
SIMBLE SOLUTIONS LIMITED
ABN 17 608 419 656

NOTICE OF GENERAL MEETING AND EXPLANATORY MEMORANDUM

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

Time: 11:00 am (Sydney Time)

Date: Thursday 21 January 2021

Place: Offices of Boardroom Pty Ltd
Lvl 12, 225 George St
Sydney NSW 2000

NOTICE OF GENERAL MEETING

Notice is given that the 2020 Extraordinary General Meeting of Shareholders of Simble Solutions Limited (the **Company**) will be held at 11.00 am (Sydney time) on Thursday, 21 January 2021 at the Offices of Boardroom Pty Ltd, Lvl 12, 225 George St, Sydney NSW 2000, Australia for the purposes of transacting the following business:

AGENDA

ORDINARY BUSINESS

Resolution 1 Ratification of Prior Issue of 16,427,755 Shares – Ordinary Resolution

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

“THAT, the issue of 16,427,755 Shares under ASX Listing Rule 7.1 and 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 Company 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 2 Approval of the Issue of 18,224,641 Options – Ordinary Resolution

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

“THAT, the issue of 18,224,641 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 Company 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 3 Approval for the Issue of 2,173,914 Shares and 1,086,957 Options to Mr Fadi Geha (Director) – Ordinary Resolution

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

“THAT, the issue of 2,173,914 Shares at 2.3 cents per share and 1,086,957 attaching Options to Mr Fadi Geha or his nominee, 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 Company 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 or his nominee) 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 4 Approval for the Issue of 869,556 Shares and 434,783 Options to Mr Ben Loiterton (Director) – Ordinary Resolution

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

“THAT, the issue of 869,556 Shares at 2.3 cents per share and 434,783 attaching Options to Mr Ben Loiterton or his nominee, 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 Company 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 or his nominee) 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 5 Approval for the issue of 3,985,508 Shares and 1,992,754 Options to Mr Philip Tye (Director) – Ordinary Resolution

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

“THAT, the issue of 3,985,508 Shares at 2.3 cents per share and 1,992,754 attaching Options to Mr Philip Tye or his nominee, 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 Company 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 or his nominee) 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 6 Issue of Options to Director – Mr Fadi Geha

To consider and, if in favour, pass the following resolutions as ordinary resolutions:

“That, pursuant to Section 208(1)(a) of the Corporations Act and Listing Rule 10.14, the members of the Company approve the granting of:

4,000,000 Options to Mr Fadi Geha (Executive Director) or his nominee, under the Company’s Equity Incentive Plan and on the terms outlined in the Explanatory Memorandum.”

Note: if approval is obtained under Listing Rule 10.14, approval is not required under Listing Rule 7.1 or Listing Rule 10.11, as set out in the Explanatory Memorandum.

Voting Exclusion Statement

The Company will disregard votes cast as proxy by Key Management Personnel or their closely related parties in contravention of section 250BD Corporations Act. The Company will also disregard votes cast by or on behalf of a related party of the Company to whom the resolution would permit a financial benefit to be given or an associate of such a related party in contravention of section 224 Corporations Act.

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of resolutions 5(a) to (e) by or on behalf of any director of the Company who is eligible to participate in the employee incentive scheme in respect of which the approval is sought (being all Directors, each of whom are eligible to participate in the Equity Incentive Plan), or any associate of those persons.

For the purposes of section 224 Corporations Act and Listing Rule 14.11, the Company will not disregard a vote if:

- it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form; and
- it is not cast on behalf of a related party or associate of a related party of the Company to whom the resolution would permit a financial benefit to be given or an associate of such a related party; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 7 Issue of Options to Director – Mr Ben Loiterton

To consider and, if in favour, pass the following resolutions as ordinary resolutions:

“That, pursuant to Section 208(1)(a) of the Corporations Act and Listing Rule 10.14, the members of the Company approve the granting of:

4,000,000 Options to Mr Ben Loiterton (Non-Executive Director) or his nominee, under the Company’s Equity Incentive Plan and on the terms outlined in the Explanatory Memorandum.”

Note: if approval is obtained under Listing Rule 10.14, approval is not required under Listing Rule 7.1 or Listing Rule 10.11, as set out in the Explanatory Memorandum.

Voting Exclusion Statement

The Company will disregard votes cast as proxy by Key Management Personnel or their closely related parties in contravention of section 250BD Corporations Act. The Company will also disregard votes cast by or on behalf of a related party of the Company to whom the resolution would permit a financial benefit to be given or an associate of such a related party in contravention of section 224 Corporations Act.

