

29 April 2020

Market Announcements Office ASX Limited
Level 40, Central Park
152-158 St. Georges Terrace Perth WA 6000

Dear Sir/Madam,

RE: Teleconference for 3 June 2020 General Meeting

Gooroo Ventures Limited (ASX:GOO) (Company) advises that in the light of increasing COVID-19 infection and restrictions on indoor gatherings, shareholders who wish to participate in the upcoming general meeting of the Company on 3 June 2020 (“General Meeting”) at 10:00am (AEST) remotely may do so via teleconference.

Gooroo strictly complies with applicable limitations on indoor gatherings in force at the time of the General Meeting. If you seek to attend the General Meeting in person, the Company or the venue may be required to deny your entry. Accordingly, voting by you at the General Meeting will not be possible if entry is denied.

In the meantime, we encourage shareholders to register their votes on the resolutions to be put at the General Meeting by completing the proxy form that accompanies the Notice of Meeting with the Company’s share registry, Computershare Limited on or before 1 June 2020 5:00pm (AEST).

The teleconference will not provide for a voting mechanism during the meeting. Shareholders participating in the General Meeting via teleconference will be able to ask questions but will not be able to cast their votes. In light of the limitations on indoor gatherings, it is strongly recommended that the chair is appointed as your proxy to ensure the proxy will be in attendance at the General Meeting.

Further details are included in the Company’s Notice of General Meeting.

If you would like to join via teleconference, please use the following details:

Dial-in number: 1800 153 721

Pin number: 676979

Please contact +61 8 9486 4036 if you require any further information.

Sincerely,



Nicholas Ong
Company Secretary



**GOOROO VENTURES LTD
(ACN 613 924 744)**

**NOTICE OF GENERAL MEETING
and
EXPLANATORY MEMORANDUM TO SHAREHOLDERS**

3 June 2020

10.00am AEST

Gadens Lawyers, Level 13, 433 Collins Arch, Melbourne, Victoria

Please read this Notice and Explanatory Memorandum carefully.

If you are unable to attend the Meeting, please complete and return the enclosed Proxy Form in accordance with the specified instructions.

**GOOROO VENTURES LTD
(ACN 613 924 744)**

NOTICE IS HEREBY GIVEN that the General Meeting of Shareholders of Gooroo Ventures Ltd (ACN 613 924 744) (“**Company**”) will be held at **Gadens Lawyers, Level 13, 433 Collins Arch, Melbourne, Victoria on 3 June 2020 at 10.00 am AEST.**

An Explanatory Memorandum accompanies this Notice of Meeting to provide Shareholders with information to enable them to make an informed decision regarding the resolution set out in this Notice of Meeting. The Explanatory Memorandum is to be read in conjunction with this Notice of Meeting.

AGENDA

RESOLUTION TO BE VOTED ON BY ALL SHAREHOLDERS

Resolution 1 – Ratification of Prior Issue – Tranche 1 Placement Shares to Finnavate Inc

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify and approve the issue under Listing Rule 7.1 by the Company of 16,253,676 Shares to Finnavate Inc on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion:

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

- (a) Finnavate Inc; or
- (b) an associate of that person.

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

- (a) 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
- (b) 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
- (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 in that way.

Resolution 2 – Issue of Tranche 2 Placement Shares to Finnavate Inc

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

“That, for the purposes ASX Listing Rule 7.1 and for all other purposes, shareholders approve the issue by the Company of up to 2,877,810 fully paid ordinary shares at 3.7 cents per share to Finnavate Inc., on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion:

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

- (a) Finnavate Inc.; or
- (b) an associate of those persons.

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

- (a) 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
- (b) 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
- (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 in that way.

