



14 October 2020

Dear Shareholder

The Reffind Limited (**Company**) General Meeting (**GM**) will be held on Monday, 16 November 2020 at 11.00 am (AEDT) at Level 17, 115 Pitt Street, Sydney NSW 2000.

In accordance with section 5(1) of the *Corporations Act (Coronavirus Economic Response) Determination (No. 3) 2020* made by the Commonwealth Treasurer on 21 September 2020, the Notice of Meeting, accompanying Explanatory Statement and Proxy Form (**Meeting Materials**) are being made available to shareholders electronically. You will be able to access the Meeting Materials using the link below or on the ASX announcements platform.

To view the **Meeting Materials** (including the Notice of Meeting) please use the following link: <http://www.reportsonline.net.au/?documentid=616F600F95E74CBDAE8609E70EA37316> or the notice of meeting is on the ASX announcement page <https://www.asx.com.au/asx/share-price-research/company/RFN>

VOTING IS NOW OPEN. To vote online in relation to the following account please follow the instructions below:

STEP 1: Visit <https://www.votingonline.com.au/rfngm2020>

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

STEP 3: Enter our Voting Access Code (VAC)- as contained in attached proxy

STEP 4: Follow the prompts to vote on each resolution

Important Note: for your voting instructions to be valid and counted towards this meeting please ensure your online lodgement is received no later than 11:00am (AEDT) on Saturday, 14 November 2020. Voting instructions received after this time will not be valid for the scheduled meeting.

You can also update your communications preferences to ensure you receive all future communications from the Company electronically, by updating your shareholder details online via <http://www.investorserve.com.au/>. To log in you will need your SRN/HIN and postcode (or country for overseas residents).

Should you have any queries regarding your holding, or the upcoming Reffind Limited EGM, please contact Boardroom Pty Limited on 1300 737 760 (within Australia), +61 9290 9600 (outside Australia) or email enquiries@boardroomlimited.com.au.

Yours sincerely

Declan Jarrett
Company Secretary
Reffind Limited



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 11:00am (AEDT) on Saturday 14 November 2020.**

🖥 TO VOTE ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/rfngm2020>

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:

- 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.
- 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 **11:00am (AEDT) on Saturday 14 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/rfngm2020>
- 📠 **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.

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 **Reffind 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 General Meeting of the Company to be held at **Level 17, 115 Pitt Street, Sydney NSW 2000 on Monday, 16 November 2020 at 11:00am (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.

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*
Resolution 1 Ratification of Prior Issue of Remaining February Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Ratification of Prior Issue of Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Approval for the Issue of Shares to Convertible Noteholders	<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

REFFIND LIMITED

ACN 600 717 539

NOTICE OF GENERAL MEETING

TIME: 11.00am (AEDT)

DATE: 16 November 2020

PLACE: Level 17, 115 Pitt Street, Sydney NSW 2000

This Notice of Meeting should be read in its entirety. Shareholders in doubt as to how they should vote should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on 02 9290 9600.

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IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is hereby given that a General Meeting of Shareholders of Reffind Limited (**Company** or **Reffind**) will be held at Level 17, 115 Pitt Street on 16 November 2020 at 11.00am (AEDT).

The Explanatory Statement that accompanies and forms part of this Notice of Meeting sets out the background information on the Resolutions to be considered. The Proxy Form also forms part of this Notice of Meeting.

This Notice of Meeting, Explanatory Statement and Proxy Form should be read in their entirety.

YOUR VOTE IS IMPORTANT

The business of the Meeting affects your shareholding and your vote is important.

VOTING ELIGIBILITY

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company as at 7.00 pm (AEDT) on 14 November 2020.

VOTING IN PERSON

To vote in person, attend the Meeting at the time, date and place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the Proxy Form attached to this Notice and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints 2 proxies and the appointment does not

specify the proportion or number of the Shareholder's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

A proxy may be an individual or a body corporate. If a body corporate is appointed, the Proxy Form must indicate the full name of the body corporate and the full name and title of the individual representative of the body corporate for the Meeting.

If a Shareholder wishes to appoint more than 1 proxy, they may make a copy of the Proxy Form attached to this Notice. For the Proxy Form to be valid, a completed Proxy Form, together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) certified copy of that power of attorney or authority.

