Design Milk Co Limited Level 5, 126 Phillip Street Sydney NSW 2000

ACN: 006 908 701

http://www.design-milk.com



Design Milk Co Limited

Notice of General Meeting

Explanatory Statement | Proxy Form

Friday, 12 February 2021

8.30AM AEDT

Virtual Meeting

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

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Important Information for Shareholders about the Company's General Meeting

Given the uncertainty surrounding the COVID-19 pandemic, by the time this Notice is received by Shareholders, circumstances may have changed, however, this Notice is given based on circumstances as at Wednesday, 13 January 2021.

Accordingly, should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <u>www.design-milk.com</u>. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Given the significant health concerns attributed to the COVID-19 pandemic, in addition to guidelines and restrictions issued by Australian state and federal governments, the Company considers that it is appropriate to hold this General Meeting as a virtual meeting, in a manner that is consistent with the temporary modifications to the Corporations Act 2001 (Cth) introduced by the Commonwealth Treasurer.

Venue and Voting Information

The General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 8.30am (AEDT) on Friday, 12 February 2021 as a **virtual** meeting.

If you are a shareholder and you wish to virtually attend the Meeting (which will be broadcast as a live webinar), please pre-register in advance for the virtual meeting here:

https://us02web.zoom.us/webinar/register/WN 97cuhDpbSim213FhXDIwMQ

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the Meeting.

Shareholders will be able to vote and ask questions at the virtual meeting.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company.

Questions must be submitted in writing to Sapir Elias, Company Secretary at sapirelias94@gmail.com at least 48 hours before the Meeting.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

Your vote is important

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

Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the Meeting will need to login to the Automic website (<u>https://investor.automic.com.au/#/home</u>) with their *username* and *password*.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting.

How do I create an account with Automic?

To create an account with Automic, please go to the Automic website

(<u>https://investor.automic.com.au/#/home</u>), click on 'register' and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

I have an account with Automic, what are the next steps?

Shareholders who have an existing account with Automic (Note: with a *username* and *password*) are advised to take the following steps to attend and vote virtually on the day of the Meeting:

- 1. Login to the Automic website (<u>https://investor.automic.com.au/#/home</u>) using your *username* and *password*.
- 2. (**Registration on the day**) If registration for the virtual meeting is open, click on 'Meeting open for registration' and follow the steps.

(Live voting on the day) If live voting for the virtual meeting is open, click on 'Meeting open for voting' and follow the steps.

For further information on the live voting process please see the **Registration and Voting Guide** at https://www.automicgroup.com.au/virtual-agms/

Voting by proxy

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at <u>https://investor.automic.com.au/#/loginsah</u> by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgment process please see the Online Proxy Lodgment Guide at <u>https://www.automicgroup.com.au/virtual-agms/</u>
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should provide the Share Registry with adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Notice of General Meeting

Notice is hereby given that a General Meeting of Shareholders of Design Milk Co Limited ACN 006 908 701 will be held at 8.30am (AEDT) on Friday, 12 February 2021 as a **virtual meeting** (**Meeting**).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Meeting. The Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

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 at 7.00pm (AEDT) on Wednesday, 10 February 2021. Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Resolutions

Issue of Tranche 2 Placement Shares

Resolution 1 – Approval of Issue of Tranche 2 Placement Shares to Non-Related Parties

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 302,551,730 Fully Paid Ordinary Shares (on a preconsolidation basis) to new and existing sophisticated and professional investors, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of:

- a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 1 by:

- 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
- 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Issue of Tranche 2 Placement Shares to Related Parties

Resolution 2 – Approval of Issue of Tranche 2 Placement Shares to Christopher Colfer, Director of the Company

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 6,166,665 Fully Paid Ordinary Shares (on a pre-consolidation basis) to Christopher Colfer, a Director of the Company (or his Nominee), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of:

- (a) Christopher Colfer;
- (b) a 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 Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 2 by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

