

---

**IDENTITII LIMITED**

**ACN 603 107 044**

**NOTICE OF GENERAL MEETING OF SHAREHOLDERS**

---

Notice is given that a **General Meeting of Shareholders** will be held at:

**TIME:** 11.00am (Sydney time)

**DATE:** Tuesday, 6 July 2021

**AT:** 129 Cathedral Street, Woolloomooloo, NSW 2011

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

***This Notice of General 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.***

***The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders at 7:00 PM (Sydney time) on 4 July 2021***

# IDENTITII LIMITED

ABN 83 603 107 044

## NOTICE OF GENERAL MEETING OF SHAREHOLDERS

Tuesday, 6<sup>th</sup> July 2021

Notice is hereby given that a General Meeting of Shareholders (**Meeting**) of Identitii Limited (**Company** or **Identitii**) will be held at 129 Cathedral Street, Sydney NSW on **Tuesday, 6<sup>th</sup> July 2021** at 11.00am Sydney time.

The Explanatory Statement that accompanies and forms part of this Notice of Meeting describes in more detail the matters to be considered at the Meeting. Please ensure you read the Explanatory Statement in full.

## Items of business

### 1. RATIFICATION OF PRIOR ISSUE – PLACEMENT (LR 7.1)

---

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

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the issue of 16,481,955 fully paid, ordinary shares to clients of BW Securities Pty Ltd on the terms and conditions set out in the Explanatory Statement.”*

This resolution seeks Shareholder ratification of the issue of 16,481,955 Placement Shares to sophisticated and institutional investors on 4 December 2020, being part-one of the \$4.015 million in new capital raised, which was managed by BW Equities.

The Board recommends the Shareholders vote in favour of this **in favour** resolution.

### 2. RATIFICATION OF PRIOR ISSUE – PLACEMENT (LR 7.1A)

---

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

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the issue of 11,018,046 fully paid, ordinary shares to clients of BW Securities Pty Ltd on the terms and conditions set out in the Explanatory Statement.”*

This resolution seeks Shareholder ratification for the issue of 11,018,046 Placement Shares to sophisticated and institutional investors on 4 December 2020, being part-two of the \$4.015 million in new capital raised, which was managed by BW Equities.

The Board recommends the Shareholders vote in favour of this **in favour** resolution.

### **3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE – PAT PROPERTY PTY LTD (LR 7.1)**

---

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

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the issue of 411,986 fully paid, ordinary shares to Pat Property Pty Ltd <Pat A/C> on the terms and conditions set out in the Explanatory Statement.”*

This resolution seeks Shareholder ratification for the issue of 411,986 shares to Mr Michael Kotowicz as payment for investor relations and marketing services. Shares were issued in lieu of cash to preserve capital for business activities.

The Board recommends the Shareholders vote in favour of this **in favour** resolution.

### **4. RESOLUTION 4 – ISSUE OF SHARES TO RELATED PARTY – MR. JOHN RAYMENT**

---

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

*“That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 285,714 Shares to Mr. John Rayment (or his nominee) on the terms and conditions set out in the Explanatory Statement.”*

At the October 2020 Annual General Meeting, shareholders approved a resolution to issue shares to Mr. John Rayment to repay his loan to the Company, however a typographical error in the resolution sought the issue of 1,142,857 shares, rather than 1,428,571 shares. This resolution seeks shareholder approval to issue the remaining 285,714 shares to Mr. Rayment.

The Board, other than Mr. Rayment, recommends the Shareholders vote in favour of this **in favour** resolution.

### **5. RESOLUTION 5 – ISSUE OF OPTIONS TO RELATED PARTY – MR. STEVEN JAMES**

---

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

*“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,000,000 unlisted options to Mr. Steven James or his nominee in accordance with the terms and conditions set out in the Explanatory Statement.”*

This resolution seeks Shareholder consent for the issue of 1,000,000 options to Mr. Steven James with an exercise price of \$0.25. Should Mr. James exercise his options in the future, the Company receive \$250,000 in additional funding from Mr. James.

The Board, other than Mr. James, recommends the Shareholders vote in favour of this **in favour** resolution.