Resolution 3 – Issue of Options to Mr Narendra Kotti in lieu of Director’s Salary

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 2,702,703 options exercisable at \$0.0001 each expiring 18 months from date of issue, to Mr Narendra Kotti (or his nominee) on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion:

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

- (a) Mr Narendra Kotti (or his nominee/s) 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 securities in the entity); or
- (b) an associate of the Mr Narendra Kotti 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);

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

- (a) 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
- (b) 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
- (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:
- (d) 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
- (e) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 4 – Change of Auditor

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

“That, subject to the consent of the Australian Securities & Investments Commission to the resignation of Grant Thornton Audit Pty Ltd (Grant Thornton), a new auditor, UHY Haines Norton (UHY), having been nominated by a member of the Company in accordance with section 328B(1) of the Corporations Act, being qualified to act as auditor of the Company and having consented subject to ASIC’s consent to the resignation of Grant Thornton, to act as such, be appointed as auditor of the Company with effect from the close of the General Meeting.”

DETERMINATION OF VOTING ENTITLEMENT

For the purpose of determining a person’s entitlement to vote at the meeting, a person will be recognised as a Shareholder and holder of Shares if that person is registered as a holder of those Shares at 5.00pm. AEST on 1 June 2020.

PROXIES

A Shareholder entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of the Shareholder.

Where the Shareholder is entitled to cast two or more votes, the Shareholder may appoint two proxies and may specify the proportion or number of Shareholder’s votes each proxy may exercise, each proxy may exercise half of the votes. A proxy need not be a Shareholder.

To be effective, the instrument of appointment of a proxy (and power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority) must be received by the Company not less than 48 hours prior to commencement of the Meeting:

- **Online:** at www.investorvote.com.au
- **Mobile:** scan the QR Code on the enclosed Proxy Form and follow the prompts
- **By mail:** complete and sign the enclosed Proxy Form and return the form to:

Computershare Investor Services Pty Limited

GPO Box 242, Melbourne VIC 3001 Australia

- **By Fax:** complete and sign the enclosed Proxy Form and fax the form to:
If you are in Australia, 1800 783 447
If you are outside Australia, +61 3 9473 2555
- **Custodian voting:** For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on each Resolution by marking either "For" or "Against" or "Abstain" on the form of proxy for that item of business.

Subject to voting restrictions set out in the Voting Exclusion Statement, the Chairperson will vote undirected proxies on, and in favour of all Resolutions.

BY ORDER OF THE BOARD



Nicholas Ong
Company Secretary



**GOOROO VENTURES LTD
(ACN 613 924 744)**

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Shareholders and is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of General Meeting of Shareholders of Gooroo Ventures Ltd (**Gooroo** or the **Company**) ("Notice of Meeting") to be held at Gadens Lawyers, Level 13, 433 Collins Arch, Melbourne, Victoria on 3 June 2020 at 10.00 am AEST.

The Directors recommend that Shareholders read this Explanatory Memorandum in full before making any decision whether or not to pass the Resolution in the accompanying Notice of Meeting.

1. Resolution 1 – Ratification of Prior Issue – Tranche 1 Placement Shares to Finnavate Inc

1.1 Background

The Company announced on 5 January 2020 that Gooroo enters binding Term Sheet with Finnavate Inc. for Share Subscription and US Software Distribution. The Subscription Agreement provides for the shares to be issue to Finnavate Inc in two Tranches. Tranche 1 will be 16,253,676 shares for \$601,386 and the second Tranche will be for 2,877,810 for approximately \$106,479.

The Company announced on 3 March 2020 that it had raised \$601,386 by way of the placement of 16,253,676 fully paid ordinary shares in the capital of the Company (**Shares**) at an issue price of 3.7 cent per Share to Finnavate Inc (**Placement**).

1.2 ASX Listing Rule Requirements

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

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 the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX 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.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

1.3 Technical information required by ASX Listing Rule 7.4

In compliance with the information requirements of ASX Listing Rule 7.5, Shareholders are advised of the following in relation to the Ratification:

- (a) number of securities issued: 16,253,676 Shares were issued pursuant to ASX Listing Rule 7.1;
- (b) the issue price of the Shares issued pursuant to the Placement was 3.7 cent per Share;
- (c) the Shares are ordinary fully paid shares in the capital of the Company and rank equally in all respects with the existing Shares on issue;
- (d) the Shares were issued to Finnivate Inc. Finnivate Inc is a related party of the Company however Finnivate Inc was not a related party of the Company when the Subscription Agreement was entered into;
- (e) the Shares were issued on 27 February 2020; and
- (f) the Company intends to use funds raised pursuant to the Placement for general working capital purposes, including repaying some of the existing creditors worth \$485k as at 31 December 2019; and
- (g) A voting exclusion statement for Resolution 1 is included in the Notice of Meeting.

