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**SIMBLE SOLUTIONS LIMITED**  
**ABN 17 608 419 656**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING AND EXPLANATORY MEMORANDUM**

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

**Time:** 11:00 am (Sydney Time)

**Date:** Thursday 30 September 2021

Due to current circumstances relating to COVID-19 and associated government imposed restrictions and recommendations, the Meeting is being held by way of a virtual meeting (electronically) using the Lumi AGM technology. Shareholders are urged to attend and vote at the meeting electronically using the Lumi AGM technology or vote by lodging the proxy form attached to this Notice.

## AGENDA

### A. Resolutions:

#### **Resolution 1 - Ratification of Prior Share Allotment 62,200,000 Shares**

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

*"That for the purposes of Listing Rule 7.4 and for all other purposes, approval is given for the ratification of the prior issue, on 4 August 2021, of a total of 62,200,000 Ordinary Shares at a total price of \$1,555,000 on the terms and conditions set out in the Explanatory Memorandum."*

#### **Resolution 2 – Approval to Issue Shares and Options to Mr Darryl Flukes**

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

*'That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 2,000,000 Ordinary Shares and 1,000,000 Options in the Company, on such terms and conditions more particularly described in the Explanatory Memorandum, to Director, Darryl Flukes.'*

#### **Resolution 3 – Approval to Issue Shares and Options to Mr Fadi Geha**

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

*'That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 1,000,000 Ordinary Shares and 500,000 Options in the Company, on such terms and conditions more particularly described in the Explanatory Memorandum, to Director, Fadi Geha.'*

#### **Resolution 4 – Approval to Issue 31,100,000 Options**

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

*'That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 31,100,000 Options on such terms and conditions more particularly described in the Explanatory Memorandum.'*

#### **Resolution 5 – Approval to Issue 10,000,000 Options**

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

*'That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve to issue of up to 10,000,000 Options on such terms and conditions more particularly described in the Explanatory Memorandum.'*

## NOTES

### 1. Explanatory Memorandum

The Explanatory Memorandum accompanying this Notice of Extraordinary General Meeting is incorporated in and comprises part of this Notice of Extraordinary General Meeting and should be read in conjunction with this Notice of Extraordinary General Meeting.

### 2. Voting exclusion statements

**Resolution 1** - The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of any person, or any associate of that person, who participated in the issue of shares the subject of Resolution 1.

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

**Resolution 2** - The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of Mr Darryl Flukes, or any associate of Mr Flukes, who will obtain a material benefit as a result of, the issue Shares and Options (except a benefit solely by reason of being a holder of Shares).

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

**Resolution 3** - The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of Mr Fadi Geha, or any associate of Mr Geha, who will obtain a material benefit as a result of, the issue Shares and Options (except a benefit solely by reason of being a holder of Shares).

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

**Resolution 4** - The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of the persons who are expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity), or an associate of those persons.

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

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

**Resolution 5** - The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of the persons who are expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity), or an associate of those persons.

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

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

### 3. Who may vote

In accordance with Regulation 7.11.37 of the Corporations Regulations, the Company (as convenor of the Meeting) has determined that a person's entitlement to attend and vote at the Meeting will be those persons set out in the register of Shareholders as at 7.00pm (AEST) on 28 September 2021. This means that any Shareholder registered at 7.00pm (AEST) on 28 September 2021 is entitled to attend and vote at the Meeting.

#### **4. Direct voting using the Lumi AGM Online Platform**

In light of current public health restrictions relating to the spread of COVID-19 the Company has made the decision to hold its first virtual Annual General Meeting. All shareholders will have the opportunity to attend and participate in the 2021 Annual General Meeting online via an internet connection (using a computer, laptop, tablet or smartphone).

Shareholders are invited and encouraged to participate in the Meeting and vote electronically using the Lumi AGM Online Platform. The Online Platform will provide Shareholders with the ability to view and participate in the proceedings of the Meeting by webcast, and to cast their votes during the Meeting.

If Shareholders are unable to attend the Meeting using the Online Platform they are encouraged to alternatively, return the Proxy Form to the Company in accordance with the instructions thereon. Returning the Proxy Form will not preclude a Shareholder from attending and voting at the Meeting utilising the Lumi Online Platform should they elect to do so.

#### **5. Shareholder questions**

Whilst Shareholders will be provided with the opportunity to submit questions online at the Meeting, it would be desirable if the Company was able to receive them in advance.