Sections 250BB and 250BC of the Corporations Act apply to voting by proxy. Broadly, these provisions provide that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands;
- if the proxy is the Chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to Chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the company's shareholders;
- the appointed proxy is not the Chair of the meeting;
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting; and
 - the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at that meeting.

Proxy Voting by the Chair

If you complete a Proxy Form that authorises the Chair of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then you will be taken to have expressly authorised the Chair to exercise your proxy on the Resolution. In accordance with this express authority provided by you, the Chair will vote in favour of the Resolution. If you wish to appoint the Chair of the Meeting as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the Proxy Form.

CORPORATE REPRESENTATIVES

ANY CORPORATION WHICH IS A SHAREHOLDER OF THE COMPANY MAY APPOINT A PROXY, AS SET OUT ABOVE, OR ALTERNATIVELY, MAY AUTHORISE (BY CERTIFICATE UNDER COMMON SEAL OR OTHER FORM OF EXECUTION AUTHORISED BY THE LAWS OF THAT CORPORATION'S PLACE OF INCORPORATION, OR IN ANY OTHER MANNER SATISFACTORY TO THE CHAIR) A NATURAL PERSON TO ACT AS ITS REPRESENTATIVE AT ANY GENERAL MEETING.

BUSINESS OF THE MEETING

1. RESOLUTION 1: RATIFICATION OF PRIOR ISSUE OF REMAINING FEBRUARY PLACEMENT SHARES

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the issue of the Remaining February Placement Shares to February Placement Participants at an issue price of \$0.0029 as detailed in the Explanatory Statement accompanying this Notice of Meeting be ratified."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution 1 by or on behalf of any February Placement Participants or any associates of those persons of which approval is sought.

However this does not apply to (and the Company need not disregard) a vote cast in favour of this 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;
- (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 Shareholder 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 Shareholder 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 Shareholder votes on the Resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

2. RESOLUTION 2: RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the issue of the Placement Shares to Placement Participants at an issue price of \$0.002 as detailed in the Explanatory Statement be ratified."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution 2 by or on behalf of any Placement Participants or any associates of those persons of which approval is sought.

However this does not apply to (and the Company need not disregard) a vote cast in favour of this 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;
- (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 Shareholder 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 Shareholder 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 Shareholder votes on the Resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

3. **RESOLUTION 3: APPROVAL FOR THE ISSUE OF SHARES TO CONVERTIBLE NOTEHOLDERS**

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 220,000,000 fully paid ordinary shares in the Company to the Convertible Noteholders on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution 3 by or on behalf of any Convertible Noteholders, or any person who will obtain a material benefit as a result of the issue (except a benefit solely by reason of being a Shareholder) or any associates of those persons of which approval is sought.

However this does not apply to a vote cast in favour of this 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;
- (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 Shareholder 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 Shareholder 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 Shareholder votes on the Resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way.
-

DATED: 14 OCTOBER 2020

BY ORDER OF THE BOARD

MR DECLAN JARRETT

COMPANY SECRETARY

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

1. RESOLUTION 1: RATIFICATION OF PRIOR ISSUE OF REMAINING FEBRUARY PLACEMENT SHARES

1.1 Background

On 28 February 2020 (**Issue Date**), the Company issued 182,758,621 Shares at an issue price of \$0.0029 per Share by way of a private placement to professional and sophisticated investors to raise approximately \$530,000 (**February Placement** and the Shares issued pursuant to the February Placement the **February Placement Shares**).

As announced to the market on 2 March 2020, at the Company's last annual general meeting held on 29 November 2020 the Company obtained shareholder approval for a proposed Share placement for an issue of Shares up to an amount equal to \$450,000. Accordingly, the issue of 155,172,414 of the February Placement Shares (representing \$450,000 of the raise amount) has already been approved by Shareholders pursuant to ASX Listing Rule 7.1. The Company seeks to ratify the issue of the remaining 27,586,207 February Placement Shares (**Remaining February Placement Shares**) pursuant to ASX Listing Rule 7.4.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary Securities on issue at the commencement of that 12-month period (**Placement Capacity**). The issue of the Remaining February Placement Shares did not fall within any of the exceptions. While the issue of the Remaining February Placement Shares did not breach the Company's existing Placement Capacity, the Company wishes to retain flexibility for the Company to issue Equity Securities in the next 12 months without the requirement to obtain Shareholder approval pursuant to ASX Listing Rule 7.1.