1.4 Directors' recommendation

The Board of Directors (except for Mr Narendra Kotti) recommends that Shareholders vote in favour of Resolution 1. The Chairman of the meeting intends to vote undirected proxies in favour of this Resolution.

2. Resolution 2 – Issue of Tranche 2 Placement Shares to Finnivate Inc

2.1 General

As detailed in Section 1, Resolution 2 seeks Shareholder approval to issue 2,877,810 Shares to Finnivate at an issue price of 3.7 cents to raise another \$106,479 (**Tranche 2 Placement**).

Shareholder approval is being sought pursuant to ASX Listing Rule 7.1, as opposed to ASX Listing Rule 10.11, because the Company agreed to issue the Tranche 2 Placement Shares under an agreement with Finnivate Inc that satisfies the requirements of ASX Listing Rule 10.12 (Exception 12).

2.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The Tranche 2 Placement will result in the issue of Shares which constitutes giving a financial benefit and Finnavate is a related party of the Company by virtue of Mr Narendra Kotti being a Director.

The Directors (other than Mr Narendra Kotti who have a material personal interest in Resolution 2) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Tranche 2 Placement because the Subscription Agreement was negotiated with Finnavate prior to Mr Narendra Kotti became a director and as such the giving of the financial benefit is on arm's length terms.

2.3 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 more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

The effect of Resolution 2 will be to allow the Company to issue the Tranche 2 Placement shares during the period of 3 month after the Meeting, without using the Company's 15% annual placement capacity.

2.4 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 2:

- (a) The shares will be issued to Finnavate Inc;
- (b) the maximum number of Shares to be issued is 2,877,810;
- (c) 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;
- (d) the Tranche 2 Placement shares will be issued no later than 3 month after the date of the Meeting and it is intended that issue of all of the Tranche 2 Placement shares will occur on the same date;
- (e) the issue price of the Tranche 2 Placement shares is 3.7 cents per Share;
- (f) the Company intends to use funds raised pursuant to the Placement for general working capital purposes, including repaying some of the existing creditors worth \$485k as at 31 December 2019;
- (g) the Shares will be issued pursuant to the terms of a Binding Terms Sheet and Share Subscription Agreement, details of which are set out in the ASX announcement made by the Company on 5 January 2020;
- (h) A voting exclusion statement for Resolution 2 is included in the Notice of Meeting.

- (i) The approval and subsequent issue of the Tranche 2 Placement Shares will increase the number of Shares currently on issue from 145,555,147 to 148,432,957.

2.5 Directors' recommendation

The Board of Directors (except for Mr Narendra Kotti) recommends that Shareholders vote in favour of Resolution 2. The Chairman of the meeting intends to vote undirected proxies in favour of this Resolution.

3. Resolution 3 – Issue of Options to Mr Narendra Kotti In Lieu of Director's Salary

3.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue up to 2,702,703 options exercisable at \$0.0001 each expiring 18 months from the date of issue (**Options**). The issue of Options is in lieu of 6 months (January 2020 to July 2020) cash payment of salary (\$100,000) payable to Mr Kotti pursuant to his remuneration arrangements announced on 6 January 2020. Mr Kotti is engaged as Managing Director & CEO of the Company on a full-time basis for a salary of \$200k per annum.

As announced on 6 January 2020, Mr Narendra Kotti intends to relocate to Australia to manage Gooroo's operations, however the Company was advised that the application for sponsoring Mr Kotti's relocation shall only commence when it is able to meet with visa sponsorship criteria. The Company will provide further update to shareholders in due course.

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

3.2 Chapter 2E of the Corporations Act

A summary of Chapter 2E is set out above at section 2.2 above.

The issue of options may result in the issue of Shares which constitutes giving a financial benefit and Mr Narendra Kotti is a related party of the Company by virtue of being Director.