Shareholders are therefore requested to send any questions they may have for the Company or its Directors at the virtual Extraordinary Shareholders' Meeting to the Company Secretary, Kim Clark by email to [kim.clark@boardroomlimited.com.au](mailto:kim.clark@boardroomlimited.com.au).

Please note that not all questions may be able to be answered during the meeting. In this case answers will be made available on the Company's website after the meeting.

#### **6. Proxies**

A Shareholder entitled to attend this Meeting and vote, is entitled to appoint a proxy to attend and vote on behalf of that Shareholder at the Meeting.

- A proxy need not be a Shareholder.
- If the Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may appoint two proxies and may specify the proportion or number of the votes which each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes held by that Shareholder.
- If the Shareholder appoints only one proxy, that proxy is entitled to vote on a show of hands. If a Shareholder appoints two proxies, only one proxy is entitled to vote on a show of hands.
- Where two proxies are appointed, any fractions of votes resulting from the appointment of two proxies will be disregarded.
- A Proxy Form accompanies this Notice.
- Unless the Shareholder specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit, or abstain from voting.
- If a Shareholder wishes to appoint a proxy, the Shareholder should complete the Proxy Form and comply with the instructions set out in that form relating to lodgement of the form with the Company.
- The Proxy Form must be signed by the Shareholder or his or her attorney duly authorised in writing or, if the Shareholder is a corporation, either signed by an authorised officer or attorney of the corporation or otherwise signed in accordance with the Corporations Act.
- If any attorney or authorised officer signs the Proxy Form on behalf of a Shareholder, the relevant power of attorney or other authority under which it is signed or a certified copy of that power or authority must be deposited with the Proxy Form.
- The Proxy Form (together with any relevant authority) must be received by no later than 11:00 am (AEST) on 28 September 2021.
- The completed Proxy Form may be:
  - Mailed to the address on the Proxy Form; or
  - Faxed to Simble Solutions Limited, Attention Company Secretary, on facsimile number +61 2 9290 9655.

- Voted online via the Company's Share Registry at [www.votingonline.com.au/sisegm2021](http://www.votingonline.com.au/sisegm2021)

**7. Corporate Representative**

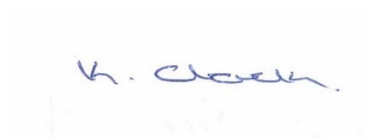
Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with section 250D of the Corporations Act authorising him or her to act as that company's representative. The authority must be sent to the Company and/or registry at least 24 hours in advance of the Meeting.

**7. Voting Intentions**

Subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of the Resolutions. In respect of undirected proxies, subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of the Resolution.

23 August 2021

**By Order of the Board of Simble Solutions Limited**

A handwritten signature in blue ink, appearing to read "K. Clark", is written over a faint, rectangular stamp or watermark.

**Kim Clark**  
**Company Secretary**

# **SIMBLE SOLUTIONS LIMITED**

## **(ACN 608 419 656)**

### **EXPLANATORY MEMORANDUM**

This Explanatory Memorandum forms part of the Notice convening the Extraordinary General Meeting of Shareholders of Simble Solutions Limited (**Company**) to be held virtually at 11:00 am (AEST) on 30 September 2021.

This Explanatory Memorandum is to assist Shareholders in understanding the background to, and the legal and other implications of, the Notice and the reasons for the proposed resolutions. Both documents should be read in their entirety and in conjunction with each other.

### **Explanatory Notes to the Resolutions**

#### **Resolution 1: Ratification of Prior Share Allotment 62,200,000 Shares**

On 4 August 2021 (**Issue Date**) and as announced to the ASX on that date, fully paid ordinary Shares were issued pursuant to the share placement undertaken by the Company to raise additional capital to accelerate the Company's growth and expansion strategy in Australia and the UK, through increasing business development capability, and securing additional channels to market, especially for CarbonView. Additional funds will be used to fund marketing activities, increase customer delivery capability and strengthen the Company's balance sheet.

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

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

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

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

In accordance with Listing Rule 7.1 and Listing Rule 7.4, to restore the Company's capacity to issue Shares it is proposed that Shareholders ratify the issue of ordinary Shares as detailed below.

ASX Listing Rule 7.1 (in combination with ASX Listing Rule 7.1A) limits the Company from issuing more than 25% of its issued capital without shareholder approval. Listing Rule 7.4 provides that where a company subsequently approves an issue of securities, the issue will be treated as having been made with approval for the purpose of Listing Rule 7.1, thereby replenishing the Company's 15% capacity, enabling it to issue further securities up to that limit. Listing Rule 7.4 can also be utilised to refresh the Company's 10% capacity under Listing Rule 7.1A.

