
SIMBLE SOLUTIONS LIMITED
ABN 17 608 419 656

NOTICE OF EXTRAORDINARY GENERAL MEETING AND EXPLANATORY MEMORANDUM

TAKE NOTICE that the Extraordinary General Meeting of Shareholders of the Company will be held at the time, date and place specified below:

Time: 10.30am (AEST)

Registration: From 10am (AEST)

Date: Friday, 13 September 2019

Place: Offices of Boardroom Pty Limited
Level 12, 225 George St Sydney NSW 2000

NOTICE OF EXTRAORDINARY GENERAL MEETING 2019

Notice is given that an Extraordinary General Meeting of Shareholders of Simble Solutions Limited (the **Company**) will be held at 10.30am (AEST) on Friday, 13 September 2019 at the Offices of Boardroom Pty Limited, Level 12, 225 George Street Sydney NSW 2000 for the purposes of transacting the following business:

AGENDA

Resolution 1: Ratification of Prior Issue of Shares July Tranche 1 Placement – Ordinary Resolution

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

“THAT, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 15,487,250 Shares, under ASX Listing Rule 7.1 on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this notice.”

Voting Exclusion Statement:

The entity will disregard any votes cast in favour of the Resolution by or on behalf of the persons who participated in the prior issue and are excluded from voting; or an associate of those persons.

However, the entity need not disregard a vote if:

- a. it is cast by a 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.

Resolution 2: Ratification of Prior Issue of Shares July Tranche 1 Placement – Ordinary Resolution

“THAT, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 10,324,833 Shares, under ASX Listing Rule 7.1A on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this notice.”

Voting Exclusion Statement:

The entity will disregard any votes cast in favour of the Resolution by or on behalf of the persons who participated in the prior issue and are excluded from voting; or an associate of those persons.

However, the entity need not disregard a vote if:

- a. it is cast by a 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.

Resolution 3: Approval for Issue of Shares July Tranche 2 Placement - Ordinary Resolution

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

“THAT, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 8,000,000 shares to clients of Patersons Securities Limited and PAC Partners who are unrelated professional and sophisticated investors, on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this notice”.

Voting Exclusion Statement:

The entity will disregard any votes cast in favour of the Resolution by or on behalf of the persons who participated in the prior issue and are excluded from voting; or an associate of those persons.

However, the entity need not disregard a vote if:

- a. it is cast by a 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.

Resolution 4: Approval to Participate in Placement for a Director – Ordinary Resolution

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

“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issuance of 2,000,000 shares to Mr Fadi Geha, Executive Director and CEO on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this notice”

Voting Exclusion Statement:

The entity will disregard any votes cast in favour of the Resolution by or on behalf of Mr Fadi Geha who are excluded from voting; or an associate of Mr Fadi Geha.

However, the entity need not disregard a vote if:

- a. it is cast by a 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.

Resolution 5: Approval to Participate in Placement for a Director – Ordinary Resolution

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

“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issuance of 2,000,000 shares to Mr Philip Tye, Non-Executive Director and Chairman on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this notice”

Voting Exclusion Statement:

The entity will disregard any votes cast in favour of the Resolution by or on behalf of Mr Philip Tye who are excluded from voting; or an associate of Mr Philip Tye.

However, the entity need not disregard a vote if:

- a. it is cast by a 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.

Resolution 6: Approval for Issue of Broker Options – Ordinary Resolution

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, shareholder approval is given for the Company to issue 3,000,000 Options, each exercisable into a Share at \$0.15 on or before 30 September 2021, to Patersons Securities and PAC Partners (or their nominee(s)), and the issue of the underlying shares in respect of those options, on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this Notice”.

Voting Exclusion Statement:

The entity will disregard any votes cast in favour of the Resolution by or on behalf of the persons who participated in the prior issue and are excluded from voting; or an associate of those persons.

However, the entity need not disregard a vote if:

- a. it is cast by a 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.

13 August 2019

By order of the Board of Simble Solutions Limited



Stephen Strubel
Company Secretary

NOTES

1. Explanatory Memorandum

The Explanatory Memorandum forms part of the Notice convening the Extraordinary General Meeting of Shareholder of Simble Solutions Limited (the **Company**) to be held at 10.30am (AEST) on 13 September 2019 at BoardRoom Pty Limited, Level 12, 225 George St Sydney NSW 2000.

The Explanatory Memorandum is to assist Shareholders in understanding the background to, and the legal and other implications of, the Notice and the reasons for the proposed resolutions. Both documents should be read in their entirety and in conjunction with each other.

