

---

**AUMAKE LIMITED**  
**ACN 150 110 017**  
**NOTICE OF GENERAL MEETING**

---

Notice is given that the Meeting will be held at:

**TIME:** 10.00am (AEST)

**DATE:** 22 April 2022

**PLACE:** As a Virtual Meeting:

<https://meetnow.global/MFWFWFV>

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

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

***The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5.00pm AEST on 20 April 2022.***

---

## VENUE AND VOTING INFORMATION

---

The General Meeting of the Shareholders to which this Notice of Meeting relates will be held at as a **virtual meeting**.

Securityholders must use the Computershare Meeting Platform to attend and participate in the meeting.

To participate in the meeting, you can log in by entering the following URL **<https://meetnow.global/MFWFWFV>** on your computer, tablet or smartphone.

Online registration will open 30 minutes before the meeting.

Shareholders will be able to vote and ask questions at the virtual meeting. Shareholders are also encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to Mike Higginson, Company Secretary at [mike.higginson@iinet.net.au](mailto:mike.higginson@iinet.net.au) at least 5 business days before the Meeting.

### Your vote is important

---

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

### Voting virtually at the Meeting

---

A shareholder entitled to attend and vote at the Meeting may vote by:

- (a) attending the Meeting virtually; or
- (b) appointing a proxy, attorney or in the case of a corporate shareholder, a corporate representative, to vote at this Meeting on their behalf.

### Online voting procedures during the Meeting

---

To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxyholders will need to contact Computershare prior to the meeting to obtain their login details.

To participate in the meeting online follow the instructions below.

1. Click on 'Join Meeting Now'.
2. Enter your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 prior to the meetings to obtain their login details.
3. Enter your postcode registered to your holding if you are an Australian securityholder. If you are an overseas securityholder select the country of your registered holding from the drop down list.
4. Accept the Terms and Conditions and 'Click Continue'.

You can view the meeting live, ask questions verbally or via a live text facility and cast votes at the appropriate times while the meeting is in progress

### Voting by proxy

---

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

<b>Online</b>	Lodge the Proxy Form online at <a href="http://www.investorvote.com.au">www.investorvote.com.au</a> and follow the prompts. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) and the control number as shown on the front of the Proxy Form.
<b>By mobile</b>	Scan the QR Code on your Proxy Form and follow the prompts.
<b>By facsimile</b>	1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)
<b>By post</b>	Computershare Investor Services Pty Ltd, GPO Box 242, Melbourne Victoria 3001

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

### **Power of Attorney**

---

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

### **Corporate Representatives**

---

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

### **Asking Questions**

---

We encourage you to submit questions in advance of the Meeting on any matter that may be relevant to the Meeting. **You can do this by clicking 'Ask a Question' after you have lodged your vote on [www.investorvote.com.au](http://www.investorvote.com.au), or alternatively by sending your question to the Company Secretary by email to [mike.higginson@iinet.net.au](mailto:mike.higginson@iinet.net.au).**

To allow time to collate questions and prepare answers, you must submit any questions at least 5 days before the Meeting.

Questions will be collated and, during the Meeting, the Chair of the Meeting will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the Meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

Shareholders and proxy holders will also have the ability to listen to the discussion at the Meeting and ask questions during the Meeting via the online meeting platform.

### **Technical difficulties**

---

Technical difficulties may arise during the course of the General Meeting. The Chair has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising his discretion, the Chair will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected. Where he considers it appropriate, the Chair may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to lodge a proxy not later than 48 hours before the commencement of the Meeting.

---

## **BUSINESS OF THE MEETING**

---

### **AGENDA**

---

#### **1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES**

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

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 70,354,033 Shares to institutional and sophisticated investors under ASX Listing Rule 7.1 on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement applies to this Resolution. Please see below.

---

#### **2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES**

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

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 60,645,967 Shares to institutional and sophisticated investors under ASX Listing Rule 7.1A on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement applies to this Resolution. Please see below.

---

#### **3. RESOLUTION 3 – APPROVAL OF ISSUE OF OPTIONS**

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

*“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 65,500,000 Options to sophisticated and professional investors on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement applies to this Resolution. Please see below.

---

#### **4. RESOLUTION 4 – APPROVAL OF ISSUE OF LEAD MANAGER OPTIONS**

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

*“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 10,000,000 Options to Novus Capital Limited on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement applies to this Resolution. Please see below.

