

21 December 2021

Dear Shareholder

BIR FINANCIAL LIMITED – EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

BIR Financial Limited is convening an Extraordinary General Meeting of shareholders to be held as a virtual meeting on **31 January 2022 at 11:00am (AEDT) (Meeting)**.

In accordance with section 253RA of the Corporations Act, the Company is not sending hard copies of the Notice of Meeting to Shareholders. The Notice of Meeting, can be viewed and downloaded from this website link:

<https://www2.asx.com.au/>

or at the Company's website at:

<https://birfinancial.com.au/>

You may vote by attending the Meeting via Zoom, by proxy, or by appointing an authorised representative.

Voting via Person via Zoom

If you wish to attend the meeting via Zoom, please register your intention by sending an email to:

catriona.glover@tearum.com.au

You will receive an invitation to join the meeting via Zoom, once your details have been verified.

Please register your interest to attend no later than 11:00 am on 29 January 2022.

Voting by Proxy

Appointment of Proxy. Shareholders who are entitled to attend and vote at the Meeting, may appoint a proxy to act generally at the Meeting and to vote on their behalf. The proxy does not need to be a Shareholder.

A Shareholder that is entitled to cast two or more votes may appoint two proxies and should specify the proportion of votes each proxy is entitled to exercise. If a Shareholder

appoints two proxies, each proxy may exercise half of the Shareholder's votes if no proportion or number of votes is specified.

Voting by proxy. A Shareholder can direct its proxy to vote for, against or abstain from voting on each Resolution by marking the appropriate box in the voting directions to your proxy section of the Proxy Form. If a proxy holder votes, they must cast all votes as directed. Any directed proxies that are not voted will automatically default to the Chairman, who must vote the proxies as directed in the Proxy Form.

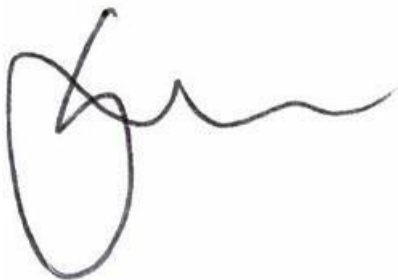
Proxy Forms must be received by **11:00am (AEDT) on 29 January 2022.**

Details on how to lodge your Proxy Form can be found on the enclosed Proxy Form. If you have any questions about your Proxy Form, please contact the Company Secretary by telephone at +61 414 906 611.

If COVID-19 social distancing restrictions change prior to the Meeting, the Company will advise via an ASX announcement as to any changes in the manner in which the Meeting will be held.

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser.

Yours faithfully



Gregory Starr
Director and Company Secretary
BIR Financial Limited

BIR FINANCIAL LIMITED ACN 074 009 091

NOTICE OF GENERAL MEETING

Notice is given that a General Meeting of the members of BIR Financial Limited ACN 074 009 091 (**Company**) will be held:

Date: 31 January 2022
Time: 11.00am (AEDT)
Venue: Via Zoom

The Extraordinary General Meeting will be held electronically. Shareholders are requested to participate in the Extraordinary General Meeting virtually via the Company's online platform, or by the appointment of a proxy. Please see page 3 for details outlining the process which Shareholders should follow to participate in the Extraordinary General Meeting electronically.

In accordance with *Treasury Laws Amendment (2021 Measures No.1) Act 2021*, the Company will not be mailing physical copies of this Notice of Meeting to Shareholders, and instead this Notice of Meeting will be sent electronically to Shareholders where the Company has a record of their email address, or will otherwise be made available to Shareholders where the Company does not have a record of their email address through a URL set out in a letter sent to them by mail. Please see page 3 for further details regarding the despatch of this Notice of Meeting to Shareholders.

Certain terms and abbreviations used in this Notice of Meeting and the Explanatory Memorandum are defined in the Glossary to the Explanatory Memorandum.

1. **RESOLUTION 1 – APPROVAL OF THE ISSUE OF SHARES UPON THE CONVERSION OF CONVERTIBLE NOTES TO A RELATED PARTY OTHERWISE PROHIBITED BY THE TAKEOVER PROVISIONS**

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

*'That for the purposes of ASX Listing Rule 10.11, section 611 (item 7) and section 208 of the Corporations Act, and for all other purposes, approval is given for the Company to issue 155,813,294 Shares to Wagering Technologies Pty Ltd (**Wagering**) as a result of the conversion of convertible notes (**Convertible Notes**) on the terms and conditions set out in the Explanatory Memorandum.'*

Independent Expert's Report

Shareholders should carefully consider the report prepared by the Independent Expert for the purposes of Shareholder approval under section 611 (item 7) of the Corporations Act. The Independent Expert's Report comments on the fairness and reasonableness of the issue of shares the subject of this Resolution to the non-associated Shareholders of the Company. **The Independent Expert has concluded that the transaction is not fair but reasonable to the non-associated Shareholders.**

Voting Exclusion Statement

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

- Wagering;
- any shareholders of Wagering; and
- any other person who may obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if Resolution 1 is passed,

and any associates of those persons listed above.

However, this does not prevent the casting of a vote in favour of Resolution 1 if:

- 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.

Consequence of Shareholders not approving the Transaction

Paragraph 2.9 of the Independent Expert's Report sets out the consequences if Shareholders do not approve the Transaction.

EXPLANATORY MEMORANDUM

An Explanatory Memorandum in respect of Resolution 1 is **enclosed** with this Notice of Meeting. Expressions defined in the Explanatory Memorandum have the same meaning when used in this Notice of Meeting.

By Order of the Board



Company Secretary

VIRTUAL EXTRAORDINARY GENERAL MEETING

In accordance with *Treasury Laws Amendment (2021 Measures No.1) Act 2021*, the Company will not be mailing physical copies of this Notice of Meeting to Shareholders. This Notice of Meeting will be despatched to Shareholders in the following manner:

- if the Share Registry has a record of a Shareholder's email address, the Company will send an email to that Shareholder with this Notice of Meeting included as an attachment to that email; or
- if the Share Registry does not have a record of a Shareholder's email address, the Company will mail a physical letter to that Shareholder's registered address, containing a URL website address by which that Shareholder can access and download a copy of this Notice of Meeting electronically.

Shareholders intending to attend the Extraordinary General Meeting via the Zoom facility are required to register their intention to do so by 11:00 am on 31 January 2022 by sending an email with their full name and registered address to the:

catriona.glover@tearum.com.au

Once your details have been verified, shareholders will receive an email containing a link to enable them to participate in the Zoom meeting.

VOTING ENTITLEMENTS

In accordance with section 1074E(2)(g) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations 2001 (Cth), persons holding shares at 7.00 pm (AEDT) on 29 January 2022 will be treated as Shareholders. This means that if you are not the registered holder of a relevant Share at that time you will not be entitled to attend and vote in respect of that Share at the meeting.

EXTRAORDINARY GENERAL MEETING CONSIDERATIONS

A discussion will be held on all items to be considered at the Extraordinary General Meeting.

All Shareholders will have a reasonable opportunity to ask questions during the Extraordinary General Meeting via the virtual Extraordinary General Meeting platform.

To ensure that as many Shareholders as possible have the opportunity to speak, Shareholders are requested to observe the following:

- all Shareholder questions should be stated clearly and should be relevant to the business of the Extraordinary General Meeting, and general questions about the performance, business or management of the Company;
- if a Shareholder has more than one question on an item, all questions should be asked at the one time; and
- Shareholders should not ask questions at the Extraordinary General Meeting regarding personal matters or those that are commercial in confidence.

ALL RESOLUTIONS BY POLL

The Chairman intends to call a poll on each of the Resolutions proposed at the Extraordinary General Meeting. Each Resolution considered at the Extraordinary General Meeting will therefore be conducted by poll, rather than a show of hands. The Chairman considers voting by poll to be in the interests of the shareholders as a whole, and to ensure the representation of as many shareholders as possible at the meeting.

HOW TO VOTE

Using the online platform

Shareholders who attend the Extraordinary General Meeting via Zoom will be able to vote in real time using the online voting facility. All resolutions will be conducted and determined on a poll. The Company's auditors will scrutineer the poll.

More information about online participation in the Extraordinary General Meeting is available in the proxy form.

Appointing a proxy

A member can appoint a proxy to attend the Meeting and vote on their behalf, using the enclosed Proxy Form. A member who is entitled to vote at the meeting may appoint:

- one proxy if the member is only entitled to one vote; or
- two proxies if the member is entitled to more than one vote.

Where the member appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise one half of the votes, in which case any fraction of votes will be discarded. A proxy need not be a member of the Company.

If you require an additional Proxy Form, please contact the Company's Share Registry (Automic Pty Ltd) .

The Proxy Form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by the Share Registry, Automic Group Pty Ltd no later than 11.00am (AEDT) on 29 January 2022 (that is, at least 48 hours before the meeting). Proxies received after this time will not be accepted.

To be effective, proxy forms must be received by the Company's share registry (Automic Pty Ltd) no later than 48 hours before the commencement of the Annual General Meeting, that is no later than 11:00 am (Sydney time) on 29 January 2022. Any proxy form received after that time will not be valid for the scheduled meeting. The proxy form does not need to be returned to the share registry if the votes have been lodged online at <http://www.automic.com.au>

Hand Delivery

Automic Pty Ltd
Level 5
126 Phillip Street,
Sydney NSW 2000

By Mail

Automic Pty Ltd
GPO Box 5193
Sydney NSW 2001

Proxy Forms from corporate shareholders must be executed in accordance with their constitution or signed by a duly authorised attorney.

