



**TRIMANTIUM GROWTHOPS LIMITED**

**ACN 621 067 678**

**NOTICE OF ANNUAL GENERAL MEETING**

**TIME:** 10:00 am (AEDT)

**DATE:** 27 November 2019

**PLACE:** Level 50, Bourke Place, 600 Bourke Street, Melbourne, Victoria 3000

**This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.**

**Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary, Dustine Pang, on (+61 3) 9243 8145.**

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## IMPORTANT INFORMATION

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### TIME AND PLACE OF MEETING

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The Annual General Meeting of the Shareholders of Trimantium GrowthOps Limited ACN 621 067 678 (**Company**) to which this Notice of Annual General Meeting relates will be held at Level 50, Bourke Place, 600 Bourke Street, Melbourne, Victoria 3000 on Wednesday, 27 November 2019 at 10:00 am (AEDT).

### YOUR VOTE IS IMPORTANT

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The business of the Annual General Meeting affects your shareholding and your vote is important.

### VOTING ELIGIBILITY

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The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at 7:00 pm (AEDT) on Monday, 25 November 2019.

### VOTING IN PERSON

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To vote in person, attend the Annual General Meeting on the date and at the place set out above.

### VOTING BY PROXY

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To vote by proxy, please complete and sign the enclosed Proxy Form and return:

- by post to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001;
- in person to Computershare Investor Services Pty Limited, 'Yarra Falls', 452 Johnston Street, Abbotsford Victoria 3067;
- by fax to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia);
- online by going to [www.investorvote.com.au](http://www.investorvote.com.au) or by scanning the QR code found on the enclosed proxy form with your mobile device;
- for Intermediary Online subscribers only (custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions,

no later than 48 hours prior to the Annual General Meeting.

To be valid, Proxy Forms must be received not later than 48 hours prior to the Annual General Meeting.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholder's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Pursuant to sections 250BB(1) and 250BC of the Corporations Act, Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

***Proxy vote if appointment specifies way to vote***

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

***Transfer of non-chair proxy to chair in certain circumstances***

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's Shareholders;
- the appointed proxy is not the chair of the meeting;
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
  - the proxy is not recorded as attending the meeting; or
  - the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

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## **BUSINESS OF THE MEETING**

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The Explanatory Statement and Proxy Form, which accompany and form part of this Notice, describe in more detail the matters to be considered. Please consider this Notice, Explanatory Statement and Proxy Form in their entirety.

Capitalised terms not otherwise defined in this Notice having the meaning given in the Explanatory Statement which accompanies this Notice.

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### **A. Accounts and reports**

To receive and consider the Financial Report, the Directors' Report (including Remuneration Report) and the Auditor's Report of the Company for the year ended 30 June 2019.

**Note: Except as set out in Resolution 1, there is no requirement for Shareholders to approve these reports. Accordingly, no resolution will be put to Shareholders on this item of Business.**

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### **B. Resolutions**

Resolutions 1 to 7 will be proposed as ordinary resolutions. Resolution 8 will be proposed as a special resolution.

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#### **B.1 Resolution 1 – Adoption of Remuneration Report**

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

*'That, for the purpose of section 250R(2) of the Corporations Act 2001 (Cth) and for all other purposes, the Remuneration Report (included in the Directors' Report) for the reporting period ended 30 June 2019 be adopted by the Company.'*

**Note: The outcome of this resolution is advisory only and does not bind the Company or the Board.**

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#### **B.2 Resolution 2 – Election of Mr Scott Tanner**

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

*'That, for the purpose of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Scott Tanner, a Director who was appointed as an additional director on 13 October 2019, retires and being eligible for election, is elected as a Director of the Company.'*

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#### **B.3 Resolution 3 – Election of the Honourable Philip Dalidakis**

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

*'That, for the purpose of the Constitution, Listing Rule 14.4 and for all other purposes, the Honourable Philip Dalidakis, a Director who was appointed as an additional director on 13 October 2019, retires and being eligible for election, is elected as a Director of the Company.'*

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**B.4 Resolution 4 – Election of Ms Jessica Hart**

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

*‘That, for the purpose of the Constitution, Listing Rule 14.4 and for all other purposes, Ms Jessica Hart, a Director who was appointed as an additional director on 13 October 2019, retires and being eligible for election, is elected as a Director of the Company.’*

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**B.5 Resolution 5 – Election of Mr Craig Davies**

