

Parkway Corporate Limited ACN 147 346 334

Notice of Annual General Meeting

The Annual General Meeting of the Company will be held virtually via Advanced Share Registry's platform on Tuesday, 29 November 2022 at 12.00pm (AEDT).

The Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on (03) 9069 3200.

Shareholders are urged to attend or vote by lodging the proxy form attached to the Notice

Parkway Corporate Limited ACN 147 346 334 (Company)

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Shareholders of Parkway Corporate Limited will be held virtually via Advanced Share Registry's platform on Tuesday, 29 November 2022 at 12.00pm (AEDT) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of the Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Sunday, 27 November 2022 at 12.00pm (AEDT).

Terms and abbreviations used in the Notice are defined in Schedule 1.

Agenda

Annual Report

To consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2022, which includes the Financial Report, the Directors' Report and the Auditor's Report.

1. Resolution 1 – Approval of Remuneration Report (Non-Binding)

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

'That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the Company to adopt the Remuneration Report as contained in the Company's annual Financial Report for the financial year ended 30 June 2022, on the terms and conditions in the Explanatory Memorandum.'

Voting Prohibition

In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

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

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

(a) the Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or

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

2. Resolution 2 – Election of Director: Mr Stephen van der Sluys

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

'That, for the purpose of Listing Rule 14.4, Clauses 7.2(b)(ii) and 7.6 of the Constitution and for all other purposes, Mr Stephen van der Sluys, a Director who was appointed as a Director by the Board in accordance with Clause 7.6(a) of the Constitution on 31 August 2022, retires and, being eligible, is elected as a Director of the Company on the terms and conditions in the Explanatory Memorandum.'

3. Resolution 3 – Election of Director: Ms Ayten Saridas

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

'That, for the purpose of Listing Rule 14.4, Clauses 7.2(b)(ii) and 7.6 of the Constitution and for all other purposes, Ms Ayten Saridas, a Director who was appointed as a Director by the Board in accordance with Clause 7.6(a) of the Constitution on 12 October 2022, retires and, being eligible, is elected as a Director of the Company on the terms and conditions in the Explanatory Memorandum.'

4. Resolution 4 – Approval for Additional 10% Placement Facility

To consider and, if thought fit, to pass with or without amendment, the following resolution as a special resolution:

'That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the issue and allotment of Equity Securities totaling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, and otherwise on the terms and conditions set out in the Explanatory Memorandum.'

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution if at the time of the Meeting, the Company is proposing to make an issue of Equity Securities under the 10% Placement Facility, by or on behalf of any persons who are expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder), or any associate of those persons.

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

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

5. Resolution 5 – Ratification of Prior Issue of Contingent Acquisition Shares

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

'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 6,956,522 Contingent Acquisition Shares to John Worsley (or his nominees) on the terms and conditions in the Explanatory Memorandum.'

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of John Worsley (or his nominees) or any of his associates.

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

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

6. Resolution 6 – Appointment of Auditor

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

'That, for the purposes of section 327B of the Corporations Act and for all other purposes, Nexia Perth Audit Services Pty Ltd, having been nominated and having consented in writing to act as auditor of the Company, be appointed as auditor of the Company, on the terms and conditions set out in the Explanatory Statement.'

BY ORDER OF THE BOARD

Amanda Wilton-Heald Company Secretary Parkway Corporate Limited

Dated: 19 October 2022

Parkway Corporate Limited ACN 147 346 334 (Company)

Explanatory Memorandum

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held virtually via Advanced Share Registry's platform on Tuesday, 29 November 2022 at 12.00pm (AEDT).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Action to be taken by Shareholders
Section 3	Financial Statements
Section 4	Resolution 1 – Approval of Remuneration Report (Non-Binding)
Section 5	Resolution 2 – Election of Director: Mr Stephen van der Sluys
Section 6	Resolution 3 – Election of Director: Ms Ayten Saridas
Section 7	Resolution 4 – Approval for Additional 10% Placement Facility
Section 8	Resolution 5 – Ratification of Prior Issue of Contingent Acquisition Shares
Section 9	Resolution 6 – Appointment of Auditor
Schedule 1	Definitions
Schedule 2	Issue of Securities under Listing Rule 7.1A in the previous 12 months
Schedule 3	Shareholder Nomination of Nexia
Schedule 4	Proxy Form

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice (including the Explanatory Memorandum) carefully before deciding how to vote on the Resolutions.

