

EOR Group Limited

ABN 67 097 771 581

Notice of Extraordinary General Meeting to be held on 18 March 2020

Explanatory Memorandum for the Notice of Extraordinary General Meeting

**THIS DOCUMENT IS IMPORTANT AND REQUIRES
YOUR IMMEDIATE ATTENTION.
IF YOU ARE IN ANY DOUBT ABOUT THE ACTION YOU SHOULD TAKE
PLEASE CONSULT YOUR STOCKBROKER, SOLICITOR, ACCOUNTANT OR
OTHER PROFESSIONAL ADVISER.**

**NOTICE OF THE EXTRAORDINARY GENERAL MEETING TO BE HELD AT
LEVEL 22, MLC CENTRE, 19 MARTIN PLACE SYDNEY NSW 2000
AT 10:00 AM (SYDNEY TIME) ON WEDNESDAY 18 March 2020**

TO BE VALID, FORMS OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING
MUST BE COMPLETED AND RETURNED TO THE COMPANY NO LATER THAN 10:00 AM
(SYDNEY TIME) ON MONDAY 16 March 2020

Section A - Letter from the Board

EOR Group Limited

ABN 67 097 771 581

Level 14 3 Spring Street Sydney NSW 2000

PO Box R305 Royal Exchange NSW 1225

14 February 2020

Dear Shareholder

The Directors of EOR Group Limited ACN 097 771 581 (**Company**) have convened an Extraordinary General Meeting of Shareholders to be held on Wednesday, 18 March 2020 to:

- approve the issue of Shares to a number of entities to convert debt/s owed by the Company into equity;
- approve the placement of Shares to be conducted within three months from the date of the Extraordinary General Meeting.

This letter is accompanied by a Notice of Extraordinary General Meeting (0) and an Explanatory Memorandum (Section D). The Notice of Extraordinary General Meeting sets out the Resolutions to be considered by Shareholders. The Explanatory Memorandum explains in greater detail the background to the proposed Resolutions.

Shareholders are encouraged to read the enclosed Explanatory Memorandum closely in its entirety and to attend the Extraordinary General Meeting and vote on the Resolutions.

A proxy form is enclosed at Section E to enable any Shareholder who is unable to attend the Extraordinary General Meeting to vote at the Meeting. Also attached is a form to allow the Company to utilise electronic delivery of communications. The Directors also encourage shareholders to complete this form.

The Directors support the Resolutions contained in the Notice of Extraordinary General Meeting and recommend that you vote in favour of all Resolutions, full details of which are contained in the Notice of Extraordinary General Meeting.

Yours faithfully



Wayne Johnson

Director

Section B - Glossary

1. Definitions

The following definitions are used in the Letter from the Chair, the Notice of Extraordinary General Meeting and the Explanatory Memorandum:

Extraordinary General Meeting or Meeting	means the Extraordinary general meeting of the Company to be held on 18 March 2020 pursuant to the Notice of Extraordinary General Meeting.
Associate	has the meaning given to it in Chapter 19 of the ASX Listing Rules..
ASX	means ASX Limited ACN 097 771 581, or the financial market it operates, as the context requires.
ASX Listing Rules	means the official listing rules issued and enforced by the ASX, as amended from time to time.
Board or Board of Directors	means the board of Directors.
Business Day	means a day which is not a Saturday, Sunday or public holiday in Sydney.
Chair	means the chair of the Company.
Closely Related Party	has the meaning given to it in the Corporations Act.
Company or EOR	means EOR Group Limited ACN 097 771 581.
Constitution	means the constitution of the Company, as amended from time to time.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Director	means a director of the Company.
Explanatory Memorandum	means the explanatory memorandum as set out in Section D of this document.

Key Management Personnel	has the meaning given to it in the Corporations Act.
Equity Securities	has the meaning given to it in Chapter 19 of the ASX Listing Rules.
Notice of Extraordinary General Meeting or Notice	means the notice of Extraordinary General Meeting set out in 0 of this document.
Placement Capacity	has the meaning given to it in paragraph Error! Reference source not found. of the Explanatory Memorandum.
Resolution	means a resolution passed by the requisite majority of Shareholders of the Company on a show of hands or by the requisite majority of votes given on a poll.
Share	means a fully paid ordinary share in the issued capital of the Company and Shares means any two or more of them.
Shareholder	means a holder of a Share.