3. **Resolution 3** – Approval of Issue of Tranche 2 Placement Shares to Michael Hill, Director of the Company

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 4,166,665 Fully Paid Ordinary Shares (on a pre-consolidation basis) to Michael Hill, a Director of the Company (or his Nominee), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- (a) Michael Hill;
- (b) a 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 Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 3 by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

4. **Resolution 4** – Approval of Issue of Tranche 2 Placement Shares to Caroline Massenet, Related Party of the Company

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 25,000,000 Fully Paid Ordinary Shares (on a preconsolidation basis) to Caroline Massenet, a Related Party of the Company (or her nominee), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- (a) Caroline Massenet;
- (b) a 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 Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 4 by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Ratification of Prior Issue of Equity Securities

5. **Resolution 5** – Ratification of Prior Issue of Tranche 1 Placement Shares

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 70,448,275 Fully Paid Ordinary Shares (on a pre-consolidation basis) issued on 31 December 2020 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 5 by:

- 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
- 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

6. **Resolution 6** – Ratification of Prior Issue of March Placement Shares

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 99,050,005 Fully Paid Ordinary Shares (on a pre-consolidation basis) issued on 3 March 2020 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 6 by:

- (i) 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
- 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

- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Consolidation of Capital

7. **Resolution 7** – Consolidation of Capital

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

"That, for the purposes of section 254H of the Corporations Act and for all other purposes, the issued share capital of the Company be consolidated on the basis that:

- (a) every 50 Shares be consolidated into 1 Share;
- (b) every 50 Options be consolidated into 1 Option; and
- (c) every 50 Performance Rights be consolidated into 1 Performance Right,

and where this Consolidation results in a fraction of a Security being held, the Company be authorised to round that fraction up or down (as the case may be) to the nearest whole Security, further details of which are described in the Explanatory Statement, effective on the day on which Shareholder approval is obtained."

BY ORDER OF THE BOARD

Sapir Elias Company Secretary

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 8.30am (AEDT) on Friday, 12 February 2021 as a **virtual meeting (Meeting**)

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the General Meeting are set out below.

Resolutions

Issue of Tranche 2 Placement Shares

Resolution 1 – Approval of Issue of Tranche 2 Placement Shares to Non-Related Parties

Background

As announced by the Company on 24 December 2020, the Company successfully completed a placement to new and existing sophisticated and professional investors (**Placement**) of 408,333,335 new fully paid ordinary shares at an issue price of 0.6 cents (\$0.006) per Share (on a pre-consolidation basis) raising \$2,450,000.01 (before costs) for the Company.

The Company announced that the Placement would be undertaken in two tranches, with the first tranche (**Tranche 1**) to be issued under the Company's existing capacity under ASX Listing Rule 7.1, and the second tranche (**Tranche 2**) subject to Shareholder approval.

70,448,275 Tranche 1 Shares (on a pre-consolidation basis) were issued under ASX Listing Rule 7.1 on 31 December 2020 with the remaining 337,885,060 Tranche 2 Shares (on a pre-consolidation basis) to be issued subject to shareholders approving resolutions 1 - 4 as set out in this Notice of Meeting.

The Tranche 2 Shares consist of issuing 302,551,730 Fully Paid Ordinary Shares (on a pre-consolidation basis) to new and existing sophisticated and professional investors (**Tranche 2 Non-Related Shares**) and 35,333,330 Fully Paid Ordinary Shares (on a pre-consolidation basis) to Related Parties of the Company (**Tranche 2 Related Shares**).

Accordingly, Resolution 1 seeks Shareholder approval to issue and allot 302,551,730 Fully Paid Ordinary Shares (on a pre-consolidation basis) to new and existing sophisticated and professional investors to raise \$1,815,310.38 for general working capital and investment in the business

The effect of this Resolution is for Shareholders to approve the issue of these Shares to fall within an exception to ASX Listing Rule 7.1, which will allow the Company to issue these without using the Company's 15% capacity under Listing Rule 7.1.

