



WISR LIMITED
ACN 004 661 205

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of shareholders of Wisr Limited (**Company**) will be held at the offices of BDO Audit Pty Ltd, Level 11, 1 Margaret Street, Sydney NSW 2000 on 13 March 2020 at 3p.m. (AEDT) (**Meeting**).

The Explanatory Notes to this Notice provide additional information on the matters to be considered at the Meeting. The Explanatory Notes and the Proxy Form are part of this notice.

BUSINESS OF THE MEETING

Resolution 1: Ratification and approval of the issue of Shares under Tranche 1 of Placement

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the shareholders approve the prior allotment and issue of 92,162,161 fully paid ordinary shares in the Company on the terms and as outlined in the Explanatory Notes accompanying the Notice convening this Meeting."

Note: A voting exclusion statement applies to this resolution (see Explanatory Notes for details).

Resolution 2: Approval of the issue of Shares under Tranche 2 of Placement

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the shareholders approve the allotment and issue of 71,891,893 fully paid ordinary Shares in the Company on the terms and as outlined in the Explanatory Notes accompanying the Notice convening this Meeting."

Note: A voting exclusion statement applies to this resolution (see Explanatory Notes for details).

Resolution 3: Approval of the issue of Shares to Adcock Private Equity Pty Limited <Adcock Private Equity>

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

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the shareholders approve the allotment and issue of 17,027,027 fully paid ordinary Shares to Adcock Private Equity Pty Limited <Adcock Private Equity> (**Adcock**) on the terms and conditions set out in the Explanatory Notes accompanying the Notice convening this Meeting."*

Note: A voting exclusion statement applies to this resolution (see Explanatory Notes for details).

ENTITLEMENT TO VOTE

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (*Cth.*) that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company as at 7 p.m. (AEDT) on 11 March 2020 (**Entitlement Time**), subject to any applicable voting exclusion.

This means that if you are not the registered holder of a Share in the Company at the Entitlement Time, you will not be entitled to vote at the Meeting.

VOTING OPTIONS AND PROXIES

If you do not plan to attend the Meeting in person, you are encouraged to complete and return the Proxy Form, which accompanies this Notice of Meeting.

Voting by Proxy

A Shareholder who is entitled to attend and vote at this Meeting is entitled to appoint not more than two proxies to attend and vote in place of the Shareholder.

If the Shareholder appoints two proxies, the Shareholder may specify the proportion or number of votes each proxy is entitled to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the Shareholder's votes. If the specified proportion or number of votes exceeds that which the Shareholder is entitled to, each proxy may exercise half of the Shareholder's votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

A proxy need not be a Shareholder of the Company. A body corporate appointed as a Shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Meeting. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

Proxy Voting by the Chairman

The Chairman intends to vote all undirected proxies in favour of the resolutions in the Notice of Meeting.

Proxy Forms

To be effective, the Proxy Form must be completed, signed and lodged (together with the relevant original power of attorney or a certified copy if the proxy is signed by an attorney) with the Company's Share Registry, as an original or by facsimile, **no later than 3 p.m. (AEDT) on 11 March 2020 (Proxy Deadline)**.

Proxy forms may be submitted in one of the following ways:

- (i) By mail to Computershare Investor Services Pty Limited using the reply-paid envelope or addressing mail to GPO Box 242, Melbourne VIC 3001. Please allow sufficient time so that it reaches Computershare Investor Services Pty Ltd by the Proxy Deadline;

- (ii) By fax to Computershare Investor Services Pty Limited on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia);
- (iii) Online via the Company's Share Registry website at www.investorvote.com.au. Please refer to the Proxy Form for more information; or
- (iv) By hand delivery to Computershare Investor Services Pty Limited at Level 3, 60 Carrington Street, Sydney NSW 2000.

Proxy Forms and Powers of Attorney must be received by the Proxy Deadline.

CORPORATE REPRESENTATIVES

Where a shareholding is registered in the name of a corporation, the corporate Shareholder may appoint a person to act as its representative to attend the meeting by providing that person with:

- (i) a letter or certificate authorising him or her as the corporation's representative, executed in accordance with the corporation's constitution; or
- (ii) a copy of the resolution appointing the representative, certified by a secretary or director of the corporation.

BY ORDER OF THE BOARD



Vanessa Chidrawi
Company Secretary
12 February 2020

Explanatory Notes

ITEMS 1, 2 AND 3

On 16 January 2020, the Company announced that it had completed an allotment of 92,162,161 new placement shares at an issue price of \$0.185 per Share to raise \$17,049,999 with the right to accept subscriptions of up to a further 88,918,920 Shares at \$0.185, to raise up to a further \$16,450,000 from professional and sophisticated investors or to other persons to whom disclosure is not required under Chapter 6D of the Corporations Act, subject to receiving shareholder approval (**Placement**).