A proxy may decide whether to vote on any motion except where the proxy is required by law or the Constitution to vote, or abstain from voting, in their capacity as a proxy. If a proxy directs how to vote on an item of business, the proxy may only vote on that item, in accordance with that direction. If a proxy is not directed how to vote on an item of business, a proxy may vote how he/she thinks fit.

The Constitution provides that where the appointment of a proxy has not identified the person who may exercise it, the appointment will be deemed to be in favour of the Chairman of the meeting to which it relates, or to another person as the Board determines.

If a shareholder appoints the Chairman of the meeting as the shareholder's proxy and does not specify how the Chairman is to vote on an item of business, the Chairman will vote, as a proxy for that shareholder, in favour of the item on a poll.

BODY CORPORATE REPRESENTATIVES

- A corporation, by resolution of its directors, may authorise a person to act as its representative to vote at the meeting.
- A representative appointed by a corporation may be entitled to execute the same powers on behalf of the corporation as the corporation could exercise if it were an individual shareholder of the Company.
- To evidence the authorisation, either a certificate of body corporate representative executed by the corporation or under the hand of its attorney or an equivalent document evidencing the appointment will be required.
- The certificate or equivalent document must be produced prior to the meeting.

FORWARD LOOKING STATEMENTS

This Notice of Meeting, including the Explanatory Memorandum, may contain certain forward looking statements. Forward looking statements are based on the Company's current expectations about future events. Any forward looking statements are subject to known and unknown risks, uncertainties and assumptions, some of which may be out of the control of the Company and the Directors, which may cause actual results, performance or achievements to differ from future results, performance or achievements expressed or implied by the use of forward looking statements.

Forward looking statements can be identified by the use of words including, but not limited to, 'anticipates', 'intends', 'will', 'should', 'expects', 'plans' or other similar words.

BIR FINANCIAL LIMITED ACN 074 009 091

EXPLANATORY MEMORANDUM

1. OVERVIEW OF CONVERTIBLE NOTES

1.1 Background

In February 2020 and subsequently in November 2020, shareholders approved the issue of 4,000,000 convertible notes (**Convertible Notes**) to Moshav Custodian Pty Ltd (**Moshav**) and the entry into a General Security Deed whereby the convertible notes were secured over all of the assets of the Company (**2020 Approvals**). By agreement between the parties, the Maturity Date of the convertible notes the subject of the 2020 Approvals has been extended to 31 October 2022.

On 25 October 2021, Moshav advised the Company that it had sold the 4,000,000 Convertible Notes to Wagering Technologies Pty Ltd (**Wagering**). On the same day Moshav executed a Deed of Assignment, assigning its rights under the Convertible Notes to Wagering and issued a Conversion Notice to the Company in respect of all of the Convertible Notes (**Conversion Notice**). If all of the Convertible Notes were converted, the conversion would result in the issue of 175,999,091 fully paid ordinary shares at a conversion price of \$0.0242 per share.

Section 606 of the Corporations Act prohibits a person acquiring 20% or more of the shares in an ASX listed company except in certain circumstances, none of which currently apply. In response to the Conversion Notice, the Company issued 20,185,797 shares to Wagering resulting in Wagering owning 19.9% of the shares on issue in the Company following the issue. Section 611 (item 7) of the Corporations Act would permit the Company to issue the balance of 155,813,294 shares with the approval of shareholders. The objective of Wagering's acquisition in the Company was to determine how BIR could participate in the proposed listing of a new Sports Betting Company.

Initially two alternatives were being considered:

1. Creating a new Sports Betting Company ("**Sports Betting**") established by key industry participants using BIR as the corporate entity (backdoor listing)
2. Utilising BIR's existing skills to be a key broker and advisor to a new Sports Betting Company listing.

Following a review by the Board, it was determined that alternative 2 was the best alternative given BIR's the nature of the business conducted by BIR's wholly owned subsidiary Pulse Markets together with the difficulties and uncertainties associated with ASX approval of a backdoor listing.

Moving forward

Sports Betting

It is planned that subject to the planned IPO of Sports Betting being approved by ASX, Pulse Markets will have a key role in the IPO. Further, utilising Pulse Market's compliance skills, Pulse Markets may participate in the compliance activities of Sports Betting.

Development of Pulse

Further, it has been established that there are synergies between the Pulse Markets' business and Business Tax & Money House (**BTMH**), a comprehensive accounting solutions company to over 3,000 local, national and international clients run by Mr Tomasz Murmylo, a current director of BIR and the owner of Wagering, which is a substantial shareholder of BIR.

Mr Murmylo has analysed the operations of Pulse Markets and sees the potential for the growth of the business in its current offerings and in expansion of services under the proposed short-term plan to revive the Pulse Markets business by:

- Establishing a partnership between Pulse Markets and BTMH through introducing BTMH's clients to Pulse Markets;
- Once the partnership is established, through Mr Murmylo's professional network, identifying and introducing additional organisations to enter into partnerships similar to the BTMH and Pulse partnership;
- The expansion of BIR's networks and a review of BIR's strategy in ECM offerings to increase BIR's revenue and network. Pulse Markets operates within a network of experts in their fields. Expansion of this network, combined with revision and enhancing our offering into the network and outside of it will allow Pulse to increase its revenue.
- The additional clients will be introduced to Pulse's MDA ECM offerings.

Upon successful conversion of the remainder of the Notes, the Pulse Team will partner with BTMH and undertake these tasks to maximise revenue, profitability and return on investment for all Shareholders.

1.2 Convertible Note Agreement

The secured Convertible Notes accrue interest at 5% per annum on the face value of the Convertible Notes on issue. The effective rate of interest is 10% on the amount loaned, which is equivalent to 5% of the face value of the Convertible Notes. Any accrued interest is payable in full on the Maturity Date or on the date of Conversion (as those terms are defined in the Agreements), or in part in proportion to any prepayment of the Convertible Notes. However, if the Convertible Notes are repaid or redeemed prior to the Maturity Date, the Company is entitled to a 50% discount on the effective interest rate.

The Convertible Notes are secured over all of the assets of the Company.

If Shareholder approval is granted pursuant to this Resolution, the Company will issue Shares at a conversion price of \$0.0242 per Share which is the aggregate Face Value of the Convertible Notes, divided by the 5 day volume weighted average price of the Shares as traded on the ASX calculated as at the date the Conversion notice was served on the Company.

1.3 Independent Expert Report

In accordance with the requirements of *ASIC Regulatory Guide: 74 Acquisitions approved by members (RG 74)*, the Company engaged the Independent Expert to prepare and provide a report (**Independent Expert's Report**) which contains an opinion on whether the proposed issue of the Shares to Wagering is, in the Independent Expert's opinion, fair and reasonable to non-associated Shareholders (being Shareholders who are not associated with Wagering).

The Independent Expert has assessed the issue of the Shares to Wagering and concluded that the proposed issue of the Shares to Wagering is fair and reasonable to the non-associated Shareholders of the Company.

A copy of the Independent Expert's Report is attached to this document as Schedule 1.

The Independent Expert has given, and not before the date of the Notice withdrawn, its consent to the inclusion of the Independent Expert's Report in Schedule 1 of this Notice and to the references to the Independent Expert's Report in the Explanatory Memorandum being made in the form and context in which each such reference is included.

1.4 Indicative capital structure

The current capital structure of the Company as at the date of this Notice is as follows:

Security	Number
Shares	101,436,370

If the Resolution is passed, then 155,813,294 Shares will be issued to Wagering representing approximately 60.57% of the Company's issued share capital following the issue. As a result of the earlier issue of Shares to Wagering, notified to the ASX in an announcement dated 27 October 2021, Wagering and its associates would control approximately 68.42% of the Company's issued share capital. This means that existing Shareholders' interests in the Company will be diluted to approximately 31.58% of the Company (in aggregate). Consequently, the Shares that current Shareholders will hold following implementation will represent a significantly lower proportion of the Company's issued share capital.

Upon completion of the issue of the Shares, the Company's indicative capital structure will be as follows:

Security	Number currently on issue	Number on issue post- Shares
Shares	101,436,167	257,249,461

The shareholdings in the Company following implementation of the Proposal will be as follows:

Shareholder	Number of Shares after completion	% interest
Existing Shareholders	81,250,370	31.58
Wagering and its associates	177,999,091	68.42
Total Shares	257,249,461	100

1.5 Advantages of issuing the Shares

The key advantages of passing the Resolution and issuing the Shares to Wagering under are as follows:

- (a) the Independent Expert has considered the issuance of the Shares and has concluded that the issuance of the Shares is not fair but reasonable to Shareholders of the Company. The Independent Expert's Report is provided at Schedule 1 and you are encouraged to read in full;
- (b) The new business Wagering is planning on introducing to BIR will expand the operations of BIR ; and
- (c) Through the introduction of BTMH's client base, the new business activity should bring in greater revenue without commensurately increasing the existing high fixed costs of compliance associated with BIR's existing business.
- (d) Issue of shares will reduce debt of BIR significantly, improving its Balance Sheet significantly.

1.6 Disadvantages of issuing the Shares

The key disadvantages of passing the Resolution issuing the Shares to Wagering are as follows:

- (a) existing Shareholders will have their holdings significantly diluted to approximately 31.58% of the Company's total capital following the issue of the Shares. Following the issue of the Shares, Wagering and its associates will have a shareholding in the Company of approximately 68.42%. Consequently, Wagering and its associates will control the Company and will be able to influence the management and operations of the Company. Wagering alone will be able to approve resolutions at

general meetings without needing the support of other Shareholders
(subject to any voting exclusions)

1.7 Action to be taken by Shareholders

Shareholders should read this Explanatory Memorandum carefully before deciding how to vote on the Resolutions set out in the Notice of Meeting.