2. Interpretation

For the purposes of interpreting the Letter from the Chair, the Explanatory Memorandum and the Notice of Extraordinary General Meeting:

- (a) the singular includes the plural and vice versa;
- (b) words importing any gender include both genders;
- (c) reference to any statute, ordinance, regulation, rule or other law includes all regulations and other instruments and all consolidations, amendments, re-enactments or replacements for the time being in force;
- (d) all headings, bold typing and italics (if any) have been inserted for convenience of reference only and do not define, limit or affect the meaning or interpretation of the Letter, the Explanatory Memorandum and the Notice of Extraordinary General Meeting;
- (e) reference to persons includes bodies corporate and government authorities and in each and every case, includes a reference to the person's executors, administrators, successors, substitutes (including without limitation persons taking by novation and assignment); and
- (f) reference to **\$, A\$, Australian Dollars** or **dollars** is a reference to the lawful tender for the time being and from time to time of the Commonwealth of Australia.

Section C - Notice of Extraordinary General Meeting

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of the Shareholders of EOR Group Limited ACN 097 771 581 will be held at Level 22, MLC Centre, 19 Martin Place, Sydney NSW 2000 on Wednesday, 18 March 2020 at 10:00am (Sydney time).

Defined terms used in this Notice of Extraordinary General Meeting have the meanings given to them in the Glossary accompanying this Notice of Extraordinary General Meeting.

3. Items of Business

3.1 Resolution 1: Approval for issue of Shares to Alpha Wealth Advisory Services Pty Ltd

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 293,333 Shares to Alpha Wealth Advisory Services Pty Ltd (or its nominee) on the terms and conditions set out in paragraph 2 of the Explanatory Memorandum (Section D)."

3.2 Resolution 2: Approval for issue of Shares to Boulder Securities Pty Ltd

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 275,000 Shares to Boulder Securities Pty Ltd (or its nominee) on the terms and conditions set out in paragraph 2 of the Explanatory Memorandum (Section D)."

3.3 Resolution 3: Approval for Placement

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 5,000,000 Shares at \$0.15 per Share to sophisticated and professional investors on the terms and conditions set out in the paragraph 3 of the Explanatory Memorandum (Section D)."

Voting Exclusion Statements and Voting Prohibition Statements

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

Resolution 1	(a) Alpha Wealth Advisory Services Pty Ltd and any person who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or (a) any Associate of that person (or those persons).
Resolution 2	(a) Boulder Securities Pty Ltd and any person who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or (b) any Associate of that person (or those persons).
Resolution 3	(a) any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or (b) any Associate of that person (or those persons).

However, the Company will not disregard a vote in favour of a resolution if:

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

4. Determination of membership and voting entitlement

For the purpose of determining a person's entitlement to vote at the Extraordinary General Meeting, a person will be recognised as a Shareholder if that person is registered as a holder of those Shares at 7:00 pm (Sydney time) on Monday, 16 March 2020.

5. Votes of Shareholders

On a show of hands, each Shareholder present in person or by proxy (or, in the case of a body corporate, by a representative) at the Extraordinary General Meeting will have one vote.

On a poll, each Shareholder present in person or by attorney or by proxy (or, in the case of a body corporate, by a representative) shall have one vote for each Share held by him, her or it, provided that all Shares are fully paid.