---

**5. RESOLUTION 5 – APPROVAL OF ISSUE OF OPTIONS TO JIAHUA (JOSHUA) ZHOU, DIRECTOR**

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

*“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 7,000,000 Options to Jiahua Zhou, a Director, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

---

**6. RESOLUTION 6 – APPROVAL OF ISSUE OF OPTIONS TO KEONG CHAN, FORMER DIRECTOR**

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

*“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 9,000,000 Options to Keong Chan, a former Director, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

---

**7. RESOLUTION 7 – APPROVAL OF ISSUE OF OPTIONS TO JACKY YANG, DIRECTOR**

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

*“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 4,500,000 Options to Jacky Yang, a Director, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

---

**8. RESOLUTION 8 – APPROVAL OF ISSUE OF OPTIONS TO STEPHEN HARRISON, DIRECTOR**

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

*“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue of 3,000,000 Options to Stephen Harrison, a Director, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

---

**9. RESOLUTION 9 – APPROVAL OF ISSUE OF OPTIONS TO STEPHEN HARRISON, DIRECTOR**

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

*“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 3,000,000 Options to Stephen Harrison, a Director, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

---

**10. RESOLUTION 10 – APPROVAL OF ISSUE OF OPTIONS TO VIVIAN LIN, RELATED PARTY**

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

*“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the of 4,500,000 Options to Vivian Lin, a related party of the Company, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

---

**11. RESOLUTION 11 – APPROVAL OF ISSUE OF EQUITY CONSIDERATION TO AI-DRIVEN PTY LIMITED**

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

*“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 2,000,000 fully paid ordinary Shares and 9,000,000 Options to Ai-Driven Pty Limited, (or their respective nominees), on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

---

**12. RESOLUTION 12 – APPROVAL OF ISSUE OF OPTIONS TO STRATOS KAROUSOS, DIRECTOR**

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

*“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 3,000,000 Options to Stratos Karousos, a Director, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

---

**By Order of the Board**

23 March 2022

**Mike Higginson**  
**Company Secretary**

## Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolutions set out below by or on behalf of the following parties:

<b>Resolution 1 – Ratification of the prior Issue of Shares – Listing Rule 7.1</b>	A person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.
<b>Resolution 2 – Ratification of the prior Issue of Shares – Listing Rule 7.1A</b>	A person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.
<b>Resolution 3 – Approval of Issue of Options</b>	A person who participated in the issue of shares (the subject of Resolutions 1 and 2) or is a counterparty to the agreement being approved or an associate of that person or those persons and any person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate that person or persons.
<b>Resolution 4 – Approval of Issue of Lead Manager Options</b>	Novus Capital Ltd (or their nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate that person or persons.
<b>Resolution 5 – Issue of Options to Jiahua (Joshua) Zho, Director</b>	Any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question including Jiahua Zhou under resolution 5 or an associate of that person or those persons.
<b>Resolution 6 – Issue of Options to Keong Chan, Former Director</b>	Any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question including Keong Chan under resolution 6 or an associate of that person or those persons.
<b>Resolution 7 – Issue of Options to Jacky Yang, Director</b>	Any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee scheme in question including Jacky Yang under resolution 7 or an associate of that person or those persons.
<b>Resolution 8 – Issue of Options to Stephen Harrison, Director</b>	Any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question including Stephen Harrison under resolution 8 or an associate of that person or those persons.
<b>Resolution 9 – Issue of Options to Stephen Harrison, Director</b>	Any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question including Stephen Harrison under resolution 9 or an associate of that person or those persons.
<b>Resolution 10 – Issue of Securities to Vivian Lin, a related party of the Company</b>	Any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question including Vivian Lin under resolution 10 or an associate of that person or those persons.
<b>Resolution 11 – Approval of Issue of Securities to Ai-Driven Pty Limited</b>	Ai-Driven Pty Limited (or their nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate that person or persons.



**Resolution 12 – Approval of Issue of Options to Stratos Karousos, Director**

Any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question including Stratos Karousos under resolution 12 or an associate of that person or those persons.

**Voting Prohibition Statement**

**Resolution 5, 6, 7, 8, 9, 10, and 12 – Issue of Options to Director**

In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 5, 6, 7, 8, 9, 10 or 12 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 4, 6, 7, 8, 9, 10, or 12 Excluded Party.