All Shareholders are invited and encouraged to attend the Meeting. If Shareholders are unable to attend in person, the **attached** Proxy Form should be completed, signed and returned to the Company in accordance with the instructions contained in the Proxy Form and the Notice of Meeting. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person, but the person appointed as the proxy must then not exercise the rights conferred by the Proxy Form. If the Shares are approved by Shareholders and then completed, the voting power of existing Shareholders will be diluted.

1.8 Disclaimer

No person is authorised to give any information or make any representation in connection with the Resolution which is not contained in this Explanatory Memorandum. Any information which is not contained in this Explanatory Memorandum may not be relied on as having been authorised by the Company or the Board in connection with the Resolution.

1.9 ASIC and ASX

A copy of the Notice of Meeting and Explanatory Memorandum has been lodged with ASIC and ASX pursuant to the Corporations Act and ASX Listing Rules. Neither ASIC, ASX nor any of their officers take any responsibility for the contents of the Notice of Meeting and Explanatory Memorandum.

1.10 Enquiries

All enquiries in relation to the contents of the Notice of Meeting or Explanatory Memorandum should be directed to the Company Secretary, Gregory Starr.

2. RESOLUTION 1 – APPROVAL OF THE ISSUE OF SHARES TO A RELATED PARTY OTHERWISE PROHIBITED BY THE TAKEOVER PROVISIONS UPON CONVERSION OF THE CONVERTIBLE NOTES

2.1 General

This Notice of Meeting has been prepared to seek shareholder approval for the matters required to complete the issuance of the Shares pursuant to the Convertible Notes. Resolution 1 seeks Shareholder approval for the purposes of:

- (a) ASX Listing Rule 10.11;
- (b) section 611 (item 7) of the Corporations Act; and
- (c) section 208 of the Corporations Act,

for approval of the issue of the Shares to a related party of the Company.

2.2 ASX Listing Rule 10.11

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

Related party

Wagering is an Australian propriety company that was incorporated on 13 October 2021.

By virtue of:

- Mr Tomasz Murmylo being the sole director and sole shareholder of Wagering;
- Mr Murmylo having been appointed as a director of the Company on 8 November 2021; and
- Wagering having acquired more than 10% of the Company's shares in the last 6 months

Wagering will be considered to be a related party of the Company by operation of sections 228(2), 228(4), 228(6) and 228(7) of the Corporations Act.

Requirement for shareholder approval

As a result of the above conclusion, the issuance of the Shares to Wagering will result in the issue of securities to a related party of the Company. The Company is therefore required to seek Shareholder approval under ASX Listing Rule 10.11.

2.3 Section 611 (Item 7) of the Corporations Act

Section 606 of the Corporations Act prohibits a person acquiring a relevant interest in issued voting shares in a company if, as a result of the acquisition, that person or someone else's voting power in the company increases from less than 20% to more than 20%, or from a starting point that is above 20% and below 90% (**Section 606 Prohibition**).

The voting power of a person in a body corporate is determined under section 610 of the Corporations Act. The calculation of a person's voting power in a company involves determining the voting shares in the company in which the person and the person's associates have a relevant interest.

Section 608 of the Corporations Act states that a person has a relevant interest in securities if they:

- (a) are the holder of the securities; or
- (b) have power to exercise, or control the exercise of, a right to vote attached to securities; or
- (c) have power to dispose of, or control the exercise of power to dispose of, the securities.

It does not matter how remote the relevant interest is or how it arises. If two or more people can jointly exercise one of these powers, each of them is taken to have that power.

There are various exceptions to the Section 606 prohibition, including under section 611 (item 7) of the Corporations Act. Section 611 (item 7) of the Corporations Act provides an exception to the Section 606 Prohibition, in circumstances where the shareholders of the company approve an acquisition of a relevant interest in the company at a meeting at which no votes are cast by the acquirer of the relevant interest and the person from whom the acquisition is to be made.

Upon the issue of the Shares, there will be 257,249,461 Shares on issue in the Company. As a result, Wagering and its associates will have a relevant interest in [177,999,091 Shares in the Company, representing 68.42 % of the voting power in the Company.

This increase in voting power would breach the Section 606 Prohibition and for this reason, the Company is seeking Shareholder approval for the purposes of section 611 (item 7) of the Corporations Act to permit the Company to issue the Shares.

2.4 Section 208 of the Corporations Act

Section 208 of the Corporations Act provides that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

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

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

The issue of the Shares constitutes giving a financial benefit and Wagering is a related party of the Company (as explained above).

It is the view of the Company that the exceptions set out in sections 210 to 216 of the Corporations Act do not apply in the current circumstances. Resolution 1 therefore requires the approval of the Company's Shareholders under section 208 of the Corporations Act.

2.5 Technical information required by Listing Rule 14.1A

If Resolution 1 is passed, the Company will be able to proceed with the issue of the Shares to Wagering.

If Resolution 1 is not passed, the Company will not be able to proceed with the issue of the Shares to Wagering.

2.6 Independent Expert's Report

In accordance with the requirements of *ASIC Regulatory Guide: 74 Acquisitions approved by members (RG 74)*, the Company engaged the Independent Expert to prepare and provide the Independent Expert's Report which contains an analysis of whether the proposed issue of the Shares to Wagering is, in the Independent Expert's opinion, fair and reasonable to non-associated Shareholders (being Shareholders who are not associated with Wagering).

The Independent Expert's Report accompanying this Notice sets out a detailed independent examination of the issue of the Shares to enable non-associated Shareholders to assess the merits and decide whether to approve Resolution 1.

The Independent Expert has concluded that the issuance of the Shares is not fair but reasonable to the non-associated Shareholders. Shareholders are urged to carefully read the Independent Expert's Report to understand its scope, the methodology of the valuation and the sources of information and assumptions made.

2.7 Technical information required by section 611 (item) of the Corporations Act, section 219 of the Corporations and ASX Listing Rule 10.13

Pursuant to and in accordance with the requirements of ASX Listing Rule 10.13, section 611 (item 7) of the Corporations Act and ASIC Regulatory Guide 74, and section 219 of the Corporations Act and ASIC Regulatory Guide 76, the following information is provided in relation to Resolution 1:

ASX Listing Rule 10.13

- (a) The name of the party to whom the Company is issuing the securities is Wagering.
- (b) Wagering is a related party of the Company for the purposes of ASX Listing Rule 10.1.1.
- (c) Wagering is to be issued 155,813,294 Shares in the Company, which are to be on the same terms as all other fully paid ordinary securities on issue in the Company.
- (d) The Shares are to be fully paid ordinary securities in the same class and with the same terms as the existing Shares on issue in the Company.
- (e) The Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules).
- (f) The Shares will be issued for \$0.264 per share.
- (g) The purpose of the issue of the Shares is to fulfil the Company's obligations under the Convertible Note Subscription Agreement;
- (h) The material terms of the Convertible Notes are set out in section 1.1 above.

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

Section 611 (item 7) and ASIC RG 74

The following information is provided in accordance with section 611 (item 7) of the Corporations Act and ASIC Regulatory Guide 74: Acquisitions approved by members (RG74).

- (i) Explanation of the reasons for the issue of the Shares
Please refer to section 1 of the Explanatory Memorandum.
- (j) When the issue of the Shares is to occur
Please refer to section 1 of the Explanatory Memorandum.
- (k) The material terms of the Convertible Notes and issue of the Shares
Please refer to section 1 of the Explanatory Memorandum.
- (l) Maximum extent of the increase in the recipient's voting power in the Company

The Company currently has 101,436,167 Shares on issue. Upon the issue of the Shares, the Company will have 257,249,461 Shares on issue. The maximum extent of the increase in the recipient's voting power in the Company is illustrated in the following table:

Shareholder	Number of Shares after completion	% interest
Existing Shareholders	81,250,370	31.58
Wagering and its associates	177,999,091	68.42
Total Shares	257,249,461	100

- (m) The voting power the recipient would have as a result of the acquisition and the maximum extent of the increase in the voting power of each of the recipients' relevant associates that would result from the acquisition

Please refer to the table above.

- (n) The recipient's intentions regarding the future of the Company

As set out in section 1.1, the recipient intends to facilitate a the role of Pulse in the planned IPO of Sports Betting, subject tot eh IPO proceeding. Further, the recipient plans to maximize and utilise the synergies between Pulse and Wagering to build upon the recent improvement in the operating results of Pulse.

- (o) Any intention of the recipient to significantly change the financial or dividend distribution policies of the Company

As at the date of this Notice of Meeting, the recipient has no intention in this respect and the Board advises that a dividend is not presently paid by the Company and there is no foreseeable change to this policy.

- (p) Recommendation of each Director as to whether Shareholders should approve the Resolution

Mr Murmylo declines to make a recommendation on the Resolution because he has a material personal interest in the outcome of the Resolution.

The Directors (other than Mr Murmylo) recommends each Shareholder approve this Resolution.

- (q) An analysis of whether the Shares (the subject of this Resolution) is fair and reasonable to the non-associated Shareholders.

The Independent Expert has concluded that the issuance of the Shares is not fair but reasonable to the non-associated Shareholders. Shareholders are urged to carefully read the Independent Expert's Report to understand its scope, the methodology of the valuation and the sources of information and assumptions made.