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

*‘That, for the purpose of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Craig Davies, a Director who was appointed as an additional director on 13 October 2019, retires and being eligible for election, is elected as a Director of the Company.’*

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**B.6 Resolution 6 – Election of Mr Craig McMenamin**

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

*‘That, for the purpose of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Craig McMenamin, a Director who was appointed as an additional director on 13 October 2019, retires and being eligible for election, is elected as a Director of the Company.’*

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**B.7 Resolution 7 – Approval of increase of the maximum aggregate amount payable to non-executive Directors as remuneration**

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

*‘That, for the purposes of the Constitution, Listing Rule 10.17 and for all other purposes, approval is given to increase the maximum aggregate amount available for payment by way of remuneration to non-executive Directors from \$200,000 per annum to \$450,000 per annum.’*

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**B.8 Resolution 8 – Approval of 10% Placement Capacity**

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

*‘That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval be given for the issue of equity securities of up to 10% of the issued capital of the Company (at the time of the issue or the agreement to issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement.’*

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**C. Other Business**

To transact any other business that, in accordance with the Constitution and the Corporations Act, may be legally brought before an Annual General Meeting.

DATED: 25 October 2019

**BY ORDER OF THE BOARD**

**DUSTINE PANG**

**COMPANY SECRETARY**

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## EXPLANATORY STATEMENT

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This Explanatory Statement forms part of the Notice of Annual General Meeting dated 25 October 2019 to be held on 27 November 2019 (**Meeting**) and should be read in conjunction with that Notice as these explanatory notes contain important information on the proposed Resolutions.

This Explanatory Statement is intended to provide Shareholders with information to assess the merits of the Resolutions in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

If you have any queries regarding the matters set out in this Explanatory Statement or the preceding Notice, please contact the Company or your professional advisor.

### 1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution and section 317 of the Corporations Act, the Company's Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2019 will be tabled before the Meeting.

Other than the Remuneration Report, neither the Corporations Act nor the Constitution requires a vote of Shareholders at the Meeting on these reports.

The Meeting provides a forum for shareholders to ask questions and make comments on the Company's reports and accounts and on the business and operations of the Company for the year ended 30 June 2019.

Shareholders may view the Company's Annual Report on the Company's website <http://www.growthops.com.au>. The Company will not provide a hard copy of the Company's Annual Report to Shareholders unless specifically requested to do so.

### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

#### 2.1. General

The Company is required to include a detailed Remuneration Report relating to remuneration received by the Company's key management personnel. Section 300A of the Corporations Act sets out the information required to be included in the Remuneration Report. A copy of the Remuneration Report appears in the Company's Annual Report for the year ended 30 June 2019.

Sections 249L(2) and 250R(2) of the Corporations Act require that a resolution that the Remuneration Report be adopted be put to a vote of Shareholders at the Company's annual general meeting. The vote on this Resolution is advisory to the Company only and does not bind the Company or the Board.

Under section 250SA of the Corporations Act, shareholders must be given a reasonable opportunity to ask questions about, and make comments on, the Remuneration Report. This is in addition to any questions or comments that shareholders may have in relation to the management of the Company.

Under the Corporations Act, if twenty five per cent (25%) or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, shareholders will be required to vote at the second of those annual general meetings on a resolution (**a spill resolution**) that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must stand for re-election.

At the Company's last Annual General Meeting, the votes cast against the Remuneration Report were less than 25% of the total votes cast, and accordingly, a spill resolution will not be required to be put at this Meeting.

## **2.2. Voting Exclusion Statement**

The Company will disregard any votes cast on Resolution 1:

- (a) by or on behalf of a member of the key management personnel whose remuneration is disclosed in the Remuneration Report and their closely related parties regardless of the capacity in which the vote is cast; and
- (b) as a proxy by a member of the key management personnel at the date of the meeting and any of their closely related parties,

unless the vote is cast by a person as proxy for a person entitled to vote:

- (c) in accordance with the direction on the proxy form; or
- (d) by the chair of the meeting pursuant to an express authorisation to exercise the proxy as the chair thinks fit.

## **2.3. Board Recommendation**

The Board considers that the remuneration policies adopted by the Company are appropriately structured to provide rewards that are commensurate with the performance of the Company and the individual.

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report and, as described in the Voting Exclusion Statement at paragraph 2.2. of this Explanatory Statement above, the Board recommends that Shareholders vote in favour of Resolution 1 to adopt the Remuneration Report.