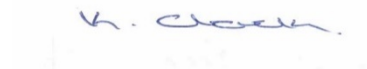
In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of resolutions 5(a) to (e) by or on behalf of any director of the Company who is eligible to participate in the employee incentive scheme in respect of which the approval is sought (being all Directors, each of whom are eligible to participate in the Equity Incentive Plan), or any associate of those persons.

For the purposes of section 224 Corporations Act and Listing Rule 14.11, the Company will not disregard a vote if:

- it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form; and
- it is not cast on behalf of a related party or associate of a related party of the Company to whom the resolution would permit a financial benefit to be given or an associate of such a related party; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

17 December 2020

By order of the Board of Simble Solutions Limited



Kim Clark
Company Secretary

NOTES

1. Explanatory Memorandum

The Explanatory Memorandum forms part of the Notice convening the General Meeting of Shareholder of Simble Solutions Limited (the **Company**) to be held at 11.00 am (Sydney Time) on Thursday, 21 January 2021 at Offices of Boardroom Pty Ltd, Lvl 12, 225 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 Tuesday, 19 January 2021.

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 proxy need not be a Shareholder.
- 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.
- 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.
- Where two proxies are appointed, any fractions of votes resulting from the appointment of two proxies will be disregarded.
- A Proxy Form accompanies this Notice.
- Unless the Shareholder specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit or abstain from voting.
- 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.
- 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.
- 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.

- 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 11.00 am (Sydney Time) on Tuesday, 19 November 2021, being 48 hours before the time scheduled for the commencement of the meeting (or any adjournment of that meeting).
- The completed Proxy form may be:
 - Voted online via the Company's Share Registry at www.votingonline.com.au/sisgm2021
 - Mailed to the address on the Proxy form; or
 - Faxed to the share registry 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 Ratification of Prior Issue of 16,427,755 Shares – Ordinary Resolution

Resolution 1 seeks Shareholder ratification of a previous issue of 16,427,755 Shares at an issue price of \$0.023 under ASX Listing Rule 7.4 on such terms and conditions more particularly below.

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 1, 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% capacity. If Resolution 1 is not approved by Shareholders, those shares the subject of Resolution 1 will be deducted from the Company's 15% capacity.

The 16,427,755 Shares at an issue price of \$0.023 were issued under the Company's 15% capacity to professional and sophisticated investors in conjunction with the Placement.

Resolution 1 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 1

In accordance with ASX Listing Rule 7.5, the following information is provided to Shareholders:

The persons who participated in the issue:	Sophisticated and professional investors selected by Fresh Equities Pty Ltd
Number and Class of Securities Issued	16,427,755 Shares
Material terms of the securities	The Shares rank equally with existing Shares
Date on which the securities were issued	8 October 2020
Issue Price	\$0.023 per Share
Purpose of the issue	Funds raised as a result of the Placement will be used for the acceleration of the growth and expansion strategy in Australia and the UK.
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 1.

Resolution 2 Approval of the Issue of 18,224,641 Options – Ordinary Resolution

Resolution 2 seeks Shareholder approval for the issue of 18,224,640 Options at an exercise price of \$0.05 expiring on 31 December 2022, under ASX Listing Rule 7.1 on such terms and conditions more particularly described below.

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 equity securities 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 effect of the resolution will be to allow the Company to issue the Options the subject of resolution 2, 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. If Resolution 2 is not approved by Shareholders, the Company will not be able to issue the Options the subject of this Resolution.

Resolution 2 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 2

In accordance with ASX Listing Rule 7.3 the following information is provided to Shareholders:

Persons who are expected to participate in the issue:	Sophisticated and professional investors selected by Fresh Equities Pty Ltd who participated in the Placement as announced to ASX on 07 October 2020.
Number and Class of Securities to be Issued	18,224,640 Options
Material terms of the securities	On exercise, the shares issued will rank equally with existing Shares. The Options are exercisable at \$0.05 and expire on 31 December 2022.
Date on which the securities will be issued	No later than 1 months after the date of the meeting.
Issue Price	The options were agreed to be issued as part of the Placement as announced to ASX on 07 October 2020., Fully paid ordinary shares issued in conjunction with the Placement were offered at \$0.023 per share with one attaching Option for every two shares, subject to the approval sought under this resolution.
Purpose of the issue	Funds raised as a result of the Placement will be used for the acceleration of the growth and expansion strategy in Australia and the UK.
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 2.

Resolution 3 Approval for the issue of 2,173,914 Shares and 1,086,957 Options to Mr Fadi Geha (Director) – Ordinary Resolution

Director, Fadi Geha subscribed for Shares and Options in the Placement. Resolution 3 seeks Shareholder approval of issue of 2,173,914 Shares at \$0.023 per share and 1,086,957 attaching Options at an exercise price of \$0.05 and expiring on 31 December 2022 to Mr Fadi Geha or his nominee pursuant to ASX Listing Rule 10.11 and for all other purposes, as a result of this subscription.

