



FirstGrowthFunds

FIRST GROWTH LIMITED

ACN 006 648 835

NOTICE OF ANNUAL GENERAL MEETING

TIME: 9.30am (EDST)

DATE: Thursday, 29 November 2018

PLACE: Level 13
664 Collins Street
Docklands Vic 3008

Notice is given that the Annual General Meeting of Shareholders of First Growth Funds Pty Ltd ("**FGF**" or the "**Company**") for 2018 will be held **on 29 November 2018 at 9.30 am (EDST) Level 13, 664 Collins Street, Docklands, Victoria**. The Explanatory Memorandum accompanying this Notice of Annual General Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Memorandum and Proxy Form form part of this Notice.

The Directors have determined that pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) the persons eligible to vote at the Annual General Meeting are those who are registered shareholders of the Company as at 9.30am (EDST time) on **27 November 2018**.

Terms and abbreviations used in this Notice are defined in the Glossary to the Explanatory Memorandum.

ORDINARY BUSINESS

FINANCIAL STATEMENTS

To receive and consider the financial statements of the Company and its controlled entities for the year ended 30 June 2018 and the related Directors' Report, Directors' Declaration and Auditors' Report.

RESOLUTION 1: ADOPTION OF DIRECTORS' REMUNERATION REPORT

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

"That, for the purposes of section 250R(2) of the Corporations Act, and for all other purposes, Shareholders adopt the Directors' Remuneration Report for the financial year ended 30 June 2018 as disclosed in the Directors' Report for the year ending 30 June 2018."

Voting Exclusion Statement: The Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the key management personnel of the Company ("**KMP**") (as identified in the Remuneration Report and which includes all of the Directors) or their closely related parties (defined in the Corporations Act to include certain of their family members, dependents and companies they control), as well as any undirected votes given to a KMP as proxyholder. However the Company need not to disregard a vote cast by a KMP or closely related party of the KMP if:

- (a) it is cast by a person as proxy for a person who is permitted to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by a person chairing the Meeting as proxy for a person who is permitted to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Note: In accordance with section 250R of the Corporations Act 2001, the vote on Resolution 1 will be advisory only and will not bind the Directors or the Company.

RESOLUTION 2: ELECTION OF DIRECTOR (Mr. Anoosh Manzoori)

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That Mr. Anoosh Manzoori, who retires as a director of the Company in accordance with clause 57.2 of the Company's Constitution and, being eligible, offers himself for re-election, is hereby re-elected a director of the Company".

RESOLUTION 3: ELECTION OF DIRECTOR (Mr. Daniel Zhang)

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That Mr. Daniel Zhang, who retires as a director of the Company in accordance with clause 57.2 of the Company's Constitution and, being eligible, offers himself for re-election, is hereby re-elected a director of the Company".

RESOLUTION 4: RE-ELECTION OF DIRECTOR (Mr. Michael Clarke)

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That Mr. Michael Clarke, who retires as a director of the Company in accordance with clause 58.2 of the Company's Constitution and, being eligible, offers himself for re-election, is hereby re-elected a director of the Company".

RESOLUTION 5: APPOINTMENT OF AUDITOR

To consider, and if thought fit, pass the following resolution as an **ordinary resolution**:

"That, for the purpose of section 327C of the Corporations Act and for all other purposes, Pitcher Partners, having been appointed as Auditors under the casual vacancy on 23 January 2017 be and is hereby reappointed as the auditor of the company."

RESOLUTION 6: APPROVAL OF 10% PLACEMENT FACILITY

To consider, and if thought fit, pass the following resolution as a **special resolution**:

"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, shareholders approve the issue of equity securities 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 over a 12 month period from the date of the Annual General Meeting, at a price not less than that determined pursuant to Listing Rule 7.1A.3 and on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 6 by a person who may participate in the proposed issue under the 10% Placement Facility, a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if Resolution 6 is passed, and any associates of the aforementioned persons. However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Important note: The proposed allottees of any equity securities under the 10% Placement Facility are not as yet known or identified. In these circumstances (and in accordance with the note set out in Listing Rule 14.11.1 relating to Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of this Resolution), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted and there is no reason to exclude their votes.