ASX Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

An issue of equity securities that is approved by the Company's Shareholders under Listing Rule 7.1 will not use up the Company's 15% limit and therefore does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to approve the issue of the Shares under and for the

purposes of Listing Rule 7.1.

If this Resolution is passed, the issue of the Tranche 2 Non-Related Shares will be <u>excluded</u> in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12 month period following the date on which the Tranche 2 Non-Related Shares are issued.

If this Resolution is not passed, and the Company proceeds with the issue, the Company will only be able to issue as many Tranche 2 Non-Related Shares as it has capacity under Listing Rule 7.1 to do so and those Tranche 2 Non-Related Shares will be <u>included</u> in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12 month period following the date on which the Tranche 2 Non-Related Shares are issued.

Information Required by Listing Rule 7.3

The following information is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The allottees are new and existing sophisticated and professional investors.
- (b) The maximum number of Tranche 2 Non-Related Shares to be issued is 302,551,730 (on a preconsolidation basis).
- (c) The Tranche 2 Non-Related Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (d) These Tranche 2 Non-Related Shares will be issued by within 3 months of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).
- (e) The Tranche 2 Non-Related Shares will be offered at an issue price of \$0.006 (on a pre-consolidation basis) per Tranche 2 Non-Related Shares, to raise \$1,815,310.38.
- (f) Funds raised from the issue of the Shares will be used by the Company for general working capital and investment in the business.

Directors' Recommendation

The Board of Directors recommend Shareholders vote for this Resolution.

Issue of Tranche 2 Placement Shares to Related Parties

Resolutions 2, **3 and 4** – Approval of Issue of Tranche 2 Placement Shares to Related Parties of the Company

Background

As advised in the background to Resolution 1 above the Company announced on 24 December 2020, that it had successfully completed a placement to new and existing sophisticated and professional investors of 408,333,335 new fully paid ordinary shares at an issue price of 0.6 cents (\$0.006) per Share (on a pre-consolidation basis) raising \$2,450,000.01 (before costs) for the Company (**Placement**).

The Company announced that the Placement would be undertaken in two tranches, with the first tranche (**Tranche 1**) to be issued under the Company's existing capacity under ASX Listing Rule 7.1, and the second tranche (**Tranche 2**) subject to Shareholder approval.

70,448,275 Tranche 1 Shares (on a pre-consolidation basis) were issued under ASX Listing Rule 7.1 on 31 December 2020 with the remaining 337,885,060 Tranche 2 Shares to (on a pre-consolidation basis) be issued subject to shareholders approving resolutions 1 - 4 as set out in this Notice of Meeting.

The Tranche 2 Shares consist of issuing 302,551,730 Fully Paid Ordinary Shares (on a pre-consolidation basis) to new and existing sophisticated and professional investors (**Tranche 2 Non-Related Shares**) and 35,333,330 Fully Paid Ordinary Shares (on a pre-consolidation basis) to Related Parties of the Company (**Tranche 2 Related Shares**).

Accordingly, Resolutions 2, 3 and 4 seek Shareholder approval to issue and allot 35,333,330 Fully Paid Ordinary Shares (on a pre-consolidation basis) to Related Parties of the Company to raise \$211,999.98 for general working capital and investment in the business

Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approval.

A person in a position of influence for the purposes of Listing Rule 10.11 includes:

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue of agreement, a substantial (30%+) holder in the Company;
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) an Associate of a person referred to in (a) to (c) above; and
- (e) a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders.

As Christopher Colder and Michael Hill are Directors of the Company and Caroline Massenet is the spouse of a Director of the Company (together the **Related Parties**), they are each a person in a position of influence for the purposes of Listing Rule 10.11. The proposed issue does not fall within any of the exceptions in Listing Rule 10.12, and therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

To this end, Resolutions 2, 3 and 4 seek the required Shareholder approval to issue the Tranche 2 Related Shares to the Related Parties under and for the purposes of Listing Rule 10.11.