The Chairman will vote undirected proxies in favour of Resolution 1.

## **3. RESOLUTION 2 – ELECTION OF MR SCOTT TANNER**

### **3.1. General**

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

On 13 October 2019, Ms Dominique Fisher, Ms Melissa Field and Mr Paul Mansfield retired from the Company and the following directors were appointed – Mr Scott Tanner, Mr Clint Cooper, the Honourable Philip Dalidakis, Ms Jessica Hart, Mr Craig Davies and Mr Craig McMEnamin.

Mr Tanner was appointed as an Independent Non-Executive Chairman and Chairman of the Nomination and Remuneration Committee.

Pursuant to the Constitution and ASX Listing Rule 14.4, any Director (other than the Managing Director) so appointed holds office only until the next following annual general meeting and is then eligible for election by Shareholders.

Mr Tanner having been appointed by other Directors on 13 October 2019 will retire in accordance with the Constitution and ASX Listing Rule 14.4 and being eligible, offer himself for election at the Meeting.

### **3.2. Qualifications and other material directorships**

Mr Tanner is an experienced Chief Executive, Chairman and Company Director. In his corporate career, he was most recently Chief Digital Officer and Chief Operating Officer of Westpac's Consumer Bank division. Prior to this, Mr Tanner was Chief Executive of Bank of Melbourne for six years and a Director at Bain & Company for 15 years. Mr Tanner is the current Chairman of Committee for Melbourne and a Director of the Melbourne Business School.

Previously he was a Trustee of Melbourne and Olympic Parks Trust and a Director of Tennis Australia. Mr Tanner continues as Managing Director of SMT Advisory Services, a Corporate Advisory business, which he founded in 2018. In this capacity he advises a number of companies and is Chairman of the advisory boards of non-bank lender PropertyShares, parking solutions company UbiPark, point-of-sale solutions provider IMPOS, and Asia Pacific Capital Limited. Mr Tanner has an MBA from Melbourne Business School and is a Fellow of the Australian Institute of Company Directors.



### **3.3. Independence**

The Board considers Mr Tanner an independent director.

### **3.4. Board Recommendation**

The Board (with Mr Tanner abstaining) supports the election of Mr Tanner and recommends that Shareholders vote in favour of Resolution 2.

The Chairman will vote undirected proxies in favour of Resolution 2.

## **4. RESOLUTION 3 – ELECTION OF THE HONOURABLE PHILIP DALIDAKIS**

### **4.1. General**

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

On 13 October 2019, Ms Dominique Fisher, Ms Melissa Field and Mr Paul Mansfield retired from the Company and the following directors were appointed – Mr Scott Tanner, Mr Clint Cooper, the Honourable Philip Dalidakis, Ms Jessica Hart, Mr Craig Davies and Mr Craig McMenamin.

The Honourable Philip Dalidakis was appointed as a Independent Non-Executive Director.

Pursuant to the Constitution and ASX Listing Rule 14.4, any Director (other than the Managing Director) so appointed holds office only until the next following annual general meeting and is then eligible for election by Shareholders.

The Honourable Philip Dalidakis having been appointed by other Directors on 13 October 2019, will retire in accordance with the Constitution and ASX Listing Rule 14.4 and being eligible, offer himself for election at the Meeting.

### **4.2. Qualifications and other material directorships**

The Honourable Philip Dalidakis, was a Member of the Victorian Parliament from 2014 to 2019. He served as a Minister of Trade and Investment, Innovation, the Digital Economy and Small Business from 2015 to 2018. During this time, he implemented a strategic vision for Victoria as a technology and innovation hub, and worked extensively to strengthen Victoria's reputation as a leading startup destination across the Asia Pacific region, attracting the Australian offices of global startups and technology companies such as Slack, Square, Stripe, Zendesk, Etsy, Eventbrite, GoPro and Uber in Melbourne. He also implemented a cybersecurity strategy that led to the creation of the Oceania Cyber Security Centre, the attraction of NBN Co's national cybersecurity centre to Melbourne, the establishment of Data61's national cyber research unit, and memoranda of understanding in the USA and Israel.

Before being elected to the Victorian Parliament, Mr Dalidakis worked in various roles in the public and private sectors, including at Deloitte and at ASX-listed Centro Properties Group. He joined Australia Post as Executive General Manager, Corporate Services in July 2019, where he is a member of the leadership team. Mr Dalidakis has a Master of Commerce from UNSW as well as a double degree in Arts (Politics and Thai Language) and Business (Management) from Monash University. He is a Fellow of the Institute of Managers & Leaders and a member of the Australian Institute of Company Directors.