2.1 **Proxies**

Shareholders are encouraged to vote by voting online or by completing a Proxy Form.

Lodgement of a Proxy Form will not preclude a Shareholder from participation in the virtual Meeting.

Lodgement instructions (which include the ability to lodge proxies electronically) are set out in the Proxy Form to the Notice of Meeting.

Proxy Forms can be lodged:

Online: www.advancedshare.com.au/investor-login

By mail: Share Registry – Advanced Share Registry Services

110 Stirling Hwy, Nedlands WA 6009, or

PO Box 1156, Nedlands WA 6909

By fax: +61 8 6370 4203 (within Australia)

By Email: admin@advancedshare.com.au

2.2 Participation in the virtual Meeting

To participate in the Meeting online and watch the webcast, shareholders will need to log in to the following URL www.advancedshare.com.au/virtual-meeting using the "Meeting ID" and your personalised "Shareholder ID".

2.3 Chair's voting intentions

The Chair intends to exercise all available proxies in favour of all Resolutions, unless a Shareholder has expressly indicated a different voting intention on their Proxy Form.

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1 by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

3. Financial Statements

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the Annual Report of the Company for the financial year ended 30 June 2022 together with the declaration of the Directors, the Directors' Report, the Remuneration Report, the Financial Report and the Auditor's Report.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- a. discuss the Annual Report which is available online at https://pwnps.com/collections/investor-centre;
- b. ask questions about, or comment on, the management of the Company; and
- c. ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- a. the preparation and content of the Auditor's Report;
- b. the conduct of the audit;
- c. accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- d. the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

4. Resolution 1 – Approval of Remuneration Report (Non-Binding)

Subsection 250R(2) of the Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with subsection 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors or the Company. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

The Company's Remuneration Report did not receive a Strike at the 2021 annual general meeting. If at least 25% of the votes cast on this Resolution are voted against adoption of the Remuneration Report at this Meeting, and at the Company's 2023 annual general meeting, the Company will be required to put to Shareholders at the Company's 2023 annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing

director, if any) who were in office at the date of approval of the applicable Directors' Report must stand for re-election (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the general meeting (**Spill Meeting**) within 90 days of the Company's 2023 annual general meeting. All of the Directors who were in office when the Company's 2023 Directors' Report was approved, other than the managing director of the Company, will cease to hold office immediately before the end of the Spill Meeting, but may stand for re-election at the Spill Meeting. Following the Spill Meeting, those persons whose election or re-election as Directors is approved will be the Directors of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

Resolution 1 is an ordinary resolution.

Given the material personal interests of all Directors in this Resolution, the Board makes no recommendation to Shareholders regarding this Resolution.

5. Resolution 2 – Election of Director: Mr Stephen van der Sluys

5.1 General

In accordance with clause 7.6 of the Constitution, the Board may appoint at any time, a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors.

In accordance with clause 7.2(b)(ii) of the Constitution, any Director appointed under clause 7.6 of the Constitution must retire at the next annual general meeting of the Company and is then eligible for election by Shareholders.

In addition, Listing Rule 14.4 provides that a Director appointed as an addition to the Board must not hold office (without re-election) past the next annual general meeting.

Mr Stephen van der Sluys was appointed as a Director on 31 August 2022, by the Board in accordance with clause 7.6 of the Constitution.

Mr van der Sluys retires and seeks re-election, in accordance with Listing Rule 14.4 and Clause 7.2(b)(ii) of the Constitution.

If elected, the Board considers Mr van der Sluys to be an independent Director.

If Resolution 2 is passed, Mr van der Sluys will be appointed as a Non-Executive Director & Chairman of the Company.

If Resolution 2 is not passed, Mr van der Sluys will not be appointed as a Non-Executive Director & Chairman of the Company.

Details regarding Mr van der Sluys are set out in Section 5.2 below.

5.2 Background

Mr van der Sluys is a highly credentialed investment banker and business executive, with extensive international experience in capital markets and strategic transactions, including mergers & acquisitions. Mr van der Sluys has held a number of senior investment banking roles (predominantly in Australia and the United States of America), including with Citibank, JP Morgan Chase & Co, Bank of New Zealand and as CEO of CIBC Wood Gundy Australia. In addition to his investment banking experience, Mr van der Sluys has also held various senior executive roles, at a range of large

companies which operate in the mining and resources industry, including as executive director of Queensland Nickel during the period which the company successfully listed as an ASX100 company. More recently, Mr van der Sluys has assisted a number of junior resources companies achieve corporate success. In particular, Mr van der Sluys was executive chairman and subsequently managing director of Jervois Mining Limited (now Jervois Global Limited, ASX: JRV), having played a pivotal role in a successful transformation of the company.