## **6. RESOLUTION 6 – ISSUE OF OPTIONS TO RELATED PARTY – MR. NICHOLAS ARMSTRONG**

---

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

*“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,000,000 unlisted options to Mr. Nicholas Armstrong or his nominee in accordance with the terms and conditions set out in the Explanatory Statement.”*

This resolution seeks Shareholder consent for the issue of 1,000,000 options to Mr. Nicholas Armstrong with an exercise price of \$0.25. Should Mr. Armstrong exercise his options in the future, the Company receive \$250,000 in additional funding from Mr. Armstrong.

The Board, other than Mr. Armstrong, recommends the Shareholders vote in favour of this **in favour** resolution.

## Items of business

### Voting Exclusion Statement for Item 1:

The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of any persons who participated in the placement or an associate of those persons.

However, this does not apply to a vote cast in favour of the resolution by a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the 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 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 the directions given by the beneficiary to the holder to vote in that way.

### Voting Exclusion Statement for Item 2:

The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of any persons who participated in the placement or an associate of those persons.

However, this does not apply to a vote cast in favour of the resolution by a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the 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 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 the directions given by the beneficiary to the holder to vote in that way.

### Voting Exclusion Statement for Item 3:

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf Pat Property Pty Ltd or an associate of Pat Property Pty Ltd.

However, this does not apply to a vote cast in favour of the resolution by a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the 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 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 the directions given by the beneficiary to the holder to vote in that way.

#### Voting Exclusion Statement for Item 4:

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of John Rayment, 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 Company) or an associate of John Rayment or those persons.

However, this does not apply to a vote cast in favour of the resolution by a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the 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 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 the directions given by the beneficiary to the holder to vote in that way.

#### Voting Prohibition Statement for Item 4:

In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) 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 (**Resolution 4 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed in writing, that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 4 Excluded Party.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such a member; and
  - (iii) the appointment does not specify the way the proxy is to vote on this Resolution.

Provided the Chair is not a Resolution 8 Excluded Party, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

#### Voting Exclusion Statement for Item 5:

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of Steven James, 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 Company) or an associate of Steven James or those persons. However, this does not apply to a vote cast in favour of the resolution by a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the 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 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 the directions given by the beneficiary to the holder to vote in that way.

#### Voting Prohibition Statement for Item 5:

In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) 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 (**Resolution 5 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed in writing, that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 9 Excluded Party.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such a member; and
  - (iii) the appointment does not specify the way the proxy is to vote on this Resolution.

Provided the Chair is not a Resolution 8 Excluded Party, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

#### Voting Exclusion Statement for Item 6:

The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of Nicholas Armstrong, 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 Company) or an associate of Nicholas Armstrong or those persons. However, this does not apply to a vote cast in favour of the resolution by a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the 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 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 the directions given by the beneficiary to the holder to vote in that way.

#### Voting Prohibition Statement for Item 6:

In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) 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 (**Resolution 6 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed in writing, that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 9 Excluded Party.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel; or

- (ii) a Closely Related Party of such a member; and
- (iii) the appointment does not specify the way the proxy is to vote on this Resolution.

Provided the Chair is not a Resolution 8 Excluded Party, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

### All Resolutions will be by a Poll

Each Resolution considered at the Meeting will be conducted by a Poll. The Board considers voting by a poll to be in the interests of the Shareholders as a whole and ensures the views of as many shareholders as possible are represented at the Meeting. Shareholders who are unable to attend the Meeting are encouraged to vote in advance of the Meeting.

### Voting in person

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

### Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return no later than 48 hours before the commencement of the meeting. Proxies received after this time will not be effective for the scheduled meeting.

Completed Proxy Forms may be lodged using the enclosed Reply Paid Envelope or:

Online: By visiting  
<https://www.votingonline.com.au/id8gm2021>  
and following the instructions

By Mail to: Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia

In Person at: Boardroom Pty Limited  
Level 12, 225 George Street  
Sydney NSW 2000 Australia

### Proxy Appointment

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

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

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

### Voting intentions of the Chairman of the Meeting

The Chairman of the Meeting intends to vote all available proxies in favour of all resolutions.