### **4.3. Independence**

The Board considers the Honourable Philip Dalidakis an independent director.

### **4.4. Board Recommendation**

The Board (with the Honourable Philip Dalidakis abstaining) supports the election of the Honourable Philip Dalidakis and recommends that Shareholders vote in favour of Resolution 3.

The Chairman will vote undirected proxies in favour of Resolution 3.

## **5. RESOLUTION 4 – ELECTION OF MS JESSICA HART**

### **5.1. General**

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

On 13 October 2019, Ms Dominique Fisher, Ms Melissa Field and Mr Paul Mansfield retired from the Company and the following directors were appointed – Mr Scott Tanner, Mr Clint Cooper, the Honourable Philip Dalidakis, Ms Jessica Hart, Mr Craig Davies and Mr Craig McMenamin.

Ms Hart was appointed as an Independent Non-Executive Director.

Pursuant to the Constitution and ASX Listing Rule 14.4, any Director (other than the Managing Director) so appointed holds office only until the next following annual general meeting and is then eligible for election by Shareholders.

Ms Jessica Hart having been appointed by other Directors on 13 October 2019, will retire in accordance with the Constitution and ASX Listing Rule 14.4 and being eligible, offer herself for election at the Meeting.

### **5.2. Qualifications and other material directorships**

Ms Jessica Hart, is the founder and creator of LUMA Beauty, an Australian natural beauty brand. In addition to the products being sold at Priceline stores across Australia, LUMA Beauty is also available through the company's e-commerce platform, which was co-designed by Ms Hart.

Ms Hart was previously named GQ's Woman of the Year, and is a brand ambassador for some of the world's largest brands, including Mercedes Benz and Qantas. Ms Hart's international modelling and fashion career spans more than 20 years and includes working with Victoria's Secret, Louis Vuitton, Dolce & Gabbana, Marc Jacobs and H&M.

### **5.3. Independence**

The Board considers Ms Hart an independent director.

### **5.4. Board Recommendation**

The Board (with Ms Hart abstaining) supports the election of Ms Hart and recommends that Shareholders vote in favour of Resolution 4.

The Chairman will vote undirected proxies in favour of Resolution 4.

## **6. RESOLUTION 5 – ELECTION OF MR CRAIG DAVIES**

### **6.1. General**

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

On 13 October 2019, Ms Dominique Fisher, Ms Melissa Field and Mr Paul Mansfield retired from the Company and the following directors were appointed – Mr Scott Tanner, Mr Clint Cooper, the Honourable Philip Dalidakis, Ms Jessica Hart, Mr Craig Davies and Mr Craig McMenamin.

Mr Davies was appointed as Executive Director - Technology and Cybersecurity.

Pursuant to the Constitution and ASX Listing Rule 14.4, any Director (other than the Managing Director) so appointed holds office only until the next following annual general meeting and is then eligible for election by Shareholders.

Mr Craig Davies having been appointed by other Directors on 13 October 2019, will retire in accordance with the Constitution and ASX Listing Rule 14.4 and being eligible, offer himself for election at the Meeting.

## **6.2. Qualifications and other material directorships**

Mr Craig Davies, joined the Company as Executive Director – Technology and Cybersecurity, to spearhead the Company's new cybersecurity consulting practice, which will provide clients with strategic advice and on-demand tactical support, risk identification and mitigation, and cybersecurity awareness as well as education modules purpose-built to address the potential vulnerabilities of high-growth operations. In this role, Mr Davies will also help GrowthOps' board and management team to further develop the Company's broader technology service offering.

Mr Davies is an executive with over 25 years' experience in technology and cybersecurity. Previously, he was the Chief Executive Officer at the Australian Government's cybersecurity industry growth centre, AustCyber, the Head of Security at Atlassian (NASDAQ:TEAM), and Chief Security Officer at Cochlear Ltd (ASX:COH), and held various technology roles with Westpac. Mr Davies is a Non-Executive Director of RightCrowd Ltd (ASX:RCW), as well as Chairman of their Audit and Risk Committee. Most recently in 2018, Mr Davies partnered with Mr Kingston to launch cybersecurity startup, TriSecOps, with the aim of creating and deploying cybersecurity products that reduce risk and uncover opportunities for growth. In addition to founding TriSecOps, Mr Davies has played an active role in Australia's startup ecosystem, including acting as an adviser to Bugcrowd and Deckee. He is a member of the Australian Institute of Company Directors.