Mr van der Sluys was appointed Non-Executive Chairman of the Company on 31 August 2022 and is also a member of the Audit & Risk Committee (Chair), Remuneration Committee and the Nomination Committee.

5.3 **Board Recommendation**

Resolution 2 is an ordinary resolution.

After appropriate consideration, and taking into account Mr van der Sluys' contribution to the Company since his appointment as a Director and the future needs of the Board, and Mr van der Sluys' experience, the Board (other than Mr van der Sluys) recommends that Shareholders vote in favour of Resolution 2.

6. Resolution 3 – Election of Director: Ms Ayten Saridas

6.1 **General**

In accordance with clause 7.6 of the Constitution, the Board may appoint at any time, a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors.

In accordance with clause 7.2(b)(ii) of the Constitution, any Director appointed under clause 7.6 of the Constitution must retire at the next annual general meeting of the Company and is then eligible for election by Shareholders.

In addition, Listing Rule 14.4 provides that a Director appointed as an addition to the Board must not hold office (without re-election) past the next annual general meeting.

Ms Ayten Saridas was appointed as a Director on 12 October 2022, by the Board in accordance with clause 7.6 of the Constitution.

Ms Ayten Saridas retires and seeks re-election, in accordance with Listing Rule 14.4 and Clause 7.2(b)(ii) of the Constitution.

If elected, the Board considers Ms Ayten Saridas to be an independent Director.

If Resolution 3 is passed, Ms Ayten Saridas will be appointed as a Non-Executive Director of the Company.

If Resolution 3 is not passed, Ms Ayten Saridas will not be appointed as a Non-Executive Director of the Company.

Details regarding Ms Ayten Saridas are set out in Section 6.2 below.

6.2 **Background**

Ms Saridas is a results-driven finance executive with over 30 years of international experience across a broad range of industries including in oil and gas, mining, retail, infrastructure, property, and financial services. Ms Saridas is a proven leader with an established reputation in the financial markets, with a solid track record in the investment community and brings commercial acumen and strength in strategic thinking and delivering solutions for complex financial situations.

Ms Saridas has until recently held CFO and executive roles with Coronado Global Resources, Santos Ltd, AWE Limited and Woolworths amongst other ASX listed companies. Ms Saridas's core strengths include working with companies to develop disciplined capital allocation strategies, drive growth through strategic positioning and execution of business plans to deliver sustainable profits. Ayten has led the development of corporate strategy, M&A and IPO transactions, corporate defence and multibillion dollar capital raisings in support of these achievements. Ms Ayten Saridas was appointed as a Non-Executive Director of the Company on 12 October 2022 and is also a member of the Audit & Risk Committee, Remuneration Committee and the Nomination Committee.

6.3 **Board Recommendation**

Resolution 3 is an ordinary resolution.

After appropriate consideration, taking into account Ms Saridas' contribution to the Company since her appointment as a Director and the future needs of the Board, and Ms Saridas' experience, the Board (other than Ms Saridas) recommends that Shareholders vote in favour of Resolution 3.

7. Resolution 4 – Approval for Additional 10% Placement Facility

7.1 General

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

Listing Rule 7.1A provides that an eligible entity may seek Shareholder approval by way of a special resolution passed at its annual general meeting, to allow it to issue Equity Securities totalling up to 10% of its issued capital through placements over a period up to 12 months after the annual general meeting (10% Placement Facility). The 10% Placement Facility is in addition to the Company's 15% annual placement capacity under Listing Rule 7.1.

This Resolution is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of this Resolution for it to be passed.

Resolution 4 seeks Shareholder approval by way of a special resolution to provide the Company the ability to issue Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 7.2(f) below). The number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 7.2(c) below).

If Resolution 4 is passed, the Company will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further shareholder approval.

If Resolution 4 is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without shareholder approval set out in Listing Rule 7.1.

The Board believes that this Resolution is in the best interests of the Company and unanimously recommends that Shareholders vote in favour of this resolution.

7.2 Listing Rule 7.1A

a. Is the Company an eligible entity?