The Directors (other than Mr Narendra Kotti who has a material personal interest in Resolution 3) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of securities in lieu of salary (in this instance, the Options) because the terms of his appointment was negotiated with him prior to his appointment as a director. Further, the Option upon exercise has the same effect as if Mr Kotti is salary sacrificing his pay at the same price as the Tranche 2 Placement, which is at a premium to the convertible note conversion price. As such the Directors are satisfied that the giving of the financial benefit is on arm's length terms.

3.3 ASX Listing Rule 10.11

The issue of Options requires the Company to obtain Shareholder approval because Mr Narendra Kotti is a related party of the Company by virtue of being a Director.

ASX Listing Rule 10.11 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a director of the entity, an associate of the director, or a person whose relationship with the entity, director or associate of the director is, in ASX's opinion, such that approval should be obtained.

3.4 Technical information required by ASX Listing Rule 10.11

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to the proposed grant of Options:

- (a) Mr Narendra Kotti is a related party of the Company by virtue of being a Director;
- (b) the maximum number of options (being the nature of the financial benefit being provided) to be granted to the Related Party is as follows;
 - (i) up to 2,702,703 options exercisable at \$0.0001 each expiring 18 months from date of issue, calculated using \$100,000 divided by \$0.037 (same price as the Tranche 2 Placement price), to be issued Mr Narendra Kotti (or his nominee) in lieu of 6 months salaries (\$100,000) payable to Mr Kotti pursuant to his remuneration arrangements;
- (d) the Options will be granted to the Related Party no later than 1 month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules);
- (e) the Options will be granted for nil cash consideration but have an exercise price of \$0.0001 per option. If the options are exercised, a total of \$270 will be raised. Accordingly, no loans will be made in relation to, and no funds will be raised from the issue of options;
- (g) The Shares to be issued shall rank pari passu with existing Shares;
- (h) the value of the options, being the financial benefit being given to the Related Party, will be such number of options exercised multiplied by \$0.037 (same price as the placement price);
- (i) the Related Party have a relevant interest at the date of this Notice of Meeting in the following securities;

Director	Shares
Mr Narendra Kotti through Finnavate Inc	26,613,887

- (j) the remuneration and emoluments from the Company to the Related Party for the previous financial year and the proposed remuneration and emoluments for the current financial year are set out below:

Director	FY 2019	FY 2020
Mr Narendra Kotti	Nil	\$100,000*

* 6 months' salary to 30 June 2020

- (k) if all options are exercised, a total of 2,702,703 Shares would be issued. This will increase the number of Shares currently on issue from 148,432,957 to 151,135,660 (including shares to be issued under Resolution 2 and assuming there are no other Shares issued) with the effect that the shareholding of existing Shareholders would be diluted by 1.9%;
- (l) the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below: and

	Share Price	Date
Highest	\$0.11	28 March 2019
Lowest	\$0.037	6 June 2019
Last	\$0.057	1 August 2019

- (m) A voting exclusion statement for Resolution 3 is included in the Notice of Meeting.

3.5 Directors' recommendation

The Board of Directors (except for Mr Narendra Kotti) recommends that Shareholders vote in favour of Resolution 3. The Chairman of the meeting intends to vote undirected proxies in favour of this Resolution.

4. Resolution 4 – Change of Auditor

In accordance with section 328B(1) Corporations Act, the Company has received a written notice of nomination from Mr Narendra Kotti, being a shareholder of the Company, nominating UHY Haines Norton (**UHY**) as the new auditor of the Company. A copy of the notice of nomination of UHY received by the Company from Mr Narendra Kotti is attached as Annexure A.

The Company has approached UHY to act as auditor of the Company. The appointment shall deliver cost savings to the Company. The Company also noted that UHY is registered as an auditor under section 1280 Corporations Act and is a well-established firm with the necessary expertise in auditing public listed companies and has the resources to meet the Company's on-going corporate requirements. Consequently, subject to the Company receiving all necessary approvals from ASIC and shareholder approval at the General Meeting, UHY has been nominated and selected to become the new auditor of the Company.

UHY does not provide any services to the Company and the Company confirms that it is unaware of any matter or circumstances that would give rise to a 'conflict of interest situation', as defined in section 324CD Corporations Act, in relation to the Company.