## **6.3. Independence**

Mr Davies is an Executive Director.

## **6.4. Board Recommendation**

The Board (with Mr Davies abstaining) supports the election of Mr Davies and recommends that Shareholders vote in favour of Resolution 5.

The Chairman will vote undirected proxies in favour of Resolution 5

## **7. RESOLUTION 6 – ELECTION OF MR CRAIG MCMENAMIN**

### **7.1. General**

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

On 13 October 2019, Ms Dominique Fisher, Ms Melissa Field and Mr Paul Mansfield retired from the Company and the following directors were appointed – Mr Scott Tanner, Mr Clint Cooper, the Honourable Philip Dalidakis, Ms Jessica Hart, Mr Craig Davies and Mr Craig McMenamin.

Mr McMenamin was appointed as an Independent Non-Executive Director and Chairman of the Audit & Risk Committee.

Pursuant to the Constitution and ASX Listing Rule 14.4, any Director (other than the Managing Director) so appointed holds office only until the next following annual general meeting and is then eligible for election by Shareholders.

Mr Craig McMenamin having been appointed by other Directors on 13 October 2019, will retire in accordance with the Constitution and ASX Listing Rule 14.4 and being eligible, offer himself for election at the Meeting.

### **7.2. Qualifications and other material directorships**

Mr Craig McMenamin, is a chartered accountant with more than 20 years' experience as a Chief Financial Officer and executive in both privately-owned and ASX-listed technology, healthcare, advertising, media, entertainment and service companies.

He has overseen strategic transformation, change management, mergers and acquisitions, recapitalisations, audit, governance and risk management. Most recently, Mr McMenamin lent his financial experience to the founding team at TriSecOps, working alongside Mr Davies as the cybersecurity consultancy's Chief Financial Officer. Mr McMenamin is a member of Chartered Accountants, Australia and New Zealand and a member of the Australian Institute of Company Directors.

### **7.3. Independence**

The Board considers Mr McMenemy an independent director.

### **7.4. Board Recommendation**

The Board (with Mr McMenemy abstaining) supports the election of Mr McMenemy and recommends that Shareholders vote in favour of Resolution 6.

The Chairman will vote undirected proxies in favour of Resolution 6.

## **8. RESOLUTION 7 – APPROVAL OF INCREASE OF THE MAXIMUM AGGREGATE AMOUNT PAYABLE TO NON-EXECUTIVE DIRECTORS AS REMUNERATION**

### **8.1. General**

The Constitution and Listing Rule 10.17 require that any proposed increase to the maximum aggregate amount of remuneration that may be paid to non-executive Directors be approved by Shareholders in a general meeting.

The current maximum aggregate amount of remuneration that may be paid to non-executive Directors is \$200,000 per annum.

Shareholder approval is sought to increase the maximum total amount available for payment by way of remuneration to non-executive Directors from \$200,000 per annum to \$450,000 per annum.

The remuneration paid to non-executive Directors are set out in the Remuneration Report.

The Directors have recently conducted a review of non-executive Directors' fees and consider it reasonable and appropriate at this time to seek an increase to the maximum aggregate amount, for the following reasons:

- to allow for capacity to appoint further non-executive Directors if the Board considers it appropriate to do so, to achieve a broad range of skills, experience and expertise on the Board which are complementary to the Company's business activities;
- to provide flexibility for the Company to continue to attract and retain non-executive Directors of a high calibre and to ensure that the Company has the ability to remunerate in a manner commensurate with the market; and
- to allow for future increases in non-executive Directors' remuneration in line with market conditions to reflect market competitiveness for non-executive Directors who have the skills and experience required for the Company's business.

Shareholders should note that, if the proposed new maximum aggregate amount of remuneration that may be paid to non-executive Directors is approved, that will not necessarily represent the actual amount of remuneration which is paid to non-executive Directors each financial year. The Company will continue to set the actual level of remuneration of its non-executive Directors within the permitted maximum amount, after having regard to market practice, performance, independent advice and/or other appropriate factors.

Disclosure of non-executive Directors' remuneration will continue to be made to Shareholders in each annual remuneration report in accordance with the Corporations Act, the Constitution and the Listing Rules.

