



25 November 2020

Company Announcements Office
Australian Securities Exchange

Xref Limited Annual General Meeting

We advise that the Resolutions, as set out below and put to the above Meeting on 25 November 2020, which commenced at 4:30pm, were as follows:

Business

Resolution 1 – To Approve the Remuneration Report

That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in Xref's Annual Financial Report for the financial year ended 30 June 2020.

Resolution 2 – To Re-Elect a Director – Mr Timothy Griffiths

That Mr Timothy Griffiths, a Director, retires by rotation, and being eligible, is re-elected as a Director.

Resolution 3.1 – To Approve the Issue of Ordinary Shares to Director – Mr Brad Rosser

That, pursuant to ASX Listing Rule 10.11 and for all other purposes, approval be hereby given for the issue of 43,607 fully paid ordinary shares to Mr Brad Rosser, as set out in the Explanatory Notes.

Resolution 3.2 – To Approve the Issue of Ordinary Shares to Director – Mr Lee-Martin Seymour

That, pursuant to ASX Listing Rule 10.11 and for all other purposes, approval be hereby given for the issue of 73,077 fully paid ordinary shares to Mr Lee-Martin Seymour, as set out in the Explanatory Notes.

Resolution 3.3 – To Approve the Issue of Ordinary Shares to Director – Mr Timothy Griffiths

That, pursuant to ASX Listing Rule 10.11 and for all other purposes, approval be hereby given for the issue of 73,077 fully paid ordinary shares to Mr Timothy Griffiths, as set out in the Explanatory Notes.

Resolution 3.4 – To Approve the Issue of Ordinary Shares to Director – Mr Nigel Heap

That, pursuant to ASX Listing Rule 10.11 and for all other purposes, approval be hereby given for the issue of 14,103 fully paid ordinary shares to Mr Nigel Heap, as set out in the Explanatory Notes.

Resolution 4 – To Approve a 10% Placement Facility

That, pursuant to, and in accordance with, ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities of up to 10% of the issued capital of Xref (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2, and on the terms and conditions set out in the Explanatory Notes.

Resolution 5 – To Ratify the Prior Issue of Warrants

That for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue by the Company of 14,285,714 detached unlisted warrants to PURE Asset Management Pty Ltd (PURE) as announced to ASX on 31 July 2020 on the terms and conditions set out in the Explanatory Notes.

Note: Resolution 4 was a Special Resolution, and therefore required approval of at least 75% of the votes cast by Shareholders entitled to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative) on the Resolution.

In respect of each Resolution on the Notice of Meeting, the total number of proxy votes exercisable by all proxies validly appointed was:

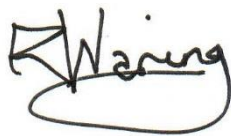
Resolution	For	Against	Abstained / Excluded	Discretion
1	34,513,176	1,162,500	* 62,825,064	535,357
2	98,480,740	-	20,000	535,357
3.1	91,326,588	7,167,868	20,000	521,641
3.2	65,432,830	1,948,150	31,121,476	533,641
3.3	61,381,475	6,255,368	30,877,613	521,641
3.4	91,326,588	7,167,868	20,000	521,641
4	97,234,772	1,220,961	31,007	549,357
5	89,001,342	9,448,391	51,007	535,357

All Resolutions were determined on a poll. The results of the voting on the Resolutions in the poll were as follows:

Resolution	For	Against
1	34,728,533	1,162,500
2	98,696,097	-
3.1	91,528,229	7,167,868
3.2	65,646,471	1,948,150
3.3	61,583,116	6,255,368
3.4	91,528,229	7,167,868
4	97,464,129	1,220,961
5	89,216,699	9,448,391

All Resolutions were carried in the poll.

Xref Limited



Robert J Waring
Company Secretary

This announcement was authorised by the Company Secretary.

* Includes 62,761,120 votes cast by or on behalf of members of Xref's Key Management Personnel, details of whose remuneration are included in the Remuneration Report, and Closely Related Parties of such members.