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**SIMBLE SOLUTIONS LIMITED**  
**ABN 17 608 419 656**

## **NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM**

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

**Time:** 10:00 am (Sydney Time)

**Date:** Monday, 01 June 2020

**Place:** Offices of Simble Solutions Limited  
Level 2, 383 George Street,  
Sydney NSW 2000,  
Australia

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## NOTICE OF ANNUAL GENERAL MEETING 2020

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Notice is given that the 2020 Annual General Meeting of Shareholders of Simble Solutions Limited (the **Company**) will be held at 10.00 am (Sydney time) on Monday, 01 June 2020 at the Offices of Simble Solutions Limited, Level 2, 383 George Street, Sydney NSW 2000, Australia for the purposes of transacting the following business:

### AGENDA

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#### ORDINARY BUSINESS

##### Financial Statements and Reports

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To receive the Financial Statements, Directors' Report and Auditor's Report for the Company and its controlled entities for the year ended 31 December 2019.

##### Resolution 1 Adoption of the Remuneration Report – Ordinary Resolution

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

***"That the Company adopt the Remuneration Report for the year ended 31 December 2019 in accordance with Section 250R(2) of the Corporations Act."***

**Note:** This Resolution is advisory only and does not bind the Company or the Directors.

##### Voting Exclusion Statement:

*In accordance with sections 250BD(1) and 250R(4) of the Corporations Act, no member of the Key Management Personnel (**KMP**) of the Company, details of whose remuneration are included in the Remuneration Report, or a member of the key management personal of the Company at the date of the meeting acting as proxy or a closely related party of any such member may vote on Resolution 1.*

*However, in accordance with the Corporations Act, a person described above may vote on Resolution 1 if:*

- a. it is cast by such person as proxy for a person who is permitted to vote, in accordance with the direction specified on the proxy form how to vote; or*
- b. it is cast by the Chair of the Meeting as proxy for a person who is permitted to vote, in accordance with an express direction specified on the proxy form to vote as the proxy decides even though the Resolution is connected directly or indirectly with the remuneration of a member of the KMP of the Company.*

*If the Chair of the Meeting is appointed as a proxy for a person who is permitted to vote on Resolution 1, the Chair will vote any proxies which do not indicate on their proxy form in favour of Resolution 1.*

##### Resolution 2 Election of Director – Mr Ben Loiterton – Ordinary Resolution

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

***"That, Mr Ben Loiterton, being appointed as a Director on 24 July 2019, who retires by rotation in accordance with clause 47(c) of the Company's Constitution and ASX Listing Rule 14.4 and being eligible, be re-elected as a Director of the Company."***

### **Resolution 3 Re-Election of Director – Mr Philip Tye – Ordinary Resolution**

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

*“That, Mr Philip Tye, being a Director, who retires by rotation in accordance with clause 47 of the Company’s Constitution and ASX Listing Rule 14.5 and being eligible, be re-elected as a Director of the Company.”*

### **Resolution 4 Ratification of Prior Issue of Shares (March 2020 Placement) – Ordinary Resolution**

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

*“THAT, the issue of 6,781,103 Shares under ASX Listing Rule 7.1 on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this notice, is approved and ratified for the purposes of ASX Listing Rule 7.4”*

#### **Voting Exclusion Statement:**

*The entity will disregard any votes cast in favour of the Resolution by or on behalf of the persons who participated in the issue; or 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 5 Approval for future Issue of Shares and Options (March 2020 Placement) – Ordinary Resolution**

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

*“THAT, the issue of 11,274,454 Shares; and 9,027,779 bonus Options on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this notice, is approved for the purposes of ASX Listing Rule 7.1”*

#### **Voting Exclusion Statement:**

*The entity will disregard any votes cast in favour of the Resolution by or on behalf of the persons who are 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 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 6 Approval to Participate in Placement for a Director March 2020 Placement – Ordinary Resolution**

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

***“THAT***, the issue of 2,777,778 Shares at 1.8 cents per share and 1,388,889 bonus Options to Mr Fadi Geha and his associates, on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this notice, is approved for the purposes of ASX Listing Rule 10.11 and for all other purposes.”

#### **Voting Exclusion Statement:**

*The entity will disregard any votes cast in favour of the Resolution by or on behalf of the persons who are to receive the securities in question (Mr Fadi Geha and Ms Tanya Geha) 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 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 7 Ratification of Prior Issue of Shares January 2020 Placement – Ordinary Resolution**

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

***“THAT, the issue of 6,284,000 Shares at 2.5 cents per share under ASX Listing Rule 7.1 on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this notice, is approved and ratified for the purposes of ASX Listing Rule 7.4”***

#### **Voting Exclusion Statement:**

*The entity will disregard any votes cast in favour of the Resolution by or on behalf of the persons who participated in the issue; or 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 8 Approval of future Issue of Options January 2020 Placement – Ordinary Resolution**

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

***“THAT, the issue of 8,364,000 Options under ASX Listing Rule 7.1 on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this notice, is approve for the purposes of ASX Listing Rule 7.1”***

**Voting Exclusion Statement:**

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

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

- d. 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*
- e. 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*
- f. 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 9 Approval to Issue Shares and Options to Mr Fadi Geha January 2020  
Placement – Ordinary Resolution**

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

***“THAT, the issue of 1,200,000 Shares and 1,200,000 bonus Options to Mr Fadi Geha and his associate on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this notice, is approve for the purposes of ASX Listing Rule 10.11 and for all other purposes”***

**Voting Exclusion Statement:**

*The entity will disregard any votes cast in favour of the Resolution by or on behalf of the persons who are to receive the securities in question (Mr Fadi Geha) 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 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 10 Approval to Issue Shares and Options to Mr Ben Loiterton January 2020 Placement – Ordinary Resolution**

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

*“**THAT**, the issue of 400,000 Shares and 400,000 bonus Options to Mr Ben Loiterton and his associate on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this notice, is approve for the purposes of ASX Listing Rule 10.11 and for all other purposes”*

#### **Voting Exclusion Statement:**

*The entity will disregard any votes cast in favour of the Resolution by or on behalf of the persons who are to receive the securities in question (Mr Ben Loiterton) 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 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 11 Approval to Issue Shares and Options to Mr Philip Tye January 2020 Placement – Ordinary Resolution**

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

*“**THAT**, the issue of 1,200,000 Shares and 1,200,000 bonus Options to Mr Philip Tye and his associate on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this notice, is approve for the purposes of ASX Listing Rule 10.11 and for all other purposes”*

