

ENTX LIMITED

ACN 164 573 728

NOTICE OF ANNUAL GENERAL MEETING EXPLANATORY MEMORANDUM

Date of Meeting

Thursday, 23 May 2024

Time of Meeting

2:00 pm (Adelaide time)

Place of Meeting

Offices of Grant Thornton Australia Limited,
Level 3, 170 Frome Street, Adelaide, South Australia, 5000

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 advisors prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary, Mr Damien Connor, on +61 8 8470 1700.

Shareholders who are unable to attend the Annual General Meeting in-person are encouraged to lodge their proxy forms online at: www.investorvote.com.au, or by mail, in accordance with instructions contained on the proxy form and within this Notice of Meeting.

entX Limited

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of entX Limited (ACN 164 573 728) ('entX' or the 'Company') will be held on Thursday, 23 May 2024 at 2.00 pm (Adelaide time) at the offices of Grant Thornton Australia Limited, Level 3, 170 Frome Street, Adelaide, South Australia, 5000.

The Company strongly encourages Shareholders to read this Notice of Meeting carefully and vote by proxy following the instructions set out in this Notice of Meeting.

Shareholders can access a copy of the Notice of Meeting at the following link on the Company's website: www.entx.com.au

If you have elected to receive notices from the Company electronically, then you will receive an email providing a link to access your personalised proxy form online. For other Shareholders, a copy of your personalised proxy form will be sent to you by mail.

The Directors of entX encourage Shareholders to participate in the Meeting by attending in person. Shareholders who are unable to attend the Meeting or choose not to attend the Meeting, are encouraged to appoint a proxy ahead of the Meeting to cast their vote at the Meeting. If you wish to appoint a proxy, please lodge your proxy online at www.investorvote.com.au or by mail, in accordance with instructions contained on the proxy form and within this Notice of Meeting.

Proxy forms must be received by no later than 2:00 pm (Adelaide time) on Tuesday, 21 May 2024.

This Notice of Meeting (which includes the following agenda, information for Shareholders and explanatory memorandum) details the formal business to be dealt with at the AGM.

How to participate in the AGM

In person

Shareholders can participate in the AGM in person by attending the offices of Grant Thornton Australia Limited, Level 3, 170 Frome Street, Adelaide, South Australia, 5000.

How to submit your vote in advance of the meeting

Proxy votes must be received by 2.00pm (Adelaide time) on Tuesday, 21 May 2024 to be valid for the meeting. Instructions on how to appoint a proxy online are on the online voting website, www.investorvote.com.au.

Your proxy may be appointed in a variety of ways described on page 4 and 5 of this Notice under 'Appointment of proxies and corporate representatives'.

AGENDA

The Explanatory Memorandum that accompanies and forms a part of this Notice of Annual General Meeting describes the matters to be considered at the Meeting.

GENERAL BUSINESS

FINANCIAL STATEMENTS AND REPORT

To receive and consider the Financial Report for the year ended 31 December 2023 and the reports of the Directors and Auditor, as set out in the 2023 Annual Report.

Note: there is no requirement for Shareholders to approve the Annual Report.

ORDINARY BUSINESS

RESOLUTION 1 – RE-ELECTION OF MR ANTHONY KIERNAN AM AS A DIRECTOR

To consider and, if thought fit, pass the following Resolution as an Ordinary Resolution:

‘That, Mr Anthony Kiernan AM, who retires by rotation, be re-elected as a Non-Executive Director of the Company in accordance with article 7.2(b) of the Constitution’.

RESOLUTION 2 – RE-ELECTION OF MR TIMOTHY GOYDER AS A DIRECTOR

To consider and, if thought fit, pass the following Resolution as an Ordinary Resolution:

‘That, Mr Timothy Goyder, who retires by rotation, be re-elected as a Non-Executive Director of the Company in accordance with article 7.2(b) of the Constitution’.

Chair’s voting intention

The Chair intends to vote undirected proxies on, and in favour of, all the proposed Resolutions.

By order of the Board



Damien Connor

Company Secretary

Adelaide, 9 April 2024

INFORMATION FOR SHAREHOLDERS

PARTICIPATING IN THE MEETING

In person

Shareholders can participate in the AGM in person by attending the offices of Grant Thornton Australia Limited, Level 3, 170 Frome Street, Adelaide, South Australia, 5000.