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 3 seeks the approval required by ASX Listing Rule 10.11 to allow the issue of shares and options to Mr Fadi Geha.

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 and options issued pursuant to Resolution 3 will not deplete the Company's 15% Placement Capacity. If Resolution 3 is not approved by Shareholders, the Company will not be able to issue the Shares or Options the subject of Resolution 3 or receive the consideration monies.

Specific Information for Resolution 3:

In accordance with ASX Listing Rule 10.13 the following information is provided to Shareholders:

Recipients of Issue:	Mr Fadi Geha a Director of the Company (or his nominee).
Number and Class of Securities to be Issued	2,173,914 Shares and 1,086,957 attaching Options on the same terms as those issued 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 expire on 31 December 2022.
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 \$0.023 per Share. One Option is to be issued for every two Shares subscribed for in the Placement.
Purpose of the issue	Funds raised as a result of the Placement will be used for the acceleration of the growth and expansion strategy in Australia and the UK.

Voting Exclusion	A voting exclusion statement applies to this item of business as set out in the Notice.
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Board Recommendation

Mr Geha abstaining, the remaining Directors (Mr Loiterton and Mr Tye) consider it to be in the best interests of the Company and its Shareholders for Mr Geha to participate in the Placement through the issue of the 2,173,914 Shares and 1,086,957 Options the subject of Resolution 3.

Resolution 4 Approval for the Issue of 869,556 Shares and 434,783 Options to Mr Ben Loiterton (Director) – Ordinary Resolution

Director, Ben Loiterton subscribed for Shares and Options in the Placement. Resolution 4 seeks Shareholder approval of issue of 869,556 Shares at \$0.023 per share and 434,783 attaching Options at an exercise price of \$0.05 and expiring on 31 December 2020 to Mr Ben Loiterton or his nominee pursuant to ASX Listing Rule 10.11 and for all other purposes as a result of this subscription.

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 4 seeks the approval required by ASX Listing Rule 10.11 to allow the issue of shares and options to Mr Ben Loiterton or his nominee.

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 and options issued pursuant to Resolution 4 will not deplete the Company's 15% Placement Capacity. If Resolution 4 is not approved by Shareholders, the Company will not be able to issue the Shares or Options the subject of Resolution 4 or receive the consideration monies.

Specific Information for Resolution 4

In accordance with ASX Listing Rule 10.13 the following information is provided to Shareholders:

Recipients of Issue:	Mr Ben Loiterton (or his nominee)
Number and Class of Securities to be Issued	869,556 fully paid ordinary shares and 434,783 Options on the same terms as those issued 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 expire on 31 December 2022.
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 \$0.023 per Share. One Option is to be issued for every two Shares subscribed for in the Placement.

Purpose of the issue	Funds raised as a result of the Placement will be used for the acceleration of the growth and expansion strategy in Australia and the UK.
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 (Mr Tye and Mr Geha) consider it to be in the best interests of the Company and its Shareholders for Mr Loiterton to participate in the Placement through the issue of the 869,556 Shares and 434,783 Options subject of Resolution 4.

Resolution 5 Approval for the Issue of 3,985,508 Shares and 1,992,754 Options to Mr Philip Tye (Director) – Ordinary Resolution

Director, Fadi Geha subscribed for Shares and Options in the Placement. Resolution 5 seeks Shareholder approval of issue of 3,985,508 Shares at an issue price of \$0.023 per share and 1,992,754 attaching Options at an exercise price of \$0.05 and expiring on 31 December 2020 to Mr Phillip Tye or his nominee, pursuant to ASX Listing Rule 10.11 and for all other purposes as a result of this subscription.

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 5 seeks the approval required by ASX Listing Rule 10.11 to allow the issue of shares and options to Mr Tye.

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 and options issued pursuant to Resolution 5 will not deplete the Company's 15% Placement Capacity. If Resolution 5 is not approved by Shareholders, the Company will not be able to issue the Shares or Options the subject of Resolution 5 or receive the consideration monies.

Specific Information for Resolution 5

In accordance with ASX Listing Rule 10.13 the following information is provided to Shareholders:

Recipients of Issue:	Mr Philip Tye (or his nominee)
Number and Class of Securities to be Issued	3,985,508 fully paid ordinary shares and 1,992,754 Options on the same terms as those issued 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 expire on 31 December 2022.
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 \$0.023 per Share.