(r) Other information

As outlined above, the proposed issue of the Shares to Wagering under the Placement would increase Wagering's relevant interest in the Company from less than 20% to more than 20%, which is prohibited under section 606 of the Corporations Act unless an exemption applies.

However, such an issue would be permitted if prior Shareholder approval is granted for the issue of the Shares to Wagering, which is why Resolution 1 is being put to Shareholders for their approval at the Meeting.

Other information in relation to the Convertible Notes and issue of the Shares such as indicative timetable, advantages and disadvantages and risks can be found in section 1 of this Explanatory Memorandum.

Section 219 and ASIC RG 76

(s) The related party to whom the financial benefit will be given is Wagering.

(t) The nature of the financial benefit is the issue of 155,813,294] Shares to Wagering.

The financial benefit is not capable of being valued. The definition of "financial benefit" in Chapter 2E of the Corporations Act is very broad and captures circumstances that might not otherwise be regarded as a benefit.

(u) Wagering and its related entities currently own 20,185,797 Shares in the Company.

(v) If the Shares are issued, this will increase the number of Shares on issue from 101,436,167 to 257,249,461 with the effect that the shareholding of existing Shareholders would be diluted to a maximum of 31.58 %, as set out in in section 1.4 above and the table below:

Shareholder	Number of Shares after completion	% interest
Existing Shareholders	81,250,370	31.58
Wagering	175,999,091	68.42
Total Shares	257,249,461	100

- (w) Mr Murmylo declines to make a recommendation to Shareholders in relation to Resolution 1 due to his material personal interest in the outcome of the Resolution on the basis that he is a director (and indirect controller) of Wagering who will be issued with the Shares.
- (a) There are currently no alternative options to the issue of the Shares available to the Company.
- (b) The impact on the Company of the issue of the Shares in general is set out in section 1.

3. GLOSSARY

ASIC	Australian Securities and Investments Commission
ASX	ASX Limited (ACN 008 624 691) or, where the context requires, the Australian Securities Exchange operated by ASX Limited
ASX Listing Rules	The Official Listing Rules of ASX
Board	Board of directors of the Company
Business Day	means a day other than a Saturday, Sunday or public holiday in Melbourne.
Chairman	means the person appointed to chair the Meeting convened by the Notice.
Company or BIR	BIR Financial Limited ACN 074 009 091
Constitution	The constitution of the Company
Corporations Act	<i>Corporations Act 2001</i> (Cth)
Director	A director of the Company
General Meeting	The general meeting of the Company to be held on 31 January 2022
Wagering	Wagering Technologies Pty Ltd ACN 654 456 523
Independent Expert	Hall Chadwick Corporate (NSW) Limited
Independent Expert's Report	The report of the Independent Expert in Schedule 1
Listing Rules	The Listing Rules of ASX
Notice of General Meeting	The notice of General Meeting to which this Explanatory Memorandum is attached
Official List	The official list of the ASX
Pulse Markets	Pulse Markets Pty Ltd ACN 081 505 268, a wholly owned subsidiary of BIR
Shares	means the 155,813,294 fully paid ordinary Shares to be issued to Wagering pursuant to the Convertible Notes. See section 1.1 of the Explanatory Memorandum

Share	A fully paid ordinary share in the Company
Share Registry or Automic	Automic Group
Shareholder	A person who holds Shares in the Company

SCHEDULE 1
INDEPENT EXPERT'S REPORT

(see next page)

21 December 2021

The Directors
BIR Financial Limited
Level 2,
350 Kent Street
Sydney, NSW, 2000

Dear Sirs,

Independent Expert's Report on the proposed issue of Shares in the Company

1. INTRODUCTION

Background

- 1.1 BIR Financial Limited ("BIR" or "the Company") is an Australian public listed financial services company.
- 1.2 In 2020 BIR entered into a Convertible Note Subscription Agreement ("Agreement") with Moshav Custodian Pty Ltd ("Moshav"), a company affiliated with Mr Tal Silberman, a director of the Company. On 25 October 2021, Moshav sold these convertible notes ("Notes") to Wagering Technologies Pty Ltd ("Wagering").
- 1.3 Wagering have provided the Company with a conversion notice ("Notice") to convert the Notes to shares, which will result in Wagering's equity interest in BIR increasing to above 20%.
- 1.4 The proposed issue of Shares on conversion of the Notes ("Note Conversion") is referred to in this report as the "Transaction", which is subject to BIR obtaining Shareholder approval.

Purpose of Report

- 1.5 You have requested Hall Chadwick Corporate (NSW) Limited ("HCC") to prepare an Independent Expert's Report to advise the shareholders of BIR other than those associated with the proposed issue of BIR shares to Wagering ("Non-Associated Shareholders"), whether the proposed Transaction is fair and reasonable when considered in the context of the interests of Non-Associated Shareholders and to set out the reasons for our conclusion.
- 1.6 HCC understands and has agreed that this report will accompany the notice to convene a meeting of BIR shareholders, to assist the Non-Associated Shareholders in

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their consideration of the resolutions to be put at a General Meeting.

Opinion

- 1.7 In our opinion, the proposed Transaction is ***not fair but reasonable*** to the Non-Associated Shareholders of BIR.
- 1.8 The ultimate decision however on whether to accept the proposed Transaction should be based on BIR shareholders own assessment of their circumstances.

2. THE PROPOSED TRANSACTION

- 2.1 In February 2020 and subsequently in November 2020, shareholders approved the issue of 4,000,000 convertible notes (“Notes”) to Moshav. A total of \$2,000,000 was invested into the Company by Moshav to be used for the development of new business opportunities, ongoing development of its Wealth Management subsidiary Pulse Markets Pty Ltd and other working capital purposes.
- 2.2 The terms of the Notes included that if they are redeemed (i.e. repaid in cash in the event of default) the repayment amount is 50% of the Face Value of the Notes (i.e. the \$2,000,000 loaned) plus accrued interest. If the Notes are converted and repaid in the form of shares, the repayment amount is equivalent to the \$4,000,000 Face Value plus accrued interest.
- 2.3 The conversion price is the aggregate Face Value of the Notes, divided by the 5 day volume weighted average price of the Shares as traded on the Australia Stock Exchange (“ASX”) as at the date immediately before the conversion note is issued to the Company (“Conversion Price”).
- 2.4 On 25 October 2021, Moshav sold the Notes to Wagering for total consideration of \$2,259,178, comprising the contributed value of the Notes of \$2,000,000 (50% of the Face Value) plus accrued interest totalling \$259,178. On the same day, Wagering issued a conversion notice on BIR in respect of all the Notes (“Notice”).
- 2.5 Based on the terms of the Notes, the calculated Conversion Price was \$0.0242 per share which results in the conversion of the Notes and accrued interest for 175,999,091 BIR shares.
- 2.6 In response to the Notice, BIR issued 20,185,797 shares to Wagering, resulting in Wagering owning 19.9% of the Company. BIR proposes to seek shareholder approval to issue the balance of the shares to Wagering, being a further 155,813,294 fully paid ordinary shares (“Shares”).
- 2.7 The approval of the Transaction and issue of Shares will increase Wagering’s holding to 175,999,091 shares, being a 68.4% interest in the Company.
- 2.8 If the Transaction is approved and completed, BIR’s existing Non-Associated shareholders interest will decrease from 80.1% to 31.6%.
- 2.9 If the Transaction is not approved, the convertible noteholder is deemed to have issued a notice of conversion in respect of only that number of notes that are capable of being converted without shareholder approval, being the 20,185,797 shares, and the remaining Notes, equivalent to 155,813,294 shares at the date of the Notice, are deemed to have never been the subject of the notice of conversion and remain outstanding. The convertible noteholder will retain all rights and remedies in respect of those remaining Notes as if the Notes had never been the subject of a conversion notice.

STRUCTURE OF REPORT

Our report is set out under the following headings:

- 3 PURPOSE OF REPORT
- 4 OPINION
- 5 BASIS OF EVALUATION
- 6 OVERVIEW OF BIR
- 7 VALUATION METHODOLOGIES
- 8 VALUE OF BIR SHARES
- 9 ADVANTAGES AND DISADVANTAGES OF THE TRANSACTION
- 10 CONCLUSION AS TO FAIRNESS AND REASONABLENESS

APPENDICES

- I SOURCES OF INFORMATION
- II STATEMENT OF DECLARATION & QUALIFICATIONS
- III FINANCIAL SERVICES GUIDE

3 PURPOSE OF REPORT

- 3.1 The purpose of this report is to advise the Non-Associated Shareholders of BIR of the fairness and reasonableness of the Transaction. This report provides an opinion on whether or not the terms and conditions in relation to the Transaction are fair and reasonable to the BIR shareholders whose votes are not to be disregarded in respect of the transaction (that is, the Non-Associated Shareholders).
- 3.2 The ultimate decision whether to accept the terms of the Transaction should be based on each shareholders' assessment of their own circumstances, including their risk profile, liquidity preference, tax position and expectations as to value and future market conditions. If in doubt about the Transaction or matters dealt with in this report, shareholders should seek independent professional advice.
- 3.3 For the Transaction to be fair, the value of the consideration received by BIR must be equal to or greater than the value of the BIR shares being issued. To be reasonable the shareholders must obtain an overall benefit if the Transaction proceeds. In forming an opinion as to whether the Transaction is fair and reasonable, the following factors have been considered:
- the underlying value of BIR shares to be issued to Wagering;
 - the likely price and liquidity of BIR shares if the Transaction is not implemented;
 - the likelihood of an alternative proposal that would realise better value to Shareholders.
- 3.4 This report has been prepared to satisfy the requirements of the Corporations Act 2001 (Cth) ("Corporations Act") and the ASX Listing Rules.
- 3.5 When the Transaction is approved and completed, Wagering will be entitled to a total relevant interest in BIR of 68.4%.
- 3.6 Section 606(1) of the Corporations Act states that a person must not acquire an interest in issued voting shares in a listed company if that person's or any other person's voting power increases to above 20%. Section 606(1) prohibits Wagering from acquiring the issued ordinary shares in BIR under the Transaction, unless one of the exemptions set out in Section 611 of the Corporations Act applies.
- 3.7 Item 7 of Section 611 of the Corporations Act exempts an acquisition that is approved by a resolution of shareholders of BIR passed at a general meeting as per Section 611. This is the exception which is being relied upon by the BIR shareholders. At the general meeting of BIR no votes will be allowed to be cast by those persons (or their associates) acquiring shares under the Transaction (that is, Wagering and any related parties or Wagering).
- 3.8 Australian Securities and Investments Commission ("ASIC") Regulatory Guide 111 "Content of Experts Reports" requires, amongst other things, that directors of a company need to provide shareholders with an analysis of whether a proposed transaction is fair and reasonable, when considered in the context of the interests of the non-associated shareholders. Regulatory Guide 111 recommends that this analysis should include an independent expert's report. The independent expert is required to state whether, in their opinion, the proposal is fair and reasonable having regard to the interests of non-associated shareholders and state the reasons for forming that opinion. This report provides such an opinion.