An 'Eligible Entity' for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less.

Listing Rule 7.1A enables an Eligible Entity to seek shareholder approval at its annual general meeting to issue Equity Securities in addition to those under the Eligible Entity's 15% annual placement capacity.

The Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a market capitalisation of less than \$300 million.

b. What Equity Securities can be issued?

The Equity Securities must be in the same class as an existing class of quoted Equity Securities. The Company currently has one class of quoted Equity Securities on issue being: 2,213,280,446 fully paid ordinary Shares.

c. How many Equity Securities can be issued?

Listing Rule 7.1A.2 provides that under the approved 10% Placement Facility, the Company may issue or agree to issue a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

- **A** is the number of Shares on issue at the commencement of the relevant period:
 - (A) plus the number of fully paid Shares issued in the relevant period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;
 - (B) plus the number of fully paid Shares issued in the relevant period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - (1) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - (2) the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
 - (C) plus the number of fully paid Shares issued in the relevant period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
 - (1) the agreement was entered into before the commencement of the relevant period; or
 - the agreement or issue was approved, or taken under these rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
 - (D) plus the number of any other fully paid Shares issued in the relevant period with approval under Listing Rule 7.1 or Listing Rule 7.4;
 - (E) plus the number of partly paid Shares that became fully paid in the relevant period; and
 - (F) less the number of fully paid Shares cancelled in the relevant period.

Note that "A" has the same meaning in Listing Rule 7.1 when calculating the Company's 15% annual placement capacity.

- **D** is 10%.
- **E** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under Listing Rule 7.4.

d. What is the interaction with Listing Rule 7.1?

The Company's ability to issue Equity Securities under Listing Rule 7.1A will be in addition to its 15% annual placement capacity under Listing Rule 7.1.

e. At what price can the Equity Securities be issued?

Any Equity Securities issued under Listing Rule 7.1A must be issued for a cash consideration per security. The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- i. the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or
- ii. if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued,

(Minimum Issue Price).

f. When can Equity Securities be issued?

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A will be valid from the date of Meeting and will expire on the earlier to occur of:

- i. the date that is 12 months after the date of the Meeting;
- ii. the time and date of the Company's next annual general meeting; or
- iii. the date of Shareholder approval of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(10% Placement Period).

g. What is the effect of this Resolution?

The effect of this Resolution will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without further Shareholder approval or using the Company's 15% annual placement capacity under Listing Rule 7.1.

7.3 Specific information Required by Listing Rule 7.1A

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to this Resolution:

a. Minimum Issue Price

Where the Company issues Equity Securities under the 10% Placement Facility, it will only do so for cash consideration and the issue price will be not less than the Minimum Issue Price (refer to Section 7.2(e)).

b. Date of Issue

The Company will only issue the Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 7.2(f)).

Shareholder approval of the 10% Placement Facility will cease to be valid if Shareholders approve a transaction under Listing Rule 11.1.2 or Listing Rule 11.2.

c. Risk of economic and voting dilution

Any issue of Equity Securities under the 10% Placement Facility will dilute the interests of Shareholders who do not receive any Shares under the issue.

Shareholders should note that there is a risk that:

- i. the market price for the Company's Equity Securities may be significantly lower on the issue date than on the date of the Meeting; and
- ii. the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Facility, the economic and voting dilution of existing Shares would be as shown in the table below (in the case of Options, only if the Options are converted into Shares).

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the current market price of Shares and the current number of Equity Securities on issue as at the date of this Notice.

The table also shows the voting dilution impact where the number of Shares on issue (**Variable A**) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Facility, with:

- (i) two examples where Variable A has increased, by 50% and 100%; and
- (ii) two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

Number of Shares on Issue		Dilution		
Gilaico Gil Iocac	Number of Shares issued under 10% Placement Facility	Funds raised based on issue price of \$0.004 (50% decrease in current issue price)	Funds raised based on issue price of \$0.008 (Current issue price)	Funds raised based on issue price of \$0.012 (50% increase in current issue price)
2,213,280,446 (Variable A)	221,328,045	\$885,312.20	\$1,770,624.35	\$2,655,936.55