### By order of the Board

**Elissa Hansen**  
Company Secretary

**2 June 2021**



---

## GENERAL MEETING EXPLANATORY STATEMENT

---

This General Meeting (**Meeting**) Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the 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 Meeting Resolutions.

### 1. RESOLUTION 1 & 2 – RATIFICATION OF PRIOR ISSUE – PLACEMENT SHARES

---

#### 1.1 General

On 26 November 2020, Identitii announced it had received binding commitments to raise \$4.015 million at 14.6 cents per share via an oversubscribed placement to sophisticated and institutional investors managed by BW Equities Pty Ltd (**Placement**). On 4 December 2020, Identitii issued 27.5 million fully paid ordinary shares to raise \$4.015 million (**Placement Shares**).

Resolution 1 seeks Shareholder ratification for the issue of 15,989,258 Placement Shares pursuant to ASX Listing Rule 7.4 for the issue of the Shares utilising the Company's placement capacity under ASX Listing Rule 7.1 and Resolution 2 seeks Shareholder ratification for the issue of 11,510,742 Placement Shares pursuant to ASX Listing Rule 7.4 for the issue of the Shares utilising the Company's placement capacity under ASX Listing Rule 7.1A.

#### 1.2 ASX Listing Rule 7.1

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

#### 1.3 Resolution 2 – ASX Listing Rule 7.1A

ASX Listing Rule 7.1A provides that, in addition to issues permitted without prior shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under ASX Listing Rule 7.1A may issue or agree to issue during the period for which the approval is valid, a number of quoted equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in ASX Listing Rule 7.1.

An 'eligible entity' means an entity that is not included in the S&P/ASX300 Index and has a market capitalisation of \$300 million or less. The Company is an 'eligible entity' for these purposes.

Where an eligible entity obtains shareholder approval to increase its placement capacity under ASX Listing Rule 7.1A then any ordinary securities issued under that additional placement capacity:

- (a) will not be counted in variable "A" in the formula in ASX Listing Rule 7.1A; and
- (b) are counted in variable "E",

until their issue has been ratified under ASX Listing Rule 7.4 (and provided that the previous issue did not breach ASX Listing Rule 7.1A) or 12 months has passed since their issue.

The issue of the Placement Shares does not fit within any of the exceptions set out in ASX Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it uses up part of the 25% combined limit in ASX Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue

further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of issue of the Placement Shares.

#### **1.4 ASX Listing Rule 7.4**

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 ASX Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

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. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Shares.

By ratifying the issue, the subject of Resolutions 1 and 2, the base figure (i.e. variable "A") in which the Company's 15% and 10% annual placement capacities are calculated will be a higher number which in turn will allow a proportionately higher number of securities to be issued without prior Shareholder approval.

#### **1.5 Technical information required by Listing Rule 14.1A**

If Resolutions 1 and 2 are passed, the Placement Shares will be excluded in calculating the Company's 25% limit under ASX Listing Rules 7.1 and 7.1A, increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Options.

If Resolutions 1 and/or 2 is not passed, the Placement Shares will be included in calculating the Company's combined 25% limit in ASX Listing Rule 7.1 and 7.1A, decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

#### **1.6 Technical information required by ASX Listing Rule 7.5**

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolutions 1 and 2:

- (a) the Placement Shares were issued to clients of BW Equities Pty Ltd, none of whom are related parties of the Company;
- (b) 27.5 million Placement Shares were issued comprising:
  - (i) 16,481,955 Placement Shares issued utilising the Company's placement capacity under ASX Listing Rule 7.1 (ratification of which is sought under Resolution 1); and
  - (ii) 11,018,046 Placement Shares issued utilising the Company's placement capacity under ASX Listing Rule 7.1A (ratification of which is sought under Resolution 2);
- (c) the Placement Shares are fully paid ordinary shares;
- (d) the Placement Shares were issued on 4 December 2020;
- (e) the Placement Shares were issued at \$0.146 per share; and
- (f) funds raised from the issue are being used to further accelerate the Company's sales, marketing and product activities.