**Voting Exclusion Statement:**

*The entity will disregard any votes cast in favour of the Resolution by or on behalf of the persons who are to receive the securities in question (Mr Philip Tye) 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 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 12 Ratification of Prior Issue of Shares November 2019 Placement – Ordinary Resolution**

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

*“**THAT**, the issue of 22,000,000 Shares under ASX Listing Rule 7.1 on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this notice, is approved for the purposes of ASX Listing Rule 7.4”*

**Voting Exclusion Statement:**

*The entity will disregard any votes cast in favour of the Resolution by or on behalf of the persons who participated in the issue; or 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 13 Approval of future Issue of Options November 2019 Placement – Ordinary Resolution**

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

*“**THAT**, the issue of 2,000,000 Options under ASX Listing Rule 7.1 on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this notice, is approve and ratify for the purposes of ASX Listing Rule 7.1”*

#### **Voting Exclusion Statement:**

*The entity will disregard any votes cast in favour of the Resolution by or on behalf of the persons who are 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 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 14 Approval of 10% Placement Capacity – Special Resolution**

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To consider, and if thought fit, pass as a Special Resolution, the following:

*“**THAT** for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to an additional 10% of its issued Equity Securities by way of placements over a 12-month period, on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this Notice.”*

**Voting Exclusion Statement:**

The entity will disregard any votes cast in favour of the Resolution by or on behalf of 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); and are excluded from voting or 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.*

29 April 2020

**By order of the Board of Simble Solutions Limited**



**Hasaka Martin**  
**Company Secretary**

## NOTES

### 1. Explanatory Memorandum

The Explanatory Memorandum forms part of the Notice convening the Extraordinary General Meeting of Shareholder of Simble Solutions Limited (the **Company**) to be held at 10.00 am (Sydney Time) on Monday, 01 June 2020 at Offices of Simble Solutions Limited, Level 2, 383 George Street, Sydney NSW 2000, Australia.

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

### 2. Votes of members

In accordance with Regulation 7.11.37 of the Corporations Regulations, the Company (as convenor of the Meeting) has determined that a person's entitlement to vote at the Meeting will be those persons set out in the register of Shareholders as at 7.00 pm (Sydney Time) on Saturday, 30 May 2020.

### 3. Proxies

A Shareholder entitled to vote at the Meeting, is entitled to appoint a proxy to attend and vote their behalf at the Meeting. The following information is provided regarding appointment of a proxy:

- (a) A proxy need not be a Shareholder.
- (b) If the Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may appoint two proxies and may specify the proportion or number of the votes which each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes held by that Shareholder.
- (c) If the Shareholder appoints only one proxy, that proxy is entitled to vote on a show of hands. If a Shareholder appoints two proxies, only one proxy is entitled to vote on a show of hands.
- (d) Where two proxies are appointed, any fractions of votes resulting from the appointment of two proxies will be disregarded.
- (e) A Proxy Form accompanies this Notice.
- (f) Unless the Shareholder specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit or abstain from voting.
- (g) If a Shareholder wishes to appoint a proxy, the Shareholder should complete the Proxy Form and comply with the instructions set out in that form relating to lodgement of the form with the Company.
- (h) The Proxy Form must be signed by the Shareholder or his or her attorney duly authorised in writing or, if the Shareholder is a corporation, either signed by an authorised officer or attorney of the corporation or otherwise signed in accordance with the Corporations Act.
- (i) If any attorney or authorised officer signs the Proxy Form on behalf of a Shareholder, the relevant power of attorney or other authority under which it is signed or a certified copy of that power or authority must be deposited with the Proxy Form.

(j) 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 pm (Sydney Time) on Saturday, 30 May 2020, being 48 hours before the time scheduled for the commencement of the meeting (or any adjournment of that meeting).

(k) The completed Proxy form may be:

- Mailed to the address on the Proxy form; or
- Faxed to

Simple Solutions Limited  
Attention: Company Secretary

on facsimile number +61 2 9290 9655.

#### **4. Corporate Representative**

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with section 250D of the Corporations Act authorising the person to act as that company's representative.

## **EXPLANATORY MEMORANDUM**

## **Resolution 1 Adoption of the Remuneration Report – Ordinary Resolution**

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The Corporations Act requires that at a listed Company's Annual General Meeting, a Resolution that the Remuneration Report be adopted must be put to the Shareholders. However, such a Resolution is advisory only and does not bind the Directors of the Company.

The Remuneration Report sets out the Company's remuneration arrangements for Key Management Personnel of the Company. The Remuneration Report is part of the Directors' Report contained in the annual financial report of the Company for the financial year ending 31 December 2019.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

### **Voting Consequences**

Under the Corporations Act, if at least 25% of the votes cast on a Remuneration Report Resolution are voted against the adoption of the Remuneration Report in two consecutive annual general meetings, the Company will be required to put to Shareholders a Resolution proposing the calling of an extraordinary general meeting to consider the appointment of Directors of the Company at the second annual general meeting.

If more than 50% of Shareholders vote in favour of the conditional Resolution, the Company must convene the extraordinary general meeting (**Spill Meeting**) within 90 days of the second annual general meeting. All of the Directors of the Company who were in office at this meeting (2020 AGM) other than the Managing Director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as Directors of the Company is approved by the Shareholders will be the Directors of the Company.

At the Company's previous annual general meeting, the votes cast against the Remuneration Report considered at that annual general meeting were less than 25% of the total votes cast.

### **Voting Restrictions**

Members of the Key Management Personnel and their proxies and Closely Related Parties are restricted from voting on a Resolution put to Shareholders that the Remuneration Report of the Company be adopted. Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any Director (whether executive or otherwise) of that entity.

The Voting Restriction does not apply where:

- (a) The Chairman or any other member of the Key Management Personnel is appointed in writing (by a Shareholder who is not a member of the Key Management Personnel or a Closely Related Party of Key Management Personnel) as a proxy with specific instructions on how to vote on a Resolution to adopt the Remuneration Report of the Company; or
- (b) the Chairman is appointed (by a Shareholder who is not Key Management Personnel or a Closely Related Party of Key Management Personnel) as a proxy with no specific instructions on how to vote on a non-binding shareholder vote on remuneration, where the Shareholder provides express authorisation for the Chairman to do so.

Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of the Resolutions of this Meeting, including Resolution 1, subject to compliance with the Corporations Act.