If this resolution is not approved, the Company's capacity to raise additional equity funds over the next 12 months without reference to shareholders will be reduced.

This Resolution is an ordinary resolution requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

The following information is provided in accordance with Listing Rule 7.5:

**(a) Number of securities issued:**

62,200,000 fully paid ordinary Shares.

**(b) Date on which securities were issued:**

The Shares were issued and allotted on 4 August 2021.

**(c) Issue price of securities:**

The Shares were issued for cash consideration for a total of \$1,555,000 being \$0.025 per Share.

**(d) Allottees of the securities:**

The Shares were allotted by the Company to sophisticated investors selected by Fresh Equities Pty Ltd and L39 Capital Pty Ltd under a private share placement.

**(e) Terms of securities:**

The Shares, when issued, ranked equally with all other Shares on issue at the time and had the same rights and entitlements as the currently issued Shares.

**(f) The intended use of the funds:**

To accelerate the Company's growth and expansion strategy in Australia and the UK, through increasing business development capability, and securing additional channels to market, especially for CarbonView. Additional funds will be used to fund marketing activities, increase customer delivery capability and strengthen the Company's balance sheet.

**Directors' recommendation**

The Directors unanimously recommend that the Shareholders vote in favour of Resolution 1.

**Resolution 2: Approval to Issue Shares and Options to Mr Darryl Flukes**

Director, Darryl Flukes subscribed for Shares and Options in the Placement. This Resolution seeks Shareholder approval of issue of 2,000,000 Shares at an issue price of \$0.025 per Share and 1,000,000 attaching Options at an exercise price of \$0.04 and expiring on the date that is the third anniversary of the issue date to Mr Darryl Flukes or his nominee, pursuant to ASX Listing Rule 10.11 and for all other purposes as a result of this subscription.

ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval prior to the issue of securities to a related party of the company. Being a Director of the Company, Mr Flukes is related party of the Company by virtue of section 228(2) of the Corporations Act (Cth) 2001. Accordingly, this Resolution seeks the approval required by ASX Listing Rule 10.11 to allow the issue of Shares and Options to Mr Flukes.

If Shareholder approval is given for the purposes of ASX Listing Rule 10.11, approval will not be required under ASX Listing Rule 7.1 and the Shares and Options issued pursuant to this Resolution will not deplete the Company's 15% Placement Capacity. If this Resolution is not approved by Shareholders, the Company will not be able to issue the Shares or Options the subject of this Resolution or receive the consideration monies.

This Resolution is an ordinary resolution requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

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

Recipients of Issue:	Mr Darryl Flukes (or his nominee)
Number and Class of Securities to be Issued	2,000,000 fully paid ordinary Shares and 1,000,000 Options on the same terms as those issued to non-related parties.
Material terms of the securities	The Shares will rank equally with existing Shares.  The Options will have an exercise price of \$0.04 and expire on the date that is the third anniversary of the issue date.
Date on which the securities will be issued	No later than 1 month after the date of the Meeting.
Issue Price	The Shares are issued at \$0.025 per Share.  One Option is to be issued for every two Shares subscribed for in the Placement.
Purpose of the issue	Funds raised as a result of the Placement will be used for the acceleration of the Company's growth and expansion strategy in Australia and the UK, through increasing business development capability, and securing additional channels to market, especially for CarbonView. Additional funds will be used to fund marketing activities, increase customer



	delivery capability and strengthen the Company's balance sheet.
Voting Exclusion	A voting exclusion statement applies to this item of business as set out in the Notice.

### Directors Recommendation

The Directors (Mr Flukes abstaining) unanimously recommend that Shareholders vote in favour of Resolution 2.

### **Resolution 3: Approval to Issue Shares and Options to Mr Fadi Geha**

Director, Fadi Geha subscribed for Shares and Options in the Placement. This Resolution seeks Shareholder approval of issue of 1,000,000 Shares at an issue price of \$0.025 per share and 500,000 attaching Options at an exercise price of \$0.04 and expiring on the date that is the third anniversary of the issue date to Mr Fadi Geha or his nominee, pursuant to ASX Listing Rule 10.11 and for all other purposes as a result of this subscription.

ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval prior to the issue of securities to a related party of the company. Being a Director of the Company, Mr Geha is related party of the Company by virtue of section 228(2) of the Corporations Act (Cth) 2001. Accordingly, this Resolution seeks the approval required by ASX Listing Rule 10.11 to allow the issue of Shares and Options to Mr Geha.

If Shareholder approval is given for the purposes of ASX Listing Rule 10.11, approval will not be required under ASX Listing Rule 7.1 and the Shares and Options issued pursuant to this Resolution will not deplete the Company's 15% Placement Capacity. If this Resolution is not approved by Shareholders, the Company will not be able to issue the Shares or Options the subject of this Resolution or receive the consideration monies.

This Resolution is an ordinary resolution requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

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

Recipients of Issue:	Mr Fadi Geha (or his nominee)
Number and Class of Securities to be Issued	1,000,000 fully paid ordinary Shares and 500,000 Options on the same terms as those issued to non-related parties.
Material terms of the securities	The Shares will rank equally with existing Shares.  The Options will have an exercise price of \$0.04 and expire on the date that is the third anniversary of the issue date.
Date on which the securities will be issued	No later than 1 month after the date of the Meeting.
Issue Price	The Shares are issued at \$0.025 per Share.  One Option is to be issued for every two Shares subscribed for in the Placement.
Purpose of the issue	Funds raised as a result of the Placement will be used for the acceleration of the Company's growth and expansion strategy in Australia and the UK, through increasing business development capability, and securing additional channels to market, especially for CarbonView. Additional funds will be used to fund marketing activities, increase customer delivery capability and strengthen the Company's balance sheet.
<u>Voting Exclusion</u>	A voting exclusion statement applies to this item of business as set out in the Notice.

### Directors Recommendation

The Directors (Mr Geha abstaining) unanimously recommend that Shareholders vote in favour of Resolution 3.

#### **Resolution 4: Approval to Issue 31,100,000 Options**

Resolution 4 seeks Shareholder approval for the issue of 31,100,000 Options at an exercise price of \$0.04 expiring on the date that is the third anniversary of the issue date, under ASX Listing Rule 7.1 on such terms and conditions more particularly described below.

ASX Listing Rule 7.1 provides that a Company must not, subject to specified exceptions under ASX Listing Rule 7.2, issue or agree to issue equity securities during any 12-month period in excess of 15% of the number of Shares on issue at the commencement of that 12-month period without Shareholder approval.

The effect of the resolution will be to allow the Company to issue the Options the subject of this Resolution, no later than 3 months after the date of the Meeting without using the Company's 15% annual placement capacity granted under ASX Listing rule 7.1. If this Resolution is not approved by Shareholders, the Company will not be able to issue the Options the subject of this Resolution.

This Resolution is an ordinary resolution requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

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

Persons who are expected to participate in the issue:	Sophisticated and professional investors selected by Fresh Equities Pty Ltd and L39 Capital Pty Ltd who participated in the Placement as announced to ASX on 28 July 2021.
Number and Class of Securities to be Issued	31,100,000 Options
Material terms of the securities	On exercise, the Shares issued will rank equally with existing Shares.  The Options are exercisable at \$0.04 and expire on the date that is the third anniversary of the issue date.
Date on which the securities will be issued	No later than 1 month after the date of the Meeting.
Issue Price	The Options were agreed to be issued as part of the Placement as announced to ASX on 28 July 2021. Fully paid ordinary Shares issued in conjunction with the Placement were offered at \$0.025 per Share with one attaching Option for every two Shares, subject to the approval sought under this Resolution.
Purpose of the issue	Funds raised as a result of the Placement will be used for the acceleration of the Company's growth and expansion strategy in Australia and the UK, through increasing business development capability, and securing additional channels to market, especially for CarbonView. Additional funds will be used to fund marketing activities, increase customer delivery capability and strengthen the Company's balance sheet.
Voting Exclusion	A voting exclusion statement applies to this item of business as set out in the Notice.

#### **Directors Recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

### **Resolution 5: Approval to Issue 10,000,000 Options**

The Company has entered into an agreement with L39 Capital Pty Ltd (**L39**) which inter alia requires L39 to provide ongoing Strategic Support Services. In consideration for these services, the Company has agreed to issue L39 with 10,000,000 Options. This Resolution seeks Shareholder approval for the issue of 10,000,000 Options at an exercise price of \$0.04 expiring on the date that is the third anniversary of the issue date, under ASX Listing Rule 7.1 on such terms and conditions more particularly described below.