The Chairman of the Annual Meeting intends to vote all available proxies in favour of Resolution 6.

As required by the Corporations Act, no member of the Company's Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of any such member, may vote in any capacity (e.g. as a shareholder, proxy or corporate representative) on the proposed resolution in Resolution 6. However, the above persons may cast a vote in favour of Resolution 6 as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the person votes as a proxy appointed by writing that specifies how the person is to vote on the proposed resolution in Resolution 6; or
- (b) the voter is the Chairman of the Meeting and the appointment of the Chairperson as proxy :
 - (i) does not specify the way the proxy is to vote on the resolution; and
 - (ii) expressly authorises the Chairman of the Meeting to vote in that capacity on Resolution 6 even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair in favour of the Resolution, subject to compliance with the Corporations Act.

GENERAL BUSINESS

To consider any other business as may be lawfully put forward in accordance with the Constitution.

By order of the board

Julie Edwards
Company Secretary
9 October 2018

NOTES:

Explanatory Memorandum

The Notice of Annual General Meeting should be read in conjunction with the accompanying Explanatory Memorandum.

Eligibility to vote

In accordance with the Corporations Act and the Company's Constitution, a person's entitlement to vote at the Annual General Meeting will be determined by reference to the number of fully paid shares registered in the name of that person (reflected in the register of members) as at 9.30am (EDST) on 27 November 2018.

Proxy votes

A Shareholder entitled to attend and vote is entitled to appoint not more than two (2) proxies to attend and vote in their place. Where more than one (1) proxy is appointed, the appointment may specify the proportion or number of votes that the proxy may exercise, otherwise each may exercise half of the votes. A proxy need not be a Shareholder. A form of proxy must be signed by the Shareholder or the Shareholder's attorney.

Proxies must reach the Company at least forty eight (48) hours before the meeting at which the person named in the Proxy Form proposes to vote (i.e. not later than 9.30am (EDST) on 27 November 2018).

The address for lodgment of proxies is:

Delivery Address:

Automic Pty Limited
Level 5, 126 Phillip Street
Sydney NSW 2000

Postal Address:

Automic Pty Limited
GPO Box 5193
Sydney NSW 2000

Power of Attorney

If a proxy is signed by a Shareholder's attorney, the Shareholder's attorney confirms that he has received no revocation of authority under which the proxy is executed and the authorities under which the appointment was signed or a certified copy thereof must also be received at least forty eight (48) hours before the meeting.

Bodies Corporate

A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of a company's Shareholders. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution.

Questions for the Auditor

Under section 250PA of the Corporations Act, Shareholders may submit written questions for the auditor up to five business days before the date of the Annual General Meeting. Shareholders wishing to do so may send their questions to the Company c/- Level 6, 412 Collins Street, Melbourne, Victoria 3000, and the Company will pass them on to the auditor.

2018 Annual Report

Copies of the Company's 2018 Annual Report for the financial year ending 30 June 2018 ("**Annual Report**") comprising the Annual Financial Reports, Directors' Report and Auditor's Report of the Company and the Company's controlled entities will be distributed to those Shareholders requesting a physical copy of these documents. The Company's Annual Report is able to be viewed at the Company's website at <http://firstgrowthfunds.com/> and was released to the ASX on 27 September 2018.

Enquiries

Shareholders are invited to contact the Company Secretary, Julie Edwards on (03) 9642 0655 if they have any queries in respect of the matters set out in these documents.