### **Chairman's available Proxies**

The Chairman of the meeting intends to vote all available proxies in favour of Resolution 1.

### **Resolution 3 Re-Election of Director – Mr Ben Loiterton- Ordinary Resolution**

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Clause 47(c) of the Company's Constitution and ASX Listing Rule 14.4, provides that a director appointed in addition to the current board is required to submit themselves for election by shareholders at each annual general meeting. Mr Loiterton was appointed as a Non-Executive Director of the Company on the 24th July 2020.

Ben's career spans over 28 years in investment banking, executive management and entrepreneurial activity. He is an experienced public company director having served on three ASX-listed company boards, most recently Aeris Limited (ASX: AER), and various private company boards and advisory boards. Ben has extensive experience with driving commercial strategy, corporate finance, equity capital raising, IPOs and RTOs, mergers & acquisitions, financial structuring, and providing legal and business advice for fast-growth businesses.

He has direct experience in a wide array of sectors including technology, IT services, software / SaaS, ecommerce, telecoms, media, and both new economy business models and traditional businesses. He has co-founded several start-up businesses, and arranged equity funding across the full spectrum from seed capital to private equity transactions. Ben is currently Principal at Sydney-based investment banking firm Andover Partners.

#### **Board Recommendation**

The Directors unanimously (with Mr Loiterton abstaining in relation to his own appointment) supports the re-election of Mr. Loiterton. Directors recommend that Shareholders vote in favour of Resolution 2.

#### **Chairman's available Proxies**

The Chairman of the meeting intends to vote all available proxies in favour of Resolution 2.

### **Resolution 3 Re-Election of Director – Mr Philip Andrew Tye - Ordinary Resolution**

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Clause 47 of the Company's Constitution, provides that one third of all existing Directors, excluding the Managing Director, must retire by rotation each annual general meeting. Mr Philip Andrew Tye retires in accordance with clause 47 of the Company's constitution and ASX Listing Rule 14.5 and being eligible, offers himself for re-election. Mr Tye was appointed as a Director of the Company on 08 December 2017.

Philip has been involved in the Asian capital markets for over 20 years, having most recently established HFL Advisors Limited as a platform to provide independent directorship and advisory services to various corporates and alternative investment funds. He is a leading figure in the Asian hedge fund industry as member of the AIMA Global Council and immediate past Chair of the AIMA Hong Kong Chapter. Philip built and ran DragonBack Capital, a multi-strategy hedge fund manager and then hedge fund platform based in Hong Kong, between 2007 and 2012.

At DragonBack he was responsible for all non-trading aspects of the hedge fund business, with particular oversight over risk control, compliance, operations, financial control and IT.

Philip has lived in Hong Kong for 20 years and has held various senior roles since he moved to Hong Kong with KPMG. He was CFO and Director for PMA Investment Advisors, a Director at Credit Suisse (where his roles included Prime Brokerage sales, COO for NJA Cash Equities and Head of the Strategic Projects Group for the regional finance department), and he also worked at KPMG focusing on banking and securities companies across the region. Philip is a member of the Listing Committee of the Hong Kong Stock Exchange and is also a Senior Fellow Member and Director of The Hong Kong Securities and Investment Institute and a Fellow Member of the Hong Kong Institute of Directors. Philip holds a Bachelor of Science degree from the University of Essex and is a member of the Institute of Chartered Accountants in England & Wales.

#### **Board Recommendation**

The Directors unanimously (with Mr Tye abstaining in relation to his own appointment) supports the re-election of Mr. Tye. Directors recommend that Shareholders vote in favour of Resolution 3.

#### Chairman's available Proxies

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

#### **Resolution 4 Ratification of Prior Issue of Shares March 2020 Placement – Ordinary Resolution**

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Resolution 4 seeks Shareholder ratification of a previous issue of 6,781,103 Shares at an issue price of \$0.018 under ASX Listing Rule 7.4 on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this notice.

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

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

Accordingly, if Shareholders ratify the Company's previous issues of Shares (made under Listing Rule 7.1) by way of approving Resolution 4, those Shares will be deemed to have been issued with Shareholder approval for the purposes of ASX Listing Rule 7.1 and will no longer be deducted from the Company's 15% Placement Capacity.

The 6,781,103 Shares at an issue price of \$0.018 were issued under the Company's 15% placement capacity to professional and sophisticated investors as announced to the ASX on 25 March 2020.

#### Specific Information for Resolution 4

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

The persons who participated in the issue:	Dr Daniel Tillett, UCR Consultants Limited, DRHM Pty Ltd <Durham Family A/C> and Mr Bill Katsaros.
Number and Class of Securities Issued	6,781,103 Shares
Material terms of the securities	The Shares rank equally with existing Shares
Date on which the securities were issued	30 March 2020
Issue Price	\$0.018 per Share
Purpose of the issue	The funds will be used for working capital and to fund business opportunities in the mobility and energy software as a service (SaaS) markets.
Voting Exclusion	A voting exclusion statement applies to this item of business as set out in the Notice.



### Board Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

### Chairman's Proxies

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

### **Resolution 5 Approval of future Issue of Shares and Options March 2020 Placement – Ordinary Resolution**

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Resolution 5 seeks Shareholder approval for the issue of 11,274,454 Shares at an issue price of \$0.018 and 11,274,454 Options at an exercise price of \$0.018 and a 2-year expiry from the date of issue, under ASX Listing Rule 7.1 on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this notice.

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

The Company may wish to undertake a placement of Shares and Options to raise future funds to progress activities to strengthen the Company's balance sheet, support growth in revenue in the UK market and for general working capital. A future placement requires Shareholder approval under ASX Listing rule 7.1 and none of the exceptions in ASX Listing Rule 7.2 apply. The effect of resolution 5 will be to allow the Company to issue the Shares and Options the subject of the Resolution no later than 3 months after the date of the meeting without using the Company's 15% annual placement capacity granted under ASX Listing rule 7.1.

Resolution 5 is an ordinary resolution requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

### Specific Information for Resolution 5

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

Persons who are expected to participate in the issue:	Dr Daniel Tillett, UCR Consultants Limited, DRHM Pty Ltd <Durham Family A/C> and Mr Bill Katsaros.
Number and Class of Securities to be Issued	11,274,454 Shares and 9,027,799 Options
Material terms of the securities	The Shares Rank equally with existing Shares. The Options are exercisable at \$0.018 and expire 2-year expiry from the date of issue.
Date on which the securities will be issued	No later than 3 months after the date of the meeting.
Issue Price	\$0.018 per Share, with one bonus Option for every two Shares purchased.
Purpose of the issue	The funds will be used for working capital and to fund business opportunities in the mobility and energy software as a service (SaaS) markets.
Voting Exclusion	A voting exclusion statement applies to this item of business as set out in the Notice.