Number of Shares on Issue	Dilution											
	Number of Shares issued under 10% Placement Facility	Funds raised based on issue price of \$0.004	Funds raised based on issue price of \$0.008	Funds raised based on issue price of \$0.012								
		(50% decrease in current issue price)	(Current issue price)	(50% increase in current issue price)								
3,319,920,669												
(50% increase in Variable A)*	331,992,067	\$1,327,968.25	\$2,655,936.55	\$3,983,904.80								
4,426,560,892 (100% increase in Variable A)*	442,656,089	\$1,770,624.35	\$3,541,248.70	\$5,311,873.05								

^{*}The number of Shares on issue (Variable A) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

- 1. The current Shares on issue are the Shares on issue as at 19 October 2022.
- 2. The current issue price set out above is the last price at which Shares were traded prior to 19 October 2022 (being \$0.008).
- 3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Facility.
- 4. The issue of Equity Securities under the 10% Placement Facility consists only of Shares (it does not include Options even though those Securities may be issued under the 10% Placement Facility). It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
- The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- 6. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1.

d. Purpose of Issue under 10% Placement Facility

The Company may decide to issue Equity Securities under the 10% Placement Facility for cash consideration to raise funds for the purpose of advancing any of its projects and working capital.

e. Allocation under the 10% Placement Facility

The allottees of the Equity Securities to be issued under the 10% Placement Facility have not yet been determined. However, the allottees of Equity Securities could consist of current Shareholders and/or new investors, none of whom will be a related party or an associate of a related party of the Company.

The Company will determine the allottees at the time of the issue under the 10% Placement Facility, having regard to the following factors:

- i. the purpose of the issue;
- alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- iii. the effect of the issue of the Equity Securities on the control of the Company;

- iv. the Company's circumstances, including, but not limited to, its financial position and solvency;
- v. prevailing market conditions; and
- vi. advice from corporate, financial and broking advisers (if applicable).

f. Previous Approval under Listing Rule 7.1A

The Company obtained approval under Listing Rule 7.1A at its previous annual general meeting held on 16 December 2021. In the 12 months preceding the date of the Meeting and as at the date of this Notice, the Company has issued zero (0) Shares under Listing Rule 7.1A. Refer to Schedule 2 for further details.

7.4 Voting Exclusion

A voting exclusion statement is included in the Notice. As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A and has not invited any existing Shareholder or security holder or an identifiable class of existing security holder to participate in an issue of Equity Securities under Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on this Resolution.

However, in the event that between the date of the Notice and the date of the Meeting, the Company proposes to make an issue of Equity Securities under Listing Rule 7.1A to one or more existing Shareholders, those Shareholders' votes will be excluded under the voting exclusion statement in the Notice.

8. Resolution 5 – Ratification of Prior Issue of Contingent Acquisition Shares

8.1 **Background**

On 15 May 2020, the Company announced that it had acquired the integrated brine causticization (**iBC**[®]) technology to target high value applications in the coal seam gas sector and other related industries where similar wastewater streams are present (**Acquisition**). The Acquisition includes the patented technology, iBC[®] pilot plant, all associated intellectual property and all relevant goodwill from the inventor of the technology, John Worsley.

The Company engaged Mr Worsley as a consultant, for an initial term of 6 months, to assist the Company with commercialisation of the iBC[®] technology. In consideration for the Acquisition, the Company agreed:

- (a) to provide upfront consideration of 8,000,000 Shares and \$4,500 cash as reimbursement for certain back-costs;
- (b) additional consideration of Shares valued at \$50,000, to be issued at the 12 month anniversary of the Acquisition;
- (c) contingent consideration of Shares valued at up to \$80,000, comprising 2 tranches valued at \$40,000 each, upon the satisfaction of certain iBC® commercialisation related milestones; and
- (d) in the event the Company generates net licensing fees from the iBC® technology, the Company will pay Mr Worsley a fee equivalent to 5% of the net licensing fees for an initial 7-year period, after which time, the fee will reduce to the equivalent of 2.5% of the net licensing fees for a subsequent 7-year period. The Company has been granted an option to acquire

the right of Mr Worsley to receive licensing fees, which may be exercised by the Company at its sole discretion.

In satisfaction of the Company's obligations outlined in limb (c) of the above list, the Company issued a total of 6,956,522 Shares (**Contingent Acquisition Shares**) to John Worsley on 27 April 2022, within the 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval.

Resolution 5 seeks approval from Shareholders pursuant to Listing Rule 7.4, to ratify the issue of the Contingent Acquisition Shares.

Resolution 5 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 5.