Subject to the ASIC's consent to the resignation of Grant Thornton, UHY has consented in writing to act as auditor of the Company. As at the date of this Notice of Meeting, UHY has not withdrawn its consent.

As a consequence, the Company has requested Grant Thornton Audit Pty Ltd (**Grant Thornton**) to apply to ASIC under subsection 329(5) of the Corporations Act for ASIC's consent to resign as auditor of the Company with effect from the day on which ASIC gives its consent to the resignation, or on the day (if any) fixed by ASIC for the purpose. Grant Thornton has been the auditor of the Company since the 2016 financial year. The Board has been satisfied with the services of Grant Thornton as Company auditor and thanks Grant Thornton for its services provided.

As the auditor cannot resign without ASIC's consent, Resolution 4 is conditional on ASIC's consent.

Resolution 4 seeks Shareholder approval for the appointment of UHY as the Company's auditor upon the resignation of Grant Thornton. Resolution 4 is conditional on Grant Thornton receiving ASIC's consent to its resignation as the Company's auditor. Subject to ASIC consenting to Grant Thornton's resignation as the Company's Auditor, the Directors unanimously recommend that Shareholders vote in favour of Resolution 4 to appoint UHY as the Company's auditor on the close of the General Meeting.

OPTION TERMS

- (a) Each option (Option) entitles the holder to subscribe for one fully paid ordinary share in the capital of the Company (Share) at an exercise price of \$0.0001 (Exercise Price). The Company will not seek quotation of these Options.
- (b) The Options are exercisable at any time on or before 5.00pm Australian Eastern Standard Time on 18 months from date of issue (Expiry Date).
- (c) Options may only be exercised in multiples of 100,000. Any Options not exercised by the Expiry Date shall lapse.
- (d) Options may not be exercised if the effect of such exercise and subsequent allotment of the Shares would be to create a holding of less than a marketable parcel of Shares unless the allottee is already a shareholder of the Company at the time of exercise.
- (e) Exercise of the Option is effected by completing a notice of exercise of option and delivering it to the registered office of the Company together with payment of \$0.0001 per Option exercised.
- (f) A notice of exercise is only effective when the Company has received the full amount of the Exercise Price in cash or cleared funds.
- (g) The Options are freely transferable, subject to any offer for sale of the Options complying with section 707 of the Corporations Act (if applicable).
- (h) All Shares issued upon exercise of the Options and payment of the Exercise Price will rank equally in all respects with the Company's then existing Shares. The Company will apply for Official Quotation by ASX of all Shares issued upon exercise of the Options within three days of the issue of the Shares.
- (i) A certificate will not be issued for the Options and an uncertificated holding statement will be provided.
- (j) There are no participating rights or entitlements inherent in the Options and the holder will not be entitled to participate in new entitlement issues of capital offered to shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 6 business days after the Issue is announced. This will give the holders of Options the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
- (k) If from time to time before the expiry of the Options the Company makes an issue of shares to the holders of ordinary shares by way of capitalisation of profits or reserves (a "bonus issue") other than in lieu of a dividend payment, then upon exercise of an Option the Optionholder will be entitled to have issued to it (in addition to the shares which it is otherwise entitled to have issued to it upon such exercise) additional shares in the Company. The number of additional shares is the number of shares which would have been issued to it under that bonus issue (bonus shares) if on the date on which entitlements were calculated it had been registered as the holder of the number of shares which it would have been registered as holder if immediately before that date it had exercised its Options. The bonus shares will be paid up by the Company out of profits or reserves (as the case may be) in the same manner as was applied in relation to the bonus issue and upon issue will rank pari passu in all respects with the other shares allotted upon exercise of the Options.
- (l) The period during which the Options may be exercised cannot be extended.
- (m) In the event of any reconstruction, including a consolidation, subdivision, reduction or return of the issued capital of the Company prior to the Expiry Date, the number of Options

which each holder is entitled or the Exercise Price of the Options or both will be reconstructed as appropriate in a manner which is in accordance with the Listing Rules and will not result in any benefits being conferred on Optionholders which are not conferred on shareholders, subject to such provision with respect to the rounding of entitlements as may be sanctioned by the meeting of shareholders approving the reconstruction of capital, but in all other respects the terms of exercise of the Options will remain unchanged. The rights of an Optionholder may be changed to comply with the Listing rules applying to a reorganisation of capital at the time of the reconstruction.