2. Who may vote

In accordance with Regulation 7.11.37 of the Corporations Regulations, the Company (as convenor of the Meeting) has determined that a person's entitlement to attend and vote at the Meeting will be those persons set out in the register of Shareholders as at 7.00pm (AEST) on 11 September 2019.

3. Proxies

A Shareholder entitled to attend this Meeting and vote, is entitled to appoint a proxy to attend and vote on behalf of that Shareholder at the Meeting.

- (a) A proxy need not be a Shareholder.
- (b) If the Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may appoint two proxies and may specify the proportion or number of the votes which each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes held by that Shareholder.
- (c) If the Shareholder appoints only one proxy, that proxy is entitled to vote on a show of hands. If a Shareholder appoints two proxies, only one proxy is entitled to vote on a show of hands.
- (d) Where two proxies are appointed, any fractions of votes resulting from the appointment of two proxies will be disregarded.
- (e) A Proxy Form accompanies this Notice.
- (f) Unless the Shareholder specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit or abstain from voting.
- (g) If a Shareholder wishes to appoint a proxy, the Shareholder should complete the Proxy Form and comply with the instructions set out in that form relating to lodgement of the form with the Company.
- (h) The Proxy Form must be signed by the Shareholder or his or her attorney duly authorised in writing or, if the Shareholder is a corporation, either signed by an authorised officer or attorney of the corporation or otherwise signed in accordance with the Corporations Act.
- (i) If any attorney or authorised officer signs the Proxy Form on behalf of a Shareholder, the relevant power of attorney or other authority under which it is signed or a certified copy of that power or authority must be deposited with the Proxy Form.
- (j) The Proxy Form (together with any relevant authority) must be received by no later than 10.30 am (AEST) on 11 September 2019 before the time scheduled for the commencement of the meeting (or any adjournment of that meeting).
- (k) The completed Proxy Form may be:
 - Mailed to the address on the Proxy Form

4. Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative.

EXPLANATORY MEMORANDUM

Resolution 1 & 2: Ratification of Prior Issue of Shares July Tranche 1 placement – Ordinary Resolution

ASX Listing Rule 7.1 and 7.1A provides that a company must not, subject to specified exceptions under ASX Listing Rule 7.2, issue or agree to issue Shares during any 12-month period in excess of 15% and 10% of the number of Shares on issue or at the commencement of that 12-month period without Shareholder approval.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1 and 7.1A by permitting the ratification of previous issues of Shares which were not made under a prescribed exception under ASX Listing Rule 7.2 or with Shareholder approval, provided that such issues did not breach the 15% and 10% threshold set out by Listing Rule 7.1 and 7.1A. If Shareholders of a company approve the ratification of such previous issues of Shares at a general meeting, those Shares will be deemed to have been issued with Shareholder approval for the purposes of ASX Listing Rule 7.1 and 7.1A.

Accordingly, if Shareholders ratify the Company's previous issues of Shares (made under Listing Rule 7.1 and 7.1A) by way of approving Resolution 1 and 2, those Shares will be deemed to have been issued with Shareholder approval for the purposes of ASX Listing Rule 7.1 and 7.1A and will no longer be deducted from the Company's 15% and additional 10% Placement Capacity under Listing Rule 7.1. and 7.1A

As per the announcement released to the ASX on 24 July 2019, the July Tranche 1 Placement Shares were issued under the Company's 15% and additional 10% Placement Capacity to professional and sophisticated investors.

Specific Information for Resolution 1

In accordance with ASX Listing Rule 7.5, which provides requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 7.4, the following information is provided to Shareholders:

Number of securities issued:	15,487,250 Fully Paid Ordinary Shares
Issue Price:	\$0.05 per Share
Recipients of Issue:	Various Professional and Sophisticated Investors
Terms of securities:	Fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary Shares in the Company.
Use of funds raised:	Strengthen balance sheet and provide working capital to accelerate the Company's growth strategy in the UK. The funds will be used to support existing channel partners and to expand the Company's presence in the UK market.
Voting Exclusion:	A voting exclusion statement applies to this item of business as set out in the Notice.

Specific Information for Resolution 2

In accordance with ASX Listing Rule 7.5, which provides requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 7.4, the following information is provided to Shareholders:

Number of securities issued:	10,324,833 Fully Paid Ordinary Shares
Issue Price:	\$0.05 per Share
Recipients of Issue:	Various Professional and Sophisticated Investors
Terms of securities:	Fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary Shares in the Company.
Use of funds raised:	Strengthen balance sheet and provide working capital to accelerate the Company's growth strategy in the UK. The funds will be used to support existing channel partners and to expand the Company's presence in the UK market.
Voting Exclusion:	A voting exclusion statement applies to this item of business as set out in the Notice.