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

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

Provided the Chair is not a Resolution 5, 6, 7, 8, 9, 10, 12 Excluded Party, the above prohibition does not apply if:

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

---

**EXPLANATORY STATEMENT**

---

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the General Meeting to be held as a **virtual meeting**.

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

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

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

---

## 1. RESOLUTIONS 1 AND 2 – RATIFICATION OF PRIOR ISSUE OF SHARES

### 1.1 General

On 23 November 2021, the Company issued 131,000,000 new Shares at \$0.017 per Share to new and existing institutional and sophisticated investors (the **Placement**). The Company raised \$2.227 million (before costs) via the Placement. All investors in the Placement were also offered free attaching Options on the basis of one Option (exercisable at \$0.045 on or before 3 years after the date of issue) for every two Shares subscribed, subject to shareholder approval (the subject of Resolution 3).

The Placement was led by Novus Capital Limited (**Lead Manager**). The Lead Manager is one of the most active independent Investment firms specialising in small and micro-cap listed opportunities with multiple offices across Australia providing investment banking, corporate advisory and share trading services.

70,354,033 Shares were issued using the Company's then existing placement capacity under Listing Rule 7.1 and 60,645,967 Shares were issued using the Company's then existing placement capacity under Listing Rule 7.1A (refer to Resolution 2).

Resolution 1 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the 70,354,033 Shares issued using its Listing Rule 7.1 capacity, and Resolution 2 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the 60,645,967 Shares issued under Listing Rule 7.1A.

Funds raised from the Placement (net of costs) have been or are intended to be used for:

- (a) promotion and marketing of Aumake's new online platform;
- (b) structural changes for Aumake to significantly increase market share in the Australian and New Zealand Asian tourism markets;
- (c) formation of domestic and overseas partnership opportunities in the Asian tourism industry including the assessment of synergistic acquisitions to increase scale quickly; and
- (d) corporate purposes, including general working capital requirements.

Fees payable by the Company to the Lead Manager in relation to the Placement were:

- (a) \$155,890, which comprised of a 6% brokerage fee and a 1% management fee; and
- (b) 10,000,000 LM Options exercisable at \$0.045 per Share expiring 3 years after the date of issue (the Subject of Resolution 4).

### 1.2 Listing Rule 7.1 and 7.1A

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

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

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

The Company obtained approval to increase its limit to 25% at the annual general meeting held on 22 November 2021.

The issue of the Shares the subject of Resolutions 1 and 2 does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1 and the 10% limit in Listing Rule 7.1A, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 or 7.1A for the 12 month period following the date of issue of the Shares.

### **1.3 Listing Rule 7.4**

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

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1 and 7.1A. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Shares.

Resolutions 1 and 2 seek Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Shares.

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

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

If Resolution 1 and 2 are not passed, the Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of Equity Securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

## 1.5 Technical information required by ASX Listing Rule 7.5

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

- (a) the Shares were issued to unrelated institutional and sophisticated investors, who were selected by the Company in conjunction with the Lead Manager;
- (b) none of the subscribers were:
  - (i) a related party of the Company or an associate of any related party of the Company, or a person to whom an issue of Equity Securities requires prior Shareholder approval under Listing Rule 10.11; or
  - (ii) a person whose identity would be considered material in terms of that indicated in ASX Listing Rules Guidance Note 21,
  - (iii) and issued more than 1% of the issued capital of the Company;
- (c) the Shares were issued on the following basis:
  - (i) 70,354,033 Shares issued using the Company's placement capacity under Listing Rule 7.1 (ratification of which is sought under Resolution 1); and
  - (ii) 60,645,967 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 2).
- (d) the Shares issued were all fully paid ordinary shares in the capital of the Company on the same terms and conditions as existing Shares;
- (e) the Shares were issued on 24 November 2021;
- (f) the issue price of the Shares was \$0.017 each. The Company has not and will not receive any other consideration for the issue of the Shares;
- (g) the purpose of the issue of the Shares was to raise funds which will be used to position the business with an opportunity to significantly increase market share given this period of structural change, as more specifically detailed in Section 1.1; and
- (h) the Shares were issued to applicants under the Placement. The Company entered into an agreement with the Lead Manager in respect of the Placement, which is summarised at Section 1.1.