If approval is obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1.

If all of Resolutions 2, 3 and 4 are passed, the Company will be able to proceed with the proposed issue of Tranche 2 Related Shares to each of the Related Parties upon receipt of their investment proceeds of \$211,999.98.

If any of Resolutions 2, 3 or 4 are not passed, the Company will not be able to proceed with the proposed issue of the Tranche 2 Related Shares and will not receive the investment proceeds from the Related Party the subject of the Resolution which is not passed.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Tranche 2 Related Shares (which is a type of equity security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes a person whom there is reasonable grounds to believe will become a "related party" of a public company.

The non-conflicted Director of the Company (being Michael Everett) carefully considered the issue of these Tranche 2 Related Shares to the Related Parties and formed the view that the giving of these financial benefits are on arm's length terms, as the Tranche 2 Related Shares are proposed to be issued on the same terms as offered to non-related parties of the Company.

Accordingly, the non-conflicted Director of the Company believes that the issue of these Tranche 2 Related Shares to the Related Parties fall within the "arm's length terms" exception as set out in section 210 of the Corporations Act, and relies on this exception for the purposes of this Resolution. Therefore, the proposed issue of Tranche 2 Related Shares to the Related Parties requires Shareholder approval under and for the purposes of Listing Rule 10.11 only.

Information required by ASX Listing Rule 10.13

The following information in relation to the issue of the Tranche 2 Related Shares to the Related Parties is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- (a) The allottees are:
 - (i) Christopher Colfer;
 - (ii) Michael Hill; and
 - (iii) Caroline Massenet.
- (b) Christopher Colder and Michael Hill are each Directors of the Company and Caroline Massenet is the spouse of a Director of the Company. They therefore all fall under listing rule 10.11.1 as related parties of the Company.
- (c) The maximum number of Tranche 2 Related Shares (on a pre-consolidation basis) to be issued is:

(i)	Christopher Colfer	6,166,665
(ii)	Michael Hill	4,166,665
(iii)	Caroline Massenet	25,000,000

- <u>35,333,330</u>
- (d) The Tranche 2 Related Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (e) The Tranche 2 Related Shares will be issued within 1 month of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).
- (f) The Tranche 2 Related Shares will be offered at an issue price of \$0.006 per Tranche 2 Related Share (on a pre-consolidation basis).
- (g) Funds raised from the issue of the Tranche 2 Related Shares will be used by the Company for general working capital and investment in the Company.

Ratification of Prior Issue of Equity Securities

Resolution 5 – Ratification of Prior Issue of December Placement Shares

Background

As advised in the background to Resolutions 1 - 4 above the Company announced on 24 December 2020, that it had successfully completed a placement to new and existing sophisticated and professional investors of 408,333,335 new fully paid ordinary shares at an issue price of 0.6 cents (\$0.006) per Share (on a pre-consolidation basis) raising \$2,450,000.01 (before costs) for the Company (**Placement**).

The Company announced that the Placement would be undertaken in two tranches, with the first tranche (**Tranche 1**) to be issued under the Company's existing capacity under ASX Listing Rule 7.1, and the second tranche (**Tranche 2**) subject to Shareholder approval.

70,448,275 Tranche 1 Shares (on a pre-consolidation basis) were issued under ASX Listing Rule 7.1 on 31 December 2020 with the remaining 337,885,060 Tranche 2 Shares (on a pre-consolidation basis) to be issued subject to shareholders approving resolutions 1 - 4 as set out in this Notice of Meeting.

Accordingly, this Resolution seeks Shareholder approval to ratify the prior issue and allotment of 70,448,275 Tranche 1 Shares (on a pre-consolidation basis) which were issued on 31 December 2020 (**Issue Date**).