For the purposes of Listing Rule 10.17, the Company provides the following information:

- the amount of the increase is \$250,000;
- the maximum aggregate amount of Directors' fees that may be paid to all of the entity's non-executive Directors will be, subject to Resolution 7 being approved, \$450,000; and
- no securities in the Company have been issued to any non-executive Directors under ASX Listing Rule 10.11 or 10.14 with the approval of Shareholders at any time within the three years before the date of this Notice.

## 8.2. Voting Exclusion Statement

The Company will disregard any votes cast:

- in favour of this Resolution by or on behalf of the Directors and any of their associates, regardless of the capacity in which the vote is cast; and
- on this resolution as a proxy by a member of the key management personnel at the date of the meeting, or that key management personnel's closely related party.

However, the Company will not disregard a vote if it is cast as a proxy for a person who is entitled to vote on this Resolution:

- in accordance with the directions of how to vote on the Proxy Form; or
- by the Chairman of the Meeting pursuant to an express authorisation on the Proxy Form.

## 8.3. Board Recommendation

As the non-executive Directors have a personal interest in this proposed Resolution, the non-executive Directors make no recommendation as to how Shareholders should vote on this Resolution.

The Company's executive Directors recommends that Shareholders vote in favour of this Resolution 7.

The Chairman will vote undirected proxies in favour of Resolution 7.

## 9. RESOLUTION 8 – APPROVAL OF 10% PLACEMENT CAPACITY

### 9.1. General

Resolution 8 is a special resolution which seeks Shareholder approval for the issue of Equity Securities totalling up to 10% of the issued capital of the Company under and in accordance with Listing Rule 7.1A.

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

The 10% Placement Capacity is in addition to the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

The effect of Resolution 8 will allow the Directors to issue Equity Securities under Listing Rule 7.1A during the period of 12 months following the Annual General Meeting without using the Company's 15% placement capacity under Listing Rule 7.1.

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 (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300 million or less. The Company is an Eligible Entity.

The Company hereby seeks shareholder approval by way of a **special resolution** to have the ability to issue Equity Securities under the 10% Placement Capacity.

As Resolution 8 is a special resolution, at least 75% of the votes cast on Resolution 8 must be cast in favour of the Resolution in order for it to be passed.

### 9.2. ASX Listing Rule 7.1A

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing quoted class of Equity Securities of the Company. As at the date of this Notice, the only quoted Equity Securities that the Company has on issue are its Shares.

The exact number of Equity Securities that may be issued pursuant to the 10% Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 which provides that Eligible Entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated as follows:

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

where

**A** = the number of fully paid Ordinary Securities on issue 12 months before the date of issue or agreement:

- plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- plus the number of partly paid shares that became fully paid in the 12 months;
- plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 or 7.4. This does not include an issue of fully paid shares under the Company's 15% placement capacity without shareholder approval; and
- less the number of fully paid shares cancelled in the 12 months.

**D** = 10%

**E** = 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 holders of Ordinary Securities under Listing Rule 7.1 or 7.4.

If the Company issues any Equity Securities under the 10% Placement Capacity, the entity must, pursuant to Listing Rules 7.1A(4) and 3.10.5A:

- (a) give to the ASX a list of the allottees of the Equity Securities and the number of Equity Securities to be allotted to each (but this list is not required to be released to the market);
- (b) disclose to the market the details of the dilution to the existing holders of Ordinary Securities caused by the issue;
- (c) where the Equity Securities are issued for cash consideration, a statement of the reasons why the eligible entity issued the Equity Securities as a placement rather than as a pro rata issue;
- (d) the details of any underwriting arrangements and fees payable to the underwriter; and
- (e) any other fees or costs incurred in connection with the issue.

### **9.3. Minimum Price**

The issue price of the Equity Securities must be no less than 75% of the volume weighted average price for securities of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price at which the securities are to be issued is agreed; or
- (b) if the Equity Securities are not issued within 5 trading days of the date in paragraph (a), the date on which the Equity Securities are issued.

#### 9.4. Risk of economic and voting dilution of existing ordinary security holders

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

If Resolution 8 is approved by the Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

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 current number of Equity Securities on issue at the date of this Notice.