6. Proxies

Please note that:

- (a) a Shareholder entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint no more than two proxies;
- (b) an instrument appointing a proxy must be in the form of the proxy form attached to this Notice of Extraordinary General Meeting;
- (c) where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights. If a Shareholder appoints two proxies, neither person may vote on a show of hands and on a poll, each person may only exercise the voting rights for the portion of votes the person holds;
- (d) a proxy may be a Shareholder;
- (e) a proxy need not be a Shareholder;
- (f) a proxy form may specify the manner in which the proxy is to vote in respect of a particular Resolution and, where a proxy form so provides, the proxy is not entitled to vote on the Resolution except as specified in the proxy form;
- (g) a proxy has the authority to vote on the Shareholder's behalf as he or she thinks fit, on any motion to adjourn the Extraordinary General Meeting, or any other procedural motion, unless the Shareholder gives a direction to the contrary;
- (h) a valid proxy form will be deemed to confer authority to demand or join in demanding a poll;
- (i) to be valid, a proxy form must be signed by the Shareholder or the Shareholder's attorney or, if the Shareholder is a corporation, executed in accordance with the corporation's constitution and the Corporations Act (and may be signed on behalf of the corporation by its attorney); and
- (j) to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed (or an attested copy of it) must be received by no later than 10:00 am on Monday, 16 March 2020;

Proxies can be lodged either with:

IN PERSON

EOR Group Limited
Level 14
3 Spring Street
SYDNEY NSW 2000

BY MAIL

EOR Group Limited
PO Box R305
ROYAL EXCHANGE NSW 1225

BY EMAIL

admin@eorl.com.au

By order of the Board



Wayne Johnson
Director

Dated: 14 February 2020
Sydney

Section D – Explanatory Memorandum

1. Introduction

This Explanatory Memorandum contains the information necessary for Shareholders to assess the Resolutions to be put to them at the Extraordinary General Meeting of the Company on Wednesday, 18 March 2020. A Notice of Extraordinary General Meeting accompanies this Explanatory Memorandum.

This Explanatory Memorandum, as well as the Notice of Extraordinary General Meeting, should be read carefully and in their entirety.

The Explanatory Memorandum and Proxy Form are part of this Notice of Extraordinary General Meeting.

2. Resolutions 1 and 2 – Approval to Convert Debt into Shares

To facilitate the Company's recapitalisation, the Company proposes to convert the following debt owed to various creditors into equity in the Company:

Creditor	Amount owed by Company \$	Shares proposed to be issued
Alpha Wealth Advisory Services Pty Ltd	44,000	293,333
Boulder Securities Pty Ltd	41,250	275,000
	85,250	568,333

Resolution 1 – Approval for issue of Shares to Alpha Wealth Advisory Services Pty Ltd

During July 2018, the Company entered into a services agreement with Alpha Wealth Advisory Services Pty Ltd and related entities and nominees for the purposes of corporate administration, accounts structure, debt management and advice being provided to the Company. Some settlement for these services and costs have been made. As at the date of this Notice, the Company owes Alpha Wealth Advisory Services Pty Ltd and nominees an amount of \$ 44,000.

Resolution 1 seeks approval for the issue of up to 293,333 Shares at a deemed issue price of \$0.15 per Share for full payment of the amounts owed to Alpha Wealth Advisory Services Pty Ltd.

Information required by ASX Listing Rules 7.1 and 7.3

In a broad sense, subject to a number of exemptions, ASX Listing Rule 7.1 provides that a company must not issue Equity Securities or agree to issue Equity Securities without the approval of shareholders if, over a rolling 12-month period, the number of Equity Securities to be issued

exceeds its 15% Placement Capacity. That is 15% of the shares it had on issue at the start of that period, subject to the mandated exceptions.

The issue of shares under Resolution 1 does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of EOR Group's shareholders under Listing Rule 7.1.

Resolution 1 seeks the required shareholder approval to the Issue under and for the purposes of Listing Rule 7.1

The effect of passing this Resolution 1 will be to allow the Directors to proceed to issue Shares, outlined in Resolution 1, during the period of 3 months after the date this Meeting (or such longer period as permitted by the ASX).

If Resolution 1 is not passed, EOR Group will not be able to proceed with the issue of shares outlined above and will be required to settle the creditor by cash payment. The Directors are seeking to preserve the Company's cash as it seeks to restructure and seek opportunities for relisting and Compliance with ASX Chapters 1 and 2, together with all required Regulatory Approvals

As such, the issue of shares under Resolution 1 will be excluded from the calculation of the number of equity securities that EOR Group can issue without shareholder approval under Listing Rule 7.1.