- (n) Shares allotted and issued pursuant to the exercise of an Option will be allotted and issued not more than 14 days after the receipt of a proper notice and payment of the exercise price in respect of the Options exercised.
- (o) Other than as referred to above, an Option does not confer the right to a change in Exercise Price, or a change to the number of underlying securities over which it can be exercised.

Annexure A

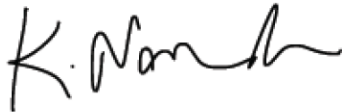
Mr Nicholas Ong
Company Secretary
Gooroo Ventures Ltd
Level 8, 99 St Georges Terrace
Perth WA 6000

Dear Nicholas,

Notice of Nomination of New Auditor

For the purposes of Section 328B(3) of the Corporations Act 2001, I, Narendra Kotti, being a director and member of Gooroo Ventures Limited ("the Company"), hereby nominate UHY Haines Norton (UHY) as Auditor of the Company.

Yours faithfully,

A handwritten signature in black ink, appearing to read "K. Nandi".

Narendra Kotti
Director
Gooroo Venture Limited



GOOROO VENTURES LTD

ACN 613 924 744

PROXY FORM

The Company Secretary
Gooroo Ventures Ltd

Step 1 – Appoint a Proxy to Vote on Your Behalf

I/We¹ _____

of _____

being a Shareholder/Shareholders of the Company and entitled to

votes in the Company, hereby appoint:

The Chairman of the Meeting (mark box) **OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and address of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

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 on my/our behalf at the Meeting to be held at Gadens Lawyers, Level 13, 433 Collins Arch, Melbourne, Victoria on # April 2020 at 10.00 am AEST and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit, except for as set out below).

The Chairman of the Meeting intends to vote undirected proxies in favour of the Resolutions.

Proxy appointments will only be valid and accepted by the Company if they are made and received no later than 48 hours before the meeting.

Please read the voting instructions overleaf before marking any boxes with an .

Step 2 – Instructions as to Voting on the Resolutions

INSTRUCTIONS AS TO VOTING ON THE RESOLUTIONS

The proxy is to vote for or against the Resolutions referred to in the Notice as follows:

		For	Against	Abstain
Resolution 1	Ratification of Prior Issue – Tranche 1 Placement Shares to Finnivate Inc	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Issue of Tranche 2 Placement Shares to Finnivate Inc	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Issue of Options to Mr Narendra Kotti in lieu of Director’s Salary	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Change of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Authorised signature/s

This section **must** be signed in accordance with the instructions below to enable your voting instructions to be implemented.

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

The Chairman of the Meeting intends to vote undirected proxies in favour of each Resolution.

Individual or Shareholder 1

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Contact Name	Contact Daytime Telephone	Date
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¹Insert name and address of Shareholder

Proxy Notes:

A Shareholder entitled to attend and vote at the General Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that General Meeting. If the Shareholder is entitled to cast 2 or more votes at the General Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that General Meeting, the representative of the body corporate to attend the General Meeting must produce the Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's share registry.

You must sign this form as follows in the spaces provided:

- Joint Holding: where the holding is in more than one name all of the holders must sign.

- Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.

- Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the General Meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received by facsimile transmission at the address below no later than 48 hours prior to the time of commencement of the General Meeting (AEST).

- **Online:** at www.investorvote.com.au
- **Mobile:** scan the QR Code on the enclosed Proxy Form and follow the prompts
- **By mail:** complete and sign the enclosed Proxy Form and return the form to:
 - Computershare Investor Services Pty Limited
 - GPO Box 242, Melbourne VIC 3001 Australia
- **By Fax:** complete and sign the enclosed Proxy Form and fax the form to:
 - If you are in Australia, 1800 783 447
 - If you are outside Australia, +61 3 9473 2555
- **Custodian voting:** For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.