ASX Listing Rule 7.1 provides that a Company must not, subject to specified exceptions under ASX Listing Rule 7.2, issue or agree to issue equity securities during any 12-month period in excess of 15% of the number of Shares on issue at the commencement of that 12-month period without Shareholder approval.

The effect of the resolution will be to allow the Company to issue the Options the subject of this Resolution, no later than 3 months after the date of the meeting without using the Company's 15% annual placement capacity granted under ASX Listing rule 7.1. If this Resolution is not approved by Shareholders, the Company will either not be able to issue the Options the subject of this Resolution in the event that Resolution 1 is not passed by Shareholders, or will be required to issue the Options the subject of this Resolution by using a portion of the Company's 15% placement capacity that will be available if Resolution 1 is passed by Shareholders.

This Resolution is an ordinary resolution requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

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

Persons who are expected to participate in the issue:	L39 Capital Pty Ltd
Number and Class of Securities to be Issued	10,000,000 Options
Material terms of the securities	On exercise, the Shares issued will rank equally with existing Shares.  The Options are exercisable at \$0.04 and expire on the date that is the third anniversary of the issue date.
Date on which the securities will be issued	No later than 1 month after the date of the Meeting.
Issue Price	Nil
Purpose of the issue	In consideration for the provision of Strategic Support Services by L39 Capital Pty Ltd.
Voting Exclusion	A voting exclusion statement applies to this item of business as set out in the Notice.

### **Directors Recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 5.

## DEFINITIONS

Throughout this Explanatory Memorandum the following various words and phrases are capitalised and the definitions of these capitalised words and phrases are set out below:

"**ASX**" means ASX Limited (ACN 000 943 377);

"**ASX Listing Rules**" or "**Listing Rule**" means the Official Listing Rules of the ASX;

"**Board**" means the board of Directors of the Company;

"**Chairman**" means the chairman of the annual general meeting;

"**Company or Simble**" means Simble Solutions Limited ACN 608 419 656;

"**Corporations Act**" means the *Corporations Act 2001* (Cth);

"**Corporations Regulation**" means the *Corporations Regulation 2001* (Cth)

"**Directors**" mean the current Directors of the Company;

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

"**Explanatory Memorandum**" means this Explanatory Memorandum as modified or varied by any supplementary Memorandum issued by the Company from time to time;

"**Meeting**" or "**Explanatory General Meeting**" means the annual general meeting convened by this Notice;

"**Note**" has the same meaning as Convertible Note;

"**Notice**" or "**Notice of Meeting**" means the notice convening the Extraordinary General Meeting of the Company to be held on 30 September 2021 which accompanies this Explanatory Memorandum;

"**Option**" means an option to acquire a Share;

"**Placement**" means the placement announced to ASX on 28 July 2021;

"**Proxy Form**" means the proxy form that is enclosed with and forms part of this Notice;

"**Resolution**" means a resolution in the form proposed in the Notice of Meeting;

"**Share**" means a fully paid ordinary share in the capital of the Company; and

"**Shareholder**" means a registered holder of a Share in the Company.



#### 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 11:00 am (Sydney Time) Tuesday 28 September 2021.**

### 🖥 TO VOTE ONLINE

### 📱 BY SMARTPHONE

**STEP 1: VISIT** <https://www.votingonline.com.au/sisegm2021>

**STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**

**STEP 3: Enter your Voting Access Code (VAC):**



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

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

##### Appointment of a Second Proxy

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

To appoint a second proxy you must:

- 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 **11:00 am (Sydney Time) on Tuesday 28 September 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/sisegm2021>
- 📠 **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

No attendance will be permitted at the meeting. Refer to the Notice of Meeting for further information on participating in the virtual meeting.

# Simple Solutions Limited

ABN 17 608 419 656

☐

## Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

**Please note, you cannot change ownership of your securities using this form.**

## PROXY FORM

### STEP 1 APPOINT A PROXY

I/We being a member/s of **Simple Solutions Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting** (mark box)

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Extraordinary General Meeting of the Company to be held as a virtual meeting online on **Thursday 30 September 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.

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*
Resolution 1	Ratification of Prior Issue of 62,200,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval to Issue Shares and Options to Mr Darryl Flukes (Director)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval to Issue Shares and Options to Mr Fadi Geha (Director)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval to Issue 31,100,000 Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval to Issue 10,000,000 Options	<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