The Placement Shares were to be issued in two tranches as follows:

- (a) Tranche 1 – Pursuant to ASX Listing Rules 7.1 and 7.1A, 92,162,161 fully paid ordinary shares were issued at \$0.185 per Share on 23 January 2020; and
- (b) Tranche 2 – Under ASX Listing Rule 7.1, approval is sought from the Meeting for the issue of 71,891,893 fully paid ordinary shares at \$0.185 per share.

Further approval is sought for the issue of 17,027,027 Shares under ASX Listing Rule 10.11, to Adcock Private Equity Pty Ltd <Adcock Private Equity> (**Adcock**) who, together with its Associates, is a substantial holder of more than 30% of the issued shares in the Company.

Items 1 to 3 relate to the approval or ratification and approval for the issue of Shares pursuant to the Placement and to a Substantial Holder of shares.

ASX Listing Rule 7.1

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 with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12-month period.

If Resolution 1 is approved, the Company's placement capacity under ASX Listing Rule 7.1 and Listing Rule 7.1A will be refreshed from the date of this Meeting. If Resolution 1 is not approved, the Company's placement capacity will not be refreshed, and any further issues of shares in excess of the Company's remaining issuing capacity under Listing Rules 7.1 and 7.1A will require Shareholder approval.

ASX Listing Rule 7.4

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a Company in general meeting ratifies a previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

Ratification by the Shareholders of the Company is now sought pursuant to ASX Listing Rule 7.4, for item 1 in order to reinstate the Company's capacity to issue up to 15% of its issued capital, if required, in the next 12 months without Shareholder approval.

The effect of Shareholders approving the Resolutions proposed by Item 1 is that the Company will have the flexibility to issue further equity securities up to the 15% limit.

ASX Listing Rule 10.11

ASX Listing Rule 10.11 provides that a company must not, subject to specified exceptions, issue or agree to issue equity securities to any of the following persons without shareholder approval:

- a) a related party; or
- b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company; or
- c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so; or
- d) an associate of a person referred to in a-c; or
- e) a person whose relationship with the company or a person referred to in a-d is, in ASX's opinion, such that approval should be obtained.

Adcock, by virtue of being a substantial shareholder, together with its associates, of the Company holding more than 30% of the issued shares in the Company, is a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the Company for the purposes of ASX Listing Rule 10.11.

If the resolution proposed in Item 3 passes, the issue of shares to Adcock may proceed, and \$3,150,000 will be received by the Company in respect of the issue. If the resolution does not pass, the shares may not be issued to Adcock, and the ability to receive the \$3,150,000 in subscription monies will be foregone.

ITEM 1 – Ratification and approval of the issue of Shares under Tranche 1 of the Placement

Resolution 1 seeks Shareholder ratification for the prior allotment and issue by the Company of 92,162,161 fully paid ordinary shares in the Company (**Tranche 1**), pursuant to the Placement. The shares were issued at \$0.185 per share on 23 January 2020, as part of the Placement conducted to raise funds to be utilised to support the scaling of the core lending business, the ongoing development of products, continuing to attract talent from across industries in Australia, improving balance sheet robustness and as working capital. Details of the Placement and proposed use of funds raised were provided to ASX on 16 January 2020.

Shares issued as Tranche 1 were issued in accordance with ASX Listing Rule 7.1 and 7.1A. If Resolution 1 is approved, the Company's placement capacity under ASX Listing Rule 7.1 and Listing Rule 7.1A will be refreshed from the date of this Meeting.

Specific Disclosure of Information – Resolution 1

ASX Listing Rule 7.5 requires that the following information be provided to Shareholders in relation to the issue of the Shares that are the subject of Resolution 1:

- (a) the total number of Tranche 1 shares issued by the Company in accordance with Listing Rule 7.1 was 69,960,609 fully paid ordinary shares and the total number of

Tranche 1 shares issued by the Company in accordance with Listing Rule 7.1A was 22,201,552;

- (b) the Shares were issued at a price of \$0.185 per Share;
- (c) the Shares were issued to professional and sophisticated investors or to other persons to whom disclosure is not required under Chapter 6D of the Corporations Act;
- (d) the Shares issued are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares on issue;
- (e) the funds raised by the issue of the Shares were to be utilised to support the scaling of the core lending business, the ongoing development of products, continuing to attract talent from across industries in Australia, improving balance sheet robustness and as working capital; and
- (f) a voting exclusion statement is included below.

Voting Exclusion Statement

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

- any person who participated in Tranche 1 of the Placement; or
- an associate of that person or those persons.

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

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

Directors' Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 1.

ITEM 2 - Approval of the issue of Shares under Tranche 2 of Placement

Resolution 2 seeks Shareholder approval under ASX Listing Rule 7.1 for the issue of 71,891,893 Shares by the Company to fulfil Tranche 2 of the Placement.