ASX Listing Rule 7.1

All of the Tranche 1 Shares were issued by utilising the Company's existing capacity under Listing Rule 7.1.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The issue of the Tranche 1 Shares did not fit within any of the exceptions to Listing Rule 7.1 and, as it has not been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the Issue Date.

Listing Rule 7.4 allows the Shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to subsequently approve the issue of Tranche 1 Shares for the purposes of Listing Rule 7.4.

If this Resolution is passed, the issue of Tranche 1 Shares will be <u>excluded</u> in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the Issue Date.

If this Resolution is not passed, the issue of Tranche 1 Shares will be <u>included</u> in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the Issue Date.

Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The Tranche 1 Shares were issued to new and existing sophisticated and professional investors.
- (b) The Company issued 70,448,275 Fully Paid Ordinary Shares (on a pre-consolidation basis).
- (c) The Shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (d) The Tranche 1 Shares were issued on 31 December 2020.
- (e) Each of the Tranche 1 Shares were issued at an issue price of \$0.006 per Tranche 1 Share (on a preconsolidation basis), which raised \$422,689.65.
- (f) Funds raised from the issue of the Shares have been and will be used by the Company for general working capital and investment in the business.

Directors' recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

Resolution 6 – Ratification of Prior Issue of March Placement Shares

Background

As announced on 28 February 2020, the Company successfully completed a placement of 200,000,000 fully paid ordinary shares at an issue price of \$0.005 per share (on a pre-consolidation basis) to sophisticated and professional investors to raise approximately \$1m (before costs) (**March Placement**).

The March Placement Shares were issued on 3 March 2020 by utilising the Company's existing capacities under Listing Rules 7.1 and 7.1A. 99,050,005 March Placement Shares (on a pre-consolidation basis) were issued under Listing Rule 7.1 and 100,949,995 March Placement Shares (on a pre-consolidation basis) were issued under Listing Rule 7.1A.

This Resolution seeks Shareholder approval to ratify the prior issue and allotment of the 99,050,005 March Placement Shares (on a pre-consolidation basis) which were issued under Listing Rule 7.1 (March Placement 7.1 Shares) on 3 March 2020 (Issue Date).

ASX Listing Rule 7.1

All of the March Placement 7.1 Shares were issued by utilising the Company's existing capacity under Listing Rule 7.1.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The issue of the March Placement 7.1 Shares did not fit within any of the exceptions to Listing Rule 7.1 and, as it has not been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under

Listing Rule 7.1 for the 12 month period following the Issue Date.

Listing Rule 7.4 allows the Shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to subsequently approve the issue of the March Placement 7.1 Shares for the purposes of Listing Rule 7.4.

If this Resolution is passed, the issue of the March Placement 7.1 Shares will be <u>excluded</u> in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the Issue Date.

If this Resolution is not passed, the issue of the March Placement 7.1 Shares will be <u>included</u> in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the Issue Date.

Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The March Placement 7.1 Shares were issued to sophisticated and professional investors.
- (b) The Company issued 99,050,005 March Placement 7.1 Shares (on a pre-consolidation basis).
- (c) The Shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (d) The March Placement 7.1 Shares were issued on 3 March 2020.
- (e) Each of the March Placement 7.1 Shares were issued at an issue price of \$0.005 per March Placement 7.1 Share (on a pre-consolidation basis), which raised \$495,250.03.
- (f) Funds raised from the issue of the Shares have been used by the Company to invest in the Company's growth strategy, continue to support the launch of the Design Milk websites and for general working capital purposes.

Directors' recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

Consolidation of Capital

Resolution 7 – Consolidation of Capital

Background

Resolution 7 seeks Shareholder approval for the Company to consolidate its issued share capital through the consolidation of every 50 Shares into 1 Share, every 50 Options into 1 Option and every 50 Performance Rights into 1 Performance Right.

Under section 254H of the Corporations Act, the Company may convert all or any of its shares into a larger or smaller number of shares by ordinary resolution passed at a general meeting.