Board Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1 & 2.

Available Proxies

The Chair of the meeting intends to vote all available proxies in favour of Resolution 1 & 2.

Resolution 3: Approval for issue of Shares July Tranche 2 Placement – Ordinary Resolution

Resolution 3 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of 8,000,000 fully paid ordinary shares at an issue price of \$0.05 per share in a placement to clients of Patersons Securities Limited and PAC Partners who are unrelated professional, sophisticated and other exempt investors who do not require disclosure under Chapter 6D of the Corporations Act. (July Tranche 2 Placement)

As per the announcement released to ASX on 24 July 2019 clients of Patersons Securities Limited and PAC Partners Limited had made commitments to subscribe for 8,000,000 shares at \$0.05 per share as part of the Company's July Tranche 2 Placement subject to shareholder approval at an Extraordinary General Meeting of the Company.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions issue or agree to issue during any 12-month period any equity securities, or other securities if the number of those securities exceeds 15% of the Company's issued share capital at the commencement of that 12-month period. One circumstance where an action or an issue is not taken into account in the calculation of the 15% threshold is where the issue has the prior approval of shareholders at a General Meeting of the Company.

Specific Information for Resolution 3

In accordance with ASX Listing Rule 7.3, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.1, the following information is provided to shareholders:

Number of securities to be issued:	8,000,000 Fully Paid Ordinary Shares.
Date for issue and allotment of Shares:	If Shareholder approval is obtained for Resolution 3 the Company will issue the shares as soon as practical after the Meeting, or in any event no later than 1 month after the meeting.

Issue price:	\$0.05 per share.
Recipient of Issue:	Various Sophisticated and Professional Investors.
Terms of securities	Fully Paid Ordinary Shares ranking pari-pasu with other existing Fully Paid Ordinary Shares in the Company.
Use of funds	Strengthen balance sheet and provide working capital to accelerate the Company's growth strategy in the UK. The funds will be used to support existing channel partners and to expand the Company's presence in the UK market.
Voting exclusion	A voting exclusion statement applies to this resolution.

Board Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

Available Proxies

The Chair of the meeting intends to vote all available proxies in favour of Resolution 3.

Resolution 4 and 5: Approval to Participate in Placement for a Director – Ordinary Resolution

Mr Fadi Geha and Mr Philip Tye have each agreed that they or their nominees will participate in the Placement announced to the ASX on 24 July 2019 through the purchase of 4,000,000 fully paid ordinary shares in the Company at \$0.05 subject to shareholder approval being obtained at an Extraordinary General Meeting of the Company on the same terms as the July Tranche 2 Placement.

Approval not sought under Chapter 2E of the Corporations Act

Mr Geha and Mr Tye are Directors and therefore related parties of the Company by virtue of section 228(2) of the Corporations Act (Cth) 2001.

A "financial benefit" is defined in the Corporations Act 2001 (Cth) in broad terms and expressly includes a public company issuing securities. The giving of a financial benefit to a related party of a public company is ordinarily prohibited by Chapter 2E of the Corporations Act 2001 (Cth). The exceptions to the general prohibition are where the benefit is given with the approval of shareholders or the benefit is given in one or more of the limited circumstances in which the giving of a financial benefit to a related party of a public company is permitted.

One relevant exception to the general rule is where the provision of the financial benefit is on terms that would be reasonable in the circumstances if the Company and the related party were dealing at arm's length (or on terms less favourable than arm's length)

Mr Geha and Mr Tye would participate on the same terms as the clients of the Brokers to the issues in Tranches 1 and 2 of the July Placement and thus satisfy this requirement.

With each Director abstaining the remaining Director Ben Loiterton, determined that the proposed issue of shares to Mr Geha and Mr Tye, the subject of Resolution 4 and 5 are reasonable in the circumstances if the Company and each of Mr Geha and Mr Tye were dealing at arm's length terms. In making this determination, it was taken into account the fact that the agreement between the Company and each of Mr Geha and Mr Tye regarding the proposed issue price of the Placement Shares was negotiated by the Brokers to the offer as to what would be reasonable in order for the placement to be successful and was negotiated at arm's length at the time.

In addition, the Company notes that whilst a fee was paid to the Brokers in relation to the Placement Shares, no fee was paid or is payable by the Company in respect of the shares to be acquired by Mr Geha and Mr Tye.

On this basis, as the provision of such benefit is expressly permitted by the arm's length exception under the Corporations Act 2001 (Cth), the Board does not consider that the Company is required to seek shareholder approval in order to give Mr Geha and Mr Tye a financial benefit that is inherent in the shares proposed to be issued to them pursuant to Resolutions 4 and 5.