8.2 **Listing Rule 7.1 and 7.4**

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

The issue of the Contingent Acquisition Shares does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's 15% placement capacity under Listing Rule 7.1. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under that Listing Rule for the 12-month period following the issue of the Contingent Acquisition Shares.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

If Resolution 5 is passed, the Contingent Acquisition Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue with Shareholder approval over the 12-month period following the date of issue of the Contingent Acquisition Shares.

If Resolution 5 is not passed, the Company's ongoing capacity to issue (or agree to issue) Equity Securities under Listing Rule 7.1 without obtaining prior Shareholder approval will continue to be reduced to the extent of 6,956,522 Equity Securities for the 12-month period following the issue of those Contingent Acquisition Shares.

8.3 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Contingent Acquisition Shares:

- (a) a total of 6,956,522 Contingent Acquisition Shares were issued to John Worsley, who is not a related party of the Company or a Material Investor;
- (b) the Contingent Acquisition Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) the Contingent Acquisition Shares were issued on 27 April 2022;

- (d) the Contingent Acquisition Shares were issued for nil cash consideration, as consideration for the Acquisition, at a deemed issue price of \$0.0115 per Share. Accordingly, no funds were raised from the issue;
- (e) the Contingent Acquisition Shares were issued under an agreement, a summary of which is contained in Section 8.1; and
- (f) a voting exclusion statement is included in the Notice.

9. Resolution 6 – Appointment of Auditor

9.1 Background

As announced to the ASX on 3 August 2022, Nexia Perth Audit Services Pty Ltd (**Nexia**) was appointed as auditor of the Company, following the resignation of Ernst & Young (**EY**). ASIC consented to EY's resignation in accordance with section 329(5) of the Corporations Act.

The Company's decision to change auditors was made following an internal review coordinated by the Company's Board, which included soliciting a proposal from Nexia. The Board selected Nexia as the Company's new auditor having regard to Nexia's:

- strong reputation;
- experience in conducting audits for other ASX-listed companies; and
- value proposition for their audit services.

As a result of the timing of the change, Nexia filled a casual vacancy in accordance with section 327C(1) of the Corporations Act. Under section 327C(2) of the Corporations Act, an auditor who has been appointed under section 327C(1) of the Corporations Act only holds office until the Company's next annual general meeting. The Company is required to appoint an auditor to fill any vacancy at each annual general meeting (after its first annual general meeting) pursuant to section 327B(1)(b) of the Corporations Act.

Pursuant to section 328B(1) of the Corporations Act, the Company received a valid notice of nomination from a Shareholder for Nexia to be appointed as the Company's auditor. A copy of the nomination is attached as Schedule 3 to this Notice.

Nexia has provided the Company with its written consent to act as auditor of the Company in accordance with section 328A(1) of the Corporations Act, subject to Shareholder approval being obtained at this Meeting.

If Resolution 6 is passed, the appointment of Nexia as the Company's auditors will take effect from the closure of this Meeting.

9.2 **Board Recommendation**

The Board unanimously recommends that Shareholders vote in favour of the appointment of Nexia.

Schedule 1 Definitions

In the Notice, words importing the singular include the plural and vice versa.

10% Placement Facility has the meaning given in Section 7.1.

10% Placement Period has the meaning given in Section 7.2(f).

\$ or A\$ means Australian Dollars.

Acquisition has the meaning given in Section 8.1.

AEDT means Australian Eastern Daylight Savings Time.

Annual Report means the Directors' Report, Financial Report, and Auditor's Report, in

respect to the Company's financial year ended 30 June 2022, which can be

downloaded from the Company's website at https://pwnps.com/collections/investor-centre.

Auditor's Report means the auditor's report on the Financial Report.

ASX means ASX Limited (ABN 98 008 624 691) and, where the context permits,

the Australian Securities Exchange operated by ASX Limited.

Board means the board of Directors.

Chair means the person appointed to chair the Meeting of the Company convened

by the Notice.

Clause means a clause of the Constitution.

Closely Related Party means:

(a) a spouse or child of the member; or

(b) has the meaning given in section 9 of the Corporations Act.

Company means Parkway Corporate Ltd (ACN 147 346 334).

Constitution means the constitution of the Company as at the date of the Meeting.

Contingent Acquisition

Shares

means the 6,956,522 Shares issued to John Worsley (or his nominees) in

consideration for the Acquisition, which is the subject to Resolution 5.

Corporations Act means the Corporations Act 2001 (Cth).