EXPLANATORY MEMORANDUM

FIRST GROWTH FUNDS LIMITED

INTRODUCTION

This Explanatory Memorandum has been prepared to assist Shareholders in considering the Resolutions set out in the Company's Notice of Annual General Meeting. This Explanatory Memorandum forms part of, and should be read in conjunction with, the Company's Notice of Meeting, for the Company's Annual General Meeting to be held at **Level 13, 664 Collins Street, Docklands, Victoria on Thursday, 29 November 2018 (EDST)** at 9.30 am.

Terms used in this Explanatory Memorandum are defined in the Glossary at page 13 of this Explanatory Memorandum.

ORDINARY BUSINESS

FINANCIAL STATEMENTS

The Corporations Act requires that the Financial Report (including the Directors' Report, Financial Statements and the Audit Report) be laid before the Annual General Meeting. Although not requiring a vote of Members, an opportunity will be provided for Members to ask questions on the reports, including of the Company's auditor, who will be available to answer Member questions relating to the Audit Report.

Copies of the Company's 2018 Annual Report for the financial year ending 30 June 2018 (**Annual Report**) comprising the Financial Report (which includes the financial statements and directors' declaration), Directors' Report and Auditor's Report of the Company and the Company's controlled entities will be distributed to those Shareholders requesting a physical copy of these documents. The Company's Annual Report is able to be viewed at the Company's website at <http://firstgrowthfunds.com/shareholders/annual-reports/> and was released to the ASX on 27 September 2018.

RESOLUTION 1: ADOPTION OF DIRECTORS' REMUNERATION REPORT

General

The Board is committed to creating value for Shareholders by applying the Company's funds productively and responsibly. A portion of the funds available to the Company is applied to remunerate your Executive and Non-Executive Directors.

Your Board is aware of the sensitivities of Shareholders to remuneration practices generally, and submits its remuneration report to Shareholders for consideration and adoption under a non-binding resolution.

The Remuneration Report appears within the Directors' Report in the Company's Annual Report and describes the remuneration practices of the Company and the rationale underpinning those practices for the executive and non-executive Directors and executive employees of the Company.

The Corporations Act at section 250R(2) requires that a resolution that the Remuneration Report of the Company be adopted must be put to a vote.

A reasonable opportunity will be given for the discussion of the Remuneration Report at the meeting.

Voting consequences

In accordance with the Corporations Act, the vote on this Resolution is advisory only and does not bind the Company.

However, Part 2G.2, division 9 of the Corporations Act provides that if at least 25% of the votes cast on this Resolution are voted against the adoption of the Remuneration Report at the Annual General Meeting, then:

- if comments are made on the Remuneration Report at the Annual General Meeting, the Company's Remuneration Report for the next financial year will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reason for this; and
- if at the next Annual General Meeting, at least 25% of the votes cast on the resolution for adoption of the Remuneration Report are against such adoption, the Company will be required to put to Shareholders a resolution proposing that a general meeting be called to consider the election of Directors of the Company (**Spill Resolution**). If a Spill Resolution is passed, all of the Directors, other than the managing director, will cease to hold office at the subsequent general meeting, unless re-elected at that meeting.

Voting exclusion and Directors' Recommendation

As set out in the notes to Resolution 1, a voting exclusion statement applies with respect to the voting on this Resolution by certain persons connected to the Company.

The Chairman intends to exercise all undirected proxies in favour of Resolution 1. If the Chairman is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chairman with express authorisation to vote the proxy in accordance with the Chairman's intention.

The Directors unanimously recommend that Shareholders vote in favour of the resolution.

RESOLUTION 2: RE-ELECTION OF DIRECTOR (Mr. Anoosh Manzoori)

Mr Manzoori retires in accordance with section 57 of the Company's Constitution and being eligible, offers himself for re-election as an executive Director.

Mr Manzoori was appointed as an Executive Director on 14 December 2017 by the Directors.

Mr Manzoori is the Founder and Director of Shape Capital Pty Ltd, an advisory and venture investment firm, and an Expert Network Member of the Department of Industry, Innovation and Science, supporting local innovative companies. Mr Manzoori is also Independent Non-Executive Director of CCP Technologies Limited (ASX:CT1).