	One Option is to be issued for every two Shares subscribed for in the Placement.
Purpose of the issue	Funds raised as a result of the Placement will be used for the acceleration of the growth and expansion strategy in Australia and the UK.
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 participate in the Placement through the issue of the 3,985,508 Shares and 1,992,754 Options the subject of Resolution 5.

Resolution 6 Issue of Options to Director – Mr Fadi Geha

The Directors recognise the importance of Directors and management having equity interests in the Company to align the interests of Directors and management with those of Simble's Shareholders. It is therefore proposed to issue unlisted Options to the Chairman, Executive Director, Chief Executive Officer and certain key employees, providing each with the opportunity to acquire Shares in the Company subject to the criteria of the Equity Incentive Plan (**Plan**).

Subject to the approval of Shareholders, the Company proposes to grant a maximum of 4,000,000 Options to Mr Fadi Geha, Executive Director, or his nominee.

The objective of the proposed grant of Options to Directors is primarily to:

- Link the reward of participants to performance and the creation of Shareholder value;
- Align the interests of participants more closely with the interests of Shareholders by providing an opportunity for participants to receive Shares;
- Provide participants with the opportunity to share in any future growth in value of the Company; and
- Provide greater incentive for participants to focus on the Company's longer term goals.

The Options shall be issued under, and subject to, the terms of the Equity Incentive Plan.

Listing Rule 10.14 provides that a company must not issue equity securities to a director of the company under an employee incentive scheme unless the issue has been approved by holders of ordinary securities. Once approval is obtained pursuant to Listing Rule 10.14, the Company is entitled to rely on Listing Rule 10.12, Exception 4 as an exception to any requirement that may otherwise apply requiring shareholder approval under Listing Rule 10.11. Similarly, approval will not be required under Listing Rule 7.1.

The key terms of the Options are set out in the table below:

Recipient	Mr Fadi Geha
Number	4,000,000
Vesting Date(s)	On issue of the Options
Exercise Price	2,000,000 Options are subject to an exercise price of \$0.05 per Option 2,000,000 Options are subject to an exercise price of \$0.08 per Option
Other Conditions	Other key terms of the Equity Incentive Plan are detailed in Annexure A of this Explanatory Memorandum.

Other general terms of the Options

It is intended that the Options will be issued within 5 days after the Extraordinary General Meeting, but in any event will be issued no later than 12 months after the Extraordinary General Meeting.

For the purpose of Listing Rule 10.15.4A, all Directors are entitled to participate in the Plan.

For the purpose of Listing Rule 10.15.4, Mr Geha has previously received 1,000,000 Options under the Plan.

There are no loan arrangements with any Directors in relation to the acquisition of the Options.

The other general terms for the Options are outlined in Annexure A of this Explanatory Memorandum.

General Information

Consistent with the accounting standards, the Company discloses the following information concerning the value of the Options to be issued. A fair value for the Options to be issued has been calculated using the Black Scholes and Binomial methodologies and based on a number of assumptions with an adjustment to the expected life of the Options to take account of limitations on transferability. This methodology is commonly used for valuing Options and is one of the permitted methodologies under ASIC Regulatory Guide 76. The Board believes these valuation models to be appropriate to the circumstances and has not used any other valuation or other models in proposing the terms of the Options.

The Board draws Shareholders' attention to the fact the stated valuation does not constitute, and should not be taken as, audited financial information. The reportable value of the employee benefit expense in subsequent financial periods may vary due to a range of timing and other factors. In particular, the figures were calculated effective as at 10 November, 2020.

The valuation and employee expense information in respect of these options is contained in Annexure B of this Explanatory Memorandum.

Remuneration

Excluding the value of the proposed Options

Mr Geha currently receives \$157,680 per annum for his position as Executive Director and Chief Operating Officer. The amount stated is per annum comprising salary, superannuation contributions and known short and long-term incentive payments but excludes variable commissions directly linked to the sales performance of the Company.

Financial Benefit – Details and reasons

Approval has been sought for the giving of a financial benefit to Mr Geha and Mr Loiterton, each as related parties, under section 208 of the Corporations Act.

The amount, terms and value (subject to the stated assumptions) of the Options are set out above and in the annexures.

The reasons for giving this financial benefit are:

- (a) the Company wishes to maximise the use of its cash resources towards other strategic initiatives and equity based incentives;
- (b) the total quantum of Options to be issued is reasonable in number, and will act as an incentive for future growth of the business;
- (c) Options are designed to incentivise employees, and in this case, to incentivise Directors and key employees of the Company to facilitate long-term growth;
- (d) equity based incentives assist in the alignment of Shareholders and Directors' interests; and
- (e) the Company believes the associated expense is limited and the nature of the Options package proposed is commensurate with market practice.