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.

Eligible Shareholders means Shareholders who are entered in the reregister of members at

12.00pm (AEDT) on Sunday, 27 November 2022.

Equity Security has the same meaning as in the Listing Rules.

PWN Notice of AGM - Tuesday, 29 November 2022 at 12.00pm (AEDT)

Explanatory Memorandum means the explanatory memorandum which forms part of the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the

Corporations Act for the Company and its controlled entities.

iBC® means the Company's proprietary integrated brine causticization technology.

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.

Material Investor means, in relation to the Company:

(a) a related party;

(b) Key Management Personnel;

(c) a substantial Shareholder;

(d) an adviser; or

(e) an associate,

of the above who will receive securities in the Company which constitute more than 1% of the Company's anticipated capital structure at the time of .

issue.

Meeting has the meaning given in the introductory paragraph of the Notice.

Minimum Issue Price has the meaning given in Section 7.2(e).

Notice means this notice of Annual General Meeting.

Option means an option to acquire a Share.

Proxy Form means the proxy form attached to this Notice at Schedule 4.

Remuneration Report means the remuneration report of the Company contained in the Directors'

Report.

Resolution means a resolution referred to in the Notice.

Schedule means a schedule to the Notice.

Section means a section of the Explanatory Memorandum.

Securities means any Equity Securities of the Company (including Shares, Options

and/or Performance Rights).

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

Shareholder means the holder of a Share.

Spill Meeting has the meaning given in Section 4 of the Explanatory Memorandum.

Spill Resolution has the meaning given in Section 4 of the Explanatory Memorandum.

Strike means a 'no' vote of 25% or more on the resolution approving the

Remuneration Report.

Trading Day has the meaning given in the Listing Rules.

Schedule 2 Issue of Securities under Listing Rule 7.1A in the previous 12 months

Issue Date	No. Securities issued	Security Type	Security Recipients	Issue Price & Details of any Discount to Market Price (if applicable)	Consideration and Use of Funds as at the Date of this Notice of Meeting
Not applicable – no securities were issued under Listing Rule 7.1A during the previous 12 months.	Not applicable – no securities were issued under Listing Rule 7.1A during the previous 12 months.	Not applicable – no securities were issued under Listing Rule 7.1A during the previous 12 months.	Not applicable – no securities were issued under Listing Rule 7.1A during the previous 12 months.	Not applicable – no securities were issued under Listing Rule 7.1A during the previous 12 months.	Not applicable – no securities were issued under Listing Rule 7.1A during the previous 12 months.

Schedule 3 Shareholder Nomination of Nexia

30 May 2022

The Board of Directors
Parkway Corporate Limited
Warehouse 5
45 Bunnett Street
Sunshine North VIC 3020

Dear Board of Parkway Corporate Limited

Nomination of Auditors

In accordance with the provision of Section 328B of the Corporations Act, I, Adrian Griffin, being a member of Parkway Corporate Limited, hereby nominate Nexia Perth Audit Services Pty Ltd ("Nexia") for appointment as auditor of the Company subject to ASIC consent.

Yours sincerely

Conff.

Adrian Griffin
Director and Shareholder

Schedule 4 Proxy Form



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ONLINE PROXY APPOINTMENT www.advancedshare.com.au/investor-login

MOBILE DEVICE PROXY APPOINTMENT
Lodge your proxy by scanning the QR code below, and enter
your registered postcode.

It is a fast, convenient and a secure way to lodge your vote.