4. OPINION

- 4.1 In our opinion, the proposed Transaction is ***not fair but reasonable*** to the Non-Associated Shareholders of BIR. Our opinion is based solely on information available as at the date of this report. The principal factors that we have considered in forming our opinion are summarised below.

Fair

- 4.2 According to RG 111, for the Transaction to be fair, the value of the consideration received by BIR must be equal to or greater than the value of the BIR shares being issued.
- 4.2.1 In order to assess whether the Transaction is fair, we need to compare the pre-Transaction value per BIR share on a controlling interest basis with the post-Transaction value on a minority basis, as the existing Non-Associated Shareholders of BIR will lose control of the Company to Wagering after the Transaction. This is shown in the table below:

BIR Value and Opinion	Low		High		Midpoint
Control value per share	\$	0.0242	\$	0.0286	\$ 0.0264
Shares on issue		101,436,165		101,436,165	101,436,165
Control valuation, pre-Transaction (\$)		2,454,755		2,901,074	2,677,915
Reduction in debt resulting from Transaction		2,259,178		2,259,178	2,259,178
Post-Transaction Value (\$)		4,713,933		5,160,252	4,937,093
Post-Transaction shares on issue		257,249,459		257,249,459	257,249,459
Value per share (\$)		0.018		0.020	0.019
Minority discount		9%		9%	9%
Post-Transaction Valuation per share	\$	0.0167	\$	0.0183	\$ 0.0175

- 4.2.2 In our opinion the Transaction is **not fair** as the value of the BIR shares held by Non-Associated Shareholders decreases as a result of the Transaction.

Reasonable

- 4.3 ASIC Regulatory Guide 111 states that a transaction is reasonable if:
- The Transaction is fair; or
 - Despite not being fair the expert believes that there are sufficient reasons for security holders to accept the Transaction.
- 4.3.1 We have concluded that the Transaction is reasonable. In forming our opinion, we have considered the following relevant factors:
- The Transaction results in a reduction in debt associated with the initial issue of the Notes and associated interest costs totalling \$2,259,178;
 - Currently the Company has limited capacity to repay the Notes without a capital raising, which would also have a dilutionary affect on existing shareholders. However, given the cash position of the Company, the ongoing near-term cash generation outlook, and the existing market capitalisation of the Company, it was viewed that the likelihood of raising sufficient funds to repay the Notes and provide enough ongoing cash would be very unlikely.

- Had the Company believed a capital raising was viable, this would also have a dilutionary affect on existing shareholders but the Notes would be repaid at \$2,259,178, rather than a converted value of \$4,259,178. However as stated above, a capital raising sufficient to repay the Notes is considered unlikely or would have to be offered at such a discounted price that the dilutionary affect may not be dissimilar to the current conversion terms and price.
- The Transaction will provide an opportunity for BIR to increase shareholder value and put the Company in a better financial position due to the reduction in debt and reduced future interest costs;
- The BIR Board are of the opinion that the Transaction is in the best interests of the Company's Shareholders.

4.4 *Accordingly, in our opinion, the Transaction is **not fair but reasonable** to the Non-Associated Shareholders of BIR.*

5 BASIS OF EVALUATION

- 5.1 In our assessment of whether the Transaction is fair and reasonable to BIR Non-Associated Shareholders, we have given due consideration to the Regulatory Guides issued by the ASIC, in particular, Regulatory Guide 74 “Acquisitions Agreed to by Shareholders”, Regulatory Guide 111 “Content of Experts Reports” and Regulatory Guide 112 “Independence of Experts Reports”.
- 5.2 ASIC Regulatory Guide 74 requires, amongst other things, that shareholders are provided with sufficient information to make an effective, informed decision on whether the proposed Transaction is fair and reasonable. Under Regulatory Guide 111, a transaction is “fair” if the value of the asset or benefit to the Company is equal to or greater than the value of the securities being issued. Additionally, under Regulatory Guide 111 an offer is “reasonable” if it is fair. It is possible for an offer to be reasonable despite being unfair, if after considering other non-financial factors the shareholders should still accept the Transaction.
- 5.3 Our report has compared the likely advantages and disadvantages to Non-Associated Shareholders if the Transaction is agreed to, with the advantages and disadvantages to those shareholders if it is not.
- 5.4 Normal valuation practice is to determine the fair market value of an asset assuming a counter party transaction between a willing and not anxious buyer and a willing but not anxious seller, clearly at arm’s length. We have adopted this approach in determining market values for this Transaction.
- 5.5 We consider that the Transaction will be reasonable if, on balance, the Non-Associated Shareholders in BIR will be better off if the Transaction is approved. We will also consider the Non-Associated Shareholder’s interests should the Transaction not proceed.
- 5.6 In our assessment of the Transaction we have considered, in particular the following:
- The operational and financial position of BIR;
 - The face value of the Notes and BIR shares; and
 - The advantages and disadvantages associated with approving the Transaction.
- 5.7 The documents and information relied on for the purpose of this valuation are set out in Appendix I. We have considered and relied upon this information and believe that the information provided is reliable, complete and not misleading and we have no reason to believe that material facts have been withheld. The information provided was evaluated through analysis, enquiry and review for the purpose of forming an opinion as to whether the Transaction is fair and reasonable. However, in assignments such as this, time is limited and we do not warrant that our enquiries have identified or verified all of the matters which an audit or more extensive examination might disclose. None of these additional tasks have been undertaken.
- 5.8 We understand the accounting and other financial information that was provided to us has been prepared in accordance with generally accepted accounting principles.
- 5.9 An important part of the information used in forming an opinion of the kind expressed in this report is the opinions and judgement of management. This type of information has also

been evaluated through analysis, enquiry and review to the extent practical. However, it must be recognised that such information is not always capable of external verification or validation.

- 5.10 The auditors of BIR are Hall Chadwick Chartered Accountants and Business Advisors Sydney Partnership (“HC Sydney”) The partners of HC Sydney have a 100% interest in HCC. HCC adopts internal procedures and structures to safeguard our independence and manage any perceived conflict of interest arising from the role of HC Sydney as auditor of BIR. We have analysed and reviewed information provided by the Directors and management of BIR and made further enquiries where appropriate.
- 5.11 This report has been prepared after taking into consideration the current economic and market climate. We take no responsibility for events occurring after the date of this report which may impact upon this report or which may impact upon the assumptions referred to in the report.

6. OVERVIEW OF BIR

6.1 Business Overview

- 6.1.1 BIR is an Australian public listed company, which through its subsidiary, Pulse Markets Pty Ltd (“Pulse Markets”), operates as a financial services company in Australia.
- 6.1.2 BIR completed the acquisition of Pulse Markets on 28 June 2018 and during the 2019 financial year, was re-quoted on the ASX.
- 6.1.3 Pulse Markets is a diversified financial services business operating since 2001 with products and services encompassing equity capital markets (including corporate advisory services) and securities trading. Pulse Markets is providing financial services to hundreds of clients, consisting of wholesale / sophisticated, institutional, corporate and private clients.
- 6.1.4 Pulse Markets is driving the growth of its business through maintaining and growing its core business offerings, while introducing new financial products and services both to existing Pulse Markets’ clients and through new partnered distribution channels (Business-to-business (**B2B**) and wholesale).
- 6.1.5 Pulse Markets currently provides the following products and services:
- Core, foundational business: equity capital markets (**ECM**) (including corporate advisory services and capital raisings) and securities trading (equities and derivatives, and fixed income) services to wholesale/sophisticated investors; and
 - Individually Managed Account (**IMA**) services.
- 6.1.6 Equity Capital Markets consists of two parts, corporate advisory services and capital raisings for companies. Corporate advisory involves the provision of strategic, due diligence and financial advice in relation to transactions such as mergers and acquisitions, equity capital markets (initial public offerings or IPOs and other capital raisings), restructuring, recapitalisations and other corporate matters. Pulse Markets provides corporate advisory services to ASX listed and privately-owned companies. Corporate advisory services are usually, but not always, offered as a prelude to a capital raising (i.e., ECM services).
- 6.1.7 Pulse Markets has entered into an exclusive distributor partnership agreement with Moshav Financial Wholesale Pty Limited (AFSL: 439903) (a company affiliated with Mr Tal Silberman, a director of the Company) for Pulse Markets to be the exclusive distributor of a proposed new financial product, called MNotes. MNotes are a secured mortgage investment instrument product (for wholesale clients only). However the implementation of this product has been put on hold as a result of the COVID impact on sourcing foreign investment funds and the improved performance of the Pulse Markets business.