## **2. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE – PAT PROPERTY PTY LTD (LR 7.1)**

---

### **2.1 General**

Mr. Michael Kotowicz provides assistance to the Company with investor relations and marketing. Mr. Kotowicz is a director and shareholder of Pat Property Pty Ltd. On 6 January 2021, Identitii issued Pat Property Pty Ltd 411,986 fully paid ordinary Shares at a deemed issue price of \$0.146 per share in consideration for services provided by Mr. Kotowicz.

Resolution 3 seeks Shareholder ratification for the issue of 411,986 Shares pursuant to ASX Listing Rule 7.4 for the issue of the Shares utilising the Company's placement capacity under ASX Listing Rule 7.1.

### **2.2 ASX Listing Rule 7.1**

A summary of ASX Listing Rule 7.1 is set out in section 1.2 above.

### **2.3 ASX Listing Rule 7.4**

A summary of ASX Listing rule 7.4 is set out in section 1.3 above.

By ratifying the issue of Shares to Pat Property Pty Ltd the base figure (i.e. variable "A") in which the Company's 15% and 10% annual placement capacities are calculated will be a higher number which in turn will allow a proportionately higher number of securities to be issued without prior Shareholder approval.

### **2.4 Technical information required by Listing Rule 14.1A**

If Resolution 3 is passed, the Shares the subject of resolution 3 will be excluded in calculating the Company's 25% limit under ASX Listing Rules 7.1 and 7.1A, increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Options.

If Resolution 3 is not passed, the Shares will be included in calculating the Company's combined 25% limit in ASX Listing Rule 7.1 and 7.1A, decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

### **2.5 Technical information required by ASX Listing Rule 7.5**

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 3:

- (g) the Shares were issued to Pat Property Pty Ltd, which is not a related party of the Company;
- (h) 411,986 Shares were issued;
- (i) they were fully paid ordinary shares;
- (j) the Shares were issued on 6 January 2021;
- (k) the Shares were issued at \$0.146 per share; and
- (l) no funds were raised from the issue. The Shares were issued to settle a liability owed by the Company.

### **3. RESOLUTION 4 – ISSUE OF SHARES TO RELATED PARTY – MR. JOHN RAYMENT**

---

#### **3.1 General**

On 19 March 2020, Identitii announced that Mr. John Rayment had lent the Company \$100,000, interest free for a 12-month term. The funds were used by the Company for general working capital purposes. Rather than repaying this loan in cash, the Company agreed to issue Mr. Rayment new fully paid ordinary shares at the entitlement issue price of \$0.07 per share (the entitlement issue offered to all existing shareholders at that price) to extinguish its repayment obligation to Mr. Rayment, subject to shareholder approval. At the same time, it received a \$150,000 loan from KTM Ventures Innovation Fund L.P. which has since been extinguished by the issue of shares at \$0.07.

At the Annual General Meeting held on 21 October 2020, Identitii put a resolution to shareholders to issue shares to Mr. John Rayment at \$0.07 per share to extinguish the loan which was subsequently approved by shareholders at the meeting. Unfortunately, there was a typographical error in the resolution put to shareholders and it was for the issue of 1,142,857 shares rather than 1,428,571 shares. This Resolution 5 is to seek shareholder approval to issue the remaining 285,714 shares to Mr. Rayment (or his nominee) to satisfy the outstanding amount due under his loan to the Company.

#### **3.2 Technical information required by ASX Listing Rule 14.1A**

If Resolution 5 is passed, the Company will be able to proceed with the issue of Shares to Mr. Rayment within one (1) month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of ASX Listing Rules).

Additionally, as approval pursuant to ASX Listing Rule 7.1 is not required for the issue of the Related Party Shares (because approval is being obtained under ASX Listing Rule 10.11), the issue of the Shares will not use up any of the Company's 15% annual placement capacity.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of the Shares and will need to repay the loan received from Mr. Rayment in cash.

#### **3.3 Chapter 2E of the Corporations Act**

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of Shares to Mr. Rayment constitutes giving a financial benefit and Mr. Rayment is a related party of the Company by virtue of being a Director.