## Board Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 5.

## Chairman's Proxies

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

## **Resolution 6 Approval to Participate in the March 2020 Placement for a Director – Ordinary Resolution**

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Mr Fadi Geha a Director of the Company and a related party has agreed that he and his associate will participate in the March Placement announced to the ASX on 25 March 2020, through the subscription for 2,777,778 Shares at an issue price of \$0.018; and 1,388,889 bonus Options with an exercise price of \$0.018 and a 2-year expiry from the date of issue.

The issue of the securities Mr Fadi Geha and his associates, requires that the Company obtain shareholder approval under Listing Rule 10.11. As Mr Geha is a Director of the Company and therefore related party of the Company by virtue of section 228(2) of the Corporations Act (Cth) 2001.

Approval not sought under the related party provisions (Chapter 2E) of the Corporations Act. A "financial benefit" is defined in the Corporations Act 2001 (Cth) in broad terms and expressly includes a public company issuing securities. The giving of a financial benefit to a related party of a public company is ordinarily prohibited by Chapter 2E of the Corporations Act 2001 (Cth). The exceptions to the general prohibition are where the benefit is given with the approval of shareholders or the benefit is given in one or more of the limited circumstances in which the giving of a financial benefit to a related party of a public company is permitted.

One relevant exception to the general rule is where the provision of the financial benefit is on terms that would be reasonable in the circumstances if the Company and the related party were dealing at arm's length (or on terms less favourable than arm's length) Mr Geha would participate on the same terms as other participants in the March Placement and thus satisfy this requirement.

With Mr Geha abstaining, the remaining Directors Ben Loiterton and Mr Tye determined that the proposed issue of shares to Mr Geha is reasonable in the circumstances if the Company and Mr Geha was dealing at arm's length terms. In making this determination, it was taken into account the fact that the agreement between the Company and Mr Geha regarding the proposed issue price of the Placement Shares was reasonable in order for the placement to be successful and was negotiated at arm's length at the time.

On this basis, as the provision of such benefit is expressly permitted by the arm's length exception under the Corporations Act 2001 (Cth), the Board does not consider that the Company is required to seek shareholder approval in order to give Mr Geha a financial benefit that is inherent in the shares proposed to be issued to them pursuant to Resolution 6.

If Resolution 6 is passed the Company will be able to issue 2,777,778 Shares at an issue price of \$0.018 and 1,388,889 bonus Options with an exercise price of \$0.018 and a 2-year expiry from the date of issue, to Mr Fadi Geha or his nominee without approval under ASX Listing Rules 7.1 and 10.11.

## Specific Information for Resolution 6:

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

Recipients of Issue:	Mr Fadi Geha a Director of the Company; and Ms Tanya Geha an associate of Mr Fadi Geha.
Number and Class of Securities to be Issued	2,777,778 Shares at 1.8 cents per share and 1,388,889 bonus Options exercisable at 1.8 cents expiring two years from date of issue.
Material terms of the securities	The Shares Rank equally with existing Shares. The Options are exercisable at \$0.018 and expire 2-year expiry from the date of issue. The securities are issued on the same terms as to non-related parties in the March 2020 Placement.
Date on which the securities will be issued	No later than 1 month after the date of the meeting.
Issue Price	\$0.018 per Share
Purpose of the issue	The funds will be used for working capital and to fund business opportunities in the mobility and energy software as a service (SaaS) markets.
Voting Exclusion	A voting exclusion statement applies to this item of business as set out in the Notice.

#### Board Recommendation

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

#### Chairman's Proxies

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

#### **Resolution 7 Ratification of Prior Issue of Shares January 2020 Placement – Ordinary Resolution**

Resolution 7 seeks Shareholder ratification of a previous issue of 6,284,000 Shares on the 6 January 2020 at an issue price of \$0.025 per share pursuant to ASX Listing Rule 7.4

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

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

Accordingly, if Shareholders ratify the Company's previous issues of Shares (made under Listing Rule 7.1) by way of approving Resolution 7, those Shares will be deemed to have been issued with Shareholder approval for the purposes of ASX Listing Rule 7.1 and will no longer be deducted from the Company's 15% Placement Capacity.

As per the announcement released to the ASX on 6 January 2020, the January Placement Shares were issued under the Company's 15% placement capacity to professional and sophisticated investors.

#### Specific Information for Resolution 7

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

Recipients of Issue:	Mr Paul Anthony Evans <No 2 A/C> Mr Brent Norman Fisher Oscar Garcia Garcia Mr Luke Alexander Heilbuth Mr Xi Victor Lincoln Liu William McGhie Kalana Navaratne Order and Chaos Pty Ltd<Spencer Family A/C> Mr J Ruben & Mrs V Ruben<JVR S/F A/C> Sanzan Pty Limited <The Emanfin A/C> Shaun Sweeney Dr Daniel Tillett
Number and Class of Securities Issued	6,284,000 Shares
Material terms of the securities	The Shares Rank equally with existing Shares.
Date on which the securities were issued	6 January 2020
Issue Price	\$0.025 per Share
Purpose of the issue	The funds raised will primarily be used by the Company to strengthen the Company's balance sheet and provide the necessary runway to support the Board's turnaround strategy for 2020 and beyond.
Voting Exclusion	A voting exclusion statement applies to this item of business as set out in the Notice.

#### Board Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 7.

#### Chairman's Proxies

The Chair of the meeting intends to vote all available proxies in favour of Resolution 7.

#### **Resolution 8 Approval of future Issue of Options January 2020 Placement – Ordinary Resolution**

Resolution 8 seeks Shareholder approval of a future issue of 8,364,000 Options with an exercise price of \$0.05 and a three-year expiry from the date of issue, under ASX Listing Rule 7.1 on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this notice.

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

The Company may wish to undertake a placement of securities to raise future funds to progress activities to strengthen the Company's balance sheet and provide the necessary runway to support

the Board's turnaround strategy for 2020 and beyond. A future placement requires Shareholder approval under ASX Listing rule 7.1 and none of the exceptions in ASX Listing Rule 7.2 apply. The effect of resolution 8 will be to allow the Company to issue the Options the subject of the Resolution within 3 months after the date of the meeting without using the Company's 15% annual placement capacity granted under ASX Listing rule 7.1.