On this basis the Company believes the giving of the financial benefit, as constituted by the issue of the Options to the applicable Directors is in the best interests of the Company and its Shareholders.

Existing interests and the dilutionary effect on other Shareholders' interests

The effect that the vesting of the Options will have on the interests of the applicable Directors relative to other Shareholders' interests is set out in the following table. The table assumes no further issues of shares in, or reconstruction of the capital of the Company during the time between issue and vesting of the Options. The table further assumes that Resolutions 3, 4 and 5 as contained within the Notice of Meeting are approved by Shareholders.

	Mr Fadi Geha
The total number of shares on issue in the capital of the Company (including share issuances the subject of this Extraordinary General Meeting)	245,293,511
Shares currently held by the Director (including indirect interests) to be issued under separate resolutions to the Director following this Extraordinary General Meeting (assumes Shareholder approval is received by the Company)	20,873,062
% of shares currently held by the Director assuming issuance of all shares the subject of	8.5%

separate resolutions at this Extraordinary General Meeting	
Options held by the Director prior to this Extraordinary General Meeting (including indirect interests)	3,638,889
Options to be issued under separate resolutions to the Director following this Extraordinary General Meeting (assumes Shareholder approval is received by the Company)	1,086,957
Options to be issued under this resolution to the Director following this Extraordinary General Meeting	4,000,000
Shares that will be held following the exercise of Options held by the Director	29,598,908
% of Shares that would be held by the Director assuming no other Options held by other parties are exercised	12.06%

Directors' recommendation

The Directors abstain, in the interest of good corporate governance, from making a recommendation in relation to Resolution 6.

Resolution 7 Issue of Options to Directors – Mr Ben Loiterton

The Directors recognise the importance of Directors and management having equity interests in the Company to align the interests of Directors and management with those of Simble's Shareholders. It is therefore proposed to issue unlisted Options to the Chairman, Executive Director, Chief Executive Officer and certain key employees, providing each with the opportunity to acquire Shares in the Company subject to the criteria of the Equity Incentive Plan (**Plan**).

Subject to the approval of Shareholders, the Company proposes to grant a maximum of 4,000,000 Options to Mr Ben Loiterton, Non-Executive Director, or his nominee.

The objective of the proposed grant of Options to Directors is primarily to:

- Link the reward of participants to performance and the creation of Shareholder value;
- Align the interests of participants more closely with the interests of Shareholders by providing an opportunity for participants to receive Shares;
- Provide participants with the opportunity to share in any future growth in value of the Company; and
- Provide greater incentive for participants to focus on the Company's longer term goals.

The Options shall be issued under, and subject to, the terms of the Equity Incentive Plan.

Listing Rule 10.14 provides that a company must not issue equity securities to a director of the company under an employee incentive scheme unless the issue has been approved by holders of ordinary securities. Once approval is obtained pursuant to Listing Rule 10.14, the Company is entitled to rely on Listing Rule 10.12, Exception 4 as an exception to any requirement that may

otherwise apply requiring shareholder approval under Listing Rule 10.11. Similarly, approval will not be required under Listing Rule 7.1.

The key terms of the Options are set out in the table below:

Other general terms of the Options

It is intended that the Options will be issued within 5 days after the Extraordinary General

Recipient	Mr Ben Loiterton
Number	4,000,000
Vesting Date(s)	On issue of the Options
Exercise Price	3,000,000 Options are subject to an exercise price of \$0.05 per Option 1,000,000 Options are subject to an exercise price of \$0.08 per Option
Other Conditions	Other key terms of the Equity Incentive Plan are detailed in Annexure A of this Explanatory Memorandum.

Meeting, but in any event will be issued no later than 12 months after the Extraordinary General Meeting.

For the purpose of Listing Rule 10.15.4A, all Directors are entitled to participate in the Plan.

For the purpose of Listing Rule 10.15.4, Mr Loiterton has not previously received Options under the Plan.

There are no loan arrangements with any Directors in relation to the acquisition of the Options.

The other general terms for the Options are outlined in Annexure A of this Explanatory Memorandum.

General Information

Consistent with the accounting standards, the Company discloses the following information concerning the value of the Options to be issued. A fair value for the Options to be issued has been calculated using the Black Scholes and Binomial methodologies and based on a number of assumptions with an adjustment to the expected life of the Options to take account of limitations on transferability. This methodology is commonly used for valuing Options and is one of the permitted methodologies under ASIC Regulatory Guide 76. The Board believes these valuation models to be appropriate to the circumstances and has not used any other valuation or other models in proposing the terms of the Options.