The Directors (other than Mr. Rayment who has a material personal interest in Resolution 5) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Shares, the subject of this Resolution 5 because the Shares are to be issued to extinguish a loan Mr. Rayment provided to the Company prior to his appointment as a director which was negotiated on an arm's length basis. A similar loan entered into at the same time to a non-related party, was on the same terms.

### 3.4 ASX Listing Rule 10.11

ASX Listing Rule 10.11 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

As the issue of Shares, the subject of this Resolution, involves the issue of securities to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

### 3.5 Technical Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolution 5:

- (a) Shares will be issued to Mr. John Rayment (or his nominee), who is a related party of the Company by virtue of being a Director;
- (b) The maximum number of securities to be issued is 285,714 fully paid ordinary shares;
- (c) The Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that the issue of Shares will occur on the same date;
- (d) The Shares will be issued at \$0.07 per share to extinguish the outstanding amount from the loan in the sum of \$100,000 provided by Mr. Rayment to the Company; and
- (e) The loan was for a 12-month period with no interest payable.

If Resolution 5 is not passed, the Company will need to repay the remaining loan amount to Mr. Rayment in cash.

Approval pursuant to ASX Listing Rule 7.1 is not required for the issue of the Shares as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of the Shares that are the subject of Resolution 8 will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

## 4. RESOLUTIONS 5 & 6 – ISSUE OF OPTIONS TO RELATED PARTIES

---

### 4.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue 1,000,000 unlisted Options (**Director Options**) to each of Messrs. Steven James and Nicholas Armstrong (**Related Parties**) (or their respective nominees) as a cost-effective method of remuneration for their roles as Chairman (Steven James) and non-executive director (Nicholas Armstrong).

The Company is at an important stage of development with significant opportunities and challenges in both the near and long-term. The proposed issue of options to directors seeks to align the efforts of the Non-Executive Directors to create additional Shareholder value and Share price accretion. In addition, the Board believes it is important to offer incentive Options to continue to attract and maintain highly experienced and qualified Board members in a competitive market.

### 4.2 Technical information required by ASX Listing Rule 14.1A

If Resolutions 5 and 6 are passed, the Company will be able to proceed with the issue of the Director Options to Messrs. James and Armstrong within one (1) month after the date of the

Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules).

Additionally, as approval pursuant to ASX Listing Rule 7.1 is not required for the issue of the Director Options (because approval is being obtained under ASX Listing Rule 10.11), the issue of the Director Options will not use up any of the Company's 15% annual placement capacity.

If Resolutions 5 and 6 are not passed, the Company will not be able to proceed with the issue of the Director Options which would have aligned director's interests with those of Shareholders.

#### **4.3 Chapter 2E of the Corporations Act**

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of Director Options to Messrs. James and Armstrong constitutes giving a financial benefit and Messrs. James and Armstrong are related parties by virtue of being Directors of the Company. It is the view of the Directors that the exceptions set out in Section 210 to 216 of the Corporations Act and ASX Listing rule 10.12 do not apply in the current circumstances. Accordingly, Shareholder approval is sought for the grant of the Director Options.

#### **4.4 ASX Listing Rule 10.11**

ASX Listing Rule 10.11 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

As the issue of the Options the subject of Resolutions 5 and 6 involves the issue of securities to related parties of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

#### **4.5 Technical Information required by Chapter 2E of the Corporations Act and ASX Listing Rule 10.13**

Pursuant to and in accordance with the requirements of Section 219 of the Corporations Act and ASX Listing Rule 10.13, the following information is provided in relation to the grant of Director Options:

- (a) The related parties are Messrs. James and Armstrong by virtue of being Directors of the Company;
- (b) The maximum number of Director Options (being the nature of the financial benefit being provided) to be granted to the Related Parties is:
  - (i) 1,000,000 Director Options to Mr. Steven James (or his nominee);
  - (ii) 1,000,000 Director Options to Mr. Nicholas Armstrong (or his nominee);
- (c) The Director Options will be granted to the Related Parties no later than one (1) month after the date of the Meeting (or such later date as permitted by any ASX waiver or

modification of the ASX Listing Rules) and it is anticipated the Director Options will be issued on one date;

- (d) The Director Options will be granted for nil cash consideration, accordingly no funds will be raised;
- (e) The Options will be issued on the terms and conditions as set out in Appendix A;
- (f) The value of the Director Options and pricing methodology is set out in Appendix B;
- (g) The relevant interests of the Related Parties in securities of the Company as at the date of this Notice are:

Related Party	Shares	Options
Steven James	Nil	Nil
Nicholas Armstrong	9,609,275 <sup>1</sup>	1,350,000 <sup>2, 3</sup>

**Notes:**

1. 6,452,352 Shares through 275 Invest 2 Pty Ltd, 156,923 Shares are held by 275 Invest Pty Ltd and 3,000,000 Shares are held by HSBC Custody Nominees (Australia) Pty Ltd
2. Mr. Armstrong's options are held by 275 Invest 2 Pty Ltd.
3. 1,350,000 unlisted options are exercisable at \$0.75, expiring 1 August 2028 and subject to vesting conditions

- (h) The remuneration and emoluments from the Company to the Related Parties for the previous financial year and the proposed remuneration and emoluments for the current financial year, not including any value for the options proposed to be issued, are:

Related Party	Current Financial Year	Financial Year ended 30 June 2020
Steven James	\$64,425	\$12,000 <sup>1</sup>
Nicholas Armstrong	\$132,474 <sup>2</sup>	\$388,939 <sup>3</sup>

**Notes:**

1. Appointed 19 March 2020.
2. Includes Non-Executive Director remuneration, consulting fees and value for accredited for options already issued and held
3. Includes remuneration as an Executive Director from 1 July 2019 – 15 May 2020 and as Non-Executive Director from 16 May 2020 – 30 June 2020

- (i) The terms and conditions of the Related Party Options are set out in Annexure A;
- (j) If the maximum number of Related Party Options to be issued to Messrs. James and Armstrong are exercised, a total of 2,000,000 Shares would be issued. This will increase the number of Shares on issue from 151,791,071 Shares to 153,791,071 Shares (assuming no other Options are exercised and no other Shares are issued) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 1.3%.
- (k) The trading history of the Shares on ASX in the 12 months before the date of this Notice is as follows:

	Price (cents)	Date
Highest	\$0.490	24 August 2020
Lowest	\$0.080	14 May 2020
Date	\$0.115	10 May 2021

- (l) No funds will be raised by the issue of the Related Party Options. However, if all of the Related Party Options to be issued to each Director are exercised, the Company will receive \$500,000, being the 2,000,000 Related Party Options proposed to be issued under Resolutions 5 and 6 multiplied by the exercise price of \$0.25.

Approval pursuant to ASX Listing Rule 7.1 is not required for the grant of Related Party Options as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the grant of Related Party Options to Messrs. James and Armstrong (or their nominees) will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

#### **4.6 Board Recommendation**

The Board (other than Mr. James) recommend that Shareholders vote in favour of Resolution 5. The non-associated Directors of the Company believe the grant of the Related Party Options to the Chairman is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater portion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Mr. James.

The Board (other than Mr. Armstrong) recommend that Shareholders vote in favour of Resolution 6. The non-associated Directors of the Company believe the grant of the Related Party Options to Mr. Armstrong is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater portion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Mr. Armstrong.



## GLOSSARY

---

**\$** means Australian dollars.

**ASIC** means the Australian Securities & Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

**ASX Listing Rules** means the Listing Rules of ASX.

**Board** means the current board of directors of the Company.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Chair** means the chair of the Meeting.

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

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

**Company** means Identitii Limited (ACN 603 107 044).

**Constitution** means the Company's constitution.

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

**Director Options** means an Option to be issued pursuant to Resolutions 5 and 6 with the terms and conditions set out in Annexure A.

**Directors** means the current directors of the Company.

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

**General Meeting Explanatory Statement** means the explanatory statement accompanying the Notice of Annual General Meeting.

**General Meeting Proxy Form** means the proxy form accompanying the Notice of General Meeting.

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

**Key Management Personnel** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

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

**Option** means an option to acquire a Share.

**Option holder** means a holder of an Option.

**Related Party Option** means an Option proposed to be issued pursuant to Resolutions 5 and 6 with the terms set out in Annexure A.

**Resolution** means a resolution set out in the Notice of General Meeting.

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

**Shareholder** means a registered holder of a Share.

## Appendix A

### TERMS AND CONDITIONS OF RELATED PARTY OPTIONS

---

- (a) **Entitlement**  
Each Option entitles the holder to subscribe for one (1) Share upon exercise of the Option.
- (b) **Exercise Price**  
The amount payable upon exercise of the Options is \$0.25 (**Exercise Price**).
- (c) **Expiry Date**  
Each Option will expire at 5:00 pm (Sydney time) on the date that is three (3) years from the date of issue of the Options (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (d) **Exercise Period**  
Vested Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).
- (e) **Notice of Exercise**  
The Options may be exercised during the Exercise Period by notice in writing to the Company specifying the number of Options to be exercised (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
- (f) **Exercise Date**  
A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).
- (g) **Timing of issue of Shares on exercise**  
Within 15 Business Days after the Exercise Date, the Company will:
- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company; and
- (h) apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.
- Shares issued on exercise**
- (i) Shares issued on exercise of the Options rank equally with the then issued Shares of the Company.
- (j) **Reconstruction of capital**  
If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- (k) **Participation in new issues**  
There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(l) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(m) **Transferability**

Options are not transferrable however, Shares issued on exercise of Options are transferrable, subject to the Company's Trading Policy.

## Appendix B

### VALUATION OF THE RELATED PARTY OPTIONS

---

Using the Black & Scholes option pricing model and based on the assumptions set out below, the related party Options to be issued to the Related Parties pursuant to resolutions 5 and 6 were ascribed the following range:

<b>Assumptions:</b>	
Valuation Date:	4 May 2021
Market Price of Shares:	\$0.13
Exercise price:	\$0.25
Expiry Date (length of time from issue)	Three (3) years from Issue
Risk free interest rate	0.32%
Volatility (discount)	80%
<b>Indicative value per Related Party Option</b>	\$0.0462
<b>Total Value of Related Party Options:</b>	\$92,348
- Steven James	\$46,174
- Nicholas Armstrong	\$46,174

Note: the valuation noted above is not necessarily the market price that the Related Party 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](http://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 Sunday, 4 July 2021.**

### 🖥 TO VOTE ONLINE

- STEP 1:** VISIT <https://www.votingonline.com.au/id8gm2021>
- STEP 2:** Enter your Postcode OR Country of Residence (if outside Australia)
- STEP 3:** Enter your Voting Access Code (VAC):

### 📱 BY SMARTPHONE



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.  
If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

#### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

#### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### STEP 3 SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

**Joint Holding:** where the holding is in more than one name, all the securityholders should sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00am (Sydney Time) on Sunday, 4 July 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/id8gm2021>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited  
Level 12, 225 George Street,  
Sydney NSW 2000 Australia

#### Attending the Meeting

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

**Your Address**  
This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.  
**Please note, you cannot change ownership of your securities using this form.**

**PROXY FORM**

**STEP 1 APPOINT A PROXY**

I/We being a member/s of **Identitii 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 **129 Cathedral Street, Woolloomooloo, NSW 2011 on Tuesday, 6 July 2021 at 11:00 am (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.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 4,5 & 6 I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 4,5 & 6 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 4,5 & 6). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

**STEP 2 VOTING DIRECTIONS**  
\* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Ratification of prior issue (LR 7.4) – placement (LR 7.1)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of prior issue (LR 7.4) – placement (LR 7.1A)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of prior issue (LR 7.4) – Pat Property Pty Ltd (LR 7.1)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Issue of shares to related party (LR 10.11) – Mr. John Rayment	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Issue of options to related party (LR 10.11) – Mr. Steven James	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Issue of options to related party (LR 10.11) – Mr. Nicholas Armstrong	<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	Securityholder 2	Securityholder 3
<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / / 2021