

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an Annual General Meeting (AGM) of WT Financial Group Limited will be held at Level 11, 95 Pitt Street, Sydney NSW 2000 at 9:00am (AEDT) on Thursday, 12 November 2020.

In accordance with subsection 5(1)(f) of the Corporations (Coronavirus Economic Response) Determination (No.1) 2020 made by the Commonwealth Treasurer on 5 May 2020, the Company will not be dispatching physical copies of the Notice. Instead the Notice of Meeting and accompanying explanatory statement (Meeting Materials) are being made available to shareholders electronically. This means that:

- You can access the Meeting Materials online at the Company's website <https://www.wtfglimited.com/> or at our share registry's website www.InvestorServe.com.au by logging in and selecting Company Announcements from the main menu.
- A complete copy of the Meeting Materials has been posted to the Company's ASX Market announcements page.
- If you have provided an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Meeting materials and the proxy form.

If you would like to receive electronic communications from the Company in the future, please update your communication elections online at www.InvestorServe.com.au. If you have not yet registered, you will need your shareholder information including SRN/HIN details.

If you are unable to access the Meeting Materials online please contact our share registry Boardroom Pty Limited on enquiries@boardroomlimited.com.au or 1300 737 760 (within Australia) or +61 2 9290 9600 (Outside Australia) between 8:30am and 5:30pm (AEDT) Monday to Friday, to arrange a copy.

As a result of the potential health risks and the Governments restrictions in response to the COVID-19 pandemic, the Company encourages all shareholders to lodge a directed proxy form prior to the meeting rather than planning on attending the meeting in person.

Yours sincerely



Ian Morgan
Company Secretary
WT Financial Group Limited

WT FINANCIAL GROUP LIMITED

ABN 87 169 037 058

Sydney
Head Office
Level 11, 95 Pitt St
Sydney NSW 2000
T 02 9248 0422

Melbourne
Ground Floor
99 King Street
Melbourne VIC 3000

Brisbane
Level 36, Riparian Plaza
71 Eagle St
Brisbane QLD 4000

Canberra
Level 9, NewActon Nishi
2 Phillip Law St
Canberra ACT 2601

WT | FINANCIAL GROUP

WT FINANCIAL GROUP LIMITED

ABN 87 169 037 058
(formerly known as Spring FG Limited)

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM

**For a meeting to be held at
9.00 am AEDT
Thursday 12 November 2020
at Level 11, 95 Pitt Street, Sydney NSW 2000**

WT FINANCIAL GROUP LIMITED NOTICE OF ANNUAL GENERAL MEETING
Thursday 12 November 2020

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of members of WT Financial Group Limited ABN 87 169 037 058 (**Company**) will be held at Level 11, 95 Pitt Street, Sydney NSW 2000, commencing 9.00 am AEDT on Thursday 12 November 2020.

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Refer to the Explanatory Memorandum for further information on the proposed Resolutions.

Date: Thursday, 8 October 2020

By order of the Board of WT Financial Group Limited



Ian Morgan
Company Secretary

1. ITEMS OF GENERAL BUSINESS

1.1. Accounts and Reports

“To receive and consider the financial statements and reports of the Company for the year ended 30 June 2020.”

Note: There is no requirement for Shareholders to approve these reports.

The statutory annual report is available for members to access and download from <https://www.wtfglimited.com/>

If you would like to receive a hard copy of the statutory annual report free of charge you can contact WT Financial Group Limited by telephoning +61 2 9248 0422.

1.2. Resolution 1 - Adoption of the Remuneration Report

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

“That the Company adopts the Remuneration Report for the financial year ended 30 June 2020.”

Notes:

- This Resolution is advisory only and does not bind the Company or the Directors.
- The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the meeting when reviewing the Company’s remuneration policies.
- The Chairman of the Meeting intends to vote all available proxies in favour of adopting the Remuneration Report.
- If 25% or more votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings of the Company, Shareholders would be required to vote, at the second annual general meeting, on a resolution (a “spill resolution”) that another meeting be held within 90 days at which all of the Company’s directors must go up for re-election.

Voting exclusion statement for Resolution 1

The Company will disregard any votes cast in favour of each of Resolution 1 by or on behalf of Key Management Personnel whose remuneration is disclosed in the Remuneration Report and any Closely Related Party of such a member or an Associate of those persons. However, the Company need not disregard a vote cast in favour of the 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 Chairman 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 Chairman to vote on the resolution as the Chairman 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.