The table also shows the voting dilution impact where the number of Shares on issue (Variation A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue Variable "A" in ASX Listing Rule 7.1A.2	Issue Price (per Share)	Dilution		
		\$0.085 (50% decrease in Issue Price)	\$0.17 (Issue Price)	\$0.34 (100% Increase in Issue Price)
138,957,122 (Current Variable A)	Shares Issued - 10% Voting Dilution	13,895,712 Shares	13,895,712 Shares	13,895,712 Shares
	Funds raised	\$1,181,136	\$2,362,271	\$4,724,542
208,435,683 (50% increase in Variable A)*	Shares Issued - 10% Voting Dilution	20,843,568 Shares	20,843,568 Shares	20,843,568 Shares
	Funds raised	\$1,771,703	\$3,543,407	\$7,086,813
277,914,244 (100% increase in Variable A)*	Shares issued - 10% Voting Dilution	27,791,424 Shares	27,791,424 Shares	27,791,424 Shares
	Funds raised	\$2,362,271	\$4,724,542	\$9,449,084

If Resolution 8 is approved and the Company issues Equity Securities under the 10% Placement Capacity, there is a risk that:

- the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and
- 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.

The above table shows the potential dilution of existing ordinary security holders on the basis of the current market price of Shares and the current number of Ordinary Securities for 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 two examples of:

- (a) the dilution effects where variable 'A' is the number of Shares on issue, and where variable 'A' is increased by 50% and 100% based on the number of Shares on issue; and
- (b) the dilution effects where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

The table has been prepared on the following assumptions:

- (a) The Company issues the maximum number of Equity Securities available under the 10% Placement Capacity.
- (b) No options are exercised into shares before the date of the issue of Equity Securities.
- (c) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (d) The table does not show examples of dilution that may be caused to a particular shareholder by reason of placements under the 10% Placement Capacity based on that shareholder's holding at the date of the Annual General Meeting.
- (e) The table shows only the effect of issue of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (f) The issue of Equity Securities under the 10% Placement Capacity consists only of Shares.
- (g) At the date of this Notice, there are currently 138,957,122 Shares on issue.
- (h) The market price used is \$0.17, being the closing price of Shares on 11 October 2019.

#### **9.5. Timing**

The Company may only issue Equity Securities pursuant to the 10% Placement Capacity within 12 months of the date of this Annual General Meeting. Further, the approval under Resolution 8 (under this Listing Rule 7.1A) 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 the Company's activities) or 11.2 (disposal of the Company's main undertaking).

#### **9.6. Use of Funds**

The Company may use the funds raised from the issue of Equity Securities pursuant to the 10% Placement Capacity for advancing the Company's projects, acquiring new assets and/or for general working capital.

Subject to satisfaction of any other applicable regulatory requirements, the Company may also issue securities for non-cash consideration. In such circumstances, the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.

#### **9.7. Allocation Policy**

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

- (a) the methods of raising funds that are available to the Company including but not limited to rights issues or other issues in which existing securityholders can participate;
- (b) the effect of the issue of the Equity Securities on the control of the Company;
- (c) the financial situation and solvency of the Company; and
- (d) advice from corporate, financial and broking advisors (if applicable).



The allottees under the 10% Placement Capacity have not been determined as at the date of this Notice of Meeting, but may include existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.

**9.8. Previous Approval under Rule 7.1A**

The Company has previously obtained Shareholder approval under Listing Rule 7.1A at the Company's previous annual general meeting held on 28 November 2018.

During the 12 month period preceding the date of the Annual General Meeting, being on and from 28 November 2018, the Company:

- (a) issued 2,000,000 Shares;
- (b) issued 25,975,341 Shares upon the conversion of 50% of the Company's convertible redeemable preference shares (which is 23,890,100 convertible redeemable preference shares);
- (c) issued 1,450,000 Conditional Rights;
- (d) issued 25,000 Shares upon the exercise of 25,000 Conditional Rights;
- (e) the Company undertook a buy back and cancelled 108,754 Shares,

resulting in a total increase of 5,426,487 Equity Securities, representing 3.4% of the total diluted number of Equity Securities on issue in the Company on 28 November 2018, which was 158,845,733 (refer to Appendix 3B dated 18 September 2018).

Further details of the issues of Equity Securities by the Company during the 12 month period preceding the date of the Meeting are set out in Schedule 1.

**9.9. Voting Exclusion Statement**

The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- (a) a person who may participate in the 10% Placement Capacity and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this Resolution is passed; or
- (b) an associate of that person (or those persons).

However, the Company need not disregard a vote if:

- (a) it is cast by a person as a 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.

**9.10. Board Recommendation**

The Directors believe that Resolution 8 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

The Chairman will vote undirected proxies in favour of Resolution 8.