He has extensive commercial and investment experience and has worked across many industry verticals with a particular interest in technology companies. Mr Manzoori has been involved in ICO, Digital Currency and Blockchain technology since 2015 and previously founded the second largest cloud hosting company in Australia that reached 75,000 customers, in just 5 years of operation. One in ten Australian websites were hosted on the platform before the Company was sold to MYOB Limited in 2008.

Anoosh holds a Bachelor of Science (Monash University), Graduate Diploma Business Enterprise (University of Adelaide). He is also member of the Australia Institute of Company Directors.

Directors' Recommendation

The Directors (other than Mr. Manzoori) unanimously recommend that Shareholders vote in favour of the re-election of Mr. Manzoori.

RESOLUTION 3: RE-ELECTION OF DIRECTOR (Mr. Daniel Zhang)

Mr Zhang retires in accordance with section 57 of the Company's Constitution and being eligible, offers himself for re-election as a non-executive Director.

Mr Zhang was appointed as an executive Director on 13 March 2018 by the Directors.

Mr Zhang is currently the Chief Operations Officer (COO) of Blockshine, a leading China based communications company specialising in Blockchain Technology. His experience and background in Internet service history includes Big Data, Supply Chain, Retail Industry, Internet Product Manager & Operation Management, Finance & Accounting, Computer Networking Engineering and also Information System management. Mr. Zhang joined the cryptocurrency world in early 2017 and started to work in the Blockchain industry and related business including Initial Coin Offers (ICOs). He runs the End-to-End ICO solutions for all clients globally. Daniel's experience includes founder and CEO of TagU Social Network media platform for sharing of photos, Project Manager of Big Data program at Tesco China and Product Director of Penguin Guide, a Chinese Food, wine and lifestyle social media platform.

Daniel holds a Bachelor Engineering (University of Birmingham (UK)) and a Masters Information Systems & Management (University of Warwick (UK)).

Directors' Recommendation

The Directors (other than Mr. Zhang) unanimously recommend that Shareholders vote in favour of the re-election of Mr. Zhang.

RESOLUTION 4: RE-ELECTION OF DIRECTOR (Mr. Michael Clarke)

Under both Listing Rule 14.4 and the Company's Constitution (section 58), a Director of the Company must not hold office (without re-election) past the third annual general meeting following their appointment or 3 years, whichever is longer (not including the managing director or persons appointed to fill a casual vacancy). There must be an election of Directors each year.

Accordingly Mr. Clarke retires by rotation and seeks re-election to the Board.

Mr. Clarke has over 18 years' experience in the IT industry and has worked across both public and private enterprise during his career. Mr. Clarke has broad experience in the development and management of enterprise and complex systems and worked at many senior levels during this time. He has consulted and provided services to a variety of industries including manufacturing, mining and resources, government and education.

Mr. Clarke is a founder and Director of Malvern Corporation Pty Ltd, an investment group that operates and invests in small to medium sized businesses. Mr. Clarke is a member of the Australian Institute of Company Directors

Directors' Recommendation

The Directors (other than Mr. Clarke) unanimously recommend that Shareholders vote in favour of the re-election of Mr. Clarke.

RESOLUTION 5: REAPPOINTMENT OF AUDITOR

On 23 January 2017, in accordance with section 327C of the *Corporations Act 2001*, the Company appointed Pitcher Partners as auditor following ASIC's consent to the resignation of BDO East Coast Partnership as auditors in accordance with s 329(5) of the *Corporations Act 2001*. The Directors appointed Pitcher Partners based on the outcome of an audit tender process undertaken by the Directors.