1.3. Resolution 2 - Re-Election of Director – Guy Hedley

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

“That Guy Hedley, a Director retiring from office and eligible to be re-elected, be and is hereby re-elected as a director of the Company.”

Notes:

- (a) Mr Guy Hedley consents to be re-elected a director of the Company.
- (b) The non-candidate Directors unanimously support the re-election of Mr Hedley.

2. ITEM OF SPECIAL BUSINESS

2.1. Resolution 3 – Ratification of Prior Issue of Shares

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

“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue on 6 August 2020 of a total of 16,129,032 Shares to The Armytage Micro Cap Activist Fund, a person unrelated to the Company, and on the terms and conditions more particularly described in the Explanatory Memorandum.”

Voting Exclusion Statement for Resolution 3

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

- The Armytage Micro Cap Activist Fund; or
- an Associate of that person.

However, the Company need not disregard a vote cast in favour of the 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 Chairman 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 Chairman to vote on the resolution as the Chairman 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.

3. VOTING RIGHTS AND PROXIES

- A member entitled to attend and vote at the meeting has a right to appoint a proxy.
- This appointment may specify the proportion or number of votes that the proxy may exercise.
- The proxy need not be a member of the Company.
- A member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise. If the member appoints two proxies and the appointment does not specify the proportion or number of the member’s votes that each proxy may exercise, each proxy may exercise half of the votes.

4. HOW THE CHAIRMAN OF THE MEETING WILL VOTE UNDIRECTED PROXIES

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

5. LODGING YOUR PROXY

Completed and signed proxies must be sent by:

- Hand delivery to the Company's registered office at Level 11, 95 Pitt Street, Sydney NSW 2000;
- Scanning and emailing to info@wtfglimited.com ;
- Posting to WT Financial Group Limited, PO Box R1932, Royal Exchange NSW 1225; so that it is received not later than 9.00 am AEDT, Tuesday 10 November 2020.

6. DATE FOR DETERMINING HOLDERS OF SHARES

For the purposes of regulation 7.11.37 of the Corporations Act and ASX Settlement Operating Rule 5.6.1, the Directors have set End of Day on Tuesday 10 November 2020 as the time and date to determine holders of the Company's ordinary fully paid shares for the purposes of the Annual General Meeting.

Share transfers registered after that deadline will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

7. EXPLANATORY MEMORANDUM

7.1. Financial Reports

The Financial Statements, Directors' Report and Auditor's Report for the Company for the year ended 30 June 2020 will be laid before the meeting. There is no requirement for Shareholders to approve these reports. However, the Chairman of the Meeting will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the management of the Company.

Shareholders will be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the content of the Auditor's Report.

7.2. Resolution 1 - Adoption of the Remuneration Report

The Remuneration Report of the Company for the financial year ended 30 June 2020 is set out in the Company's 2020 Annual Report that is available on the Company's website <https://www.wtfglimited.com/>.

The Remuneration Report sets out the Company's remuneration arrangements for Key Management Personnel. The Chairman of the meeting will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the Remuneration Report at the meeting. In addition, Shareholders will be asked to vote on the Remuneration Report.

7.2.1. Resolution 1 is advisory only

Resolution 1 is advisory only and does not bind the Company or its directors. The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies. Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders would be required to vote at the second of those annual general meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors must go up for re-election.

7.2.2. All Shareholders are encouraged to cast their votes on Resolution 1

The Company encourages all Shareholders to cast their votes on Resolution 1. Shareholders not attending the meeting may use the enclosed Proxy Form to lodge their vote by appointing a Proxy.

7.2.3. Undirected Proxies Cannot be Voted on Resolution 1

Any undirected proxies held by the Chairman of the Meeting, other Directors or other Key Management Personnel or any of their Closely Related Parties will not be voted on Resolution 1, unless the vote is cast by the Chairman of the Meeting pursuant to an express authorization on the Proxy Form made by a Shareholder who is entitled to vote on Resolution 1.

7.2.4. Key management personnel

Key management personnel of the Consolidated Entity are the directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's Key Management Personnel for the financial year to 30 June 2020. Their Closely Related Parties are defined in the Corporations Act, and include certain of their family members, dependants and companies they control.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 1 by marking either "For", "Against" or "Abstain" on the Voting Form for that item of business.