## 1.6 Directors' recommendation

The Board recommends that Shareholders vote for Resolutions 1 and 2.

---

## 2. RESOLUTION 3 – APPROVAL OF ISSUE OF OPTIONS

### 2.1 General

Under the Placement, the Company agreed to issue one free attaching Option for every two Shares subscribed by those that participated in the Placement, to

be exercisable at \$0.045 each on or before three (3) years after the date of issue (**Placement Options**).

Resolution 3 seeks Shareholder approval for the issue of 65,500,000 Placement Options.

## **2.2 ASX Listing Rule 7.1**

A summary of Listing Rule 7.1 is set out in Section 1.2.

## **2.3 Technical information required by Listing Rule 7.3**

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 3:

- (a) the 65,500,000 Placement Options will be issued to institutional and sophisticated investors who were selected by the Company in conjunction with the Lead Manager;
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be:
  - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
  - (ii) issued more than 1% of the issued capital of the Company;
- (c) the maximum number of Placement Options to be issued is 65,500,000;
- (d) the terms and conditions of the Placement Options are set out in Schedule 1;
- (e) the 65,500,000 Placement Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Placement Options will occur on the same date;
- (f) the issue price is nil per Placement Option as the Placement Options are being issued as free attaching to the Shares the subject of the Placement. The Company will not receive any other consideration for the issue of the Placement Options (other than in respect of funds received on exercise of the Placement Options);
- (g) the purpose of the issue of the Placement Options is that, pursuant to the Placement, the Company agreed to issue one free attaching Placement Option for every two Shares subscribed by those that participated in the Placement, as outlined in Section 1.1; and
- (h) the Options are not being issued under, or to fund, a reverse takeover.

## **2.4 Directors' recommendation**

The Board recommends that Shareholders vote for Resolution 3.

---

### **3. RESOLUTION 4 – APPROVAL OF ISSUE OF LEAD MANAGER OPTIONS**

#### **3.1 General**

As part of the agreement with the Lead Manager as described at Section 1.1, the Company agreed to issue to the Lead Manager 10,000,000 Options exercisable at \$0.045 each on or before three (3) years after the date of issue (**LM Options**).

Resolution 4 seeks Shareholder approval for the issue of 10,000,000 LM Options to the Lead Manager.

#### **3.2 ASX Listing Rule 7.1**

A summary of Listing Rule 7.1 is set out in Section 1.2.

#### **3.3 Technical information required by Listing Rule 7.3**

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 4:

- (a) 10,000,000 LM Options will be issued Novus Capital Limited;
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that the recipient is not a:
  - (i) a related party of the Company, a member of the Company's Key Management Personnel, a substantial holder of the Company, an adviser of the Company or an associate of any of these parties; and
  - (ii) issued more than 1% of the issued capital of the Company;
- (c) the maximum number of LM Options to be issued is 10,000,000 Options;
- (d) the terms and conditions of the Options are set out in Schedule 1;
- (e) the 10,000,000 LM Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Options will occur on the same date;
- (f) the issue price is nil per LM Option as the LM Options are being issued to satisfy the Company's obligation to pay the Lead Manager a success fee for its role in facilitating the 131,000,000 Share Placement. The Company will not receive any other consideration for the issue of the LM Options (other than in respect of funds received on exercise of the LM Options);
- (g) the purpose of the issue of the LM Options is to satisfy the terms of the Company's agreement with the Lead Manager, as set out in Section 1.1; and
- (h) the LM Options are not being issued under, or to fund, a reverse takeover.

#### **3.4 Directors' recommendation**

The Board recommends that Shareholders vote for Resolution 4.

---

#### 4. RESOLUTION 5, 6, 7, 8,10 AND 12 - APPROVAL OF ISSUE OF OPTIONS TO DIRECTORS AND RELATED PARTY OF THE COMPANY

The Company has agreed, subject to obtaining Shareholder approval, to issue Options to the Directors and Vivian Lin (or their nominees) (together, the **Related Parties**) pursuant to the Incentive Plan (**Incentive Plan**), summarised in Schedule 5.

The terms and conditions of the Options are set out below.