Following the above appointment, Pitcher Partners held office until the next AGM, being the meeting held on 27 November 2017. Due to an oversight the Company did not include a resolution for shareholders to appoint Pitcher Partners at that meeting. As a result, the Board resolved, in accordance with section 327C of the Corporation Act. To appoint Pitcher Partners, and Pitcher Partners confirmed its consent to act, as the Company's auditor effective from 27 November 2017. The auditor will then hold office until the Company's next AGM, being the Meeting the subject of this Notice. There is no interruption to the appointment of Pitcher Partners as the Company's auditors.

The approval of Shareholders is therefore sought to the reappointment of Pitcher Partner as the Company's auditor, in accordance with s.327B of the Corporations Act. (See Appendix 1 for the appointment nomination by a member).

The Directors recommend that Shareholders vote in favour of the appointment of Pitcher Partners as auditors.

RESOLUTION 6: APPROVAL OF 10% PLACEMENT FACILITY

ASX Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval to allow it to issue Equity Securities up to 10% of its issued capital through placements over a 12 month period after the annual general meeting (**10% Placement Capacity**).

The Company is an Eligible Entity.

If Shareholders approve Resolution 6, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out in Section 6.2 below).

The effect of Resolution 6 will be to allow the Directors to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue under the 10% Placement Capacity during the period up to 12 months after the Meeting, without subsequent Shareholder approval and without using the Company's 15% annual placement capacity granted under ASX Listing Rule 7.1.

Resolution 6 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 Resolution 6 for it to be passed.

General

Listing Rule 7.1A permits an "eligible entity" which has obtained shareholder approval by special resolution passed at an annual general meeting to issue "equity securities" (as defined in the Listing Rules and which includes shares and options to acquire shares) up to 10% of its issued share capital through placements over a maximum 12 month period after the relevant annual general meeting (the **10% Placement Facility**).

The issue of equity securities under the 10% Placement Facility would be in addition to the Company's ability to issue equity securities without Shareholder approval under Listing Rule 7.1. Broadly, Listing Rule 7.1 permits the Company to issue up to 15% of its issued equity capital without Shareholder approval over a 12 month period.

An "eligible entity" for the purposes of Listing Rule 7.1A is an entity that, as at the date of the relevant special resolution under that Rule, is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. If the special resolution were voted on at the date of the Notice, the Company would satisfy the eligible entity requirements, and the Directors believe that the Company would continue to satisfy those requirements on the date of the Annual Meeting.

The effect of Resolution 6 will be to allow the Directors to issue equity securities under Listing Rule 7.1A during a maximum period of 12 months after the Annual Meeting without subsequent Shareholder approval and in addition to the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 6 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

Description of Listing Rule 7.1A

Listing Rule 7.1A came into effect on 1 August 2012.

(a) Shareholder approval

The ability to issue equity securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an annual general meeting. Hence, at least 75% of votes cast by Shareholders present and eligible to vote at the Annual General Meeting must be in favour of Resolution 6 for it to be passed.

(b) Equity Securities

Any equity securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of equity securities of the Company. The Company, as at the date of the Notice, has on issue one class of quoted equity securities, being Shares.

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during a period of up to 12 months after the date of the annual general meeting (see paragraph (f) below – "10% Placement Period"), a number of equity securities calculated in accordance with the following formula:

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

A is the number of fully paid ordinary shares on issue 12 months before the date of issue or date of agreement to issue:

(A) plus the number of fully paid ordinary shares issued in the 12 months under an exception in Listing Rule 7.2;

(B) plus the number of partly paid ordinary shares that became fully paid in the 12 months;

(C) plus the number of fully paid ordinary shares issued in the 12 months with approval of holders of ordinary shares under Listing Rule 7.1 or 7.4;

(D) less the number of fully paid ordinary shares cancelled in the 12 months.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% 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 12 months before the date of issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

(d) Listing Rules 7.1 and 7.1A

The ability of an entity to issue equity securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of the Notice, the Company has the capacity to issue:

- (i) **233,393,892** equity securities under Listing Rule 7.1; and
- (ii) subject to Shareholder approval being sought under this Resolution 6, **155,565,928** equity securities under Listing Rule 7.1A.