Questions from Shareholders

entX welcomes your feedback. All Shareholders will have a reasonable opportunity to ask questions on the items of business during the meeting, including an opportunity to ask questions of the Company's Auditor, Grant Thornton.

You may submit written questions ahead of the AGM relating to the business of the meeting, including questions for the Company's Auditor, Grant Thornton. Questions for the Company's Auditor must relate to the content of the Auditor's Report or the conduct of the audit of the Financial Report.

Written questions must be received by the Company no later than 5.00pm (Adelaide time) on Thursday, 16 May 2024. You can send any written questions to:

Mail: to 'entX Limited AGM' at Level 10, 111 Gawler Place, Adelaide, South Australia, 5000

Email: info@entx.com.au

The Chair will endeavour to address as many of the more frequently raised relevant questions as possible during the course of the meeting. However, there may not be sufficient time available at the meeting to address all of the questions raised. Please note that individual responses will not be sent to Shareholders.

Voting

For the purpose of determining the voting entitlements at the Meeting, the Board has determined that, in accordance with the Company's Constitution and the Corporations Act, the shares in the Company will be taken to be held by the registered holders of those shares at 7.00 pm (Sydney time) on Tuesday, 21 May 2024. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Voting on all items of business will be conducted on a poll. On a poll, every Shareholder has one vote for every fully paid Share held.

You may vote at the Annual General Meeting:

- a) in person at the Meeting; or
- b) in advance of the Meeting, by appointing a proxy and directing your proxy how to vote:
 - i) online at www.investorvote.com.au by no later than 2:00 pm (Adelaide time) on Tuesday, 21 May 2024; or
 - ii) completing your personalised proxy form and sending to the Company's Share Registry via:

Mail to: entX Limited C/- Computershare Investor Services Pty Limited GPO Box 242 Melbourne VIC 3001 Australia;

Fax to: entX Limited C/- Computershare Investor Services Pty Limited (within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555;

Mobile: Scan the QR Code on your proxy form and follow the prompts.

- iii) online at www.intermediaryonline.com (only available to Custodian Voting with an Intermediary Online subscription).

To be valid, the proxy form, and any authority under which the form is signed, must be received by the Company or the Company's Share Registry prior to 2.00 pm (Adelaide time) on Tuesday, 21 May 2024.

Notice of Annual General Meeting – 2024

Appointment of proxies and corporate representatives

A Shareholder entitled to attend and vote is entitled to appoint up to two proxies. A proxy need not be a Shareholder and may be either an individual or a body corporate.

If a Shareholder is a corporation, it can attend and vote at the meeting by appointing an individual person to act as its corporate representative or by appointing a proxy to attend and vote on its behalf. A Shareholder that is a body corporate, or a proxy who is a body corporate, will need to ensure that it appoints an individual as its corporate representative to exercise its powers at the meeting and provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

Where a Shareholder wishes to appoint two proxies, they can do so online at www.investorvote.com.au. A Shareholder appointing two proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints two proxies but fails to specify the proportion or number of votes that each may exercise, each proxy appointed may exercise half the Shareholder's votes. Fractions of votes are to be disregarded. If your proxy chooses to vote, they must vote in accordance with your directions. If you have directed your proxy to vote, and they do not participate in the meeting or choose not to vote on a poll, then the Chair of the meeting will become your proxy by default and vote your proxies as directed by you (subject to applicable voting restrictions).

Subject to the voting restrictions set out below, if you do not direct your proxy to vote by marking the relevant box on the proxy form, your proxy may vote as they choose on that item of business.

If your proxy does not participate in the Meeting, the Chair will become your proxy by default. The Chair intends to vote all available proxies in accordance with the Board recommendations set out in the Explanatory Memorandum accompanying this Notice.

To be valid, the proxy form, and any authority under which the form is signed, must be received by the Company or the Company's Share Registry prior to 2.00 pm (Adelaide time) on Tuesday, 21 May 2024.

Voting by Attorney

A Shareholder entitled to attend and vote may appoint an attorney to act on his or her behalf at the meeting. An attorney may, but need not, be a Shareholder of the Company.

An attorney may not vote at the meeting unless the instrument appointing the attorney, and the authority under which the instrument is signed or a certified copy of the authority, are received by the Company in the same manner, and by the same time, as outlined above for proxy forms.