This section of the Explanatory Statement provides the information required by Listing Rule 7.20 to be provided

to Shareholders in relation to the Consolidation.

Purpose of the Consolidation

The Company currently has a large number of Shares on issue (1,400,436,809 Shares as at the date of this Explanatory Statement). The Consolidation will result in a more appropriate and effective capital structure for the Company and is intended to result in a Share price more appealing to a wider range of investors.

Effect of the Consolidation

Effect on capital structure

The effect which the Consolidation will have on the Company's capital structure is set out in the table below:

Capital Structure	Shares	Options
Pre-Consolidation	1,400,436,809	56,357,018
Post-Consolidation (if Resolution 7 is passed)	28,008,736	1,127,141

Notes:

- (a) Post-Consolidation figures are subject to rounding
- (b) Based on the Company's issued capital as of the date of this Notice, accordingly, does not include any Shares (for which Shareholder approval is being sought under Resolutions 1 - 4 of this Notice) – however, the Shares, if issued, will be on a postconsolidation basis (in the event that Resolutions 1 - 4 are passed). Also does not include any Performance Rights or Options (for which shareholder approval was obtained at the 2020 Annual General Meeting on 30 November 2020) which have not yet been issued – however these Performance Rights and Options, if issued, will be on a post-consolidation basis.
- (c) Terms of existing Options set out below

Shares

If Resolution 7 is approved, every 50 Shares on issue will be consolidated into 1 Share (subject to rounding). Overall, this will result in the number of shares currently on issue reducing from 1,400,436,809 to 28,008,736 (subject to rounding).

As the Consolidation applies equally to all Shareholders, individual Shareholders will be reduced in the same ratio as the total number of Shares (subject to rounding). Accordingly, assuming no other market movements or impacts occur, the Consolidation will have no effect on the percentage interest in the Company of each Shareholder. The Consolidation will not result in any change to the substantive rights and obligations of existing Shareholders.

Options

As at the date of this Notice of Meeting, the Company has 56,357,018 unlisted Options on issue. If the Consolidation is approved, the Options will be reorganised in accordance with the terms and conditions of the Options and Listing Rule 7.22.1 on the basis that the number of Options will be consolidated in the same ratio as the Consolidation of Shares and the exercise price will be amended in inverse proportion to that ratio.

For example, a holding of 5,000 Options with an exercise price of \$0.05 each prior to the Consolidation, would be consolidated into a holding of 100 Options with an exercise price of \$2.50 each after the Consolidation.

The Company also sought, and obtained, approval from shareholders at the Company's 2020 Annual General Meeting on 30 November 2020 to issue a total of 25,000,000 (pre-consolidation) unlisted Options. These Options have not yet been issued and will be issued on a post-consolidation basis if Resolution 7 is approved.

The following tables set out the Company's existing Options, their exercise prices and expiry dates, on both a pre- and post- Consolidation basis.

Number of Options	Exercise Price	Expiry Date
15,906 Options	\$0.40	23/07/25
326,570 Options	\$0.9416	19/08/24
179,212 Options	\$0.09102	8/11/22
326,564 Options	\$0.09745	22/03/23
163,285 Options	\$0.08475	25/10/21
477,422 Options	\$0.08475	5/10/21
63,720 Options	\$0.09745	31/07/23

Options – Pre-Consolidation

26,538,339 Options	\$0.00 VEST 02/01/2020	28/02/2022
28,266,000 Options	\$0.013	Expiring 5 years from either the issue date or end date

Options – Post-Consolidation (subject to rounding)

Number of Options	Exercise Price	Expiry Date
319 Options	\$20	23/07/25
6,532 Options	\$47.08	19/08/24
3,585 Options	\$4.551	8/11/22
6532 Options	\$4.8725	22/03/23
3266 Options	\$4.2375	25/10/21
9549 Options	\$4.2375	5/10/21
1275 Options	\$4.8725	31/07/23
530,767Options	\$0.00	28/02/2022
565,320 Options	\$0.65	Expiring 5 years from either the issue date or end date

The Consolidation will not result in any change in the substantive rights and obligations of existing holders of Options.