Resolution 8 is an ordinary resolution requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

#### Specific Information for Resolution 8

In accordance with ASX Listing Rule 7.5, which provides requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 7.1, the following information is provided to Shareholders:

Recipients of Issue: (Sophisticated Investors)	Mr Paul Anthony Evans <No 2 A/C> Mr Brent Norman Fisher Oscar Garcia Garcia Mr Luke Alexander Heilbuth Mr Xi Victor Lincoln Liu William McGhie Kalana Navaratne Order and Chaos Pty Ltd<Spencer Family A/C> Mr J Ruben & Mrs V Ruben<JVR S/F A/C> Sanzan Pty Limited <The Emanfin A/C> Shaun Sweeney Dr Daniel Tillett
Number and Class of Securities	8,364,000 Options
Material terms of the securities	The Options with an exercise price of \$0.05 and a 3-year expiry from the date of issue
Date on which the securities will be issued	No later than 3 months after the date of the meeting.
Issue Price	The Options are issued on the basis of one option for every Share subscribed for at \$0.025 per share, in the January 2020 Placement.
Purpose of the issue	To strengthen the Company's balance sheet and provide the necessary runway to support the Board's turnaround strategy for 2020 and beyond.
Voting Exclusion	A voting exclusion statement applies to this item of business as set out in the Notice.

#### Board Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 8.

#### Chairman's Proxies

The Chair of the meeting intends to vote all available proxies in favour of Resolution 8.

#### **Resolution 9 Approval to Issue Shares and Options to Mr Fadi Geha January 2020 Placement – Ordinary Resolution**

Resolution 9 seeks Shareholder approval of issue of 1,200,000 Shares at an issue price of \$0.025 and 1,200,000 Options at an exercise price of \$0.05 and a 3-year expiry from the date of issue to Mr Fadi Geha and his associates pursuant to ASX Listing Rule 10.11 and for all other purposes.

## Reason for Resolutions 9

ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval prior to the issue of securities to a related party of the company. Being a Director of the Company, Mr Geha is related party of the Company by virtue of section 228(2) of the Corporations Act (Cth) 2001. Accordingly, Resolution 9 seek the approval required by ASX Listing Rule 10.11 to allow the issue of shares to Mr Fadi Geha respectively.

If Shareholder approval is given for the purposes of ASX Listing Rule 10.11, approval will not be required under ASX Listing Rule 7.1 and the shares issued pursuant to Resolutions 9 will not deplete the Company's 15% Placement Capacity.

## Specific Information for Resolution 9:

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

Recipients of Issue:	Mr Fadi Geha a Director of the Company; and Ms Tanya Geha an associate of Mr Fadi Geha.
Number and Class of Securities to be Issued	1,200,000 Shares and 1,200,000 Options on the same terms to non-related parties
Material terms of the securities	The Shares will rank equally with existing Shares. The Options will have an exercise price of \$0.05 and expiry 3-years from the date of issue.
Date on which the securities will be issued	No later than 1 month after the date of the meeting.
Issue Price	The Shares are issued at \$0.025 per Share One Option is to be issued for each Share subscribed for in the January 2020 Placement.
Purpose of the issue	To strengthen the Company's balance sheet and provide the necessary runway to support the Board's turnaround strategy for 2020 and beyond.
Voting Exclusion	A voting exclusion statement applies to this item of business as set out in the Notice.

## Board Recommendation

Mr Geha abstaining, the remaining Directors and Mr Tye and Mr Loiterton consider it to be in the best interests of the Company and its Shareholders for Mr Geha to support the Placement through the issue of the 1,200,000 Shares and 1,200,000 Options the subject of Resolution 9.

## Chairman's Proxies

The Chair of the meeting intends to vote all available proxies in favour of Resolution 9.

## **Resolution 10 Approval to Issue Shares and Options to Mr Ben Loiterton January 2020 Placement – Ordinary Resolution**

Resolution 10 seeks Shareholder approval of issue of 400,000 Shares at an issue price of \$0.025 and 400,000 Options at an exercise price of \$0.05 and a 3-year expiry from the date of issue to Mr Ben Loiterton and his associates pursuant to ASX Listing Rule 10.11 and for all other purposes.

#### Reason for Resolutions 10

ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval prior to the issue of securities to a related party of the company. Being a Director of the Company, Mr Loiterton is related party of the Company by virtue of section 228(2) of the Corporations Act (Cth) 2001. Accordingly, Resolution 10 seek the approval required by ASX Listing Rule 10.11 to allow the issue of shares to Mr Ben Loiterton respectively.

If Shareholder approval is given for the purposes of ASX Listing Rule 10.11, approval will not be required under ASX Listing Rule 7.1 and the shares issued pursuant to Resolutions 10 will not deplete the Company's 15% Placement Capacity.

#### Specific Information for Resolution 10

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

Recipients of Issue:	Mr Ben Loiterton or his nominee(s)
Number and Class of Securities to be Issued	400,000 fully paid ordinary shares and 400,000 Options on the same terms to non-related parties
Material terms of the securities	The Shares will rank equally with exiting Shares. The Options will have an exercise price of \$0.05 and expiry 3-years from the date of issue.
Date on which the securities will be issued	No later than 1 month after the date of the meeting.
Issue Price	The Shares are issued at \$0.025 per Share One Option is to be issued for each Share subscribed for in the January 2020 Placement
Purpose of the issue	To strengthen the Company's balance sheet and provide the necessary runway to support the Board's turnaround strategy for 2020 and beyond.
Voting Exclusion	A voting exclusion statement applies to this item of business as set out in the Notice.

#### Board Recommendation

Mr Loiterton abstaining, the remaining Directors and Mr Tye and Mr Geha consider it to be in the best interests of the Company and its Shareholders for Mr Tye to support the Placement through the issue of the 400,000 Shares and 400,000 Options subject of Resolution 10.

#### Chairman's Proxies

The Chair of the meeting intends to vote all available proxies in favour of Resolution 10.

#### **Resolution 11 Approval to Issue Shares and Options to Mr Philip Tye January 2020 Placement – Ordinary Resolution**

Resolution 11 seeks Shareholder approval of issue of 1,200,000 Shares at an issue price of \$0.025 and 1,200,000 Options at an exercise price of \$0.05 and a 3-year expiry from the date of issue to Mr Philip Tye and his associates pursuant to ASX Listing Rule 10.11 and for all other purposes.