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## GLOSSARY

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**10% Placement Capacity** has the meaning given in the Explanatory Statement.

**\$** means Australian dollars.

**AEDT** means Australian Eastern Daylight Time.

**Annual General Meeting** or **Meeting** means the annual general meeting of the Company convened by the Notice of Meeting, which is to be held on 27 November 2019.

**ASX** means ASX Limited.

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

**Board** means the current board of directors of the Company.

**Chairman** or **Chair** means the chairman of the Meeting.

**Constitution** means the Company's constitution.

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

**Directors** means the current directors of the Company.

**Directors' Report** means the annual director's report prepared under Chapter 2M of the Corporations Act for the Company.

**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 of Meeting.

**Financial Report** means the financial report prepared under Chapter 2M of the Corporations Act of the Company;

**Listing Rules** means the Listing Rules of ASX.

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

**Option** means an option to acquire a Share.

**Ordinary Securities** has the meaning set out in the ASX Listing Rules.

**Proxy Form** means the proxy form accompanying this Notice.

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

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

**Shareholder** means a holder of a Share.

## SCHEDULE 1 – EQUITY SECURITIES ISSUED SINCE 28 NOVEMBER 2018

Date of Issue	Number Issued	Class/Type of equity security and summary of terms	Names of persons who received Equity Securities or basis on which those persons was determined	Issue price/Discount	Consideration details
24 December 2018	2,000,000	Fully paid ordinary shares were issued by the Company in connection with the acquisition of the Xperior business (being part payment of the purchase price under the Asset Purchase Agreement)	The Sellers of the Xperior business.	Nil. Discount: Nil	The issue of the shares was for non-cash consideration.  The shares were issued as part consideration (being the initial consideration) paid under the Asset Purchase Agreement in connection with the acquisition of the Xperior business.
18 March 2019	25,975,341	Fully paid ordinary shares on the conversion of 50% of the Company's convertible redeemable preference shares issued at the time of the Company's initial public offering (being 23,890,100 convertible redeemable preference shares).	The holders of the convertible redeemable preference shares	Nil. Discount: Nil	The issue of the shares was for non-cash consideration.  Shares issued upon conversion of the 50% of the convertible redeemable preference shares issued by the Company at the time of the Company's initial public offering.
28 March 2019	1,450,000	Conditional Rights issued under the Company's Performance Incentive Scheme – each Conditional Right entitles the holder to acquire one ordinary share for no consideration.  Exercise Price: Nil.	Performance Incentive Scheme participants	Nil – issued for no consideration.	The consideration rights were issued for no consideration.
18 September 2019	25,000	Fully paid ordinary shares on exercise of Conditional Rights	Conditional Rights holder on exercise of options	Nil – issued for no consideration.	The shares were issued for no consideration.  The shares were issued upon the exercise of the Conditional Rights (which entitles the holder to acquire the shares for no consideration).



ABN 80 621 067 678

## Need assistance?



**Phone:**

1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AEDT) on 25 November 2019**.

# Proxy Form

## How to Vote on Items of Business

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

### APPOINTMENT OF PROXY

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

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

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

**A proxy need not be a securityholder of the Company.**

### SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

### ATTENDING THE MEETING

**If you are attending in person, please bring this form with you to assist registration.**

#### Corporate Representative

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

## Lodge your Proxy Form:

### Online:

Use your computer or smartphone to appoint your proxy and vote at [www.investorvote.com.au](http://www.investorvote.com.au) or scan your personalised QR code below using your smartphone.

Your secure access information is

**Control Number: 133074**

**SRN/HIN:**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

# Proxy Form

Please mark  to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Trimantium GrowthOps Limited hereby appoint

the Chairman of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Trimantium GrowthOps Limited to be held at Level 50, Bourke Place, 600 Bourke Street, Melbourne, Victoria 3000 on Wednesday, 27 November 2019 at 10:00am (AEDT) and at any adjournment or postponement of that meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 and 7 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 7 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 and 7 by marking the appropriate box in step 2.

## Step 2 Items of Business

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

	For	Against	Abstain
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Election of Mr Scott Tanner	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Election of the Honourable Philip Dalidakis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Election of Ms Jessica Hart	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Election of Mr Craig Davies	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Election of Mr Craig McMenemy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Approval of increase of the maximum aggregate amount payable to non-executive Directors as remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

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

Individual or Securityholder 1  Securityholder 2  Securityholder 3  / /  
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

**Update your communication details** (Optional)

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