Performance Rights

As at the date of this Notice of Meeting, the Company does not have any Performance Rights on issue. However, the Company sought, and obtained, approval from shareholders at the Company's 2020 Annual General Meeting on 30 November 2020 to issue a total of 43,054,500 (pre-consolidation) Performance Rights. These Performance Rights have not yet been issued and will be issued on a post-consolidation basis if Resolution 7 is approved.

Fractional entitlements

Where the Consolidation results in an entitlement to a fraction of a Security, that fraction will be rounded up/down (as the case may be) to the nearest whole Security.

Holding statements

With effect from the date of the Consolidation, all existing holding statements will cease to have any effect, except as evidence of entitlement to a certain number of securities on a post Consolidation basis. New holding statements will be issued to security holders, who are encouraged to check their holdings after the Consolidation.

Taxation

The Consolidation should not result in a capital gains tax event for Australian tax residents. The cost base of the Shares held after the Consolidation will be the sum of the cost bases of the original Shares pre-Consolidation. The acquisition date of Shares held after the Share Consolidation will be the same as the date on which the original Shares were acquired.

This Explanatory Statement does not consider the tax implications in respect of Shares or other securities held on revenue account, as trading stock or by non-Australian resident Shareholders. Shareholders should consider their own circumstances and seek professional advice in relation to their tax position. Neither the Company nor any of its officers or employees assumes any liability or responsibility for advising Shareholders or other security holders about the tax consequences of the proposed Consolidation.

Indicative timetable

If approved by Shareholders, the proposed Consolidation will take effect in accordance with the following indicative timetable (which has been prepared in accordance with Appendix 7A (paragraph 7) of the ASX Listing Rules).

Event	Date
Company announces Consolidation and sends out Notice of Meeting	Wednesday, 13 January 2021
Effective date of Consolidation/Date of Meeting	Friday, 12 February 2021
Last day for trading in pre-Consolidation Shares	Monday, 15 February 2021
Trading commences in the post-Consolidation Shares on a deferred settlement basis	Tuesday, 16 February 2021
Last day for Company to register transfers on a pre-Consolidation basis	Wednesday, 17 February 2021
First day for Company to register transfers on a post Consolidation basis	Thursday, 18 February 2021
Deferred settlement market ends. Last day for the Company to send notice to Shareholders of the change in their details of holdings	Wednesday, 24 February 2021

Directors' Recommendation

The Board of Directors recommend Shareholders vote in favour of this Resolution for the reasons set out above.

Enquiries

Shareholders are asked to contact the Company's Share Registry on 1300 288 664 (within Australia) or +61 2 8072 1400 (Outside Australia) if they have any queries in respect of the matters set out in these documents.

Glossary

ASIC means Australian Securities and Investment Commission.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

ASX Listing Rules or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

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

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on the stock market of ASX.

Chair means the person chairing the Meeting.

Company means Design Milk Co Limited ACN 006 908 701.

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth) as amended or replaced from time to time.

Director means a current director of the Company.

Directors' Report means the report of Directors as included in the Annual Financial Report.

Dollar or "\$" means Australian dollars.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

March Placement means the issue and allotment of 200,000,000 fully paid ordinary shares at an issue price of \$0.005 per share (on a pre-consolidation basis) to sophisticated and professional investors to raise approximately \$1m (before costs) as announced on 28 February 2020.

March Placement 7.1 Shares means the 99,050,005 March Placement Shares (on a pre-consolidation basis) issued under the Company's Listing Rule 7.1 capacity.

Meeting means a General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

Notice of Meeting means this notice of general meeting dated Wednesday, 13 January 2021 including the Explanatory Statement.