•	ant Note: The Company has determined that Share ed Share Registry.	cholders will only be able to attend and pa	articipate in the meeting throug	h an onlin	e platform	provided by
	ANNUAL GENERAL MEETING	PROXY FORM				
	I/We being shareholder(s) of Parkway Cor		d and vote hereby:			
	APPOINT A PROXY					
STEP 1	The Chair of the Meeting or failing the individual(s) or body corporate(s) or generally at the Meeting on my/our behalf, incluented permitted by law, as the proxy sees fit), (AEDT) and at any adjournment or postponemer Chair's voting intentions in relation to undirectircumstances, the Chair may change his/her vot disclosing the reasons for the change. Chair authorised to exercise undirected proxies proxy (or the Chair becomes my/our proxy by dhave indicated a different voting intention below	ading to vote in accordance with the folloat the Annual General Meeting of the Cout of that Meeting. It deproxies: The Chair intends to vote a ing intentions on any Resolution. In the expression of the country of th	owing directions (or, if no direct ompany to be held virtually on all undirected proxies in favour ovent this occurs, an ASX announce. Where I/we have appointed the ir to exercise my/our proxy on	Meeting, Meeting, ions have 29 Nove of all Reso ement with Chair of Resolutio	as my/our been give mber 2022 plutions. In the Meetin 1 (excep	r proxy to act n, and to the 2 at 12.00pm n exceptional immediately ng as my/our t where I/we
	key management personnel, which includes the	Chair.				
	VOTING DIRECTIONS Resolutions			For	Against	Abstain*
	1 Adoption of Remuneration Report (Non-Bir					
~ I	2 Election of Director: Mr Stephen van der Slo					
STEP 2	3 Election of Director: Ms Ayten Saridas					
S	4 Approval for Additional 10% Placement Fac					
	5 Ratification of Prior Issue of Contingent Acc					
	6 Appointment of Auditor					
	* If you mark the Abstain box for a particular your votes will not be counted in computing		not to vote on your behalf on a	show of	hands or c	n a poll and
	SIGNATURE OF SHAREHOLDERS – THIS	MUST BE COMPLETED				
	Shareholder 1 (Individual)	3 (Individ	lual)			
m	Sole Director and Sole Company Secretary	Director/Company Secretary (Delete o	one) Director			
STEP	This form should be signed by the shareholder. attorney must have been previously noted by the in accordance with the company's constitution a	If a joint holding, all the shareholders she registry or a certified copy attached to	ould sign. If signed by the share			
	Email Address					
	Please tick here to agree to receive command selected announcements.	nunications sent by the Company via em	ail. This may include meeting no	otification	ıs, dividend	d remittance,

PARKWAY CORPORATE LIMITED - ANNUAL GENERAL MEETING

The Company has determined that Shareholders will only be able to attend and participate in the Meeting through an online platform provided by Advanced Share Registry.

To facilitate such participation, voting on each Resolution will occur by a poll rather than a show of hands.

A live webcast and electronic voting via www.advancedshare.com.au/virtual-meeting will be offered to allow Shareholders to attend the Meeting and vote online.

Please refer to the Meeting ID and Shareholder ID on the proxy form to login to the website.

Shareholders may submit questions ahead of the Meeting via the portal.

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

CHANGE OF ADDRESS

This form shows your address as it appears on Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

APPOINTMENT OF A PROXY

If you wish to appoint the Chair as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair, please write that person's name in the box in Step 1. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

DEFAULT TO THE CHAIR OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chair of the Meeting.

VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each resolution of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any resolution 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 a given resolution, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on a resolution, your vote on that resolution will be invalid.

PROXY VOTING BY KEY MANAGEMENT PERSONNEL

If you wish to appoint a Director (other than the Chair) or other member of the Company's key management personnel, or their closely related parties, as your proxy, you must specify how they should vote on Resolution 1, by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for Resolution 1.

PLEASE NOTE: If you appoint the Chair as your proxy (or if they are appointed by default) but do not direct them how to vote on a resolution (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that resolution), the Chair may vote as they see fit on that resolution.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

COMPLIANCE WITH LISTING RULE 14.11

In accordance to Listing Rule 14.11, if you hold shares on behalf of another person(s) or entity/entities or you are a trustee, nominee, custodian or other fiduciary holder of the shares, you are required to ensure that the person(s) or entity/entities for which you hold the shares are not excluded from voting on resolutions where there is a voting exclusion. Listing Rule 14.11 requires you to receive written confirmation from the person or entity providing the voting instruction to you and you must vote in accordance with the instruction provided.

By lodging your proxy votes, you confirm to the company that you are in compliance with Listing Rule 14.11.

CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

SIGNING INSTRUCTIONS ON THE PROXY FORM

Individual:

Where the holding is in one name, the security holder must sign.

Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or 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 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.

LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 12.00pm (AEDT) on 27 November 2022, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled Meeting.



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



Advanced Share Registry Limited 110 Stirling Hwy, Nedlands WA 6009; or PO Box 1156, Nedlands WA 6909



BY FAX

+61 8 6370 4203



BY EMAIL

admin@advanced share.com.au



IN PERSON

Advanced Share Registry Limited 110 Stirling Hwy, Nedlands WA 6009



ALL ENQUIRIES TO

Telephone: +61 8 9389 8033