The actual number of equity securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the equity securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to section (c) above).

(e) Minimum Issue Price

The issue price of equity securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP (volume weighted average price) of equity securities in the same class calculated over the 15 ASX 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; or
- (ii) if the equity securities are not issued within 5 ASX trading days of the date in paragraph (i) above, the date on which the equity securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; and
- (ii) the date of the approval by shareholders 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),

or such longer period if allowed by the ASX (the **10% Placement Period**).

Specific information required by Listing Rule 7.3A

Listing Rule 7.3A sets out a number of matters which must be included in a notice of meeting seeking an approval under Listing Rule 7.1A. The following information is provided for that purpose.

(a) Minimum Price

See section e) above.

(b) Risk of 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.

There is a risk that:

- (i) the market price for the relevant equity securities may be significantly lower on the date of the issue of the equity securities than on the date of the Annual Meeting; and
- (ii) the equity securities may be issued at a price that is at a discount to the market price for the relevant equity securities on the issue date, which may have an effect on the amount of funds raised by the issue of the equity securities.

The table below shows the potential dilution of existing Shareholders on the basis of an issue price of \$0.016 (being the market price of Shares as at 5 October 2018 and the current value for the variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

- (i) two examples where variable "A" has increased, namely by 50% and by 100%. Variable "A" could increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the assumed issue price of \$0.016 has changed: one, where it has decreased by 50% and two, where it has increased by 100%.

Number of Shares on Issue (Variable 'A' in ASX Listing Rule 7.1A.2)		50% decrease in Issue Price (\$0.008)	Issue Price (\$0.016)	100% increase in Issue Price (\$0.032)
Current Variable "A" 1,555,959,281	10 % voting dilution	155,595,928	155,595,928	155,595,928
	Funds raised	\$1,244,767	\$2,489,534	\$4,979,070
50% increase in current Variable "A" 2,333,938,922	10 % voting dilution	233,393,892	233,393,892	233,393,892
	Funds raised	\$1,867,151	\$3,734,302	\$7,468,605
100% increase in current Variable "A" 3,111,918,562	10 % voting dilution	311,191,856	311,191,856	311,191,856
	Funds raised	\$2,489,534	\$4,979,070	\$9,958,139

The table has been prepared on the following assumptions:

- (i) There are currently 1,555,959,281 Shares on issue.
- (ii) The Issue Price is \$0.016 being the closing price of the Company's Shares on ASX on 5 October 2018.
- (iii) The Company issues the maximum number of equity securities available under the 10% Placement Facility.
- (iv) No options are exercised into Shares before the date of the issue of the equity securities.
- (v) The 10% dilution reflects the aggregate percentage voting dilution against the issued Share capital at the time of issue. This is why the dilution is shown in each example as 10%.
- (vi) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Annual General Meeting. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- (vii) The table shows only the effect of issues of equity securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (viii) The issue of equity securities under the 10% Placement Facility consists only of Shares. If the issue of equity securities includes options, it is assumed that those options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.

(c) Issue Dates

The Company will only issue and allot the Placement Securities during the 12 months after the date of this Meeting which the Company anticipates will end on 29 November 2019. The approval under Resolution 6 for the issue of the equity securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities or Listing Rule 11.2 (disposal of main undertaking) or the date that is 12 months after the date of the annual general meeting at which the approval is obtained, whichever is the earlier.

(d) Purpose of Issues

The Company may seek to issue equity securities under the 10% Placement Facility for cash consideration in which case the Company intends to use the funds raised for further development of its existing products and/or to potentially fund the development of existing products into new markets of interest and general working capital.