ASX Listing Rule 7.4 provides that the issue of Securities made without approval under ASX Listing Rule 7.1 can be ratified by Shareholders under ASX Listing Rule 7.4 by passing an ordinary resolution.

Accordingly, Resolution 1 seeks Shareholder approval for the purpose of ASX Listing Rule 7.4 for the ratification of the issue of the Remaining February Placement Shares.

If Resolution 1 is passed, the issue of the Remaining February Placement Shares will be excluded in calculating the Company's Placement Capacity, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the Issue Date.

If Resolution 1 is not passed, the issue of the Remaining February Placement Shares will be valid but will reduce, to that extent, the Company's capacity to issue Equity Securities without Shareholder approval under ASX Listing Rule 7.1 for 12 months following the Issue Date. In other words, the issue will be included in calculating the Company's Placement Capacity.

1.2 Information required by ASX Listing Rule 7.5

Pursuant to ASX Listing Rule 7.5 the following information is provided.

Persons to whom the Remaining February Placement Shares were issued	The February Placement Participants who were selected by the Company, none of whom are Related Parties of the Company.
The number and class of shares issued (Remaining February Placement Shares)	27,586,207 fully paid ordinary shares.
Issue price of the Remaining February Placement Shares	\$0.0029 per Remaining February Placement Share.
Issue date of Remaining February Placement Shares	28 February 2020.
Terms of Remaining February Placement Shares	The Remaining February Placement Shares were issued on the same terms and conditions as the Company's existing Shares.
Use of funds	<p>The funds raised from the issue of the Remaining February Placement Shares were used for:</p> <ul style="list-style-type: none">(a) development activities relating to the WooBoard platform expenses, maintaining servers and applications and technology management consultants;(b) corporate and administration costs (including director, ASX and advisory fees); and(c) costs and investments associated with the Company evaluating and materialising returns on their investment in Loyal (including, without limitation, in respect of due diligence investigations).

1.3 Board recommendation

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

2. RESOLUTION 2: RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES

2.1 Background

As announced to the market on 22 July 2020, the Company has issued 220,000,000 Shares at an issue price of \$0.002 per Share by way of a private placement to professional and sophisticated investors to raise approximately \$440,000 on 24 July 2020 (**Issue Date**) (**Placement** and the Shares issued and to be issued pursuant to the Placement being the **Placement Shares**).

As of the date of this Notice, the full amount of the Placement Shares have been issued to Placement Participants under the Company's existing 15% placement capacity (**15% Placement Capacity**) and additional 10% placement capacity (**10% Placement Capacity**).

The Placement Shares were issued under ASX Listing Rule 7.1 and 7.1A as follows:

- (a) 121,764,655 Placement Shares were issued under ASX Listing Rule 7.1 (**first tranche**); and
- (b) 98,235,345 Placement Shares were issued under ASX Listing Rule 7.1A (**second tranche**).

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

ASX Listing Rule 7.4 provides that the issue of Securities made under ASX Listing Rule 7.1 can be ratified by Shareholders under ASX Listing Rule 7.4. If Shareholders ratify the issue of the first tranche of Placement Shares, the issue will not reduce the Company's 15% Placement Capacity under ASX Listing Rule 7.1.

ASX Listing Rule 7.1A enables certain Eligible Entities to seek shareholder approval to issue Securities up to 10% of the number of fully-paid ordinary Securities on issue over a 12-month period after the annual general meeting at which a special resolution for the purposes of ASX Listing Rule 7.1A is passed. This additional 10% Placement Capacity is in addition to the Eligible Entity's 15% Placement Capacity under ASX Listing Rule 7.1. The Company obtained Shareholder approval to issue Securities under ASX Listing Rule 7.1A at the Company's last annual general meeting held on 29 November 2019.