#### Reason for Resolutions 11

ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval prior to the issue of securities to a related party of the company. Being a Director of the Company, Mr Tye is related party of the Company by virtue of section 228(2) of the Corporations Act (Cth) 2001. Accordingly, Resolution 11 seek the approval required by ASX Listing Rule 10.11 to allow the issue of shares to Mr Tye respectively.

If Shareholder approval is given for the purposes of ASX Listing Rule 10.11, approval will not be required under ASX Listing Rule 7.1 and the shares issued pursuant to Resolutions 11 will not deplete the Company's 15% Placement Capacity.

#### Specific Information for Resolution 11

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

Recipients of Issue:	Mr Philip Tye or his nominee(s)
Number and Class of Securities to be Issued	1,200,000 fully paid ordinary shares and 1,200,000 Options on the same terms to non-related parties
Material terms of the securities	The Shares will rank equally with exiting Shares. The Options will have an exercise price of \$0.05 and expiry 3-years from the date of issue.
Date on which the securities will be issued	No later than 1 month after the date of the meeting.
Issue Price	The Shares are issued at \$0.025 per Share One Option is to be issued for each Share subscribed for in the January 2020 Placement
Purpose of the issue	To strengthen the Company's balance sheet and provide the necessary runway to support the Board's turnaround strategy for 2020 and beyond.
Voting Exclusion	A voting exclusion statement applies to this item of business as set out in the Notice.

#### Board Recommendation

Mr Tye abstaining, the remaining Directors Mr Geha and Mr Loiterton consider it to be in the best interests of the Company and its Shareholders for Mr Tye to support the Placement through the issue of the 1,200,000 Shares and 1,200,000 Options the subject of Resolution 11.

#### Chairman's Proxies

The Chair of the meeting intends to vote all available proxies in favour of Resolution 11.



## **Resolution 12 Ratification of Prior Issue of Shares November 2019 Placement – Ordinary Resolution**

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Resolution 12 seeks Shareholder ratification of a previous issue of 22,000,000 Shares on the 5 November 2019 at an issue price of \$0.05 per share pursuant to ASX Listing Rule 7.4

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

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

Accordingly, if Shareholders ratify the Company's previous issues of Shares (made under Listing Rule 7.1) by way of approving Resolution 12, those Shares will be deemed to have been issued with Shareholder approval for the purposes of ASX Listing Rule 7.1 and will no longer be deducted from the Company's 15% Placement Capacity.

As per the announcement released to the ASX on 5 November 2019, the November Placement Shares were issued under the Company's 15% placement capacity to professional and sophisticated investors.

### Specific Information for Resolution 12

The issue of Shares did not require shareholder approval, the Investors are not a related party under Listing Rule 10.11.3.

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

Recipients of Issue:	Velasco SA and Oriental Cool Pty. Ltd
Number and Class of Securities Issued	22,000,000 Shares
Material terms of the securities	The Shares will rank equally with exiting Shares
Date on which the securities were issued	5 November 2020
Issue Price	\$0.05 per Share
Purpose of the issue	The funds will be utilised to strengthen the Company's balance sheet, support growth in revenue in the UK market and for general working capital.
Voting Exclusion	A voting exclusion statement applies to this item of business as set out in the Notice.

### Board Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 12.

### Chairman's Proxies

The Chair of the meeting intends to vote all available proxies in favour of Resolution 12.

## **Resolution 13 Approval of future Issue of Options November 2019 Placement – Ordinary Resolution**

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Resolution 13 seeks Shareholder ratification of issue of 2,000,000 Options at an exercise price of \$0.15 and a 2-year expiry from the date of issue, under ASX Listing Rule 7.1 on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this notice.

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

The Company may wish to undertake a placement of Shares and Options to raise future funds to progress activities to strengthen the Company's balance sheet, support growth in revenue in the UK market and for general working capital. A future placement requires Shareholder approval under ASX Listing rule 7.1 and none of the exceptions in ASX Listing Rule 7.2 apply. The effect of resolution 13 will be to allow the Company to issue the Shares and Options the subject of the Resolution no later than 3 months after the date of the meeting without using the Company's 15% annual placement capacity granted under ASX Listing rule 7.1.

Resolution 13 is an ordinary resolution requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

### Specific Information for Resolution 13

In accordance with ASX Listing Rule 7.5, which provides requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 7.1, the following information is provided to Shareholders:

Recipients of Issue:	Velasco SA
Number and Class of Securities to be Issued	2,000,000 Options
Material terms of the securities	The Options have an exercise price of \$0.15 and a 2-year expiry from the date of issue.
Date on which the securities will be issued	No later than 3 months after the date of the meeting.
Issue Price	\$0.15 per Share
Purpose of the issue	To strengthen the Company's balance sheet, support growth in revenue in the UK market and for general working capital.
Voting Exclusion	A voting exclusion statement applies to this item of business as set out in the Notice.

### Board Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 13.

## Chairman's Proxies

The Chair of the meeting intends to vote all available proxies in favour of Resolution 13.

### **Resolution 14 Approval of 10% Placement Capacity – Special Resolution**

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Under ASX Listing Rule 7.1, every listed entity has the ability to issue 15% of its issued capital without shareholder approval in a 12-month period. ASX Listing Rule 7.1A permits eligible small and mid-cap ASX listed entities, subject to shareholder approval, to issue Equity Securities of up to an additional 10% of its issued capital by way of placements over a 12 month period, in addition to its ability to issue securities under Listing Rule 7.1 **(10% Placement Capacity)**

The Company seeks shareholder approval under ASX Listing Rule 7.1A for the 10% Placement Capacity. The effect of this Resolution will be to allow the Company, subject to the conditions set out below, to issue Equity Securities under the 10% Placement Capacity without using the Company's 15% Placement capacity under ASX Listing Rule 7.1

Resolution 14 is a Special Resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote (in person or by proxy) at the meeting must be in favour of this Resolution for it to be passed.