6.2 Financial Information

- 6.2.1 Set out below is the Audited Consolidated Profit and Loss Statements of BIR for the financial years ended 30 June 2019 (“FY2019”), 30 June 2020 (“FY2020”) and 30 June 2021 (“FY2021”).

CONSOLIDATED STATEMENT OF PROFIT AND LOSS AND OTHER COMPREHENSIVE INCOME			
	FY2021	FY2020	FY2019
	\$	\$	\$
Revenue and other income			
Revenue	2,304,890	1,274,542	851,190
Other Income	122,615	33,721	4,544
Operating expenses	(1,699,660)	(933,004)	(504,573)
Salaries and employee benefits expense	(338,928)	(516,021)	(1,045,053)
Interest expense	(225,765)	(99,747)	-
Depreciation	(278,050)	(274,423)	(13,447)
Corporate and administration costs	(1,071,071)	(1,093,032)	(1,548,568)
Loss on sale of Plant and Equipment	-	-	(70,338)
Realised Gain on Investments	-	(6,630)	-
Unrealised loss on investments	-	(16,307)	-
Impairment of Financial Asset	(13,500)	(248,400)	-
Impairment of goodwill on investment	-	(3,836,331)	-
Loss before income tax expense	(1,199,469)	(5,715,632)	(2,326,246)
Income tax expense	-	-	-
Loss for the year	(1,199,469)	(5,715,632)	(2,326,246)
Other Comprehensive Income	-	-	-
Total Comprehensive Loss	(1,199,469)	(5,715,632)	(2,326,246)

- 6.2.2 Net cash used in operation activities for the September 2021 quarter totalled \$19,000 as announced to the market on 29 October 2021. Total cash on hand as at 30 September 2021 totalled \$178,000.

- 6.2.3 Set out below is the Audited Consolidated Statement of Financial Position of BIR as at 30 June 2021.

	30 June 2021
	\$
Assets	
Current Assets	
Cash and cash equivalents	197,230
Receivables	284,854
Indemnified deferred tax liability	80,988
Other Assets	21,495
Total Current Assets	584,567
Non-Current Assets	
Indemnified acquisition cost	8,100
Property, plant and equipment	4,471
Right of use Asset	639,477
Other assets	340,519
Total Non-Current Assets	1,577,134
Total Assets	
Liabilities	
Current Liabilities	
Trade and other payables	665,281
Borrowings	10,440
Lease Liability	286,604
Provisions	99,854
Total Current Liabilities	1,062,179
Non Current Liabilities	
Borrowings	2,191,520
Lease liability	452,661
Deferred Income tax Liability	80,988
Total Non Current Liabilities	2,725,169
Total Liabilities	3,787,348
Net Assets/ (Liabilities)	(2,210,214)
Equity	
Issued capital	27,888,293
Accumulated losses	(30,098,507)
Total Equity/ (Deficiency)	(2,210,214)

- 6.2.4 Management accounts to 30 September 2021 show the deficit in net assets increasing to \$2.45 million, represented by the operating loss of \$240,112 for the three months to 30 September 2021.

7. VALUATION METHODOLOGIES

7.1 Selection of Methodology

7.1.1 In order to assess the fairness of the Transaction a value needs to be attributed to BIR.

7.1.2 In assessing the value of BIR we have considered a range of valuation methods. ASIC Regulatory Guide 111 *Content of Expert Reports* states that in valuing a company the expert should consider the following commonly used valuation methodologies:

- Market Value of Shares: the quoted price for listed securities in a liquid and active market;
- Realisation of Assets: the amount that would be available for distribution to security holders on an orderly realisation of assets;
- Capitalisation of Future Maintainable Earnings: the value of trading operations based on the capitalisation of future maintainable earnings;
- Discounted Cash Flow: the net present value of future cash flows.

We consider each of these valuation methodologies below.

7.1.3 *Market Value of Shares as Quoted on the ASX*

This method involves the valuation of an entity based on its actively traded equities, which represent the market capitalisation of the share capital of the entity, in a liquid and knowledgeable market.

Any assessment of the market value of the quoted equities needs to consider the following:

- The liquidity of the quoted equity based on the volume and frequency of trading;
- The number of ‘unusual’ and/or ‘abnormal’ trades that occur; and
- The timing and level of dissemination of information to the market.

If a quoted ordinary equity is traded in an active, liquid and knowledgeable market, then the market price of the quoted ordinary equity should represent the ‘fair’ market value of the quoted ordinary equity.

A premium may also need to be applied to the value of the quoted ordinary equity to determine the value of the equity holding in circumstances where a party is acquiring or increasing a controlling equity position.

BIR shares are publicly listed however they have been voluntarily suspended since 25 October 2021. Given that the suspension occurred on the date of the Transfer of the convertible notes, and considering also the lack of other valuation methods available for BIR, we have adopted this as an acceptable valuation approach.

7.1.4 Realisation of Assets

The asset approach to value is based on the assumption that the value of all assets (tangible and intangible) less the value of all liabilities should equal the value of the entity.

This approach is generally not appropriate where assets are employed productively and are earning more than the cost of capital.

BIR currently is in a negative net asset position therefore this method is not considered appropriate to determine any value in the entity.

7.1.5 Capitalisation of Future Maintainable Earnings

Under the earnings based valuation method, the value of the asset is determined by capitalising the estimated future maintainable earnings of the asset at an appropriate capitalisation rate or multiplier of earnings. The multiple is a coefficient, representing the risk that the asset may not achieve projected earnings.

This method is appropriate in valuing an asset when there is a history of earnings, the asset is established and it is assumed the earnings are sufficiently stable to be indicative of ongoing earnings potential.

The earnings multiple used to value an asset reflects the risk of investing in the asset and the investor's required return on the investment. Many assets or businesses are valued or compared on reported price earnings ratios, which examine the value based upon a multiple of net profit after tax. EBITDA (earnings before interest, tax, depreciation and amortisation), EBITA (earnings before interest, tax and amortisation) or EBIT (earnings before interest and tax) or some other earnings substitute can also be used in determining a valuation for a company.

This method is not considered appropriate for the valuation of BIR as the Company does not have any recent historical positive earnings on which to base a valuation.

7.1.6 Discounted Cash Flow – Net Present Value

Discounted cash flow valuations involve calculating the value of a business on the basis of the net cash flows that will be earned from the business over its life. The cash flows are discounted to reflect the risk involved with achieving the forecast cash flows.

BIR has not prepared any cash flows on which to base a valuation therefore this method is not considered appropriate.

7.2 Premium for Control

- 7.2.1 When considering transactions involving a substantial equity holding of a company, it is appropriate to address whether a premium for control should attach to the Transaction. A premium for control is the difference between the price for each share that a buyer would be prepared to pay to obtain a controlling interest in a company and the price per share that would be required to purchase a share that does not carry with it a controlling interest. In most cases, the value of a controlling interest in the shares in a company significantly

exceeds the listed market value of the shares. This reflects the fact that:

- a) the owner of a controlling interest in the shares in a company obtains access to all free cash flows of the company being acquired, which it would otherwise be unable to do as a minority shareholder;
- b) the controlling shareholder can direct the disposal of surplus assets and the redeployment of the proceeds;
- c) the controlling shareholder can control the appointment of directors, management policy and the strategic direction of the company;
- d) the entity taking over the company is often able to increase the value of the entity being acquired through synergies and/or rationalisation savings.

7.2.2 Empirical evidence indicates that the average premium for control (over and above the market price of the company's shares) in successful takeovers in Australia generally range between 20% and 35% above the listed market price of the company's shares three months prior to the announcement of the bid (assuming no speculation of the takeover is reflected in the pre-bid price). However, the appropriate premium for control depends on the specific circumstances and, in particular, the level of synergy benefits able to be extracted by potential acquirers and the degree of confidence about the level and achievability of potential synergies and their timing.

7.2.3 Caution must be exercised in assessing the value of a company or business based on the market rating of comparable companies or businesses. The premium for control is an outcome of the valuation process, not a determinant of value. Premiums are paid for reasons that vary from case to case and may be substantial due to synergy or other benefits available to the acquirer. In other situations premiums may be minimal or even zero. It is inappropriate to apply a premium of 20-35% without having regard to the circumstances of each case. In some situations there is no premium. There are transactions where no corporate buyer is prepared to pay a price in excess of the prices paid by institutional investors through a capital raising.

7.2.4 A shareholder or group of associated shareholders are deemed to influence a company when they have control of more than 20% of the issued shares in a company. At this time a premium for control should normally be considered.

7.2.5 A premium for control is relevant to the Transaction, as it will result in Wagering holding a relevant voting interest in BIR of up to 68.4% as well as the following:

- a) Wagering will obtain a significant interest in BIR which reduces the future opportunity for BIR Non-Associated Shareholders from obtaining a premium from the sale of their Shares;
- b) Wagering will obtain control over decision making regarding the acquisition and disposal of assets and the redeployment of the proceeds, control over the appointment of directors, management policy and the strategic direction of BIR.

7.2.6 With respect to the valuation of BIR shares under the market value approach, we have applied a premium for control of 10% to the value of BIR shares. Notwithstanding the above, considering the absence of any positive cash flows, synergies or significant surplus assets, a premium for control above 10% may overstate the amount a third party investor would be willing to pay to obtain control of the Company.