In accordance with ASX Listing Rule 7.3, the following information is provided in relation to the proposed issue of Shares the subject of this Resolution 1:

- (a) the maximum number of Shares to be issued is 293,333 Ordinary Fully Paid Shares;
- (b) the Shares will be issued as a single allotment no later than 3 months after the date of this Meeting (or such later date as permitted by the ASX);
- (c) the Shares will be issued for nil cash consideration but at a deemed issue price of \$0.15 per Share as it is payment for the amounts owed by the Company to Alpha Wealth Advisory Services Pty Ltd (as detailed above);
- (d) the Shares will be issued to Alpha Wealth Advisory Services Pty Ltd (or its nominee), who is not a related party of the Company;
- (e) the Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms as the Company's existing Shares on issue; and
- (f) no funds will be raised from the issue of the Shares, as the Shares are being issued as payment for the amounts owed by the Company to Alpha Wealth Advisory Services Pty Ltd (as detailed above).
- (g) Other than as set out above the Shares are not being issued under an agreement.
- (h) The Shares are not being issued under, or to fund, a reverse takeover.

Board Recommendation

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

Resolution 2 – Approval for issue of Shares to Boulder Securities Pty Ltd

Since July 2019, Boulder Securities Pty Ltd and related parties have provided the Company strategic and corporate advice. As at the date of this Notice, the Company owes Boulder Securities Pty Ltd an amount of \$41,250.

Resolution 2 seeks approval for the issue of up to 275,000 Shares at a deemed issue price of \$0.15 per Share for full payment of the amounts owed to Boulder Securities Pty Ltd and its nominees.

Information required by ASX Listing Rules 7.1 and 7.3

In a broad sense, subject to a number of exemptions, ASX Listing Rule 7.1 provides that a company must not issue Equity Securities or agree to issue Equity Securities without the approval of shareholders if, over a rolling 12-month period, the number of Equity Securities to be issued exceeds its 15% Placement Capacity. That is 15% of the shares it had on issue at the start of that period, subject to the mandated exceptions.

The issue of shares under Resolution 2 does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of EOR Group's shareholders under Listing Rule 7.1.

Resolution 2 seeks the required shareholder approval to the issue under and for the purposes of Listing Rule 7.1

The effect of passing this Resolution 2 will be to allow the Directors to proceed to issue Shares, outlined in Resolution 2, during the period of 3 months after the date this Meeting (or such longer period as permitted by the ASX).

If Resolution 2 is not passed, EOR Group will not be able to proceed with the issue of shares outlined above and will be required to settle the creditor by cash payment. The Directors are seeking to preserve the Company's cash as it seeks to restructure and seek opportunities for relisting and Compliance with ASX Chapters 1 and 2, together with all required Regulatory Approvals

As such, the issue of shares under Resolution 2 will be excluded from the calculation of the number of equity securities that EOR Group can issue without shareholder approval under Listing Rule 7.1.

In accordance with ASX Listing Rule 7.3, the following information is provided in relation to the proposed issue of Shares the subject of this Resolution 2:

- (a) the maximum number of Shares to be issued is 275,000 Shares;
- (b) the Shares will be issued as a single allotment no later than 3 months after the date of this Meeting (or such later date as permitted by the ASX);
- (c) the Shares will be issued for nil cash consideration but at a deemed issue price of \$0.15 per Share, as it is in payment for the amounts owed by the Company to Boulder Securities Pty Ltd (as detailed above);
- (d) the Shares will be issued to Boulder Securities Pty Ltd (or its nominee), who is not related party of the Company;
- (e) the Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms as the Company's existing Shares on issue; and

- (f) no funds will be raised from the issue of the Shares, as the Shares are being issued in payment for the amounts owed by the Company to Boulder Securities Pty Ltd (as detailed above).
- (g) Other than as set out above the Shares are not being issued under an agreement.
- (h) The Shares are not being issued under, or to fund, a reverse takeover

Board Recommendation

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

3. Resolution 3: - Approval for Placement

Resolution 3 seeks approval for the issue of up to 5,000,000 Shares at an issue price of \$0.15 per Share. Proceeds will be used for general working capital, including to seek, review and conduct due diligence on potential opportunities for the Company to acquire an asset.

