meeting Materials for the General Meeting.

Listing Rule 10.15 requires that the following information be provided to Shareholders in relation to Resolution 5 for the purposes of obtaining approval under Listing Rule 10.14:

(a) Name

The Director Options will be granted to Mr Terry Stinson, being a Director of the Company, or his nominee.

(b) Listing Rule 10.14 category

Mr Stinson falls within Listing Rule 10.14.1 as he is a Director of the Company.

(c) Number and class of securities to be issued

It is proposed that a total of 2,000,000 Director Options will be issued to Mr Stinson.

(d) **Details of current total remuneration package**

Pursuant to the terms of his appointment, Mr Stinson is entitled to remuneration of \$50,000 per annum, plus statutory superannuation entitlements.

(e) **Securities previously issued to recipient**

Mr Stinson has not previously been issued with any securities under the Company's Employee Incentive Plan.

(f) **Details of securities**

The Director Options will have an exercise price of \$0.14 and an expiry date of 36 months from the date of grant. These terms will align the Director Options with those granted to Messrs Mooney and Zimpel on 25 March 2020.

Each Director Option will be subject to the vesting conditions referred to in Section 6.3 above.

The full terms are set out in Schedule 3 to the Explanatory Statement, save for the following amendments:

Reference	Amended provision
Item 1	"Each Director Option entitles the holder of that Director Option (Option Holder) to subscribe for 1 fully paid ordinary share in the Company (Share) at an exercise price of \$0.14."
Item 2.1	"The expiry date of the Director Options will be 5.00pm (WST) on the date falling 36 months from the Grant Date (End Date). For the purposes of these terms, "Grant Date" means the date that the Director Options are granted."
Item 3.1	"The Director Options are subject to the following "Vesting Conditions" under the Plan Rules: (a) in relation to all Director Options – the Company's shareholders approve the grant of the Awards under Listing Rule 10.14; (b) in relation to 500,000 Director Options – the "Participant" (as defined in the Plan Rules) to whom the Director Options are offered, whether the Option Holder or not, continues in office as a director of the Company for at least for at least 6 months from the date of grant; (c) in relation to 500,000 Director Options – the Participant to whom the Director Options are offered, whether the Option Holder or not, continues in office as a director of the Company for at least for at least 12 months from the date of grant; and (d) in relation to 1,000,000 Director Options – the Participant to whom the Director Options are offered, whether the Option Holder or not, continues in office as a director of the Company for at least for at least 24 months from the date of grant."

(g) **Date of issue**

The Company will issue the Director Options to Mr Stinson no later than 5 business days from receipt of Shareholder approval under this Resolution 5.

(h) **Price at which securities will be granted**

The Director Options will be granted, for nil cash consideration under the terms of the Employee Incentive Plan. Accordingly, no funds will be raised on the grant of the Director Options.

(i) **Summary of the material terms of the scheme**

A summary of the Employee Incentive Plan is set out in Schedule 2 to the Explanatory Statement.

(j) **Terms of any loans**

The Company will not provide any loan for the purposes of Mr Stinson acquiring Director Options under the Employee Incentive Plan.

(k) **Statement**

Details of any securities issued under the Employee Incentive Plan will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.

Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Employee Incentive Plan after this Resolution is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under that rule.

6.5 Estimated value of Director Options

A valuation of the Director Options was prepared by the Company on 31 March 2020 which applied the Black-Scholes option pricing model. The valuation applied a number of assumptions and variables, including the following:

- the closing price of Shares traded on ASX on 25 March 2020 was \$0.07;
- a risk-free rate of 0.32% has been adopted;
- a dividend yield rate of nil% has been adopted; and
- a volatility factor of 100% has been adopted.

The estimated value of each Director Option pursuant to the valuation is \$0.033. On this basis, the estimated value of all Director Options to be granted under Resolution 5 is \$66,622.

The Board (excepting Mr Stinson) considers that the issue of Director Options to Mr Stinson constitutes reasonable remuneration for his duties as director. In addition, the Director Options are share price-based incentives which align the interests Mr Stinson with the financial success of the Company, while preserving the Company's cash reserves, allowing those funds to be applied to the Company's operational requirements.

6.6 Voting exclusion statement

The voting exclusion statement in relation to Resolution 5 contained in the Notice of General Meeting dated 5 March 2020 remains unchanged.

6.7 Directors' recommendation

Mr Stinson has a material personal interest in Resolution 5 and therefore declines to make any voting recommendation to Shareholders.

The Directors (other than Mr Stinson) recommend that Shareholders vote in favour of Resolution 5. The Director Options are share price-based incentives which align the interests Mr Stinson with the financial success of the Company, while preserving the Company's cash reserves, allowing those funds to be applied to the Company's operational requirements.

7. Enquiries

For further information please contact Mr Steven Wood, Company Secretary on +61 (0) 8 9434 1934 or by email enquiries@auroralabs3D.com.

Approved for release by the Company's Board of Directors.

Steven Wood
Company Secretary

9 April 2020