7.2.5. Recommendation

Directors unanimously recommend that Shareholders **vote in favour** of the Remuneration Report.

7.3. Resolution 2 - Re-Election of Director – Guy Hedley

Under ASX Listing Rule 14.4, a director must not hold office without re-election past the third annual general meeting following the director's appointment or three years, whichever is longer. A director who retires in accordance with these requirements is eligible for re-election.

An election of directors must be held each year. (ASX Listing Rule 14.5)

The Company's constitution requires, excluding the Managing Director:

- (a) At every annual general meeting, one third of the Directors or, if their number is not a multiple of three, then, subject to the ASX Listing Rules, the number nearest to one third, must retire from office and be eligible for re-election. (Rule 6.7 (a))
- (b) The Directors to retire in every year are the Directors longest in office since last being elected or re-elected. (Rule 6.7 (b))
- (c) A Director must not hold office without re-election past the third annual general meeting following the Director's appointment, or three years, whichever is the longer. (Rule 6.7 (c))

The Company may, by resolution at a general meeting, fill an office vacated by a Director by electing or re-electing an eligible person to that office. (Rule 6.3(a))

Mr Guy Hedley is due to retire at the end of the Meeting and offers himself for re-election to the Board.

7.3.1. Guy Hedley

Experience

Guy Hedley is a non-executive director and chairman of WT Financial Group Limited. Guy has track record of success as a corporate executive in financial services. He was the founder and (for more than 10 years) head of Macquarie Private Bank in and an executive director at Macquarie Group from 2002 to 2012.

Under Guy's management, Macquarie Private Bank established itself as the leading private bank in the country. Guy is now the executive chairman of Atlas Advisors Australia. He holds an MBA (Exec.) from Australian Graduate School of Management and is a Master Stockbroker (SAA).

Interest in Shares

387,842 Shares

Special responsibilities

Chairman of the Remuneration & Nomination, and Audit Committees

7.3.2. Recommendation

Non-candidate Directors unanimously recommend that Shareholders **vote in favour** of the re-election of Mr Hedley.

7.4. Resolution 3 – Ratification of Prior Issue of Shares

7.4.1. Background

On 6 August 2020, the Company issued 16,129,032 Shares to The Armytage Micro Cap Activist Fund (**Armytage**) at the 90-day volume weighted average share price at the time, being 3.1 cents per Share, raising a total of \$500,000 cash. The share issuance and subsequent on market transactions have seen Armytage enter the register of Members as a substantial Shareholder with 9.8% as at 1 October 2020.

The proceeds of the issue will be applied to enabling the Company to complete its restructure program; to ensure it represents a strong and viable new home for displaced advisers; and further to ensure it is positioned to capitalise on market opportunities as and when they emerge.

Resolution 3 seeks ratification under Listing Rule 7.4 of the issue of these 16,129,032 Shares on 6 August 2020 using the Company's Listing Rule 7.1 capacity.

7.4.2. Listing Rule 7.5 Information

The following information in relation to the Shares the subject of Resolution 3 is provided to Shareholders for the purposes of Listing Rule 7.5:

The names of the persons to whom the Company issued the securities or the basis on which those persons were determined	Person	No. Shares	\$
	The Armytage Micro Cap Activist Fund	16,129,032	\$500,000
The number and class of securities issued	16,129,032 Shares were issued.		
The terms of the securities	The Shares are ordinary fully paid shares issued in the capital of the Company. The Shares rank equally in all respects with existing Shares.		
The date on which the securities were issued	6 August 2020.		
The price at which the securities were issued	The Shares were issued for cash consideration at an issue price of \$0.031 per Share.		
The use (or intended use) of the funds raised	Working and expansion capital.		
A voting exclusion statement	A voting exclusion is included in the Notice in relation to Resolution 3.		

7.4.3. Recommendation

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

8. INTERPRETATION

For the purposes of interpreting the Explanatory Memorandum and the Notice:

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

9. GLOSSARY

AEDT means Australian Eastern Daylight Time.

AGM or **Annual General Meeting** means the annual general meeting to commence 9.00 am AEDT on Thursday 12 November 2020 and notified to the Company's Shareholders by this Notice.