The Board draws Shareholders' attention to the fact the stated valuation does not constitute, and should not be taken as, audited financial information. The reportable value of the employee benefit expense in subsequent financial periods may vary due to a range of timing and other factors. In particular, the figures were calculated effective as at 10 November, 2020.

The valuation and employee expense information in respect of these options is contained in Annexure B of this Explanatory Memorandum.

Remuneration

Excluding the value of the proposed Options Mr Loiterton currently receives \$60,000 per annum for his position as Non-Executive Director. Mr Loiterton has also received \$22,500 in fees during the financial year for advisory consulting services under a specific purpose short-term agreement. The amount stated is per annum comprising salary, superannuation contributions and known short and long-term incentive payments.

Financial Benefit – Details and reasons

Approval has been sought for the giving of a financial benefit to Mr Geha and Mr Loiterton, each as related parties, under section 208 of the Corporations Act.

The amount, terms and value (subject to the stated assumptions) of the Options are set out above.

The reasons for giving this financial benefit are:

- (f) the Company wishes to maximise the use of its cash resources towards other strategic initiatives and equity based incentives;
- (g) the total quantum of Options to be issued is reasonable in number, and will act as an incentive for future growth of the business;
- (h) Options are designed to incentivise employees, and in this case, to incentivise Directors and key employees of the Company to facilitate long-term growth;
- (i) equity based incentives assist in the alignment of Shareholders and Directors' interests; and
- (j) the Company believes the associated expense is limited and the nature of the Options package proposed is commensurate with market practice.

On this basis the Company believes the giving of the financial benefit, as constituted by the issue of the Options to the applicable Directors is in the best interests of the Company and its Shareholders.

Existing interests and the dilutionary effect on other Shareholders' interests

The effect that the vesting of the Options will have on the interests of the applicable Directors relative to other Shareholders' interests is set out in the following table. The table assumes no further issues of shares in, or reconstruction of the capital of the Company during the time between issue and vesting of the Options. The table further assumes that Resolutions 3, 4 and 5 as contained within the Notice of Meeting are approved by Shareholders.

	Mr Ben Loiterton
The total number of shares on issue in the capital of the Company (including share issuances the subject of this Extraordinary General Meeting)	245,293,511
Shares currently held by the Director (including indirect interests) to be issued under separate resolutions to the Director following this Extraordinary General Meeting (assumes Shareholder approval is received by the Company)	1,469,556

% of shares currently held by the Director assuming issuance of all shares the subject of separate resolutions at this Extraordinary General Meeting	0.6%
Options held by the Director prior to this Extraordinary General Meeting (including indirect interests)	400,000
Options to be issued under separate resolutions to the Director following this Extraordinary General Meeting (assumes Shareholder approval is received by the Company)	434,783
Options to be issued under this resolution to the Director following this Extraordinary General Meeting	4,000,000
Shares that will be held following the exercise of Options held by the Director	6,304,339
% of Shares that would be held by the Director assuming no other Options held by other parties are exercised	2.57%

Directors' recommendation

The Directors abstain, in the interest of good corporate governance, from making a recommendation in relation to Resolution 7.

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:

"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 Extraordinary 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 01 December 2020 which accompanies this Explanatory Memorandum;

"Option" means an option to purchase a Share.

"Placement" means the placement announced to the ASX on 7 October 2020;

"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.

Annexure A

Summary of the key terms of the Company's equity incentive plan

Purpose	<p>The purpose of the Plan is to:</p> <ul style="list-style-type: none"> (a) assist in the reward, retention and motivation of eligible participants; (b) link the reward of eligible participants to performance and creation of Shareholder value; (c) align the interests of eligible participants more closely with the interests of Shareholders by provision an opportunity to eligible employees or their nominees to receive awards with the intention that such awards be held for the long term; (d) provide eligible participants with the opportunity to share in any future growth in value of the Company; and (e) provide greater incentive for eligible participants to focus on the Company's longer term goals.
Eligibility	<p>Eligible participant means a director (whether executive or non-executive) of any group company, a full or part time employee of any group company, a casual employee or contractor of a group company (only to the extent permitted by the Class Order if the Class Order is being relied on), or a prospective participant, being a person to whom an offer is made but who can only accept the offer if an arrangement has been entered into that will result in the person becoming an Eligible Participant as outlined above.</p>
Form of equity	<p>Awards of options and performance rights can be made under the plan.</p> <p>A performance right confers an entitlement to be issued one Share subject to the satisfaction of any performance criteria on the terms set out in the Plan.</p> <p>An option confers a right to acquire a Share subject to the satisfaction of any vesting conditions and the payment of the exercise price for the option on the terms set out in the Plan.</p>
Terms of award	<p>A grant of options and/or performance rights under the Plan is subject to both the rules of the Plan and the terms of the specific grant.</p>
Vesting and exercise	<p>Options may only be exercised if they vest in accordance with the applicable performance criteria and vesting conditions (if any).</p> <p>Performance Rights will be governed by the Plan until they lapse or the performance criteria to which the performance rights relate have been fully satisfied in accordance with the Plan and consequently Shares have been issued in respect of those performance rights.</p> <p>Where an eligible participant ceases to be employed by a group Company, the Board may, in its absolute discretion, determine that the rights and/or options which are held by the eligible employee at that time will be forfeited.</p>
Vesting conditions	<p>Exercise condition means any criteria, requirements or conditions determined by the Board, which must be met (notwithstanding the satisfaction of any performance criteria and/or vesting conditions) in order for any performance rights and/or options to vest or be exercisable.</p>
Option Exercise price	<p>Option exercise price means the amount payable on exercise of that option, as specified in the invitation.</p>
Exercise	<p>The exercise of an option may only be effected by lodging a duly completed notice of exercise. An option may only be exercised if at the time of exercise:</p>