Option means an option which, subject to its terms, could be exercised into a Share.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Performance Right means a performance right which, subject to its terms, could convert to a Share.

Placement means the two tranche issue and allotment of 408,333,335 fully paid ordinary shares at an issue price of \$0.006 per share (on a pre-consolidation basis) to new and existing sophisticated and professional investors to raise approximately \$2.45m (before costs) as announced on 24 December 2020

Proxy Form means the proxy form attached to this Notice of Meeting.

Resolutions means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

Securities mean Shares and/or Options (as the context requires).

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

Shareholder means a holder of a Share.

Share Registry means Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000.

Special Resolution means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Trading Day has the meaning given to that term in ASX Listing Rule 19.12.

Tranche 1 means tranche 1 of the Placement which was completed on 31 December 2020 via the issue of 70,448,275 fully paid ordinary shares (on a pre-consolidation basis) by using the Company's Listing Rule 7.1 capacity. Shareholder approval to ratify the issue of the Tranche 1 Shares is being sought in Resolution 5.

Tranche 2 means tranche 2 of the Placement for which shareholder approval is being sought to issue 337,885,060 fully paid ordinary shares (on a pre-consolidation basis) in Resolutions 1 - 4.

Tranche 2 Non-Related Shares means the 302,551,730 fully paid ordinary shares (on a pre-consolidation basis) being issued under the Placement to non-related parties subject to shareholder approval which is being sought in Resolution 1.

Tranche 2 Related Shares means the 35,333,330 fully paid ordinary shares (on a pre-consolidation basis) being issued under the Placement to related parties subject to shareholder approval which is being sought in Resolutions 2 - 4.

VWAP means the volume weighted average market (closing) price, with respects to the price of Shares.



Design Milk Co Limited | ACN 006 908 701

Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **8.30am (Sydney time) on Wednesday, 10 February 2021,** being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: https://investor.automic.com.au/#/home Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at https://automic.com.au.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at

https://investor.automic.com.au/#/logi nsah

or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic GPO Box 5193 Sydney NSW 2001

IN PERSON:

Automic Level 5, 126 Phillip Street Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE: +61 2 8583 3040

All enquiries to Automic: WEBCHAT: https://automicgroup.com.au/

PHONE: 1300 288 664 (Within Australia) +61 2 9698 5414 (Overseas)

STEP 1 – How to vote	U
APPOINT A PROXY: I/We being a Shareholder entitled to attend and vote at the General Meeting of Design Mitk Co Limited, to be held virtually at 8.30am (Sydney time) on Friday, 12 February 2021 hereby: Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof. To access the virtual meeting: The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote. Usess indicated otherwise by ticking the "for"," against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention. Login with your username and password or click "register" if you haven't already create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting. Further information on how to react an account of the Notice of Meeting of Chair to vote in accordance with the Chair's voting intention. Further information on how to react an account of Meeting and the Notice of Meeting of Meeting account on the Notice of Meeting acount on the Notice of Meeting account on the Notice o	AUTOMI
STEP 2 – Your voting direction	
Resolutions For Against Abstain	
1. Approval of Issue of Tranche 2 Placement Shares to Non-Related Parties	
2. Approval of Issue of Tranche 2 Placement Shares to Christopher Colfer, Director of the Company	
3. Approval of Issue of Tranche 2 Placement Shares to Michael Hill, Director of the Company	
4. Approval of Issue of Tranche 2 Placement Shares to Caroline Massenet, Related Party of the Company	
5. Ratification of Prior Issue of Tranche 1 Placement Shares	DMC
6. Ratification of Prior Issue of March Placement Shares	
7. Consolidation of Capital	
STEP 3 – Signatures and contact details	
Individual or Securityholder 1 Securityholder 2 Securityholder 3	
Sole Director and Sole Company Secretary Director Director / Company Secretary Contact Name:	
Email Address:	
Contact Daytime Telephone Date (DD/MM/YY) By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).	