#### Eligibility

ASX listed entities which have a market capitalisation of \$300 million or less and which are not included in the S&P ASX 300 Index are considered eligible to seek shareholder approval under ASX Listing Rule 7.1A. As at the date of this Notice, the Company, which has a market capitalisation of less than \$300 million, is not included in the S&P ASX 300 Index. Accordingly, the Company is considered eligible to seek shareholder approval under ASX Listing Rule 7.1A

#### Formula

The exact number of additional Equity Securities that the Company may issue under the 10% Placement Capacity will be determined by a formula set out in ASX Listing Rule 7.1A.2 as follows:

$$\text{10\% Placement Capacity} = (A \times D) - E$$

Where:

**A** is the number of Shares on issue 12 months before the date of issue or agreement in ASX Listing Rule 7.2;

- plus the number of Fully Paid Ordinary Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;
- plus the number of Partly Paid Shares that became fully paid in advance in the previous 12 months (there are presently no partly paid Shares on issue in the Company)
- plus the number of shares issued in the previous 12 months with approval of Shareholders under ASX Listing Rules 7.1 and 7.4. This does not include an issue of Fully Paid Shares under the Company's 15% placement capacity without shareholder approval; and
- less the number of Shares cancelled in the previous 12 months.

'A' has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

'D' is 10%.

'E' is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of Shareholders under ASX Listing Rule 7.1 or 7.4

#### Conditions of Issue under 10% Placement Capacity

There are a number of conditions applicable to the issue of Equity Securities under ASX Listing Rule 7.1A, including a limitation on the discount to prevailing market price at which they may be issued, and additional disclosure requirements. A summary of these conditions is as follows:

- (a) Equity Securities issued under the 10% Placement Capacity can only be in a class of securities already quoted. At the date of this Notice, the Company only has once class of securities quoted, being Ordinary Shares.
- (b) The issue price of each Equity Security issued under the 10% Placement Capacity must be no less than 75% of the volume weighted average market price (VWAP) for Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before either:
  - (i) The date on which the price at which the Equity Securities are to be issued is agreed; or
  - (ii) If the Equity Securities are not issued within 5 trading days of the date in paragraph(i), the date on which the securities are issued.

#### Period of validity of shareholder approval

In the event that the Company obtains shareholder approval for Resolution 14, such approval will cease to be valid upon the earlier of:

- (a) 12 months after the date of this Annual General Meeting, being 01 June 2020 or
- (b) If applicable, the date on which the Company's Shareholders approve a change to the nature or scale of the Company's activities under ASX Listing Rule 11.1.2, or the disposal of the Company's main undertaking under ASX Listing Rule 11.2.

#### Information to be provided to shareholders under ASX Listing rule 7.3A

##### Minimum issue price

The issue price of each Equity Security issued under the 10% Placement Capacity must be no less than 75% of the VWAP for Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before either:

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

##### Risk of Dilution to Shareholders

If Resolution 14 is approved by Shareholders, any issue of Equity Securities under the 10% Placement Capacity may present a risk of economic and voting dilution of existing Shareholders, including the risk that:

- The market price of the Company's Equity Securities may be significantly lower on the relevant issue date than on the date of this meeting; and

- The Equity Securities may be issued at a price that is at a discount to the market price prior to the Company's Equity Securities on the issue date.

The table below shows the potential dilution of existing Shareholders under various scenarios on the basis of:

- An issue price of \$0.015 which was the closing price of the Company's Shares on the ASX on 16 April 2020; and
- The variable 'A' being calculated as the number of Fully Paid Ordinary Shares on issue on the date of this Notice, being 183,363,020 Fully Paid Ordinary Shares.

The table also shows;

- Two examples where variable 'A' has increased by 50% and 100%. The number of Shares on issue on the Company may increase as a result of the issue of Shares that do not require approval of Shareholders (for example, pro-rate entitlement issues or scrip issues under takeover offers) or future placements of Shares under ASX Listing Rule 7.1 of up to 15% of issued capital that are approved at future general meetings of Shareholders; and
- Two examples of where the issue price of Shares has decreased by 50% and increased by 100%.

Variable 'A' in Listing Rule 7.1.A.2		Dilution		
		50% decrease in issue price \$0.0075	Issue Price \$0.015	100% increase in issue price \$0.030
<b>Current Variable 'A' Shares 183,363,020</b>	<b>10% voting dilution</b>	18,336,302 Shares	18,336,302 Shares	18,336,302 Shares
	<b>Funds raised</b>	\$137,522	\$275,044	\$550,089
<b>50% Increase in Variable 'A' Shares 275,044,530</b>	<b>10% voting dilution</b>	27,504,453 Shares	27,504,453 Shares	27,504,453 Shares
	<b>Funds raised</b>	\$206,283	\$412,566	\$825,133
<b>100% Increase in Variable 'A' Shares 366,726,040</b>	<b>10% voting dilution</b>	36,672,604 Shares	36,672,604 Shares	36,672,604 Shares
	<b>Funds raised</b>	\$275,044	\$550,089	\$1,100,178

The table has been prepared on the following assumptions:

- The company issues the maximum number of Shares available under the 10% Placement Capacity;
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue;

- c. The table does not show an example of dilution that may be caused to a particular Shareholder as a result of placements under the 10% Placement Capacity based on that Shareholders holding as the date of the Meeting.
- d. The table shows only the effect of issues of Equity Securities under the 10% Placement Capacity in accordance with ASX Listing Rule 7.1A and not under the 15% placement capacity under ASX Listing Rule 7.1.
- e. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares.
- f. The issue price is \$0.015 being the closing price of the Company's Shares on 16 April 2019.

#### Reasons for issue of Shares under 10% Placement Capacity

The Company may seek to issue Equity Securities for the following purposes:

- (a) Non-cash consideration for the acquisition of new assets, businesses or investments, in which event the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3; or
- (b) Cash consideration, the proceeds of which will be applied to fund the Company's existing and future activities, including research and development and commercialisation of the Company's product offerings; marketing activities, appraisal of corporate opportunities, investment in new businesses (if any), the costs incurred in undertaking the placement(s) of Shares under ASX Listing Rule 7.1.A and for general working capital.

#### Allocation Policy

The Company may not issue any or all the Equity Securities for which approval is given and may issue the Equity Securities progressively as the Company places the Equity Securities with investors. The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity.

The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to factors such as:

- (a) Fund raising options (and their viability) available to the Company at the relevant time;
- (b) The effect of the issue of the Equity Securities on the control of the Company;
- (c) The financial situation of the Company and the urgency of the requirement for funds; and
- (d) Advice from the Company's corporate, financial, legal, and broking advisors.

The allottees under the 10% Placement Capacity have not been determined as at the date of this Notice. The allottees may include existing substantial Shareholders and/or new Shareholders, but the allottees will not be related parties of the Company. In the event that the Shares under the 10% Placement Capacity are issued consideration for the acquisition of businesses, assets or investments, it is likely that the allottees will be the vendors of such businesses, assets or investments.