The Company will comply with the disclosure obligations under the Listing Rules (e.g. Rule 7.1A (4) and 3.10.5A) upon issue of any equity securities under the 10% Placement Facility. In the event this Resolution 6 is approved, when the Company issues equity securities pursuant to the 10% Placement Facility, it will give to the ASX:

- a list of allottees of the equity securities and the number of equity securities allotted to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
- the information required by Listing Rule 3.10.5A for release to the market.

(e) Allocation policy

The Company's allocation policy for the issue of equity securities under the 10% Placement Facility is dependent on the prevailing market conditions at the time of any proposed issue. The identity of the allottees of the equity securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the purpose of the issue;
- (ii) alternative methods of raising funds that are available to the Company, including but not limited to, a rights issue or other issue in which existing security holders can participate;
- (iii) the effect of the issue of the equity securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial situation and solvency of the Company; and
- (v) advice from corporate, financial and broking advisers (if applicable).

The allottees of any equity securities that may be issued under the 10% Placement Facility have not been determined as at the date of the Notice but may include existing substantial Shareholders and/or new shareholders who are not related parties or associates of a related party of the Company. Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the allottees under the 10% Placement Facility will be the vendors of the new resources, assets or investments.

(f) Previous Approvals under Listing Rule 7.1A

As the Company has previously obtained approval under Listing Rule 7.1A, the following additional information as prescribed by that Rule is provided:

Listing Rule 7.3A.6(a): Total equity securities issued in previous 12 months:

Listing Rule 7.3A.6(a)	Shares	Listed Options	Unlisted Options
Number of equity securities on issue at commencement of 12 month period	864,768,511	434,624,298	Nil
Equity securities issued in prior 12 month period.	691,190,770	Nil	292,257,907
Percentage previous issues represent of total number of equity securities on issue at commencement of 12 month period	80%	0%	100%

Listing Rule 7.3A.6(b): Details of equity securities issued in the 12 months prior to the date of the Meeting are set out in Schedule 1.

(g) Voting Exclusion Statement

A voting exclusion statement is included in the Notice.

At the date of the Notice, the Company has not approached nor intends to approach any particular existing Shareholder or security holder or an identifiable class of existing security holders to participate in the issue of any equity securities, and the Company has not formed an intention in relation to how it will decide which parties it might approach to participate in any issue of equity securities that might be made under the 10% Placement Facility. Assuming that remains the case at the time of the Annual Meeting (which the Directors currently believe will be the case) no Shareholder's votes will be excluded under the voting exclusion in the Notice.

Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 6.

GLOSSARY

\$ means Australian dollars.

Annual General Meeting or **Meeting** means the meeting convened by the Notice.

Article means an article of the Proposed Constitution.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the person appointed to chair the Meeting.

Clause means a clause of the Constitution.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth).

Company or **FGF** means First Growth Funds Limited (ABN 34 006 6 48 835).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Eligible Entity means an entity that, at the date of the relevant general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalization (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000.

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

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Notice or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement and the Proxy Form.

Option means an option which entitles the holder to subscribe for one Share.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2018.

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

Section means a section of the Explanatory Statement.

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

Shareholder means a holder of a Share.

Schedule 1 - Securities issued in 12 months prior to date of Meeting (Listing Rule 7.3A.6(b))