- (a) 7,000,000 Options to Jiahua (Joshua) Zhou, Director (**Resolution 5**);
- (b) 9,000,000 Options to Keong Chan, former Director (**Resolution 6**);
- (c) 4,500,000 Options to Jacky Yang, Director (**Resolution 7**);
- (d) 3,000,000 Options to Stephen Harrison, Director (**Resolution 8**);
- (e) 4,500,000 Options to Vivian Lin, a related party of the Company (**Resolution 10**); and
- (f) 3,000,000 Options to Stratos Karousos, Director (**Resolution 12**),

(together, the **Director Options**).

#### 4.2 Terms and Conditions of the Director Options

The key terms and conditions of the Director Options, including the vesting conditions, are set out below. For the full terms and conditions of the Director Options, refer to Schedule 2.

- (a) Exercise Price: The amount payable upon exercise of each Director Option issued is Nil;
- (b) Expiry Date: Each Director Option will expire at 5:00 pm (AEST) on the date which is three (3) years from the date of issue of each Director Option (**Expiry Date**);
- (c) Vesting Period: The Director Options are subject to vesting periods as set out in Schedule 2. In the case of Keong Chan, who has recently resigned from the Board and Vivian Lin, who is a related party of the Company but not a Director, the Board will waive the vesting periods which would otherwise have been applicable to their Director Options; and
- (d) Exercise Period: The Director Options granted to each party are exercisable between the date upon which they vest (or have their vesting periods waived and the Expiry Date4(**Exercise Period**)).

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

Chapter 2E of the Corporations Act requires 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 Director Options to the Related Parties constitutes giving a financial benefit and each of the Related Parties is a related party of the Company by virtue of being a Director, or in the case of Vivian Lin, a spouse of a Director.

As the Director Options are proposed to be issued to all of the Directors other than Mr Ian Thurbron, the "non-interested director", the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue of the Options. Accordingly, Shareholder approval for the issue of Options to the Related Parties is sought in accordance with Chapter 2E of the Corporations Act.

#### **4.4 Listing Rule 10.14**

Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire equity securities under an employee incentive scheme without the approval of the holders of its ordinary securities:

- 10.14.1 a director of the entity;
- 10.14.2 an associate of a director of the entity; or
- 10.14.3 a person whose relationship with the entity or a person referred to in Listing Rules 10.14.1 to 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by security holders.

The issue of Options to the Related Parties falls within Listing Rule 10.14.1 and 10.14.2, and therefore requires the approval of Shareholders under Listing Rule 10.14.

Resolutions to 5, 6, 7, 8, 10 and 12 seek the required Shareholder approval for the issue of the Options under and for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.14.

A summary of the Incentive Plan is set out in Schedule 5. Technical information required by Listing Rule 14.1A

If Resolutions 5, 6, 7, 8, 10 and 12 are passed, the Company will be able to proceed with the issue of the Director Options to the Related Parties, within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Options (because approval is being obtained under Listing Rule 10.14), the issue of the Director Options will not use up any of the Company's 15% annual placement capacity.

If Resolutions 5, 6, 7, 8, 10 and 12 are not passed, the Company will not be able to proceed with the issue of the Director Options and consideration will need to be given as to remuneration by other means.

#### **4.5 Technical information required by ASX Listing Rule 10.15 and section 219 of the Corporations Act**

Pursuant to and in accordance with the requirements of Listing Rule 10.15 and section 219 of the Corporations Act, the following information is provided in relation to Resolutions 5, 6, 7, 8, 10 and 12:



- (a) the Director Options will be issued to the following persons:
- (i) Jiahua (Joshua) Zhou (or their nominee) pursuant to Resolution 5;
  - (ii) Keong Chan (or their nominee) pursuant to Resolution 6;
  - (iii) Jacky Yang (or their nominee) pursuant to Resolution 7;
  - (iv) Stephen Harrison (or their nominee) pursuant to Resolution 8;
  - (v) Vivian Lin (or their nominee) pursuant to Resolution 10;
  - (vi) Stratos Karousos (or their nominee) pursuant to Resolution 12,
- each of whom falls within the category set out in Listing Rule 10.14.1 by virtue of being a Director, former Director (Keong Chan), or in the case of Vivian Lin, an associate within the category set out in Listing Rule 10.14.2;
- (b) the maximum number of Director Options to be issued to the Related Parties (being the nature of the financial benefit proposed to be given) is 31,000,000 comprising:
- (i) 7,000,000 Options to Jiahua (Joshua) Zhou (or his nominee) pursuant to Resolution 5;
  - (ii) 9,000,000 Options to Keong Chan (or his nominee) pursuant to Resolution 6;
  - (iii) 4,500,000 Options to Jacky Yang (or his nominee) pursuant to Resolution 7;
  - (iv) 3,000,000 Options to Stephen Harrison (or his nominee) pursuant to Resolution 8;
  - (v) 4,500,000 Options to Vivian Lin (or her nominee) pursuant to Resolution 10; and
  - (vi) 3,000,000 Options to Stratos Karousos (or his nominee) pursuant to Resolution 12;
- (c) the full terms and conditions of the Director Options are set out in Schedule 2;
- (d) the Director Options will be issued within 1 month of Shareholder approval being obtained by the Company;
- (e) no funds will be raised by the Company upon exercise of the Director Options as they have nil exercise price;
- (f) the current proposed total remuneration package for the Related Parties for the 2022 financial year are set out below:

Related Party	Salary/Fees	Superannuation	Total	Value of Options	Total Remuneration Following Option Issue
Jiahua (Joshua) Zhou	\$115,500	\$13,662	\$129,162	\$91,000	\$220,162
Keong Chan	\$162,250	\$17,062	\$179,312	\$117,000	\$296,312
Jacky Yang	\$62,742	\$13,125	\$75,867	\$58,500	\$134,367
Stephen Harrison <sup>1</sup>	\$74,545	\$7,455	\$82,000	\$45,786	\$127,786
Stratos Karousos	\$43,636	\$4,364	\$48,000	\$39,000	\$87,000
Vivian Lin	\$62,742	\$13,125	\$75,867	\$58,500	\$134,367

**Note**

1. The Company proposes to issue additional Options to Stephen Harrison under Resolution 9. The total remuneration for Stephen Harrison reflected in the table considers the increase in the remuneration attributed to the Options the subject of both Resolution 8 and Resolution 9.
- (g) 33,600,000 Options have previously been issued under the Incentive Plan consisting of 10,500,000 Options to Keong Chan, 8,100,000 Options to Jiahua (Joshua) Zhou, 7,500,000 Options to Jacky Yang and 7,500,000 Options to Vivian Lin, each at an exercise price of \$0.20 and expiring on 4 December 2024;
- (h) the Director Options are unquoted Options. The Company has chosen to issue Options to the Related Parties for the following reasons:
- (i) the issue of Director Options to the Related Parties will align the interests of the Related Parties with those of Shareholders;
  - (ii) the issue of the Director Options is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Parties;
  - (iii) because of the deferred taxation benefit which is available to the Related Parties in respect of an issue of the Director Options, the issue of the Director Options is also beneficial to the Company as it means the Related Parties are not required to immediately sell the Director Options to fund a tax liability (as would be the case in an issue of Shares where the tax liability arises upon issue of the Shares) and will instead, continue to hold an interest in the Company; and
  - (iv) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Director Options on the terms proposed;
- (i) no loans are being made to the Related Parties in connection with the acquisition of the Director Options;
- (j) details of any Director Options issued under the Incentive Plan will be published in the annual report of the Company relating to the period in

which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14;

- (k) any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Director Options under the Incentive Plan after Resolutions 5, 6, 7, 8, 10 and 12 are approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14;
- (l) the relevant interests of the Related Parties and their associates in securities of the Company as at the date of this Notice are set out below:

Related Party	Shares	Options	Performance Rights <sup>2</sup>
Jiahua (Joshua) Zhou	62,560,672	8,516,666 <sup>1</sup>	1,687,500 <sup>2</sup>
Keong Chan	26,793,376 <sup>3</sup>	11,333,333 <sup>4</sup>	2,187,500 <sup>5</sup>
Jacky Yang & Vivian Lin <sup>8</sup>	15,794,268 <sup>6</sup>	15,000,000 <sup>7</sup>	3,125,000 <sup>2</sup>
Stephen Harrison	Nil	Nil	Nil
Stratos Karousos	Nil	Nil	Nil