Specific Disclosure of Information – Resolution 2

ASX Listing Rule 7.3 requires that the following information be provided to Shareholders in relation to the issue of the Shares that are the subject of Resolution 2:

- (g) the number of shares to be issued by the Company to fulfil Tranche 2 of the Placement is 71,891,893 fully paid ordinary shares;
- (h) the Tranche 2 shares will be issued soon after the Meeting if Resolution 2 is approved, and in any event no later than three months after the date of the Meeting;
- (i) the Tranche 2 shares will be issued at a price of \$0.185 per share;
- (j) the Tranche 2 shares will be issued to professional and sophisticated investors or to other persons to whom disclosure is not required under Chapter 6D of the Corporations Act. The Directors will determine to whom the shares will be issued but these persons will not be related parties of the Company;
- (k) the Tranche 2 shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (l) the funds raised by the issue of the Tranche 2 shares will be utilised to support the scaling of the core lending business, the ongoing development of products, continuing to attract talent from across industries in Australia, improving balance sheet robustness and as working capital; and
- (m) a voting exclusion statement is included below.

Voting Exclusion Statement

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

- persons who will participate in Tranche 2 of the Placement (excluding Adcock) or who will obtain a material benefit as a result of the Placement (except a benefit solely by reason of being a holder of ordinary securities in the Company) and any associate of those persons; or
- an associate of that person or those persons.

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

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

Directors' Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 2.

ITEM 3 – Approval of the issue of Shares to Adcock

Resolution 3 seeks Shareholder approval under ASX Listing Rule 10.11 for the issue by the Company of 17,027,027 Shares at \$0.185 per Share to a substantial shareholder of the Company, Adcock.

If approval is obtained under Listing Rule 10.11, approval will not be required under Listing Rule 7.1 for the issue of shares that are the subject of Resolution 3.

Specific Disclosure of Information

ASX Listing Rule 10.13 requires that the following information be provided to Shareholders in relation to the issue of the shares that are the subject of Resolution 3:

- (a) the total number of shares to be issued by the Company to Adcock will be 17,027,027 shares;
- (b) the shares will be issued soon after the Meeting, should Resolution 3 be approved, and in any event no later than one month after the date of this Meeting;
- (c) the shares will be issued at a price of \$0.185 per Share;
- (d) the shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the terms of the placement agreement are that 17,027,027 Shares will be issued to Adcock at \$0.185 per Share, subject to shareholder approval for the issue being obtained;
- (f) a voting exclusion statement is included below; and
- (g) \$3,150,000 will be raised from the issue of the shares and the funds raised will be utilised to support the scaling of the core lending business, the ongoing development of products, continuing to attract talent from across industries in Australia, improving balance sheet robustness and as working capital.

Voting Exclusion Statement

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

- Adcock and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- an associate of that person or persons.

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or

- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Directors' Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 3.

GLOSSARY

\$ means Australian Dollars

AEDT means Australian Eastern Daylight Savings Time as observed in Sydney, Australia.

Associate has the meaning given to that term in Division 2 of Part 1.2 of the Corporations Act, as the context requires.

ASX means ASX Limited ACN 008 624 691.

ASX Listing Rules means the Listing Rules of the ASX, as amended or replaced from time to time except to the extent of any express written waiver by ASX.

Board means the current board of directors of the Company.

Company means Wisr Limited (ACN 004 661 205)

Constitution means the Company's Constitution.

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

Directors means the current directors of the Company.

Entitlement Time means 7 p.m. (AEDT) on 11 March 2020.

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 Notes means the Explanatory Notes accompanying the Notice.

Meeting means the meeting convened by the Notice.

Notice or **Notice of Meeting** or **Notice of General Meaning** means this notice of general meaning and the explanatory notes accompanying the Notice and the Proxy Form.

Proxy Deadline means 3 p.m. (AEDT) on 11 March 2020.

Proxy Form means the proxy form accompanying the Notice.

Related Body Corporate has the meaning set out in in section 50 of the Corporations Act.

Resolutions means the resolutions set out in the Notice, 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.


Share Registry means Computershare Investor Services Pty Limited.


Voting Exclusion means the exclusion of particular Shareholders from voting on a particular Resolution, as specified under that Resolution in the Notice of Meeting.



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

Need assistance?

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

 **Online:**
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **3p.m. (AEDT) on Wednesday, 11 March 2020.**

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 security holder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with 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 security holder 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 under the help tab, "Printable Forms".

Lodge your Proxy Form:

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Online:

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

Your secure access information is



Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

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

By Fax:

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



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

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

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



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Wizr 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 General Meeting of Wizr Limited to be held at the offices of BDO Audit Pty Ltd, Level 11, 1 Margaret Street, Sydney NSW 2000 on Friday, 13 March 2020 at 3p.m. and at any adjournment or postponement of that meeting.

Step 2 Items of Business

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

	For	Against	Abstain
1 Ratification and approval of the issue of Shares under Tranche 1 of Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approval of the issue of Shares under Tranche 2 of Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of the issue of Shares to Adcock Private Equity Pty Limited <Adcock Private Equity>	<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 Security holder(s) *This section must be completed.*

Individual or Security holder 1 Security holder 2 Security holder 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

WZR

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Computershare