Date of Issue:	*Number Issued:	Class/Type of equity security:	Summary of terms:	Names of persons who received securities or basis on which those persons was determined:	*Price at which equity securities were issued:	Discount to market price (if any):	For cash issues:				For non-cash issues:	
							Total cash consideration received:	Amount of cash consideration spent:	Use of cash consideration:	Intended use for remaining amount of cash (if any):	Non-cash consideration paid:	Current value of that non-cash consideration: @ \$.013
07/12/17 to 20/1/18	277,623,038	Fully paid ordinary shares issued on exercise of options	Options exercised at \$0.02 in exchange for shares	N/A	\$0.02	N/A	\$5,552,460	\$826,231	Investment purchases and trading stock	Investment purchases and trading stock and working capital	N/A	N/A
20/12/17	15,000,000	Fully paid ordinary shares	Shares rank pari passu with all other fully paid ordinary shares on issue in the Company	Milestone shares issued to Mr A Manzoori	N/A	N/A	Nil	N/A	N/A	N/A	165,000	195,000
13/3/18	167,546,078	Fully paid ordinary shares	Shares rank pari passu with all other fully paid ordinary shares on issue in the Company	Unrelated Sophisticated investor placement	\$0.012237	28%	\$2,050,207	Nil	N/A	Investment purchases and trading stock and working capital	N/A	N/A
13/3/18	114,711,813	Fully paid ordinary shares subject to voluntary escrow for 12 months	Shares rank pari passu with all other fully paid ordinary shares on issue in the Company	Blockchain Global	\$0.012237	28%	\$1,403,728	Nil	N/A	Investment purchases and trading stock and working capital	N/A	N/A
13/3/18	50,000,000	Fully paid ordinary shares	Shares rank pari passu with all other fully paid ordinary shares on issue in the Company	Unrelated Sophisticated investor placement	\$0.02	N/A	\$1,000,000	Nil	N/A	Investment purchases and trading stock and working capital	N/A	N/A

Date of Issue:	*Number Issued:	Class/Type of equity security:	Summary of terms:	Names of persons who received securities or basis on which those persons was determined:	*Price at which equity securities were issued:	Discount to market price (if any):	For cash issues:				For non-cash issues:	
							Total cash consideration received:	Amount of cash consideration spent:	Use of cash consideration:	Intended use for remaining amount of cash (if any):	Non-cash consideration paid:	Current value of that non-cash consideration: @ \$.013
13/3/18	21,309,841	Fully paid ordinary shares	Shares rank pari passu with all other fully paid ordinary shares on issue in the Company	Blockchain Global, underwriting fee	\$0.012237	28%	\$260,769	\$260,769	Underwriting fee	N/A	N/A	N/A
28/8/18	45,000,000	Fully paid ordinary shares	Shares rank pari passu with all other fully paid ordinary shares on issue in the Company	Milestone shares issued to Mr A Manzoori (Director)	N/A	N/A	Nil	N/A	N/A	N/A	690,000	585,000
13/3/18	282,257,907	Unlisted options	Options with an exercise price of \$0.03 and an expiry date of 13/03/18. Note these options have not yet been exercised so no cash has been received by the Company.	Shareholders who participated in the Share Purchase Plan	Nil cash consideration	N/A	Nil	N/A	N/A	N/A	N/A	N/A as options have not yet been exercised.
13/3/18	10,000,000	Unlisted options	Options with an exercise price of \$0.03 and an expiry date of 13/03/18. Note these options have not yet been exercised so no cash has been received by the Company.	Mr A Manzoori (Director)	Nil cash consideration	N/A	Nil	N/A	N/A	N/A	N/A	N/A as options have not yet been exercised.

Appendix 1.

10 October 2018

The Directors

First Growth Funds Limited

Level 6, 412 Collins Street

Melbourne Vic 3000

Dear Sir/Madam,

Nomination of Auditor

In accordance with the provisions of section 328B of the Corporations Act, I Michael Clarke, being a member of First Growth Funds Limited, hereby nominate Pitcher Partners for appointment as auditor of the Company.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Michael Clarke', written in a cursive style.

Michael Clarke

Sparke Enterprises Pty Ltd



FirstGrowthFunds

FIRST GROWTH FUNDS LIMITED | ACN 006 648 835

AGM Registration Card

If you are attending the meeting
in person, please bring this with you
for Securityholder registration.

Holder Number:

Vote by Proxy: FGF

Your proxy voting instruction must be received by **9.30am (AEDT) on Tuesday, 27 November 2018**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

VOTING UNDER STEP 1 - APPOINTING A PROXY

If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by marking one of the boxes opposite each item 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 item 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 items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

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

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

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.

PHONE:
1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

1

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

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).