7.3 Minority Interest Discount

- 7.3.1 The value of a minority shareholding is subject to a discount factor as the minority shareholder is not in a position to direct, and often not in a position to influence, the distribution of dividends, the investment of retained profits or the strategy and tactics of the company's operations.
- 7.3.2 BIR's existing Non-Associated shareholders interest will decrease to 31.6% following completion of the Transaction. We have discounted the post-Transaction value per share on a control basis by 9%, being the inverse of the control premium, to arrive at a post-Transaction value on a minority basis. We believe this discount is reasonable after considering the following factors:
- a) The lack of positive cash flows and earnings of BIR that Non-Associated shareholders are losing control of;
 - b) The assessment of advantages and disadvantages associated with BIR entering into the Transaction detailed at section 9.

8. VALUE OF BIR SHARES

8.1 Selected Methodologies

- 6.1.1 We have selected market value of shares as the valuation methodologies for BIR as detailed in section 7. Given the negative net asset position and the lack of earnings and cash flows, a secondary valuation method has not been considered appropriate.

8.2 Market Value of Shares

- 8.2.1 In our opinion the value of BIR for the purpose of the Transaction should be examined on the basis of the current market value of the shares listed on the ASX. The market value of the shares listed on the ASX reflects all publicly available information on the Company and therefore we believe it is a reliable reflection of the current value of the Company.
- 8.2.2 BIR shares were voluntarily suspended from trading on 25 October 2021 pending the announcement of a potential transaction. The table below sets out the movement of BIR share price and trading volumes up to and including 25 October 2021:

	Low \$	High \$	VWAP (1)	Volume
5 days	0.022	0.027	0.024	4,910,130
1 month	0.022	0.032	0.025	6,837,890
2 months	0.021	0.055	0.035	26,029,470
3 months	0.021	0.055	0.035	30,603,270
6 months	0.011	0.098	0.040	249,480,210
12 months	0.011	0.098	0.039	264,727,470

(1) The VWAP was calculated using the total value of all transactions divided by the total trading volume in the time period considered.

- 8.2.3 The closing share price on 25 October 2021 was \$0.023.
- 8.2.4 We conclude that the value of the BIR shares under the market value approach for the purpose of this report is a VWAP of \$0.024 within a range of \$0.022 and \$0.026. Inclusive of a 10% premium for control, the value of BIR shares under the market value approach is between \$0.0242 and \$0.0286, with a midpoint value of \$0.0264 on a controlling interest basis.

8.3 Conclusion on the Value of BIR Shares

- 8.3.1 We conclude that the value of the BIR shares under the market value approach for the purpose of this report is a VWAP of \$0.024 within a range of \$0.022 and \$0.026. Inclusive of a 10% premium for control, the value of BIR shares under the market value approach is between \$0.0242 and \$0.0286, with a midpoint value of \$0.0264 on a controlling interest basis.
- 8.3.2 Based on the terms of the Notes, the calculated Conversion Price was \$0.0242 per share, within the range determined above.

9. ADVANTAGES & DISADVANTAGES OF THE TRANSACTION

9.1 Approach to assessing Fairness and Reasonableness

HCC has followed the guidelines of ASIC Regulatory Guide 111 in assessing the fairness and reasonableness of the Transaction. In forming its conclusions in this report, HCC compared the advantages and disadvantages for Non-Associated Shareholders if the Transaction proceeds.

9.2 Advantages of the Transaction

- 9.2.1 The Transaction results in a reduction in debt associated with the initial issue of the Notes and associated interest costs totalling \$2,259,178.
- 9.2.2 Currently the Company has limited capacity to repay the Notes without a capital raising, which would also have a dilutionary affect on existing shareholders. However, given the cash position of the Company, the ongoing near-term cash generation outlook, and the existing market capitalisation of the Company, it was viewed that the likelihood of raising sufficient funds to repay the Notes and provide enough ongoing cash would be very unlikely.
- 9.2.3 The business of BIR has historically traded at a loss and recent earnings suggest that this will continue in the immediate future. The Transaction will provide an opportunity for BIR to increase shareholder value and put the Company in a better financial position due to the reduction in debt and reduced future interest costs.

9.3 Disadvantages of the Transaction

- 9.3.1 The Transaction will result in the dilution of Non-Associated Shareholders ownership interest in BIR from 80.1% to 31.6%.
- 9.3.2 Had the Company been able to seek sufficient funds through a capital raising to repay the Notes, the dilutionary affect on existing shareholders could possibly be reduced, based on current share prices, as the Notes would be repaid at \$2,259,178, rather than being converted at a value of \$4,259,178. However as stated above, a capital raising sufficient to repay the Notes is considered unlikely or would have to be offered at such a discounted price that the dilutionary affect may not be dissimilar to the current conversion terms and price.
- 9.3.3 Wagering will obtain a controlling interest in BIR and an opportunity may be lost to obtain a takeover premium for the company's shares unless Wagering sold their interest or subscribed for a 100% interest.

10. CONCLUSION AS TO FAIRNESS AND REASONABLENESS

10.1 Fairness

10.1.1 According to RG 111, for the Transaction to be fair, the value of the consideration received by BIR must be equal to or greater than the value of the BIR shares being issued.

10.1.2 In order to assess whether the Transaction is fair, we need to compare the pre-Transaction value per BIR share on a controlling interest basis with the post-Transaction value on a minority basis, as the existing Non-Associated Shareholders of BIR will lose control of the Company to Wagering after the Transaction. This is shown in the table below:

BIR Value and Opinion	Low	High	Midpoint
Control value per share	\$ 0.0242	\$ 0.0286	\$ 0.0264
Shares on issue	101,436,165	101,436,165	101,436,165
Control valuation, pre-Transaction (\$)	2,454,755	2,901,074	2,677,915
Reduction in debt resulting from Transaction	2,259,178	2,259,178	2,259,178
Post-Transaction Value (\$)	4,713,933	5,160,252	4,937,093
Post-Transaction shares on issue	257,249,459	257,249,459	257,249,459
Value per share (\$)	0.018	0.020	0.019
Minority discount	9%	9%	9%
Post-Transaction Valuation per share	\$ 0.0167	\$ 0.0183	\$ 0.0175

10.1.3 In our opinion the Transaction is **not fair** as the value of the BIR shares held by Non-Associated Shareholders decreases as a result of the Transaction.

10.2 Reasonableness

10.2.1 ASIC Regulatory Guide 111 states that a transaction is reasonable if:

- The Transaction is fair; or
- Despite not being fair the expert believes that there are sufficient reasons for security holders to accept the Transaction.

10.2.2 We have concluded that the Transaction is reasonable. In forming our opinion, we have considered the following relevant factors:

- The Transaction results in a reduction in debt associated with the initial issue of the Notes and associated interest costs totalling \$2,259,178;
- Currently the Company has limited capacity to repay the Notes without a capital raising, which would also have a dilutionary affect on existing shareholders. However, given the cash position of the Company, the ongoing near-term cash generation outlook, and the existing market capitalisation of the Company, it was viewed that the likelihood of raising sufficient funds to repay the Notes and provide enough ongoing cash would be very unlikely.
- Had the Company believed a capital raising was viable, this would also have a dilutionary affect on existing shareholders but the Notes would be repaid at \$2,259,178, rather than a converted value of \$4,259,178. However as stated above, a capital raising sufficient to repay the Notes is considered unlikely or would have to be offered at such

a discounted price that the dilutionary affect may not be dissimilar to the current conversion terms and price.

- The Transaction will provide an opportunity for BIR to increase shareholder value and put the Company in a better financial position due to the reduction in debt and reduced future interest costs;
- The BIR Board are of the opinion that the Transaction is in the best interests of the Company's Shareholders.

*Accordingly, in our opinion, the Transaction is **not fair but reasonable** to the Non-Associated Shareholders of BIR.*

Yours faithfully
Hall Chadwick Corporate (NSW) Limited



DREW TOWNSEND

APPENDIX I - SOURCES OF INFORMATION

- BIR Financial Limited Audited Financial Report for the years ended 30 June 2019, 30 June 2020 and 30 June 2021;
- Convertible Note Subscription Agreement between BIR Financial Limited and Moshav Custodian Pty Ltd;
- Transfer form for the transfer of the Notes from Moshav to Wagering
- BIR Financial Limited Notice of General Meeting and Explanatory Memorandum;
- BIR Company registry details;
- Publicly available information on BIR;
- Regulatory Guide 74 ‘Acquisitions Agreed to by Shareholders’;
- Regulatory Guide 111 ‘Content of Expert Reports’;
- Regulatory Guide 112 ‘Independence of Expert’s Reports’; and
- APES 225 ‘Valuation Services’.

APPENDIX II - STATEMENT OF DECLARATION & QUALIFICATIONS

Confirmation of Independence

Prior to accepting this engagement HCC determined its independence with respect to BIR with reference to ASIC Regulatory Guide 112 (RG 112) titled “Independence of Expert’s Reports”. HCC considers that it meets the requirements of RG 112 and that it is independent of BIR.

Also, in accordance with s648 (2) of the Corporations Act we confirm we are not aware of any business relationship or financial interest of a material nature with BIR, its related parties or associates that would compromise our impartiality.