The Armytage Micro cap Activist Fund means Armytage Private Pty Ltd ACN 079 960 419 as trustee for Armytage Micro Cap Activist Fund ABN 88 993 850 603 (AFSL 238 519)

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

ASX means ASX Limited ABN 98 008 624 691.

ASX Listing Rules means the official listing rules issued and enforced by the ASX and **Listing Rules** has a corresponding meaning.

Board or **Board of Directors** means the board of Directors of the Company.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth).

Company means WT Financial Group Limited ABN 87 169 037 058.

Consolidated Entity means the Company together with all the entities it is required by the accounting standards to include in consolidated financial statements.

Constitution means the constitution of the Company.

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

WT FINANCIAL GROUP LIMITED NOTICE OF ANNUAL GENERAL MEETING
Thursday 12 November 2020

Director means a director of the Company and **Directors** has a corresponding meaning.

End of Day means on any Trading Day, 7.00pm Sydney time or such other time as ASX Settlement may from time to time determine.

Explanatory Memorandum means the notes included in the Notice which convened this meeting.

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Consolidated Entity, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Meeting means the AGM.

Notice means this notice of Annual General Meeting.

Remuneration Report means the remuneration report which forms part of the Directors' Report of the Company for the financial year ended 30 June 2020 and which is set out in the 2020 Annual Report.

Share means a fully paid ordinary share in the issued capital of the Company and **Shares** has a corresponding meaning.

Shareholder means shareholder of the Company and **Shareholders** has a corresponding meaning.

Trading Day means a day determined by the ASX to be a trading day, notified to market participants, and otherwise as defined by the ASX Listing Rules.

10. REGISTERED OFFICE

WT Financial Group Limited ABN 87 169 037 058

Telephone: +61 2 9248 0422

Level 11, 95 Pitt Street, Sydney NSW 2000

www.wtfglimited.com

11. APPOINTMENT OF CORPORATE REPRESENTATIVE

Pursuant to Section 250D of the *Corporations Act 2001* (Cth)

_____ (ABN/ACN/ARBN) _____

(Insert name of Shareholder/Body Corporate & ACN/ARBN)

Hereby Authorises

(Insert name of appointee)

- (*) 1. To act as the Company's representative at all General Meetings of WT Financial Group Limited ABN 87 169 037 058.
- (*) 2. To act as the Company's Representative at the Annual General Meeting to be held at 9.00 am AEDT on Thursday 12 November 2020 and any adjournment thereof.

Dated this _____ day of _____ 2020

Executed by the corporation in accordance with its Constitution/Section 127 of the *Corporations Act 2001* (Cth) in the presence of:

(*) Director

(*) Sole Director & Sole Secretary

(*) Director/Secretary

Affix Common Seal here (optional)

(*) Delete if not applicable

This authority may be sent to the registered office or share registry office of the Company in advance of the meeting as set out in the Notice of Annual General Meeting which this appointment accompanies or handed in at the Annual General Meeting when registering as a company representative. In either case, the authority will be retained by the Company.

WT FINANCIAL GROUP LIMITED

ABN 87 169 037 058

Sydney
Head Office
Level 11, 95 Pitt St
Sydney NSW 2000
T 02 9248 0422

Melbourne
Ground Floor
99 King Street
Melbourne VIC 3000

Brisbane
Level 36, Riparian Plaza
71 Eagle St
Brisbane QLD 4000

Canberra
Level 9, NewActon Nishi
2 Phillip Law St
Canberra ACT 2601

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
- ☎ **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 9:00am (AEDT) on Tuesday, 10 November 2020.**

🖨 TO VOTE ONLINE
📱 BY SMARTPHONE

- STEP 1: VISIT** <https://www.votingonline.com.au/wtlagm2020>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**



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 **9:00am (AEDT) on Tuesday, 10 November 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/wtlagm2020>
+ 61 2 9290 9655
- 📠 **By Fax** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- ✉ **By Mail** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia
- 👤 **In Person**

Attending the Meeting

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

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 **WT Financial Group 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 **Level 11, 95 Pitt Street, Sydney NSW 2000 on Thursday, 12 November 2020 at 9:00am (AEDT)** 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 Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 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). 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.

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*
Resolution 1	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-Election of Director – Guy Hedley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of Prior Issue of Shares	<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