The Company has for the last number of months been identifying potential opportunities and engaged in due diligence on projects. To date, while the Company has opportunities these are dependent on finalising the Company's due diligence and agreeing contractual terms of any such transaction.

Resolution 3 is sought as a prospective resolution in that if approved, the Company will seek to place the shares.

The Company will not seek to place the shares with:

- i. a party related to the Company,
- ii. any Key Management Personnel of the Company,
- iii. a substantial shareholder of the Company,
- iv. any adviser to the Company; or
- v. any associate of 3i – iv.

Information required by ASX Listing Rules 7.1 and 7.3

In a broad sense, subject to a number of exemptions, ASX Listing Rule 7.1 provides that a company must not issue Equity Securities or agree to issue Equity Securities without the approval of shareholders if, over a rolling 12-month period, the number of Equity Securities to be issued exceeds its 15% Placement Capacity. That is 15% of the shares it had on issue at the start of that period, subject to the mandated exceptions.

The issue of shares under Resolution 3 does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of EOR Group's shareholders under Listing Rule 7.1.

Resolution 3 seeks the required shareholder approval to the Issue under and for the purposes of Listing Rule 7.1

The effect of passing this Resolution 3 will be to allow the Directors to proceed to issue Shares, outlined in Resolution 3, during the period of 3 months after the date this Meeting (or such longer period as permitted by the ASX).

If Resolution 3 is not passed, EOR Group will not be able to proceed with the issue of shares outlined above and will be required to settle current and future creditors utilising only the existing assets and placement capabilities. This may restrict the company's ability to seek appropriate opportunities, finalise due diligence and meet the required Regulatory Compliance.

The Directors are seeking to preserve and raise the Company's cash as it seeks to restructure and seek opportunities for relisting and Compliance with ASX Chapters 1 and 2, together with all required Regulatory Approvals. The issue of the shares under Resolution 3 will raise the funds the Directors believe will be sufficient to achieve these aims

As such, the issue of shares under Resolution 3 will be excluded from the calculation of the number of equity securities that EOR Group can issue without shareholder approval under Listing Rule 7.1.

In accordance with ASX Listing Rule 7.3, the following information is provided in relation to the proposed issue of Shares the subject of this Resolution 3:

- (a) the maximum number of Shares to be issued is 5,000,000 Shares;
- (b) the Shares will be issued as a single allotment no later than 3 months after the date of this Meeting (or such later date as permitted by the ASX);
- (c) the Shares will be issued at an issue price of \$0.15 per Share;
- (d) the Shares will be issued to sophisticated and professional investors, who are not a related party of the Company;
- (e) the Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms as the Company's existing Shares on issue; and
- (f) funds will be used to assist with the Company's restructuring and seeking opportunities for the future.
- (g) The Shares are not being issued under an agreement.
- (h) The Shares are not being issued under, or to fund, a reverse takeover. The funds will form part of working capital. It is possible that the Company could enter into a future reverse takeover.

Board Recommendation

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

EOR GROUP LIMITED

ABN 67 097 771 581

Shareholder Name:

Address:

Phone or Email Address:

Lodge your vote:



By Mail:

EOR Group Limited
PO Box R305
ROYAL EXCHANGE NSW 1225
Australia

By Email:

admin@eorl.com.au

For all enquiries call:

+61 2 8226 3301

Proxy Form

For your vote to be effective it must be received by 10:00 am (Sydney time) on Monday, 16 March 2020

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

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

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form ➔



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com



Review your securityholding



Update your securityholding

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 EOR Group Limited hereby appoint

the Chairman OR
of the Meeting

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 Extraordinary General Meeting of EOR Group Limited to be held at Level 22, MLC Centre, 19 Martin Place, Sydney NSW 2000 on Wednesday, 18 March 2020 at 10:00am (Sydney Time) 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
Resolution 1	Issue of Shares to Alpha Wealth Advisory Services Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Issue of Shares to Boulder Securities Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval for Placement	<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.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /
