



CASHWERKZ LIMITED
ACN 010 653 862

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of Shareholders of Cashwerkz Limited (**Company**) will be held as a virtual meeting hosted at <https://web.lumiagm.com> (Meeting ID 347-879-461) at **11 a.m. AEST on 10 August 2021 (Meeting)**.

The Explanatory Notes to this Notice provide additional information on the matters to be considered at the Meeting. The Explanatory Notes and the Proxy Form part of this notice.

BUSINESS OF THE MEETING

A. Approval of Options and Performance Rights

Item 1 – Ratification and approval of issue of Options

To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“That for the purposes of ASX Listing Rule 7.4, Shareholders ratify the prior issue and allotment of 7,450,000 Options over fully paid ordinary shares in the Company (“Options”), on the terms and as outlined in the Explanatory Notes accompanying the Notice.”

Note: A voting exclusion applies to this resolution (see Explanatory Notes for details).

Item 2 – Ratification and approval of issue of Performance Rights to Sheer Dynamics Pty Ltd

To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“That for the purposes of ASX Listing Rule 7.4, Shareholders ratify the prior issue of 10,000,000 Performance Rights to acquire fully paid ordinary shares in the Company (“Rights”), on the terms and as outlined in the Explanatory Notes accompanying the Notice.”

Note: A voting exclusion applies to this resolution (see Explanatory Notes for details).

Item 3 – Approval of issue of Options to Adcock Private Equity Pty Limited ATF Adcock Private Equity Trust

To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“That for the purposes of ASX Listing Rule 10.11.1, Shareholders approve the grant of 1,450,000 Options to Adcock Private Equity Pty Limited ATF Adcock Private Equity Trust (“Adcock”), on the terms and as outlined in the Explanatory Notes accompanying the Notice.”

Note: A voting exclusion applies to this resolution (see Explanatory Notes for details).

Item 4 – Approval of issue of Options to Clare Nantes

To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“That for the purposes of ASX Listing Rule 10.11.1, Shareholders approve the grant of 100,000 Options to Clare Nantes, on the terms and as outlined in the Explanatory Notes accompanying the Notice.”

Note: A voting exclusion applies to this resolution (see Explanatory Notes for details).

B. Approval of Placement Securities

Item 5 – Ratification and approval of the issue of Shares under Tranche 1 of Placement

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

“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue and allotment of 22,109,875 fully paid ordinary shares in the Company, on the terms and as outlined in the Explanatory Notes accompanying the Notice.”

Note: A voting exclusion applies to this resolution (see Explanatory Notes for details).

Item 6 – Approval of issue of Shares under Tranche 2 of Placement

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

“That for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue and allotment of 23,274,386 fully paid ordinary shares in the Company, on the terms and as outlined in the Explanatory Notes accompanying the Notice.”

Note: A voting exclusion applies to this resolution (see Explanatory Notes for details).

Item 7 – Approval of issue of Shares to an Associate of Mr John Nantes

To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“That for the purposes of ASX Listing Rule 10.11.1, Shareholders approve the grant of 92,592 fully paid ordinary shares in the Company to Nantes Investment Co Pty Ltd ATF Team CJ Nantes Superfund, on the terms and as outlined in the Explanatory Notes accompanying the Notice.”

Note: A voting exclusion applies to this resolution (see Explanatory Notes for details).

Item 8 – Approval of issue of Shares to an Associate of Mr Brook Adcock

To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“That for the purposes of ASX Listing Rule 10.11.1, Shareholders approve the grant of 6,296,296 fully paid ordinary shares in the Company to Adcock, on the terms and as outlined in the Explanatory Notes accompanying the Notice.”

Note: A voting exclusion applies to this resolution (see Explanatory Notes for details).

Item 9 – Approval of issue of Shares to an Associate of Mr Craig Swanger

To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“That for the purposes of ASX Listing Rule 10.11.1, Shareholders approve the grant of 78,703 fully paid ordinary shares in the Company to Revolutionid Pty Ltd ATF CSTP Super Fund, on the terms and as outlined in the Explanatory Notes accompanying the Notice.”

Note: A voting exclusion applies to this resolution (see Explanatory Notes for details).

Item 10 – Approval of issue of Options to Blue Ocean Equities

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

“That for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 1,500,000 options to Blue Ocean Equities, on the terms and conditions set out in the Explanatory Notes accompanying the Notice.”

Note: A voting exclusion applies to this resolution (see Explanatory Notes for details).

Item 11 – Approval of issue of Performance Rights to TGM Team Pty Ltd

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

“That for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 6,239,096 Performance Rights to acquire fully paid ordinary shares in the Company (“Rights”) on the terms and as outlined in the Explanatory Notes accompanying the Notice.”

Note: A voting exclusion applies to this resolution (see Explanatory Notes for details).

Item 12 – Approval of issue of Performance Rights to Kosmos Investments Limited

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

“That for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 5,835,802 Rights on the terms and as outlined in the Explanatory Notes accompanying the Notice.”

Note: A voting exclusion applies to this resolution (see Explanatory Notes for details).

Item 13 – Approval of issue of Performance Rights to Goodemont Pty Limited

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

“That for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 4,425,102 Rights on the terms and as outlined in the Explanatory Notes accompanying the Notice.”

Note: A voting exclusion applies to this resolution (see Explanatory Notes for details).

C. CHANGE OF COMPANY NAME

Item 14 – Approval of Change of Company Name

To consider and, if thought fit, pass the following resolution as a special resolution of the Company:

“That for the purposes of section 157(1)(a) of the Corporations Act 2001 (Cth.) and for all other purposes, Shareholders approve the Company name being changed from “Cashwerkz Limited” to “Income Asset Management Group Limited” and that, for the purposes of section 136(2) of the Corporations Act 2001 (Cth.) and for all other purposes, all references to “Cashwerkz Limited” in the Company’s Constitution, be replaced with references to “Income Asset Management Group Limited”.

ENTITLEMENT TO VOTE

The Directors have determined that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company as at 7 p.m. (AEST) on 8 August 2021xx (**Entitlement Time**), subject to any applicable voting exclusion.

This means that if you are not the registered holder of a Share in the Company at the Entitlement Time, you will not be entitled to vote at the Meeting.

ONLINE PARTICIPATION

Shareholders are able to participate in the Meeting, including by asking questions and voting, online. Participation is via the Lumi meeting platform, which may be accessed at: <https://web.lumiagm.com> (**Meeting ID 347-879-461**).

Accessing the portal will enable Shareholders to view the Meeting live, ask questions and cast votes in the real time poll during the Meeting.

Shareholders will need the following information to access the Meeting:

- the meeting ID, which is 347-879-461
- a username, which is the Voting Access Code (reflected on the front of the Proxy Form or in the notice of meeting email).
- password, which is the Shareholder's Australian postcode (overseas Shareholders should refer to the Online Voting User Guide).

Further information on how to vote and participate in the virtual Meeting is contained in the Online Voting User Guide.

VOTING OPTIONS AND PROXIES

Voting

If you do not plan to attend the Meeting, you are encouraged to complete and return the Proxy Form, which accompanies this Notice of General Meeting.

Voting by Proxy

A Shareholder who is entitled to attend and vote at this Meeting is entitled to appoint not more than two proxies to attend and vote in place of the Shareholder.

If the Shareholder appoints two proxies, the Shareholder may specify the proportion or number of votes each proxy is entitled to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the Shareholder's votes. If the specified proportion or number of votes exceeds that which the Shareholder is entitled to, each proxy may exercise half of the Shareholder's votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

A proxy need not be a Shareholder of the Company. A body corporate appointed as a shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Meeting. The representative should send to the Company or the Share Registry, in advance of the Meeting, evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

Proxy Voting by the Chairman

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

Proxy Forms

To be effective, the Proxy Form must be completed, signed, and lodged (together with the relevant original power of attorney or a certified copy if the proxy is signed by an attorney) with the Company's Share Registry, Boardroom Pty Limited, **no later than 11 a.m. (AEST) on 8 August 2021 (Proxy Deadline)**.

Proxy forms may be submitted in one of the following ways:

- (i) By mail to Boardroom Pty Limited using the reply-paid envelope, to GPO Box 3993, Sydney NSW 2001. Please allow sufficient time so that it reaches Boardroom Pty Limited by the Proxy Deadline;
- (ii) By fax to Boardroom Pty Limited on +612 9290 9655;
- (iii) Online via the Company's Share Registry website at www.votingonline.com.au. Please refer to the Proxy Form for more information; or
- (iv) By hand delivery to Boardroom Pty Limited at Level 12, 225 George Street, Sydney NSW 2000.

Proxy Forms and Powers of Attorney must be received by the Proxy Deadline.

CORPORATE REPRESENTATIVES

Where a shareholding is registered in the name of a corporation, the corporate Shareholder may appoint a person to act as its representative to attend the Meeting by providing that person with:

- (i) a letter or certificate authorising him or her as the corporation's representative, executed in accordance with the corporation's constitution; or
- (ii) a copy of the resolution appointing the representative, certified by a secretary or director of the corporation.

The relevant proof of authority must be sent to the Company or the Share Registry in advance of the Meeting.

BY ORDER OF THE BOARD

Vanessa Chidrawi

Vanessa Chidrawi
Company Secretary
9 July 2021

Explanatory Notes

A. Approval of Options and Performance Rights

Items 1 & 2 – Ratification and Approval of Issue of Options and Performance Rights

ASX Listing Rules 7.1 and 7.4

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12-month period any equity securities, or other securities with rights of conversion to equity (such as options), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12-month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in a general meeting ratifies a previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

The Company is seeking ratification by Shareholders under Items 1 & 2, pursuant to ASX Listing Rule 7.4, in order to reinstate the Company's capacity to issue up to 15% of its issued capital, if required, in the next 12 months without Shareholder approval. If the resolutions under Items 1 & 2 are approved, the Company's placement capacity under ASX Listing Rule 7.1 will be refreshed from the date of the Meeting. If the resolutions in Items 1 & 2 are not approved, the Company's placement capacity will not be refreshed, and any further issues of securities in excess of the Company's remaining issuing capacity under Listing Rule 7.1 will require Shareholder approval.

Item 1 seeks Shareholder ratification for the prior issue and allotment by the Company of 7,450,000 Options. Details of the transaction under which the Options were issued, were provided to ASX on 24 December 2020.

Item 2 seeks Shareholder ratification for the prior issue and allotment by the Company of 10,000,000 Rights. Details of the issue of the Rights were provided to ASX on 17 December 2020.

The Options and Rights were issued in accordance with ASX Listing Rule 7.1. If the resolutions under Items 1 & 2 are approved, the Company's placement capacity under ASX Listing Rule 7.1 will be refreshed from the date of this Meeting.

Item 1 Ratification and Approval of Issue of Options

On 24 December 2020, the Company announced that it had issued a \$4.5 million Note with attaching options (**Note**) and had applied to ASX for approval to apply for quotation of the nine (9) million options to be issued, with an exercise price of \$0.50 each. The proceeds raised by the issue of Note will be used for the Company's general working capital purposes, including any regulatory capital requirements from time to time and to finance the Company's purchase of bonds or debt securities that may be held as inventory in the operation and growth of the Bond Income business from time to time.

Item 1 relates to the ratification and approval of the issue of the Options already issued.

Information required by ASX Listing Rule 7.5

ASX Listing Rule 7.5 requires that the following information be provided to Shareholders in relation to the issue of the Options that are the subject of Item 1:

- i. the Options were issued to professional and sophisticated investors (within the meaning of sections 708(8) and 708(11) of the Corporations Act) or to other persons to whom disclosure is not required under Chapter 6D of the Corporations Act, in connection with their participation in the Note;
- ii. a total of 7,450,000 Options were issued by the Company in accordance with Listing Rule 7.1;
- iii. the material terms of the Options are as follows:
 - each Option entitles the holder to acquire one fully paid ordinary share upon exercise
 - each Options may be exercised at any time, within 3 years from the date of issue
 - the Options are issued for nil consideration and the exercise price is \$0.50 each
 - the Options are quoted on ASX
 - prior to exercise and conversion, an Option does not confer on the holder the right to participate in a new issue of securities by the Company or any dividend declared or paid by the Company, or to vote at or attend a meeting of Shareholders;
- iv. the date of issue of the Options was 4 March 2021;
- v. the Options are exercisable at \$0.50 per Option;
- vi. there were no funds raised by the issue of the Options, and the proceeds of the exercise of the Options will be used for general working capital requirements; and
- vii. a voting exclusion statement is included below.

Voting exclusion

The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- any person who participated in the Note and associated issue of Options, excluding Adcock and Clare Nantes; or
- an associate of that person or those persons.

However, the Company need not disregard a vote if it is cast by:

- a) 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
- b) the Chairman of the Meeting as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary

provided the following conditions are met:

- i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
- ii) the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

Directors' Recommendation

The Directors unanimously recommends that Shareholders vote in favour of the resolution in Item 1.

Item 2 – Ratification of Performance Rights issued to Sheer Dynamics Pty Ltd

On 17 December 2020, the Company announced that it would issue 10,000,000 Rights subject to the achievement of performance targets regarding Fortlake Asset Management Pty Ltd (**Fortlake**). The vesting target for the first tranche of 5,000,000 Rights was set at \$300 million funds under management and the Company's shares achieving a volume-weighted average price (**VWAP**) of \$0.45 over 15 days. These Rights vest and may be converted into ordinary fully paid shares in the Company, upon the first vesting targets being met. The second tranche of 5,000,000 Rights will vest should Fortlake raise \$1 billion in funds under management and the Company's shares achieve a VWAP of \$0.75 over 15 days.

Item 2 relates to the ratification of the issue of these Rights.

Information required by ASX Listing Rule 7.5

ASX Listing Rule 7.5 requires that the following information be provided to Shareholders in relation to the issue of the Rights that are the subject of Item 2:

- i. the Rights were issued to Sheer Dynamics Pty Ltd;
- ii. a total of 10,000,000 Rights were issued by the Company in accordance with Listing Rule 7.1, on 6 November 2020;
- iii. the material terms of the Rights are as follows:
 - each Right entitles the holder to acquire one fully paid ordinary share upon vesting and conversion
 - each Right may be converted upon the vesting targets being achieved, within 60 years from the date of issue
 - the Rights are issued for nil consideration and there is no consideration payable upon vesting
 - the Rights will not be listed for quotation on ASX or any other exchange
 - prior to conversion, a Right does not confer on the holder the right to participate in a new issue of securities by the Company or any dividend declared or paid by the Company, or to vote at or attend a meeting of Shareholders;

- iv. the Rights were issued for nil consideration;
- v. the Rights were issued as an incentive to Sheer Dynamics Pty Ltd to achieve certain performance targets;
and
- vi. a voting exclusion statement is included below.

Voting exclusion

The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Sheer Dynamics Pty Ltd; or
- any associate of Sheer Dynamics Pty Ltd.

However, the Company need not disregard a vote if it is cast 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 Chairman of the Meeting as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman 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:
 - i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - ii) the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of the resolution in Item 2.

Items 3 & 4 – Approval of Issue of Options to Directors

ASX Listing Rule 10.11.1

ASX Listing Rule 10.11.1 requires that an entity must not issue or agree to issue equity securities to a related party without the approval of the holders of its ordinary securities.

ASX Listing Rule 10.13 requires that the following information be provided to Shareholders in relation to the issue of the Options that are the subject of Item 3:

- (a) the Options are to be issued to Adcock and Clare Nantes;
- (b) Adcock falls within Listing Rule 10.11.1 as it is an entity controlled by Brook Adcock, a director of the Company and Clare Nantes falls within the Listing Rule as she is the spouse of a director, John Nantes;
- (c) the total number of securities to be issued by the Company to Adcock is 1,450,000 Options and 100,000 Options are to be issued to Clare Nantes;
- (d) the Options have an exercise price of \$0.50 each and expire three years from their date of issue;
- (e) the Options will be issued soon after the Meeting, should Resolutions 3 and 4 be approved, and in any event no later than one month after the date of the Meeting;
- (f) the Options will be issued for nil consideration;
- (g) the funds raised upon the exercise of the Options will be used by the Company to meet general working capital requirements;
- (h) Adcock and Clare Nantes participated in the Note as investors and the issue of the Options is not intended to remunerate them or the directors who are their associates; and
- (i) Voting exclusion statements are included below.

Item 3 Issue of Options to Adcock

Item 3 seeks Shareholder approval for the issue of 1,450,000 Options to Adcock, as a related party of the Company, under ASX Listing Rule 10.11.1.

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, pursuant to section 208 of the Corporations Act:

- obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and

- 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 the Note and Options may constitute giving a financial benefit and Adcock is a related party of the Company by virtue of being controlled by a director.

The Directors (other than Mr Adcock who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Note and the Options because the Note and attaching Options were negotiated on an arm's length basis and therefore fall within the exception contained in section 210 of the Corporations Act.

Voting exclusion statement

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- Adcock and any other person who will obtain a material benefit as a result of the issue of the Options to Adcock (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- an associate of that person.

However, the Company need not disregard a vote if it is cast by:

- a person as a 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 Chairman as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman 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:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Directors' Recommendation

The Directors (with Brook Adcock abstaining) unanimously recommend that Shareholders vote in favour of the resolution in Item 3.

Item 4 – Issue of Options to Clare Nantes

Item 4 seeks Shareholder approval for the issue of 100,000 Options to Clare Nantes, as a related party of the Company, under ASX Listing Rule 10.11.1.

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, pursuant to section 208 of the Corporations Act:

- obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- 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 the Notes and Options may constitute giving a financial benefit and Clare Nantes is a related party of the Company by virtue of being the spouse of a director.

The Directors (other than Mr Nantes who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Note and the Options because the Note and attaching Options were negotiated on an arm's length basis and therefore fall within the exception contained in section 210 of the Corporations Act.

Voting exclusion statement

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- Clare Nantes and any other person who will obtain a material benefit as a result of the issue of the Options to Clare Nantes (except a benefit solely by reason of being a holder of ordinary securities in the Company);
or

- an associate of that person.

However, the Company need not disregard a vote if it is cast by:

- a person as a 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 Chairman as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman 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:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Directors' Recommendation

The Directors (with John Nantes abstaining) unanimously recommend that Shareholders vote in favour of the resolution in Item 4.

B. Approval of Placement Securities

Items 5 & 6 - Approval and Ratification of issue of Placement Securities

General

On 15 June 2021, the Company announced that it had received commitments to raise \$14 million via a placement of 51,851,852 new placement shares at an issue price of \$0.27 per share (**Shares**) to professional and sophisticated

investors or to other persons to whom disclosure is not required under Chapter 6D of the Corporations Act, subject in part to receipt of Shareholder approval (**Placement**).

The Placement Securities were to be issued in two tranches as follows:

- (a) **Tranche 1** – Pursuant to ASX Listing Rule 7.1 and 7.1A, 22,109,875 fully paid ordinary Shares were issued at \$0.27 per Share on 21 June 2021 (**Tranche 1 Securities**); and
- (b) **Tranche 2** – Under ASX Listing Rule 7.1, approval is sought from the Meeting for the issue of 29,741,977 fully paid ordinary Shares at \$0.27 per Shares (**Tranche 2 Securities and Director Securities**).

Items 5 & 6 relate to the ratification and approval of the Tranche 1 Securities and Tranche 2 Securities. Items 7, 8 and 9 relate to the specific approval of the issue of Director Securities to associates of the Company's directors, as part of Tranche 2 of the Placement

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 during any 12-month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12-month period.

ASX Listing Rule 7.1A

At its Annual General Meeting held on 4 December 2020 (**AGM**), the Company obtained Shareholder approval under ASX Listing Rule 7.1A to have the additional capacity to issue Securities equivalent to 10% of the securities in the same class on issue at the commencement of the relevant 12-month period preceding any issue, for the period ending on the earliest of:

- a. the date that is 12 months after the date of the AGM;
- b. the time and date of the Company's next annual general meeting; or
- c. the time and date of the approval by Shareholders of a transaction under listing Rule 11.1.2 or 11.2.

ASX Listing Rule 7.4

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a Company in general meeting ratifies a previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

Ratification by the Shareholders of the Company is now sought pursuant to ASX Listing Rule 7.4, for Item 5, in order to reinstate the Company's capacity to issue up to 15% of its issued capital, and the additional capacity to issue up to 10% of its issued capital, if required, in the next 12 months without Shareholder approval.

If Item 5 is approved, the Company's placement capacity under ASX Listing Rules 7.1 and 7.1A will be refreshed from the date of this Meeting. If Item 5 is not approved, the Company's placement capacity will not be refreshed, and any further issues of Securities in excess of the Company's remaining issuing capacity under Listing Rules 7.1 and 7.1A will require Shareholder approval.

If Item 6 is approved, the Company will issue the Tranche 2 Securities shortly after the Meeting and in any event no later than three months after the Meeting, to professional and sophisticated investors or to other persons to whom disclosure is not required under Chapter 6D of the Corporations Act, who are clients of Blue Ocean Equities. None of these persons, other than the directors subscribing for the Director Securities, which are dealt with below, are related parties of the Company.

If Item 6 is not passed, the directors may nevertheless proceed to issue a portion of the Tranche 2 Securities out of the available issuing capacity under listing Rules 7.1 and 7.1A. If the available capacity is insufficient to allow for the issue of the full number of Tranche 2 Securities, the issue will be scaled back according to the available

capacity, with the result that the funds raised by the Company will be reduced, and further fundraising will need to be undertaken in due course to meet ongoing working capital requirements.

The effect of Shareholders approving Items 5 and 6 is that the Company will have the flexibility to issue further equity securities up to the 15% and additional 10% capacity limits, without obtaining prior Shareholder approval.

Item 5 – Ratification and approval of the issue of Shares under Tranche 1 of the Placement

Item 5 seeks Shareholder approval under ASX Listing rule 7.4 for the ratification of the prior issue and allotment by the Company of 22,109,875 fully paid ordinary shares in the Company (Tranche 1), pursuant to the Placement.

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 the Tranche 1 Securities issued under the Placement:

- i) the Shares were issued to professional and sophisticated investors or to other persons to whom disclosure is not required under Chapter 6D of the Corporations Act, who are clients of Blue Ocean Equities;
- ii) the total number of Tranche 1 shares issued by the Company in accordance with Listing Rule 7.1 was 1,127,979 fully paid ordinary shares and the total number of Tranche 1 shares issued by the Company in accordance with Listing Rule 7.1A was 20,981,896;
- iii) the date of issue of the Shares was 21 June 2021;
- iv) the Shares were issued at \$0.27 per security;
- v) the funds raised by the issue of the Shares were to be utilised to support the scaling of the treasury management services business and drive the global asset management expansion, the investment in TGM Limited, the ongoing development of products, and as working capital; and
- vi) a voting exclusion statement is included below.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- any person who participated in Tranche 1 of the Placement; or
- an associate of that person or those persons.

However, this does not apply to a vote cast in favour of a resolution 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of the resolution in Item 5.

Item 6 – Approval of the issue of Shares under Tranche 2 of the Placement

Item 6 seeks Shareholder approval under ASX Listing Rule 7.1 for the issue by the Company of 23,274,386 Shares at a price of \$0.27 per Share, to fulfil the second tranche of the Placement (excluding the issue of shares to Directors and their Associates).

Information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Tranche 2 Securities issued under the Placement:

- i) the Tranche 2 Securities will be issued to professional and sophisticated investors or to other persons to whom disclosure is not required under Chapter 6D of the Corporations Act. The Directors will determine to whom the shares will be issued but these persons will not be related parties of the Company;
- ii) the number of shares to be issued by the Company as Tranche 2 Securities is 23,274,386 fully paid ordinary shares (excluding the issues to Directors and their Associates);

- iii) the Tranche 2 Securities will be issued soon after the Meeting if Item 6 is approved, and in any event no later than three months after the date of the Meeting;
- iv) the Tranche 2 Securities will be issued at a price of \$0.27 per Share;
- v) the funds raised by the issue of the Shares will be utilised to support the scaling of the treasury management services business and drive the global asset management expansion, the investment in TGM Limited, the ongoing development of products, and as working capital; and
- vi) a voting exclusion statement is included below.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- any person who will participate in Tranche 2 of the Placement (excluding the Directors and their Associates) or who will obtain a material benefit as a result of the Placement (except a benefit solely by reason of being a holder of ordinary securities in the Company) and any associate of those persons; or
- an associate of that person or those persons.

However, this does not apply to a vote cast in favour of a resolution 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of the resolution in Item 6.

Items 7, 8 & 9 – Approval of issue of Shares to Directors' Associates

ASX Listing Rule 10.11.1

ASX Listing Rule 10.11.1 requires that an entity must not issue or agree to issue equity securities to a related party without the approval of the holders of its ordinary securities. As entities controlled by a Director of the

Company, Nantes Investment Co Pty Ltd ATF Team CJ Nantes Superfund, Revolutionid Pty Ltd ATF CSTP Super Fund, and Adcock (**Director Associates**), are related parties for the purposes of ASX Listing Rule 10.11.1.

ASX Listing Rule 10.13 requires that the following information be provided to Shareholders in relation to the issue of the Shares that are the subject of Items 7, 8 & 9:

- (a) the Shares are to be issued to Nantes Investment Co Pty Ltd ATF Team CJ Nantes Superfund, Revolutionid Pty Ltd ATF CSTP Super Fund and Adcock;
- (b) the Director Associates fall within Listing Rule 10.11.1 as they are entities controlled by Directors of the Company;
- (c) the total number of fully paid ordinary shares to be issued by the Company to Nantes Investment Co Pty Ltd ATF Team CJ Nantes Superfund is 92,592 Shares, 78,703 Shares are to be issued to Revolutionid Pty Ltd ATF CSTP Super Fund and 6,296,296 Shares are to be issued to Adcock;
- (d) the Shares will be issued soon after the Meeting, should Items 7, 8 and 9 be approved, and in any event no later than one month after the date of the Meeting;
- (e) the issue price of the Shares is \$0.27 per Share;
- (f) the funds raised by the issue of the Shares will be utilised to support the scaling of the treasury management services business and drive the global asset management expansion, the investment in TGM Limited, the ongoing development of products, and as working capital; and
- (g) the Director Associates participated in the Placement as investors and the issue of the Shares is not intended to remunerate the directors; and
- (h) voting exclusion statements are included below.

Item 7 – Issue of Shares to an Associate of John Nantes

Item 7 seeks Shareholder approval for the issue of 92,592 Shares to Nantes Investment Co Pty Ltd ATF Team CJ Nantes Superfund, as a related party of the Company, under ASX Listing Rule 10.11.1.

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, pursuant to section 208 of the Corporations Act:

- obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- 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 the Shares may constitute giving a financial benefit and Nantes Investment Co Pty Ltd ATF Team CJ Nantes Superfund is a related party of the Company, being an Associate of a Director.

The Directors (other than John Nantes, who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Shares because the terms of issue of the Shares were negotiated on an arm's length basis and therefore fall within the exception contained in section 210 of the Corporations Act.

Voting exclusion statement

The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- John Nantes, Nantes Investment Co Pty Ltd ATF Team CJ Nantes Superfund and any other person who will obtain a material benefit as a result of the issue of the Shares (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- an associate of that person.

However, the Company need not disregard a vote if it is cast by:

- a person as a 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 Chairman as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman 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:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Directors' Recommendation

The Directors (with John Nantes abstaining) unanimously recommend that Shareholders vote in favour of the resolution in Item 7.

Item 8 – Issue of Shares to an Associate of Brook Adcock

Item 8 seeks Shareholder approval for the issue of 6,296,296 Shares to Adcock, as a related party of the Company, under ASX Listing Rule 10.11.1.

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, pursuant to section 208 of the Corporations Act:

- obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- 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 the Shares may constitute giving a financial benefit and Adcock is a related party of the Company, being an associate of a Director.

The Directors (other than Mr Adcock who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Shares because the terms of issue of the Shares were negotiated on an arm's length basis and therefore fall within the exception contained in section 210 of the Corporations Act.

Voting exclusion statement

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- Brook Adcock, Adcock and any other person who will obtain a material benefit as a result of the issue of the Shares (except a benefit solely by reason of being a holder of ordinary securities in the Company); or

- an associate of that person.

However, the Company need not disregard a vote if it is cast by:

- a person as a 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 Chairman as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman 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:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Directors' Recommendation

The Directors (with Brook Adcock abstaining) unanimously recommend that Shareholders vote in favour of the resolution in Item 8.

Item 9 – Issue of Shares to an Associate of Craig Swanger

Item 9 seeks Shareholder approval for the issue of 78,703 Shares to Revolutionid Pty Ltd ATF CSTP Super Fund, as a related party of the Company, under ASX Listing Rule 10.11.1.

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, pursuant to section 208 of the Corporations Act:

- obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- 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 the Shares may constitute giving a financial benefit and Revolutionid Pty Ltd ATF CSTP Super Fund is a related party of the Company, being an associate of a director.

The Directors (other than Craig Swanger, who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Shares because the terms of issue of the Shares were negotiated on an arm's length basis and therefore fall within the exception contained in section 210 of the Corporations Act.

Voting exclusion statement

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- Craig Swanger, Revolutionid Pty Ltd ATF CSTP Super Fund and any other person who will obtain a material benefit as a result of the issue of the Shares (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- an associate of that person.

However, the Company need not disregard a vote if it is cast by:

- a person as a 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 Chairman as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman 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:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Directors' Recommendation

The Directors (with Craig Swanger abstaining) unanimously recommend that Shareholders vote in favour of the resolution in Item 9.

ITEM 10 – Approval of issue of options to Blue Ocean Equities

General

The Company proposes to grant Blue Ocean Equities Pty Limited (**BOE**), as lead manager for the Placement, 1,500,000 options, with an exercise price of \$0.405 per option and a three-year exercise period (**BOE Options**), as part payment of fees in respect of the Placement.

In accordance with Listing Rule 7.1, the Company must not, subject to specified exceptions, issue or agree to issue more 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.

Resolution 10 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of the BOE Options. If Resolution 10 is approved, the Company's will issue the BOE Options. If Resolution 10 is not approved, the BOE Options may be issued utilising the Company's future placement capacity.

Information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the issue of options to BOE:

- i) the BOE Options will be issued to Blue Ocean Equities Pty Limited;
- ii) the number of BOE Options to be issued is 1,500,000 Options;
- iii) the exercise price of the BOE Options is \$0.405 per option with an expiry date being three years from the date of issue;
- iv) the BOE Options will be issued soon after the Meeting if Item 10 is approved, and in any event no later than three months after the date of the Meeting;
- v) the BOE Options will be issued for nil cash consideration, as part consideration for lead manager services provided for the Placement;
- vi) no funds will be raised by the issue of the BOE Options; and
- vii) a voting exclusion statement is included below.

Voting exclusion

The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Blue Ocean Equities Pty Limited and any other person who will obtain a material benefit as a result of the issue of the BOE Options (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- any associate of Blue Ocean Equities Pty Limited.

However, the Company need not disregard a vote if it is cast 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 Chairman of the Meeting as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman 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:
 - i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - ii) the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of the resolution in Item 10.

Items 11-13 – Approval of issue of Performance Rights to Tactical Global Management Limited

As part of a potential investment in Tactical Global Management Limited (**TGM**), in respect of which a term sheet has been executed, the Company agreed to issue performance rights in the Company to TGM and its associates as part payment for the TGM investment (**TGM Performance Rights**).

The TGM Performance Rights would be issued in 4 tranches and subject to certain vesting conditions:

Tranche 1 – 1,500,000, which vest upon completion of the Placement

Tranche 2 – 5,000,000, which vest upon TGM achieving \$2 million net profit after tax (**NPAT**) in an audited 12-month period by the 20th anniversary of the execution of the term sheet (i.e. 7 June 2021)

Tranche 3 – 5,000,000, which vest upon TGM achieving \$4 million net profit after tax (**NPAT**) in an audited 12-month period by the 20th anniversary of the execution of the term sheet (i.e. 7 June 2021)

Tranche 4 – 5,000,000, which vest upon TGM achieving \$50 billion in funds under management (**FUM**) and the price of the Company's shares traded on ASX reaching \$0.50.

TOTAL – 16,500,000

In accordance with Listing Rule 7.1, the Company must not, subject to specified exceptions, issue or agree to issue more 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.

Items 11-13 seek Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of the TGM Performance Rights. If Items 11-13 are approved, the TGM Performance Rights will be issued. If Items 11-13 are not approved, the TGM Performance Rights will be issued utilising the Company's remaining issuing capacity under Listing Rule 7.1.

Item 11 – Approval of issue of Performance Rights to TGM Team Pty Ltd

Item 11 seeks, pursuant to ASX Listing Rule 7.1, Shareholder approval for the issue of 6,239,096 Rights to acquire fully paid ordinary shares in the Company to TGM Team Pty Ltd.

Information required by ASX Listing Rule 7.3

ASX Listing Rule 7.3 requires that the following information be provided to Shareholders in relation to the issue of the Rights that are the subject of Item 11:

- i. the Rights will be issued to TGM Team Pty Ltd;
- ii. a total of 6,239,096 Rights will be issued by the Company in four tranches
 - a. tranche 1 - 567,191;
 - b. tranche 2 – 1,890,635
 - c. tranche 3 – 1,890,635
 - d. tranche 4 – 1,890,635
- iii. the material terms of the Rights are as follows:

- each Right entitles the holder to acquire one fully paid ordinary share upon vesting and conversion
 - each Right may be converted upon vesting and subject to certain hurdles which occur as follows:
 - tranche 1 – vest immediately following the completion of the TGM Acquisition
 - tranche 2 – vest within 20 years subject to NPAT of \$2m
 - tranche 3 – vest within 20 years subject to NPAT of \$4m
 - tranche 4 – vest within 20 years subject to the price of the Company's shares traded on ASX reaching \$0.50 and TGM achieving \$50 billion in funds under management
 - the Rights are issued in part payment of the investment in TGM and there is no consideration payable upon vesting
 - the Rights will not be listed for quotation on ASX or any other exchange
 - prior to conversion, a Right does not confer on the holder the right to participate in a new issue of securities by the Company or any dividend declared or paid by the Company, or to vote at or attend a meeting of Shareholders;
- iv. the Rights will be issued soon after the Meeting if Item 11 is approved, and in any event no later than three months after the date of the Meeting;
 - v. the Rights were issued for nil consideration and as part payment of the TGM investment transaction **(TGM Investment)**;
 - vi. a summary of the material terms of the TGM Investment are attached as Annexure A;
 - vii. a voting exclusion statement is included below.

Voting exclusion

The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- TGM Team Pty Ltd and any other person who will obtain a material benefit as a result of the issue of the Shares (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- any associate of TGM Team Pty Ltd.

However, the Company need not disregard a vote if it is cast 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 Chairman of the Meeting as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman 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:
 - i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - ii) the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of the resolution in Item 11.

Item 12 – Approval of issue of Performance Rights to Kosmos Investments Limited

Item 12 seeks, pursuant to ASX Listing Rule 7.1, Shareholder approval for the issue of 5,835,802 Rights to acquire fully paid ordinary shares in the Company to Kosmos Investments Limited.

Information required by ASX Listing Rule 7.3

ASX Listing Rule 7.3 requires that the following information be provided to Shareholders in relation to the issue of the Rights that are the subject of Item 12:

- i. the Rights will be issued to Kosmos Investments Limited;
- ii. a total of 5,835,802 Rights will be issued by the Company in four tranches;
 - a. tranche 1 – 530,527
 - b. tranche 2 – 1,768,425
 - c. tranche 3 – 1,768,425
 - d. tranche 4 – 1,768,425
- iii. the material terms of the Rights are as follows:
 - each Right entitles the holder to acquire one fully paid ordinary share upon vesting and conversion
 - each Right may be converted upon vesting and subject to certain hurdles which occur as follows:
 - tranche 1 – vest immediately following the completion of the TGM Acquisition
 - tranche 2 – vest within 20 years subject to NPAT of \$2m

- tranche 3 – vest within 20 years subject to NPAT of \$4m
- tranche 4 – vest within 20 years subject to the price of the Company’s shares traded on ASX reaching \$0.50 and TGM achieving \$50 billion in funds under management
- the Rights are issued in part payment of the TGM Investment and there is no consideration payable upon vesting
- the Rights will not be listed for quotation on ASX or any other exchange
- prior to conversion, a Right does not confer on the holder the right to participate in a new issue of securities by the Company or any dividend declared or paid by the Company, or to vote at or attend a meeting of Shareholders;
- iv. the Rights will be issued soon after the Meeting if Item 12 is approved, and in any event no later than three months after the date of the Meeting;
- v. the Rights were issued for nil consideration and as part payment of the TGM Investment;
- vi. a summary of the material terms of the TGM Investment are attached as Annexure A;
- vii. a voting exclusion statement is included below.

Voting exclusion

The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Kosmos Investments Limited and any other person who will obtain a material benefit as a result of the issue of the Shares (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- any associate of Kosmos Investments Limited.

However, the Company need not disregard a vote if it is cast 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 Chairman of the Meeting as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman 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:
 - i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - ii) the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of the resolution in Item 12.

Item 13 – Approval of issue of Performance Rights to Goodemont Pty Limited

Item 13 seeks, pursuant to ASX Listing Rule 7.1, Shareholder approval for the issue of 4,425,102 Rights to acquire fully paid ordinary shares in the Company to Goodemont Pty Limited.

Information required by ASX Listing Rule 7.3

ASX Listing Rule 7.3 requires that the following information be provided to Shareholders in relation to the issue of the Rights that are the subject of Item 13:

- i. the Rights will be issued to Goodemont Pty Limited;
- ii. a total of 4,425,102 Rights will be issued by the Company in four tranches;
 - a. tranche 1 – 402,282
 - b. tranche 2 – 1,340,940
 - c. tranche 3 – 1,340,940
 - d. tranche 4 – 1,340,940
- iii. the material terms of the Rights are as follows:
 - each Right entitles the holder to acquire one fully paid ordinary share upon vesting and conversion
 - each Right may be converted upon vesting and subject to certain hurdles which occur as follows:
 - tranche 1 – vest immediately following the completion of the TGM Investment
 - tranche 2 – vest within 20 years subject to NPAT of \$2m
 - tranche 3 – vest within 20 years subject to NPAT of \$4m
 - tranche 4 – vest within 20 years subject to the price of the Company's shares traded on ASX reaching \$0.50 and TGM achieving \$50 billion in funds under management
 - the Rights are issued in part payment of the TGM Investment and there is no consideration payable upon vesting
 - the Rights will not be listed for quotation on ASX or any other exchange

- prior to conversion, a Right does not confer on the holder the right to participate in a new issue of securities by the Company or any dividend declared or paid by the Company, or to vote at or attend a meeting of Shareholders;
- iv. the Rights will be issued soon after the Meeting if Item 13 is approved, and in any event no later than three months after the date of the Meeting;
- v. the Rights were issued for nil consideration and as part payment of the TGM Investment;
- vi. a summary of the material terms of the TGM Investment are attached as Annexure A;
- vii. a voting exclusion statement is included below.

Voting exclusion

The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Goodemont Pty Limited and any other person who will obtain a material benefit as a result of the issue of the Shares (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- any associate of Goodemont Pty Limited.

However, the Company need not disregard a vote if it is cast 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 Chairman of the Meeting as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman 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:
 - i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - ii) the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of the resolution in Item 13.

C. CHANGE OF COMPANY NAME

Item 14 – Change of Company Name

Item 14 is a special resolution and seeks the approval of Shareholders for the Company to change its name to Income Asset Management Group Limited.

The Board believes that the proposed name reflects the Company's strategic direction and will help position it appropriately to carry out its core business growth plans.

The resolution is a special resolution, which requires the support of at least 75% of the votes cast.

The proposed name has been reserved by the Company and if the resolution is passed, the Company will lodge a copy of the special resolution with ASIC following the meeting, in order to effect the change. The change of name will take effect when ASIC alters the details of the Company's registration and the Company's Constitution is altered to reflect the change of name. If the resolution is not passed, the Company's name will remain unchanged.

It is proposed that the Company's ASX listing code will also change from 'CWZ' to 'INY'.

Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of the resolution in Item 14.

Chairman's Voting Intention

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

GLOSSARY

AEST means Australian Eastern Standard Time as observed in Sydney, Australia.

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

Associate has the meaning given to that term in Division 2 of Part 1.2 of the Corporations Act, as the context requires.

ASX means ASX Limited ACN 008 624 691.

ASX Listing Rules means the Listing Rules of the ASX, as amended, or replaced from time to time except to the extent of any express written waiver by ASX.

Board means the current board of directors of the Company.

Company means Cashwerkz Limited (ACN 010 653 862)

Constitution means the Company's Constitution.

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

Directors means the current directors of the Company.

Entitlement Time means 7 p.m. (AEST) on 8 August 2021.

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

Explanatory Notes means the Explanatory Notes accompanying the Notice.

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

Notice or **Notice of Meeting** or **Notice of General Meeting** means this notice of general meaning and the explanatory notes accompanying the Notice and the Proxy Form.

Option means an option to acquire a Share upon payment of the exercise price.

Proxy Deadline means 11 a.m. (AEST) on 8 August 2021.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice, or any one of them, 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 Boardroom Pty Limited.

Voting Exclusion means the exclusion of particular Shareholders from voting on a particular Resolution, as specified under that Resolution in the Notice of Meeting.

Annexure “A”

Summary of Terms of TGM Investment

- The Company to make a 25% investment in TGM
- The Company to have the right to nominate a director to the TGM board
- \$3 million payable in cash

Non-cash consideration

- Up to 1.5 million performance rights which vest upon completion of a successful capital raising
- 5 million performance rights which vest upon TGM achieving \$2 million NPAT
- 5 million performance rights which vest upon TGM achieving \$4 million NPAT
- 5 million performance rights which vest upon the Company’s share price reaching \$0.50 and TGM achieving FUM over \$50 billion.

Online Voting User Guide

Getting Started

ILumi AGM can be accessed using any web browser on a PC, tablet or smartphone device. To use this method, please go to <https://web.lumiagm.com>.

To login to the portal, you will need the following information:

Meeting ID: 347-879-461

Australian Residents

Username - Voting Access Code (VAC*) and **Password** (postcode of your registered address) *Voting Access Code (VAC) can be located on the first page of your proxy form or on your notice of meeting email)

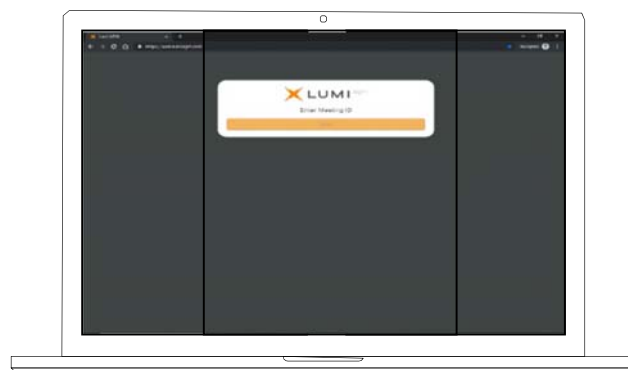
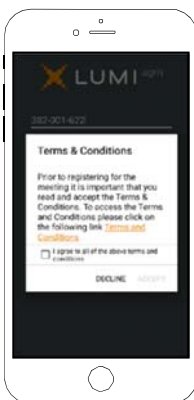
Overseas Residents

Username - Voting Access Code (VAC*) and **Password** (three character country code e.g. New Zealand – NZL. A full list of country codes can be found at the end of this guide.) *Voting Access Code (VAC) can be located on the first page of your proxy form or on your notice of meeting email). A full list of country codes can be found at the end of this guide.

Appointed Proxy

To receive your Username and Password, please contact our share registry, Boardroom Pty Ltd on **1300 737 760** or **+61 2 9290 9600** between 8:30am to 5:30pm (Sydney Time) Monday to Friday the day before the meeting.

To join the meeting, you will be required to enter the above unique 9 digit meeting ID and select 'Join'. To proceed to registration, you will be asked to read and accept the terms and conditions.



If you are a **Shareholder**, select 'I have a login' and enter your Username VAC (Voting Access Code) and Password (postcode or country code). If you are a **Proxyholder** you will need to enter the unique Username and Password provided by Boardroom and select 'Login'.

If you are not a Shareholder, select 'I am a guest'. You will be asked to enter your name and email details, then select 'Enter'. Please note, guests are not able to ask questions at the meeting.



Navigating

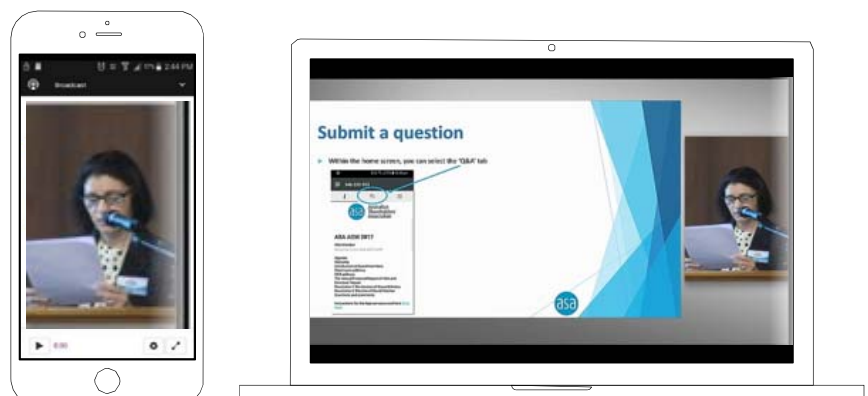
Once you have registered, you will be taken to the **homepage** which displays your name and meeting information.



To **activate the webcast**, please click on the **Broadcast bar** at the bottom of the screen. If prompted you may have to click the play button in the window to initiate the broadcast.



Once you select to view the webcast from a smartphone it can take up to approximately 30 seconds for the live feed to appear on some devices. If you attempt to log into the website before the Meeting commences, a dialog box will appear.

NOTE: We recommend once you have logged in, you keep your browser open for the duration of the meeting. If you close your browser you will be asked to repeat the log in process.

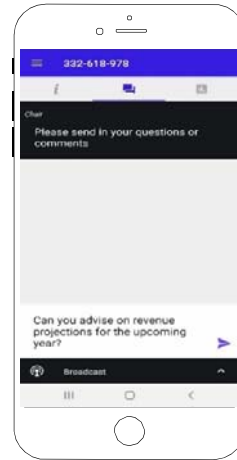


To ask a Question

If you would like to ask a question:

1. Select the question icon 
2. Compose your question.
3. Select the send icon 
4. You will receive confirmation that your question has been received.

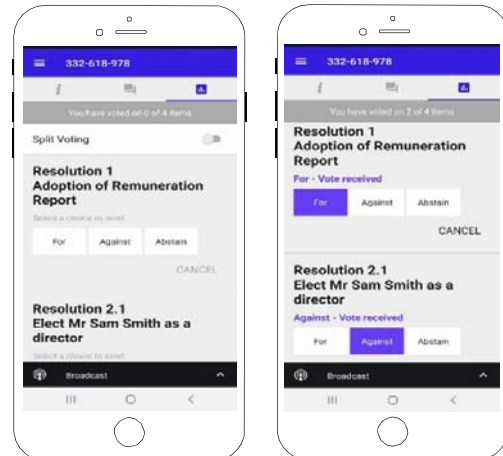
The Chair will give all Shareholders a reasonable opportunity to ask questions and will endeavor to answer all questions at the Meeting.



To Vote

If you would like to cast a vote:

1. When the Chair declares the polls open, the resolutions and voting choices will appear.
2. Press the option corresponding with the way in which you wish to vote.
3. Once the option has been selected, the vote will appear in blue.
4. If you change your mind and wish to change your vote, you can simply press the new vote or cancel your vote at any time before the Chair closes the polls.
5. Upon conclusion of the meeting the home screen will be updated to state that the meeting is now closed.



Need help? If you require any help using this system prior to or during the Meeting, please call **1300 737 760** or **+61 2 9290 9600** so we can assist you

Country Codes

For overseas shareholders, select your country code from the list below and enter it into the password field.

ABW	Aruba
AFG	Afghanistan
AGO	Angola
AIA	Anguilla
ALA	Aland Islands
ALB	Albania
AND	Andorra
ANT	Netherlands Antilles
ARE	United Arab Emirates
ARG	Argentina
ARM	Armenia
ASM	American Samoa
ATA	Antarctica
ATF	French Southern
ATG	Antigua & Barbuda
AUS	Australia
AUT	Austria
AZE	Azerbaijan
BDI	Burundi
BEL	Belgium
BEN	Benin
BFA	Burkina Faso
BGD	Bangladesh
BGR	Bulgaria
BHR	Bahrain
BHS	Bahamas
BIH	Bosnia & Herzegovina
BLM	St Barthelemy
BLR	Belarus
BLZ	Belize
BMU	Bermuda
BOL	Bolivia
BRA	Brazil
BRB	Barbados
BRN	Brunei Darussalam
BTN	Btn
BUR	Burma
BVT	Bouvet Island
BWA	Botswana
CAF	Central African Republic
CAN	Canada
CCK	Cocos (Keeling) Islands
CHE	Switzerland
CHL	Chile
CHN	China
CIV	Cote D'ivoire
CMR	Cameroon
COD	Democratic Republic of Congo
COK	Cook Islands
COL	Colombia
COM	Comoros
CPV	Cape Verde
CRI	Costa Rica
CUB	Cuba
CYM	Cayman Islands
CYP	Cyprus
CXR	Christmas Island
CZE	Czech Republic
DEU	Germany
DJI	Djibouti
DMA	Dominica
DNK	Denmark
DOM	Dominican Republic

DZA	Algeria
ECU	Ecuador
EGY	Egypt
ERI	Eritrea
ESH	Western Sahara
ESP	Spain
EST	Estonia
ETH	Ethiopia
FIN	Finland
FJI	Fiji
FLK	Falkland Islands (Malvinas)
FRA	France
FRO	Faroe Islands
FSM	Micronesia
GAB	Gabon
GBR	United Kingdom
GEO	Georgia
GGY	Guernsey
GHA	Ghana
GIB	Gibraltar
GIN	Guinea
GLP	Guadeloupe
GMB	Gambia
GNB	Guinea-Bissau
GNQ	Equatorial Guinea
GRC	Greece
GRD	Grenada
GRL	Greenland
GTM	Guatemala
GUF	French Guiana
GUM	Guam
GUY	Guyana
HKG	Hong Kong
HMD	Heard & Mcdonald Islands
HND	Honduras
HRV	Croatia
HTI	Haiti
HUN	Hungary
IDN	Indonesia
IMN	Isle Of Man
IND	India
IOT	British Indian Ocean Territory
IRL	Ireland
IRN	Iran Islamic Republic of
IRQ	Iraq
ISM	British Isles
ISL	Iceland
ISR	Israel
ITA	Italy
JAM	Jamaica
JEY	Jersey
JOR	Jordan
JPN	Japan
KAZ	Kazakhstan
KEN	Kenya
KGZ	Kyrgyzstan
KHM	Cambodia
KIR	Kiribati
KNA	St Kitts And Nevis
KOR	Korea Republic of
KWT	Kuwait
LAO	Lao Pdr
LBN	Lebanon

LBR	Liberia
LBY	Libyan Arab Jamahiriya
LCA	St Lucia
LIE	Liechtenstein
LKA	Sri Lanka
LSO	Lesotho
LTU	Lithuania
LUX	Luxembourg
LVA	Latvia
MAC	Macao
MAF	St Martin
MAR	Morocco
MCO	Monaco
MDA	Republic Of Moldova
MDG	Madagascar
MDV	Maldives
MEX	Mexico
MHL	Marshall Islands
MKD	Macedonia Former Yugoslav Rep
MLI	Mali
MLT	Mauritania
MMR	Myanmar
MNE	Montenegro
MNG	Mongolia
MNP	Northern Mariana Islands
MOZ	Mozambique
MRT	Mauritania
MSR	Montserrat
MTQ	Martinique
MUS	Mauritius
MWI	Malawi
MYS	Malaysia
MYT	Mayotte
NAM	Namibia
NCL	New Caledonia
NER	Niger
NFK	Norfolk Island
NGA	Nigeria
NIC	Nicaragua
NIU	Niue
NLD	Netherlands
NOR	Norway Montenegro
NPL	Nepal
NRU	Nauru
NZL	New Zealand
OMN	Oman
PAK	Pakistan
PAN	Panama
PCN	Pitcairn Islands
PER	Peru
PHL	Philippines
PLW	Palau
PNG	Papua New Guinea
POL	Poland
PRI	Puerto Rico
PRK	Korea Dem Peoples Republic of
PRT	Portugal
PRY	Paraguay
PSE	Palestinian Territory Occupied
PYF	French Polynesia
QAT	Qatar Re
REU	Reunion

ROU	Romania
RUS	Russian Federation
RWA	Rwanda
SAU	Saudi Arabia Kingdom Of
SDN	Sudan
SEN	Senegal
SGP	Singapore
SGS	Sth Georgia & Sth Sandwich Isl
SHN	St Helena
SJM	Svalbard & Jan Mayen
SLB	Solomon Islands
SCG	Serbia & Outlying
SLE	Sierra Leone
SLV	El Salvador
SMR	San Marino
SOM	Somalia
SPM	St Pierre And Miquelon
SRB	Serbia
STP	Sao Tome And Principe
SUR	Suriname
SVK	Slovakia
SVN	Slovenia
SWE	Sweden
SWZ	Swaziland
SYC	Seychelles
SYR	Syrian Arab Republic
TCA	Turks & Caicos Islands
TCO	Chad
TGO	Togo
THA	Thailand
TJK	Tajikistan
TKL	Tokelau
TKM	Turkmenistan
TLS	East Timor
TMP	East Timor
TON	Tonga
TTO	Trinidad & Tobago
TUN	Tunisia
TUR	Turkey
TUV	Tuvalu
TWN	Taiwan
TZA	Tanzania United Republic of
UGA	Uganda
UKR	Ukraine
UMI	United States Minor
URY	Uruguay
USA	United States of America
UZB	Uzbekistan
VNM	Vietnam
VUT	Vanuatu
WLF	Wallis & Futuna
WSM	Samoa
YEM	Yemen
YMD	Yemen Democratic
YUG	Yugoslavia Socialist Fed Rep
ZAF	South Africa
ZAR	Zaire
ZMB	Zambia
ZWE	Zimbabwe

- ✉ By Mail Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 By Fax: +61 2 9290 9655
- 💻 Online: www.boardroomlimited.com.au
- ☎ By Phone: (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded before 11:00 am (AEST) on Sunday, 8 August 2021.

🖥 TO VOTE ONLINE

- STEP 1: VISIT <https://www.votingonline.com.au/cwzgm2021>
- 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:

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

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

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

STEP 3 SIGN THE FORM

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

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

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

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

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

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00 am (AEST) on Sunday 8 August 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/cwzgm2021>
- 📠 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

☐**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 **Cashwerkz 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 **virtually on Tuesday, 10 August 2021 at 11:00 am (AEST)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

STEP 2 VOTING DIRECTIONS

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

		FOR	AGAINST	ABSTAIN*			FOR	AGAINST	ABSTAIN*
Item 1	Ratification and Approval of issue of Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 8	Approval of issue of Shares to an Associate of Mr Brook Adcock	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2	Ratification and Approval of issue of Performance Rights to Sheer Dynamics Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 9	Approval of issue of Shares to an Associate of Mr Craig Swanger	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Approval of issue of Options to Adcock Private Equity Limited ATF Adcock Private Equity Trust	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 10	Approval of issue of Options to Blue Ocean Equities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Approval of issue of Options to Clare Nantes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 11	Approval of issue of Performance Rights to TGM Team Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	Approval of issue of Shares under Tranche 1 of Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 12	Approval of issue of Performance Rights to Kosmos Investments Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6	Approval of issue of Shares under Tranche 2 of Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 13	Approval of issue of Performance Rights to Goodemont Pty Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 7	Approval of issue of Shares to an Associate of Mr John Nantes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 14	Approval of Change of Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2021

9 July 2021

Dear Shareholder

General Meeting - 10 August 2021

A General Meeting of shareholders of Cashwerkz Limited (**Company**) will be held virtually via <https://web.lumiagm.com/347-879-461>

at: **11.00 a.m. (AEST)**
on: **Tuesday, 10 August 2021 (Meeting).**

The Meeting will be held virtually due to restrictions occasioned by the COVID-19 pandemic, including government restrictions on gatherings.

The Notice of Meeting and accompanying explanatory memorandum are being made available to shareholders electronically and a hard copy will not be despatched.

You are able to access the Notice of Meeting and explanatory memorandum via the website of the Company's share registry, Boardroom Pty Limited (**Boardroom**), using the link below, or via the ASX market announcements platform using code "CWZ".

To view the Notice of Meeting, please use the following link:
<https://www.reportsonline.net.au/?documentid=FFFF21049A194FF99F3F5062D4ED3883>

Shareholders can participate in the Meeting via the Lumi AGM platform through the following URL: **<https://web.lumiagm.com/347-879-461>**

Participating in the Meeting virtually will enable shareholders to view the Meeting live, ask questions and cast votes in the real time poll during the Meeting.

You will need the following information to access the Meeting:

- the meeting ID, which is 347-879-461
- your username, which is your Voting Access Code (reflected on the front of your proxy form or in your notice of meeting email)
- your password, which is your Australian postcode (overseas shareholders should refer to the Online Voting User Guide).

Further information on how to vote and participate in the virtual Meeting is contained in the Online Voting User Guide attached.

Alternatively, if you have been nominated as a third party proxy, or for any enquiries relating to virtual participation in the Meeting or accessing the Lumi AGM platform, please contact Boardroom on 1300 737 760 or +61 02 9290 9600.

Yours sincerely

Vanessa Chidrawi

Vanessa Chidrawi
Company Secretary