A note to ASX Listing Rule 7.4 provides that an issue of Securities under ASX Listing Rule 7.1A can be ratified by Shareholders under ASX Listing Rule 7.4. If Shareholders ratify the issue of the second tranche of Placement Shares, the issue will not reduce the Company's additional 10% Placement Capacity under ASX Listing Rule 7.1A.

Accordingly, Resolution 2 seeks Shareholder approval under ASX Listing Rule 7.4 for the ratification of the issue of:

- (a) 121,764,655 Placement Shares issued under ASX Listing Rule 7.1; and
- (b) 98,235,345 Placement Shares issued under ASX Listing Rule 7.1A,

in order to provide flexibility for the Company to issue Equity Securities under the Company's 15% Placement Capacity and additional 10% Placement Capacity in the next 12 months following the Issue Date without the requirement to obtain Shareholder approval.

If Resolution 2 is passed, the issue will be excluded in calculating the Company's 15% Placement Capacity (in respect of the first tranche) and additional 10% Placement Capacity (in respect of the second tranche), effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the Issue Date.

If Resolution 2 is not passed, the issue will be valid but will reduce, to that extent, the Company's capacity to issue Equity Securities without Shareholder approval under ASX Listing Rule 7.1 and ASX Listing Rule 7.1A for 12 months following the Issue Date.

2.2 Information required by ASX Listing Rule 7.5

Pursuant to ASX Listing Rule 7.5 the following information is provided.

Persons to whom the Placement Shares were issued	The Placement Participants, as selected by Barclay Pearce Capital Pty Ltd who acted as lead manager of the Placement and the Company, none of whom are Related Parties of the Company.
The number and class of shares issued (Placement Shares)	220,000,000 fully paid ordinary Shares.
Issue price of the Placement Shares	\$0.002 per Placement Share.
Issue date of Placement Shares	24 July 2020.
Terms of Placement Shares	The Placement Shares were issued on the same terms and conditions as the Company's existing Shares.
Use of funds	The funds raised under the Placement will be used for working capital requirements of the Company, in particular, the Wooboard business to assist in accelerating sales growth, software development and costs of the offer of Placement Shares.

2.3 Board recommendation

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

3. RESOLUTION 3: APPROVAL OF ISSUE OF SHARES TO CONVERTIBLE NOTEHOLDERS

3.1 Background

As announced to the market on 22 July 2020, the Company recently undertook the Placement that is the subject of Resolution 2. Pursuant to the terms of the Placement the Company reserved the right to allocate oversubscriptions to the Placement via the issue of convertible notes to the Placement Participants (**Convertible Notes**). The Company subsequently issued 220,000,000 Convertible Notes to Placement Participants (**Convertible Noteholders**) on 22 July 2020 to raise \$440,000.

The terms of the Convertible Notes state that the Company would obtain Shareholder approval at this Meeting to issue the fully paid ordinary shares as a pre-condition to conversion of the Convertible Notes. Accordingly, the Company

is seeking shareholder approval to approve the issue of up to 220,000,000 fully paid ordinary shares in the Company to the Convertible Noteholders.

3.2 Convertible Note terms

The material terms of the Convertible Notes are as follows:

Security	NIL
Interest	Capitalised at 6% per annum paid on maturity.
Maturity Date	12 months after the date of issue.
Face Value	Each Note has a Face Value of \$0.002.
Interest	Accrued Interest will be paid in cash.
Conversion by holders of Convertible Notes	The Convertible Notes (Notes) must be converted by the Company issuing a Conversion Notice to the Noteholder within 5 Business Days following the date of this Meeting, provided that the Shareholder Approvals are obtained, such that the Note can be converted into Shares without any further approvals.
Conversion price	\$0.002 per Share.
Redemption	<p><i>Early Redemption:</i> The Company may at any time, redeem any Note by paying to the Noteholder the Face Value of the Note and Accrued Interest (if any).</p> <p><i>Maturity:</i> The Company must redeem the Notes on the earlier of the Maturity Date or the date of an Event of Default.</p> <p><i>Event of Default:</i> The Noteholder may redeem the Notes in the Event of Default (which includes an Insolvency Event).</p>
Conversion into Shares	The Shares issued on conversion of the Convertible Notes will rank equally in all aspects with all Shares in the Company currently on issue.