	<p>(a) the applicable performance criteria and/or vesting conditions for the options have been satisfied;</p> <p>(a) the option has not lapsed under any provision of the Plan; and</p> <p>(b) the exercise price of the option has been paid to the Company in such manner approved by the Board.</p> <p>Any Shares issued, transferred or allocated on the exercise or vesting of performance rights and/or options will rank equally in all respects with all existing Shares from the date of issue. The Company will apply to the ASX for the quotation of any Shares issued under the Plan.</p>
Change of control	<p>If a company acquires control of the Company as a result of a specified event (e.g. a takeover, a scheme of arrangement, winding up or any similar transaction or event that may result in a person becoming entitled to exercise control over the Company) the Company, the participant and the acquiring company may, in respect of vested Awards that are exercised, provide the participant with shares in the acquiring company, or its parent on substantially the same conditions as the Shares but with appropriate adjustments to the number and kind of shares subject to the Award.</p>
Lapse	<p>A participant's options and performance rights will lapse, subject to the Board deciding otherwise, on the earliest of:</p> <p>(a) the Board, in its discretion, resolving an Award lapses as a result of an unauthorised disposal, or hedging or, the Awards, as governed by the plan rules;</p> <p>(b) a Vesting Condition in relation to the Award is not satisfied by the due date, or becomes incapable of satisfaction, as determined by the Board acting reasonably, unless the Board exercises its discretion to waive the Vesting Condition and vest the Award under the plan rules;</p> <p>(c) in respect of an unvested Award, a Relevant Person ceases to be an Eligible Participant, unless the Board exercises its discretion under the plan rules;</p> <p>(d) in respect of a vested Award, a Relevant Person ceases to be an Eligible Participant and the Board, in its discretion resolves that the Award issued in respect of that Relevant Person must:</p> <p style="padding-left: 40px;">(A) be exercised within one (1) month (or such later date as the Board determines) of the date the Relevant Person ceases to be an Eligible Participant and the Award is not exercised within that period and the Board resolves, at its discretion, that the Award lapses as a result; or</p> <p style="padding-left: 40px;">(B) be cancelled by the Company in consideration for a Cash Payment to the Participant, and a Cash Payment is made in respect of the vested Award; or</p> <p style="padding-left: 40px;">otherwise upon payment of a Cash Payment in respect of the vested Award;</p> <p>(e) the Board deems that an Award lapses under the terms of the plan rules;</p> <p>(f) In respect of an unvested Award, a winding up resolution or order is made in respect of the Company, and the Award does not vest in accordance with the plan rules; and</p> <p>(g) the Expiry Date of the Award.</p>
Share issues	Participation in new issues