Mr Drew Townsend, a director of Hall Chadwick Corporate (NSW) Limited, who is a registered company auditor, has prepared this report. Neither he nor any related entities of Hall Chadwick Corporate (NSW) Limited have any interest in the promotion of this Transaction nor will Hall Chadwick Corporate (NSW) Limited receive any benefits, other than normal professional fees, directly or indirectly, for or in connection with the preparation of this report. Our fee is not contingent upon the success or failure of the proposed transaction, and has been calculated with reference to time spent on the engagement at normal professional fee rates for work of this type. Accordingly, HCC does not have any pecuniary interests that could reasonably be regarded as being capable of affecting our ability to give an unbiased opinion under this engagement.

HCC provided a draft copy of this report to the Directors and management of BIR for their comment as to factual accuracy, as opposed to opinions, which are the responsibility of HCC alone. Changes made to this report, as a result of the review by the Directors and management of BIR have not changed the methodology or conclusions reached by HCC.

Reliance on Information

The statements and opinions given in this report are given in good faith and in the belief that such statements and opinions are not false or misleading. In the preparation of this report HCC has relied upon information provided on the basis it was reliable and accurate. HCC has no reason to believe that any information supplied to it was false or that any material information (that a reasonable person would expect to be disclosed) has been withheld from it. HCC evaluated the information provided to it by BIR as well as other parties, through enquiry, analysis and review, and nothing has come to our attention to indicate the information provided was materially mis-stated or would not afford reasonable grounds upon which to base the report. Accordingly, we have taken no further steps to verify the accuracy, completeness or fairness of the data provided.

Our procedures and enquiries do not include verification work, nor constitute an audit or review in accordance with Australian Auditing Standards. HCC does not imply and it should not be construed that it has audited or in anyway verified any of the information provided to it, or that its enquiries could have verified any matter which a more extensive examination might disclose.

The sources of information that we relied upon are outlined in Appendix I of this report.

BIR has provided an indemnity to HCC for any claims arising out of any mis-statement or omission in any material or information provided by BIR to HCC in preparation of this report.

Qualifications

Hall Chadwick Corporate (NSW) Limited ("HCC") carries on business at Level 40, 2 Park Street, Sydney NSW 2000. HCC holds Australian Financial Services Licence No. 227902 authorising it to provide financial product advice on securities to retail clients. HCC's representatives are therefore qualified to provide this report.

Consent and Disclaimers

The preparation of this report has been undertaken at the request of the Directors of BIR. It also has regard to relevant ASIC Regulatory Guides. It is not intended that the report should be used for any other purpose than to accompany the Notice of General Meeting to be sent to BIR shareholders. In particular, it is not intended that this report should be used for any purpose other than as an expression of HCC's opinion as to whether or not the Proposed Transaction is fair and reasonable. HCC consent to the issue of this report in the form and context in which it is included in the Notice of General Meeting to be sent to BIR shareholders.

Shareholders should read all documents issued by BIR that consider the proposed Transaction in its entirety, prior to proceeding with a decision. HCC had no involvement in the preparation of these documents, with the exception of our report.

This report has been prepared specifically for the Non-Associated Shareholders of BIR. Neither HCC, nor any member or employee thereof undertakes responsibility to any person, other than an Non-Associated Shareholder of BIR, in respect of this report, including any errors or omissions howsoever caused. This report is "General Advice" and does not take into account any person's particular investment objectives, financial situation and particular needs. Before making an investment decision based on this advice, you should consider, with or without the assistance of a securities advisor, whether it is appropriate to your particular investment needs, objectives and financial circumstances.

Our procedures and enquiries do not include verification work, nor constitute an audit or review in accordance with Australian Auditing Standards (AUS).

Our opinions are based on economic, market and other conditions prevailing at the date of this report. Such conditions can change significantly over relatively short periods of time. Furthermore, financial markets have been particularly volatile in recent times. Accordingly, if circumstances change significantly, subsequent to the issue of the report, our conclusions and opinions may differ from those stated herein. There is no requirement for HCC to update this report for information that may become available subsequent to this date.

APPENDIX III - FINANCIAL SERVICES GUIDE

Dated 21 December 2021

What is a Financial Services Guide (FSG)?

This FSG is designed to help you to decide whether to use any of the general financial product advice provided by Hall Chadwick Corporate (NSW) Limited ABN 28 080 462 488, Australian Financial Services Licence Number 227902 (HCC).

This FSG includes information about:

- HCC and how they can be contacted
- the services HCC is authorised to provide
- how HCC are paid
- any relevant associations or relationships of HCC
- how complaints are dealt with as well as information about internal and external dispute resolution systems and how you can access them; and
- the compensation arrangements that HCC has in place.

This FSG forms part of an Independent Expert's Report (Report) which has been prepared for inclusion in a disclosure document or, if you are offered a financial product for issue or sale, a Product Disclosure Statement (PDS). The purpose of the disclosure document or PDS is to help you make an informed decision in relation to a financial product. The contents of the disclosure document or PDS, as relevant, will include details such as the risks, benefits and costs of dealing in the particular financial product.

Financial services that HCC is authorised to provide

HCC holds an Australian Financial Services Licence, which authorises it to provide, amongst other services, financial product advice for securities and interests in managed investment schemes, including investor directed portfolio services, to retail clients.

We provide financial product advice when engaged to prepare a report in relation to a transaction relating to one of these types of finance products.

HCC's responsibility to you

HCC has been engaged by the independent directors of BIR Financial Limited ("BIR" or the "Client") to provide general financial product advice in the form of a Report to be included in the Notice of Meeting (Document) prepared by BIR in relation to the proposed Transaction.

You have not engaged HCC directly but have received a copy of the Report because you have been provided with a copy of the Document. HCC nor the employees of HCC are acting for any person other than the Client.

HCC is responsible and accountable to you for ensuring that there is a reasonable basis for the conclusions in the Report.

General Advice

As HCC has been engaged by the Client, the Report only contains general advice as it has been prepared without taking into account your personal objectives, financial situation or needs.

You should consider the appropriateness of the general advice in the Report having regard to your circumstances before you act on the general advice contained in the Report.

You should also consider the other parts of the Document before making any decision in relation to the Transaction.

Fees HCC may receive

HCC charges fees for preparing reports. These fees will usually be agreed with, and paid by, the Client. Fees are agreed on either a fixed fee or a time cost basis. In this instance, the Client has agreed to pay HCC \$15,000 (excluding GST and out of pocket expenses) for preparing the Report. HCC and its officers, representatives, related entities and associates will not receive any other fee or benefit in connection with the provision of this Report.

HCC officers and representatives receive a salary or a partnership distribution from Hall Chadwick Sydney professional advisory and accounting practice (the Hall Chadwick Sydney Partnership). Remuneration and benefits are not provided directly in connection with any engagement for the provision of general financial product advice in the Report.

Further details may be provided on request.

Referrals

HCC does not pay commissions or provide any other benefits to any person for referring customers to them in connection with a Report.

Associations and relationships

Through a variety of corporate and trust structures HCC is controlled by and operates as part of the Hall Chadwick Sydney Partnership. HCC's directors may be partners in the Hall Chadwick Sydney Partnership. Mr Drew Townsend, a director of HCC and partner in the Hall Chadwick Sydney Partnership, has prepared this report. The financial product advice in the Report is provided by HCC and not by the Hall Chadwick Sydney Partnership.

From time to time HCC, the Hall Chadwick Sydney Partnership and related entities (HC entities) may provide professional services, including audit, tax and financial advisory services, to companies and issuers of financial products in the ordinary course of their businesses.

HC entities have provided, and continue to provide, a range of audit, tax and advisory services to the Client for which professional fees are received.

No individual involved in the preparation of this Report holds a substantial interest in or is a substantial creditor of the Client or has other material financial interests in the Transaction.

Complaints resolution

If you have a complaint, please let HCC know. Formal complaints should be sent in writing to:
The Complaints Officer
Hall Chadwick Corporate (NSW) Limited
GPO Box 3555
Sydney NSW 2001

If you have difficulty in putting your complaint in writing, please telephone the Complaints Officer, Drew Townsend, on 02 9263 2600 and he will assist you in documenting your complaint.

Written complaints are recorded, acknowledged within 5 days and investigated. As soon as practical, and not more than 45 days after receiving the written complaint, the response to your complaint will be advised in writing,

External complaints resolution process

If HCC cannot resolve your complaint to your satisfaction within 45 days, you can refer the matter to the Australian Financial Complaints Authority (AFCA). AFCA provides free advice and assistance to consumers to help in resolving complaints relating to the financial services industry.

Further details about AFCA are available at their website www.afca.org.au or by contacting them directly at:

Australian Financial Complaints Authority Limited
GPO Box 3, Melbourne Victoria 3001
Telephone: 1800 931 678
Facsimile (03) 9613 6399
Email: info@afca.org.au

The Australian Securities and Investments Commission also has a free call infoline on 1300 300 630 which you may use to obtain information about your rights.

Compensation arrangements

HCC has professional indemnity insurance cover as required by the Corporations Act 2001(Cth).

Contact Details

You may contact HCC at:
Hall Chadwick Corporate (NSW) Limited
GPO Box 3555
Sydney NSW 2001
Telephone: 02 9263 2600
Facsimile: 02 9263 2800

[EntityRegistrationDetailsLine1Envelope]
[EntityRegistrationDetailsLine2Envelope]
[EntityRegistrationDetailsLine3Envelope]
[EntityRegistrationDetailsLine4Envelope]
[EntityRegistrationDetailsLine5Envelope]
[EntityRegistrationDetailsLine6Envelope]

Holder Number:
[HolderNumber]

Your proxy voting instruction must be received by **11.00am (AEDT) on Saturday, 29th January 2022**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form.

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at

<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

PHONE:

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

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).