#### Previous Approval

The Company has previously obtained approval under ASX Listing Rule 7.1A at the Annual General Meeting held on 27 May 2019. The table below shows the number and type of Equity Securities issued by the Company in the 12 months preceding the Meeting, and the percentage they represent of the total number of Equity securities on issue at 17 May 2020 being;

Date of Issue	Class of Equity Securities	No. Issued	Issue Price Per Security \$	Terms	With Shareholder approval under existing capacity	Without Shareholder Approval subject to Shareholder approval at AGM 2020
1/08/2019	Fully Paid Ordinary Shares	25,812,083	AUD 0.05	Ordinary	Yes	
24/09/2019	Fully Paid Ordinary Shares	12,000,000	AUD 0.05	Ordinary	Yes	
24/09/2019	Options	3,000,000	Bonus Options on 1 for 1 for each Shares	Exercisable at \$0.15 and expiring on the 30 September 2021	Yes	
5/11/2019	Fully Paid Ordinary Shares	22,000,000	AUD 0.05	Ordinary	Yes	
5/11/2019	Options	2,200,000	Unlisted New Options based on 1 Options for every every 10 Shares	Exercisable at \$0.15 and expiring on the 5 November 2020	200,000 under existing capacity	2M options Issued are subject to Shareholder approval at the 2020 AGM
6/01/2020	Fully Paid Ordinary Shares	6,284,000	AUD 0.025	Ordinary	Yes	
6/01/2020	Options	6,284,000	Free attaching bonus Options to each Shares on 1 for 2 basis	Exercisable at AUD 0.05, expiring three years from date of issue	No	Issue of Options are subject to Shareholder approval at the 2020 AGM
28/02/2020	Restricted Fully Paid Ordinary Shares (SIS AB)	19,094,546	AUD 0.20	Ordinary	Yes	
30/03/2020	Fully Paid Ordinary Shares	6,781,103	AUD 0.018	Ordinary	Yes	
30/03/2020	Fully Paid Ordinary Shares	14,052,232	AUD 0.018	Ordinary	No	Yes
30/03/2020	Options	10,416,668	Free attaching bonus Options to each Shares on 1 for 2 basis	Exercisable at AUD 0.018, expiring two years from date of issue	No	Yes
7/04/2020	Fully Paid Ordinary Shares	7,327,500	AUD 0.016	Ordinary		

% of total Number of Equity Securities represented at the commencement of 12 Month period:

14.83

#### Terms of Equity Securities issued in preceding 12 months under ASX listing rule 7.1A

All Shares issued by the Company in the 12 months preceding the Meeting have the same terms and rank equally in all respects with existing Shares in the Company.

#### Application of funds raised through issue of Equity Securities under ASX listing rule 7.1A

The Company has raised a total of \$1,290,604 in cash through the issue of Equity Securities under ASX listing rule 7.1A during the 12 months preceding the Meeting. The Company has applied funds in full towards the rollout of its technology platform to the marketplace and working capital of the Company.

#### Voting Exclusion

A voting exclusion statement applies to this Resolution, as set out in the Notice.

#### Board Recommendation

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

#### Chairman's Proxies

The Chairman of the Meeting intends to vote all available proxies in favour of this Resolution.



## GLOSSARY

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

"**Annual General Meeting**" means the meeting convened by the Notice of Meeting;

"**ASIC**" means the Australian Securities & Investments Commission;

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

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

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

"**Chairman**" means chairman of the annual general meeting;

"**Related Party**" of the Company means:

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

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

"**Constitution**" means the Company's constitution;

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

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

"**Directors**" means the current Directors of the Company;

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

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

"**Group**" means the Company and its controlled entities;

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

"**Notice**" or "**Notice of Meeting**" means the notice convening the general meeting of the Company to be held on 03 April 2020 which accompanies this Explanatory Memorandum;

"**Option**" means an option to purchase a Share.

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

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

"**Shareholder**" means a registered holder of a share in the Company;

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



#### All Correspondence to:

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

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)

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

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00 am (Sydney Time) on Saturday, 30 May 2020.**

### 🖥 TO VOTE ONLINE

**STEP 1: VISIT** <https://www.votingonline.com.au/sisagm2020>

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

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

### 📱 BY SMARTPHONE



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

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

##### Appointment of a Second Proxy

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

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

##### Proxy which is a Body Corporate

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

#### STEP 3 SIGN THE FORM

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

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

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

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

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

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00 am (Sydney Time) on Saturday 30 May 2020**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

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

🖥 **Online** <https://www.votingonline.com.au/sisagm2020>

📠 **By Fax** + 61 2 9290 9655

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

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

#### Attending the Meeting

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

# Simple Solutions Limited

ABN 17 608 419 656

☐

## Your Address

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

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

## PROXY FORM

### STEP 1 APPOINT A PROXY

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

☐

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

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the **Offices of Simple Solutions Limited, Level 2, 383 George Street, Sydney NSW 2000 on Monday 1 June 2020 at 10:00 am (Sydney Time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1, 6 and 9-11, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolution 1, 6, and 9-11 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1, 6 and 9-11). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

### STEP 2 VOTING DIRECTIONS

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

		FOR	AGAINST	ABSTAIN*			FOR	AGAINST	ABSTAIN*
<b>Res 1</b>	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Res 8</b>	Approval of future Issue of Shares and Options January 2020 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Res 2</b>	Election of Director – Mr Ben Feuvre Loiterton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Res 9</b>	Approval to Issue Shares and Options to Mr Fadi Geha January 2020 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Res 3</b>	Election of Director – Mr Philip Andrew Tye	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Res 10</b>	Approval to Issue Shares and Options to Mr Ben Loiterton January 2020 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Res 4</b>	Ratification of Prior Issue of Shares (March 2020 Placement)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Res 11</b>	Approval to Issue Shares and Options to Mr Philip Tye January 2020 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Res 5</b>	Approval for future Issue of Shares and Options (March 2020 Placement)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Res 12</b>	Ratification of Prior Issue of Shares November 2019 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Res 6</b>	Approval to Participate in Placement for a Director (March 2020 Placement)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Res 13</b>	Approval for future Issue of Options November 2019 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Res 7</b>	Ratification of Prior Issue of Shares January 2020 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Res 14</b>	Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### STEP 3 SIGNATURE OF SECURITYHOLDERS

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2020