Reason for Resolutions 4 and 5

ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval prior to the issue of securities to a related party of the company. Being Directors of the Company, Mr Geha and Mr Tye are related parties of the Company by virtue of section 228(2) of the Corporations Act (Cth) 2001. Accordingly, Resolutions 4 and 5 seek the approval required by ASX Listing Rule 10.11 to allow the issue of shares to Mr Geha and Mr Tye respectively.

If Shareholder approval is given for the purposes of ASX Listing Rule 10.11, approval will not be required under ASX Listing Rule 7.1 and the shares issued pursuant to Resolutions 4 and 5 will not deplete the Company's 15% Placement Capacity.

Specific Information for Resolution 4

In accordance with ASX Listing Rule 10.13, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 10.11, the following information is provided to Shareholders:

Identification of recipients of Shares:	Mr Fadi Geha or his nominee(s) an Executive Director and CEO of the Company
Number of shares to be Issued:	2,000,000 fully paid ordinary shares on equivalent terms to non-related parties
Date for issue and allotment of Shares:	If Shareholder approval is obtained for Resolution 4, the Company will issue the shares as soon as is practicable after the Extraordinary General Meeting, or in any event no later than 1 month after the date of the Annual General Meeting.
Issue price:	\$0.05 per Share.
Terms of Securities:	the Shares will rank equally with all other fully paid ordinary shares currently on issue.
Use of funds:	Strengthen balance sheet and provide working capital to accelerate the Company's growth strategy in the UK. The funds will be used to support existing channel partners and to expand the Company's presence in the UK market.
Voting Exclusions:	A voting exclusion statement applies to this item of business, as set out in the notice.

Board Recommendation

Mr Geha and Mr Tye abstaining, the remaining Director Mr Loiterton considers it to be in the best interests of the Company and its Shareholders for Mr Geha to support the Placement through the issue of the 2,000,000 shares the subject of Resolution 4.

Specific Information for Resolution 5

In accordance with ASX Listing Rule 10.13, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 10.11, the following information is provided to Shareholders:

Identification of recipient of Shares:	Mr Philip Tye or his nominee(s) a Non-Executive Director and Chairman of the Company
Number of shares to be Issued:	2,000,000 fully paid ordinary shares on the same terms to non-related parties.
Date for issue and allotment Of Shares:	If Shareholder approval is obtained for Resolution 5, the Company will issue the shares as soon as is practicable after the General Meeting, or in any event no later than 1 month after the date of the Annual General Meeting.
Issue price:	\$0.05 per Share.
Terms of Securities:	the Shares will rank equally with all other fully paid ordinary shares currently on issue.
Use of funds:	Strengthen balance sheet and provide working capital to accelerate the Company's growth strategy in the UK. The funds will be used to support existing channel partners and to expand the Company's presence in the UK market.
Voting Exclusions:	A voting exclusion statement applies to this item of business, as set out in the notice.

Board Recommendation

Mr Geha and Mr Tye abstaining, the remaining Director Mr Loiterton considers it to be in the best interests of the Company and its Shareholders for Mr Tye to support the Placement through the issue of the 2,000,000 shares the subject of Resolution 5.

Available Proxies

The Chair of the meeting intends to vote all available proxies in favour of Resolution 4 and 5

Resolution 6: Approval for Issue of Broker Options – Ordinary Resolution

Resolution 6 seeks Shareholder approval for the issue of 3,000,000 options, each exercisable into a Share on or before 27 September 2021 at an exercise price of \$0.15 (**Broker Options**), without using the Company's 15% Placement Capacity under ASX Listing Rule 7.1.

The Broker Options 1,500,000 each, are proposed to be issued to Patersons Securities and PAC Partners (or their nominee(s)) as part remuneration for the Brokers services with respect to the July Tranche 1 and 2 Placement.

The exercise price of the Broker Options (\$0.15) represents a 300% premium to the subscription price of Shares issued under the July Tranche 1 and Tranche 2 Placement (to which capital raising services relate) and 241% premium to the closing price shares on ASX on 19 July 2019, the last day of trading prior to the capital raising.

If Shareholders approve Resolution 6, the Company will be able to issue the Broker Options without using its 15% Placement Capacity.