Proxy Lodgement

Proxies are able to be lodged by the following means:

Online:	Enter the control number, SRN and postcode shown on the first page of your proxy form at www.investorvote.com.au
Mail:	entX Limited C/- Computershare Investor Services Pty Limited GPO Box 242 Melbourne VIC 3001 Australia; or
Fax:	entX Limited C/- Computershare Investor Services Pty Limited (within Australia) 1800 783 447 (outside Australia) +61 3 9473 2555.
Mobile phone:	Scan the QR Code on your proxy form and follow the prompts.
Custodian Voting:	Custodian Voting is available for Intermediary Online subscribers only (Custodians) by visiting www.intermediaryonline.com to submit your voting intentions.

To be valid, the proxy form, and any authority under which the form is signed, must be received by the Company or the Company's Share Registry prior to 2.00 pm (Adelaide time) on Tuesday, 21 May 2024. Any proxy forms received after that time will not be valid for the Meeting.

Other Company documents and how to update your communication preferences

- A copy of the Company's 2023 Annual Report is available online at the Company's website www.entx.com.au
- In order to receive shareholder communications from the Company electronically, instead of by post, go to www.investorcentre.com/au to register your details and update your communication preferences.

EXPLANATORY MEMORANDUM

Introduction

This Explanatory Memorandum forms part of the Notice of Meeting and has been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be conducted at the Annual General Meeting of Shareholders to be held on Thursday, 23 May 2024 at 2.00pm (Adelaide time).

This Explanatory Memorandum should be read in full and in conjunction with the accompanying Notice of Annual General Meeting before making any decision in relation to the resolutions and is a brief explanation of Resolutions 1 and 2 in the Notice of Annual General Meeting and why the Company is seeking Shareholder approval.

Terms defined in the Notice of Meeting have the same meaning in this Explanatory Memorandum.

FINANCIAL STATEMENTS AND REPORT

As required by section 317 of the Corporations Act, the Financial Report, Directors' Report and the Auditor's Report for the most recent financial year ended 31 December 2023 will be laid before the Meeting.

These reports are set out in the 2023 Annual Report. The Company advises that the 2023 Annual Report is available on the Company's website at www.entx.com.au. Pursuant to section 110E of the Corporation Act, Shareholders may elect to receive a hard copy, electronic copy or, no copy at all, of the 2023 Annual Report (and future Annual Reports) from the Company free of charge by contacting the Company Secretary on +61 8 8470 1700 or via email at damien@entx.com.au.

This Item does not require a formal resolution to be put to the Meeting and there is no requirement for Shareholders to approve these reports.

During this item of business, Shareholders will be given reasonable opportunity to ask questions about the reports and the business and management of the Company. Also, Shareholders will be given a reasonable opportunity to ask a representative of the Company's Auditor, Grant Thornton, questions in relation to the preparation and content of the Auditor's Report, the conduct of the audit (including the independence of the Auditor), and the accounting policies adopted by the Company.

RESOLUTION 1 – RE-ELECTION OF MR ANTHONY KIERNAN AM AS A DIRECTOR.

Mr Kiernan has been a Director of the Company since 1 July 2013 and is Chair of the Board and Chair of the Company's Corporate Development Committee. In accordance with article 7.2(b) of the Company's Constitution, Mr Kiernan retires by rotation and being eligible, offers himself for re-election as a Non-Executive Director of the Company.

The qualifications and experience of Mr Kiernan is set out below.

Anthony Kiernan AM (Non-Executive Chair) *LLB*.

Mr Kiernan is a former solicitor with extensive experience gained over 35 years in the management and operation of listed public companies. Mr Kiernan is the Non-executive Chair of Genesis Minerals Limited (ASX: GMD) and until recently was the Non-executive Chair of Pilbara Minerals Limited (ASX: PLS). He is a former Non-executive Chair of Saracen Mineral Holdings Limited (ASX: SAR) and Northern Star Resources Limited (ASX: NST). Mr Kiernan is Chair of the Fiona Wood Foundation which focuses on research into burns injuries and is a member of the Order of Australia.

If re-elected, the Board (with Mr Kiernan abstaining) considers Mr Kiernan to be an independent director.

Board Recommendation

The Board (with Mr Kiernan abstaining) unanimously recommends that Shareholders vote in favour of Resolution 1.

Explanatory Memorandum

RESOLUTION 2 – RE-ELECTION OF MR TIMOTHY GOYDER AS A DIRECTOR.