	<p>A participant may participate in new issues of securities to holders of Shares only if:</p> <p>(a) the option has been exercised or performance right has vested; and</p> <p>(b) a Share has been issued in respect of the option or performance right before the record date for determining entitlements to the new issue.</p> <p>Reorganisation</p> <p>If there is any reorganisation of the issued share capital of the Company, then all rights of a Participant are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reorganisation.</p>
Non-transferable rights and options	<p>A participant must not assign, transfer, encumber or otherwise dispose of a performance right or option unless prior written consent is obtained by the Board (which consent may impose such terms and conditions on such assignment, transfer, encumbrance or disposal as the Board sees fit), or in accordance with law in the event of the death of a participant.</p> <p>The Board may, at its discretion, impose a restriction on disposing of, or granting any security interest over, Shares held by a participant on vesting of a performance right or exercise of an option.</p>
Dividends	<p>The performance rights and/or options held by a participant will not give the participant any right to participate in dividends until the issue, transfer or allocation of Shares pursuant to the vesting or exercise of the performance rights and/or options (as the case may be), before the record date for determining entitlements to a dividend.</p>
Voting rights	<p>The performance rights and/or options do not entitle a participant to receive notice of, attend or vote at a meeting of Shareholders. A participant may exercise any voting rights attaching to Shares acquired following the exercise of the participant's performance rights and/or options and registered in the participant's name.</p>
Administration of the Plan	<p>The Plan will be managed in accordance with the Plan rules, by the Board. Every exercise of a discretion by the Board (or its delegates) and any decision by the Board (or its delegates) regarding the interpretation, effect or application of the Plan will be final, conclusive and binding.</p> <p>The Board may delegate any of its powers or discretions conferred on it by the Plan to any one or more persons selected by it.</p>
Amendment	<p>Subject to the Plan Rules, Constitution and the Listing Rules, the Board may at any time amend the Plan rules or the terms and conditions upon which any option or performance rights have been issued under the Plan. Any amendment may be given such retrospective effect as is specified in the written instrument or resolution by which the amendment is made.</p> <p>No adjustments or variation of the terms of an Award will be made by the Board without the consent of the Participant who holds the relevant Award if such adjustment or variation would have a materially prejudicial effect upon the Participant (in respect of his or her outstanding Awards), other than for the purpose of complying with State, Territory or Commonwealth legislation, to correct a manifest error or mistake, to enable a member of the Group to comply with the Corporations Act, the ASX Listing Rules, applicable foreign law, or a requirement, policy or practice of ASIC or other foreign or Australian regulatory body, or to take into consideration possible adverse taxation implications in respect of the Plan.</p>

Annexure B

Options Valuation and Employee Benefit Expense

Valuation for Options to be issued to Directors under Resolutions 6 and 7

	Mr Fadi Geha	Mr Ben Loiterton
Valuation Date	10 November 2020	10 November 2020
Market price of shares	\$0.031	\$0.031
Volatility (Discount for Lack of Marketability)	80%	80%
Dividend Yield (estimate)	Nil	Nil
Expiry Date	3 years from the date of issue of the Options	3 years from the date of issue of the Options
Number of Options and Exercise (strike) price	2,000,000 options subject to an exercise price of \$0.05 per option	3,000,000 options subject to an exercise price of \$0.05 per option
	2,000,000 options subject to an exercise price of \$0.08 per option	1,000,000 options subject to an exercise price of \$0.08 per option
Risk free rate (3-year treasury bond)	0.21%	0.21%
Value - per Option	\$0.012 (\$0.05)	\$0.012 (\$0.05)
	\$0.009 (\$0.08)	\$0.009 (\$0.08)
Employee benefit expense	\$42,000	\$45,000

A significant factor in the determination of the final value of Options will be the ultimate share price at the date of final Options grant (this will be the date of approval by the Shareholders if such approval is obtained). The Options are out of the money as at the date of valuation and therefore have zero intrinsic value. The Options will only have intrinsic value when the share price exceeds the exercise (strike) price. The following table details the highest and lowest closing prices of the Shares traded on the ASX over the 12 months ending on 10 November 2020.

	Highest	Lowest Price
Closing Price (\$)	\$0.042	\$0.009
Date	11 November 2019	19 March 2020

Note: Under the terms of the Plan the Options are not tradeable or transferable. Therefore, the valuation noted above is not necessarily the market price that the unlisted Director Options could be traded at and is not automatically the market price for taxation purposes.



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 (Sydney Time) on Tuesday, 19 January 2021.**

🖥 TO VOTE ONLINE

📱 BY SMARTPHONE

STEP 1: VISIT <https://www.votingonline.com.au/sisgm2021>

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 **11:00am (Sydney Time) on Tuesday, 19 January 2021.** 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/sisgm2021>

📠 **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.

Simble 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 **Simble 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 General Meeting of the Company to be held at the **Offices of Boardroom Pty Ltd, Level 12, 225 George St Sydney NSW 2000 on Thursday 21 January 2021 at 11:00am (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.

The Chair of the Meeting will vote all undirected proxies in favour of all 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 16,427,755 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of the Issue of 18,224,641 Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval for the issue of 2,173,914 Shares and 1,086,957 Options to Mr Fadi Geha (Director)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval for the Issue of 869,556 Shares and 434,783 Options to Mr Ben Loiterton (Director)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval for the issue of 3,985,508 Shares and 1,992,754 Options to Mr Philip Tye (Director)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Issue of Options to Director – Mr Fadi Geha	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Issue of Options to Director – Mr Ben Loiterton	<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 / / 2021