Specific Information for Resolution 6

In accordance with ASX Listing Rule 7.3, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.1, the following information is provided to shareholders:

Number of Securities to be issued:	3,000,000 Options
Date by which securities will be issued:	If Shareholder approval is obtained for Resolution 6, the Company will issue the Broker Options as soon as practicable after the meeting, or in any event no later than 3 months after the date of the Meeting.
Issue price per security:	The Broker Options will be issued for nil cash consideration
Recipient of Issue:	Patersons Securities Limited and PAC Partners or their nominee(s)
Terms of Securities:	<p>Each Broker Option will entitle its holder to acquire one Share in the Company on the following terms:</p> <ul style="list-style-type: none">• Exercise Price: \$0.15• Expiry Date: 27 September 2021 <p>The Broker Options will not be quoted on the ASX, but the underlying Shares issued upon the exercise of the Broker Options will be quoted and will rank equally with all existing ordinary Shares on issue in the Company.</p>
Use of funds:	<p>The Broker Options are being issued as part consideration for capital raising services provided by Patersons Securities Limited and PAC Partners Limited. No funds will be raised from the issue of the Broker Options as they are being issued for nil consideration.</p> <p>In the event that any funds are raised by the exercise of the Broker Options prior to their expiry date, the Company expects that it will apply such funds towards its general working capital requirements.</p>
Voting exclusion:	A voting exclusion statement applies to this Resolution.

Board Recommendation

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

Available Proxies

The Chair of the meeting intends to vote all available proxies in favour of Resolution 6.

GLOSSARY

Throughout this Explanatory Memorandum the following various words and phrases are capitalised and the definitions of these capitalised words and phrases are set out below:

"Extraordinary General Meeting" means the meeting convened by the Notice of Meeting;

"ASIC" means the Australian Securities & Investments Commission;

"ASX" means ASX Limited (ACN 008 624 691);

"ASX Listing Rules" or **"Listing Rules"** means the Official Listing Rules of the ASX;

"July Tranche 1 Placement" means the Company's placement of 15,487,250 ordinary shares under ASX Listing Rule 7.1 on 24 July 2019 and the placement of 10,324,833 ordinary shares pursuant to ASX Listing Rule 7.1A;

"July Tranche 2 Placement" means the Company's placement of 12,000,000 ordinary shares subject to Shareholder approval at a General Meeting of the Company;

"Board" means the board of Directors of the Company;

"Broker Options" means the options to be issued to Patersons Securities Limited and PAC Partners or their nominee(s)

"Chairman" means chairman of the extraordinary general meeting;

"Related Party" of the Company means:

- (a) Directors of the Company;
- (b) Directors (if any) of an entity that controls the public company;
- (c) If the public company is controlled by an entity that is not a body corporate- each of the persons making up the controlling entity;
- (d) Spouses of the persons referred to in paragraph (a), (b) and (c)
- (e) A company the member controls; or
- (f) A person prescribed by the Corporation Regulations

"Company" or **"SIS"** means Simble Solutions Limited ABN 17 608 419 656;

"Constitution" means the Company's constitution;

"Corporations Act" means the *Corporations Act 2001* (Cth);

"Corporations Regulations" means the *Corporations Regulations 2001* (Cth);

"Directors" means the current Directors of the Company;

"Explanatory Memorandum" means this Explanatory Memorandum as modified or varied by any supplementary Memorandum issued by the Company from time to time;

"Fully Paid Ordinary Share" means ordinary Shares or units with no outstanding calls

"Group" means the Company and its controlled entities;

"Meeting" or **"General Meeting"** means the general meeting convened by this Notice;

"Notice" or **"Notice of Meeting"** means the notice convening the general meeting of the Company to be held on 13 September 2019 which accompanies this Explanatory Memorandum;

"Proxy Form" means the proxy form that is enclosed with and forms part of this Notice;

"Resolution" means a Resolution in the form proposed in the Notice of Meeting; and

"Shareholder" means a registered holder of a share in the Company.



All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:30am (AEST) on Wednesday, 11 September 2019.**

🖥 TO VOTE ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/sisegm2019>

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:30am (AEST) on Wednesday, 11 September 2019.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

🖥 **Online** <https://www.votingonline.com.au/sisegm2019>

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Simple Solutions Limited

ABN 17 608 419 656

☐

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Simple Solutions Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Extraordinary General Meeting of the Company to be held at the Offices of **Boardroom Pty Limited, Level 12, 225 George Street, Sydney NSW 2000 on Friday, 13 September 2019 at 10:30am (AEST)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 4 and 5 I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 4 and 5 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 4 and 5). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Ratification of Prior Issue of Shares July Tranche 1 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of Prior Issue of Shares July Tranche 1 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval for Issue of Shares July Tranche 2 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval to Participate in Placement for a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval to Participate in Placement for a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval for Issue of Broker Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2019