Mr Goyder has been a Director of the Company since 1 July 2013. In accordance with article 7.2(b) of the Company's Constitution, Mr Goyder retires by rotation and being eligible, offers himself for re-election as a Non-Executive Director of the Company.

The qualifications and experience of Mr Goyder is set out below.

Timothy Goyder (Non-Executive Director).

Mr Goyder is a Perth-based mining investor with a strong record of successful investments and value creation in the Australian and international resources sector. He is a major shareholder of entX Limited. Mr Goyder is experienced in all facets of the exploration and mining industries both in Australia and internationally and has a thorough understanding of the Australian and global equities markets having raised significant capital on the ASX during his career.

Mr Goyder is currently the Chair of Liontown Resources Limited (ASX: LTR), Chair of DevEx Resources Limited (ASX: DEV), Non-Executive Director of Minerals 260 Limited (ASX: MI6) and former Chair of Chalice Mining Limited (ASX: CHN).

If re-elected, the Board (with Mr Goyder abstaining) does not consider Mr Goyder to be an independent director by virtue of his substantial shareholding in the Company.

Board Recommendation

The Board (with Mr Goyder abstaining) unanimously recommends that Shareholders vote in favour of Resolution 2.

GLOSSARY

In the Explanatory Memorandum and Notice of Annual General Meeting:

Annual General Meeting or **AGM** or **Meeting** means the annual general meeting of Shareholders to be held on Thursday, 23 May 2023 at 2.00 pm (Adelaide time), at the offices of Grant Thornton Australia Limited, Level 3, 170 Frome Street, Adelaide, South Australia, 5000.

Annual Report or **2023 Annual Report** means the annual report of the Company for the financial year ended 31 December 2023.

ASX means ASX Limited (ABN 98 008 624 691).

Board means the board of Directors.

Chair means the Chair of the Meeting.

Constitution means the constitution of the Company.

Corporations Act means the *Corporations Act 2001* (Cth), as amended.

Director means a director of the Company.

Directors' Report means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

entX or the **Company** means entX Limited (ACN 164 573 728).

Explanatory Memorandum means the Explanatory Memorandum accompanying the Notice of Meeting.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

Grant Thornton means Grant Thornton Audit Pty Ltd (ACN130 913 594) of Level 3, 170 Frome Street, Adelaide, South Australia, 5000.

Meeting means the meeting of shareholders convened by the Notice.

Notice of Meeting or **Notice** means this Notice of this Annual General Meeting.

Ordinary Resolution means a resolution passed by more than 50% of the votes at a general meeting of Shareholders.

Resolution means a resolution referred to in this Notice.

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

Shareholder or **Member** means each person registered as a holder of a Share.



ENTX LIMITED
ABN 31 164 573 728

Need assistance?



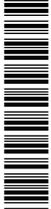
Phone:
1300 556 161 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact

ETXU

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



entX Limited Annual General Meeting

The entX Limited Annual General Meeting will be held on Thursday, 23 May 2024 at 2:00pm (Adelaide Time). 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 2:00pm (ACST) on Tuesday, 21 May 2024.



ATTENDING THE MEETING IN PERSON

The meeting will be held at:
Grant Thornton Australia Limited, Level 3, 170 Frome Street, Adelaide SA 5000

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. The Annual Report and Notice of Meeting are also available on the Company's website at www.entx.com.au.



ENTX LIMITED
ABN 31 164 573 728

ETXU

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

Need assistance?



Phone:
1300 556 161 (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 **2:00pm (Adelaide Time)** on **Tuesday, 21 May 2024**.

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

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

Lodge your Proxy Form:

XX

Online:

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

Your secure access information is



Control Number: 999999
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 entX Limited hereby appoint

the Chairman of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of entX Limited to be held at Grant Thornton Australia Limited, Level 3, 170 Frome Street, Adelaide SA 5000 on Thursday, 23 May 2024 at 2:00pm (Adelaide Time) and at any adjournment or postponement of that meeting.

Step 2 Items of Business

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

	For	Against	Abstain
Resolution 1 RE-ELECTION OF MR ANTHONY KIERNAN AM AS A DIRECTOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 RE-ELECTION OF MR TIMOTHY GOYDER AS A DIRECTOR	<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.

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

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

Update your communication details *(Optional)*

<input type="text"/>	<input type="text"/>
Mobile Number	Email Address

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