3.3 ASX Listing Rule 7.1

Subject to a number of exceptions, ASX Listing Rule 7.1 prohibits a company from issuing Securities representing more than 15% of its issued capital in any 12-month period without security holder approval (**Placement Capacity**). Accordingly Shareholder approval is sought to approve the issue of up to 220,000,000 fully paid ordinary shares (**Convertible Note Shares**) to the Convertible Noteholders.

The issue of the Convertible Note Shares does not fall within any of these exceptions and exceeds the Company's Placement Capacity. It therefore requires approval of the Company's shareholders under ASX Listing Rule 7.1.

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Convertible Note Shares (being 220,000,000 fully paid ordinary shares in the capital of the Company) in accordance with its terms.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Convertible Note Shares, and the Convertible Notes will remain an unsecured debt obligation of the Company that is repayable on the earlier of their redemption date or Maturity Date.

3.4 Specific information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Convertible Note Shares:

- (a) the Convertible Noteholders will be issued a maximum of 220,000,000 fully paid ordinary shares in the issued capital of the Company (**Convertible Note Shares**) (ASX Listing Rules 7.3.1 and 7.3.2);
- (b) the securities are fully paid ordinary shares in the capital of the Company (ASX Listing Rule 7.3.3);
- (c) the Convertible Note Shares will be issued no later than 3 months of the date of this meeting (ASX Listing Rule 7.3.4);
- (d) the Convertible Notes have a conversion price of \$0.002 per Share which will be set off against the Face Value (being \$0.002 per Note) of the Convertible Notes. The Convertible Note Shares will be issued pursuant to the terms of the Convertible Notes as set out in section 3.2 above (ASX Listing Rules 7.3.5 and 7.3.6);
- (e) the material terms of the agreement under which the Convertible Note Shares are being issued is set out at section 3.2 above (ASX Listing Rule 7.3.7);
- (f) the Convertible Note Shares are not being issued under, or to fund a reverse takeover (ASX Listing Rule 7.3.8); and
- (g) a voting exclusion statement is set out in this Notice (ASX Listing Rule 7.3.9).

3.5 Board recommendation

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

GLOSSARY

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

Annexure means an annexure of this Notice.

ASX means ASX Limited or the market operated by it, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of Directors of the Company.

Chair means the chair of the Meeting.

Company or **Reffind** means Reffind Limited (ACN 600 717 539).

Company Secretary means Mr Declan Jarrett.

Convertible Notes means the 220,000,000 convertible notes issued to the Convertible Noteholders on the terms set out in section 3.2 of the Explanatory Statement and **Convertible Note** means one of them.

Convertible Noteholder means the holder of a Convertible Note.

Convertible Note Shares means the 220,000,000 Shares proposed to be issued to the Convertible Noteholders as referred to in Resolution 3 of this Notice.

Convertible Securities as defined in Chapter 19 of the ASX Listing Rules.

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

Directors means the directors of the Company from time to time.

Eligible Entities as defined in Chapter 19 of the ASX Listing Rules.

Equity Securities includes a share, a right to a share or option, an option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

February Placement means the placement announced to the market on 2 March 2020 to raise approximately \$530,000.

February Placement Participants mean various professional and sophisticated investors that participated in the February Placement.

February Placement Shares has the meaning set out in section 1.1 of the Explanatory Statement.

General Meeting or **Meeting** means the meeting convened by the Notice.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Placement means the placement announced to the market on 22 July 2020 to raise approximately \$440,000.

Placement Participant means various professional and sophisticated investors that participated in the Placement.

Placement Shares has the meaning set out in section 2.1 of the Explanatory Statement.

Proxy Form means the proxy form accompanying the Notice.

Related Party as defined in Chapter 19 of the ASX Listing Rules.

Remaining February Placement Shares has the meaning set out in section 1.1 of the Explanatory Statement.

Resolution means a resolution set out in the Notice.

Securities as defined in Chapter 19 of the ASX Listing Rules.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Annexure 1
Proxy Form