**Notes**

1. Consisting of 8,100,000 unquoted options exercisable at \$0.20 and expiring on 4 December 2024 and 416,666 quoted options exercisable at \$0.14 and expiring on 16 March 2024.
2. Unquoted performance rights Class A.
3. Consisting of 24,479,167 ordinary fully paid shares held by Ms Liesl Chan <ChanFamily A/C> and 2,314,209 ordinary fully paid shares held by Duret Holdings Pty Ltd.
4. Consisting of 10,500,00 unquoted options held by Ms Liesl Chan <Chan Family A/C> exercisable at \$0.20 and expiring on 4 December 2024 and 833,333 quoted options exercisable at \$0.14 and expiring on 16 March 2024.
5. Unquoted performance rights Class A held by Ms Liesl Chan <Chan Family A/C>.
6. Consisting of 3,831,144 ordinary fully paid shares, 4,034,853 ordinary fully paid shares (under voluntary escrow until 23 July 2022) and 7,928,271 ordinary fully paid shares (under voluntary escrow to 23 July 2023) in the capital of the Company (ASX: AUK).
7. Unquoted options exercisable at \$0.20 and expiring on 4 December 2024.
8. Shares held jointly by EC Captial Pty Ltd.

- (m) if the Director Options issued to the Related Parties are exercised, a total of 31,000,000 Shares would be issued. This will increase the number of Shares on issue from 629,446,924 (being the total number of Shares on issue as at the date of this Notice) to 660,446,924 (assuming that no Shares are issued and no convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 4.69%, comprising 1.06% by Jiahua (Joshua) Zhou, 1.36% by Keong Chan, 0.68% by Jacky Yang, 0.45% by Stephen Harrison, 0.68% by Vivian Lin and 0.45% by Stratos Karousos;

- (n) the market price for Shares during the term of the Director Options would normally determine whether the Director Options are exercised. If, at any time any of the Director Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the Director Options, there may be a perceived cost to the Company;

- (o) the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price	Date
Highest	\$0.047	4 March 2021
Lowest	\$0.014	14 December 2021, 17 -23 December 2021, 30 December 2021, 7-11 January 2022, 19 January 2022, 18 February 2022 to 3 March 2022
Last	\$0.013	11 March 2022

- (p) each Related Party has a material personal interest in the outcome of Resolutions 5, 6, 7, 8, 10, and 12 on the basis that the Related Party (or their nominees) are to be issued Director Options should Resolutions 5, 6, 7, 8, 10 and 12 be passed. For this reason, the Related Parties do not believe that it is appropriate to make a recommendation on Resolutions 5, 6, 7, 8, 10, and 12 of this Notice;
- (q) the Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolutions 5, 6, 7, 8, 10 and 12;
- (r) the Company values the Director Options at \$403,000 (being \$0.013 per Option) based on the Black-Scholes methodology; and
- (s) the issue price and exercise of the Director Options will be nil, as such no funds will be raised from the issue of the Director Options,

The Director Options are being issued pursuant to the Company's Incentive Plan. A summary of the material terms and conditions of the Incentive Plan is set out in Schedule 5.

---

## 5. RESOLUTION 9 - APPROVAL OF ISSUE OF OPTIONS TO STEPHEN HARRISON

This Resolution seeks Shareholder approval to issue a further 3,000,000 Options to Stephen Harrison, a Director (the **Harrison Options**).

### 5.1 Terms and Conditions of the Harrison Options

- (a) Exercise Price: The amount payable upon exercise of each Harrison Option is as follows:
- (i) 1,000,000 Harrison Options each exercisable at \$0.03, vesting 1 March 2023 and expiring 30 April 2025;
  - (ii) 1,000,000 Harrison Options each exercisable at \$0.06, vesting 1 March 2024 and expiring 30 April 2025; and
  - (iii) 1,000,000 Harrison Options each exercisable at \$0.09, vesting 1 March 2025 and expiring 30 April 2025.
- (b) Expiry Date: Each Harrison Option will expire at 5:00 pm (AEST) on 30 April 2025 (**Expiry Date**); and
- (c) Exercise Period: The Harrison Options are exercisable in accordance Schedule 3, of this Notice of Meeting until the Expiry Date (**Exercise Period**);

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

Refer to Section 4.3.

## **5.3 Listing Rule 10.14**

A summary of Listing Rule 10.14 is outlined at Section 4.4. Resolution 9 seeks the required Shareholder approval to issue the Harrison Options to the Director, Stephen Harrison under Resolution 9 for the purposes of Listing Rule 10.14.

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

If Resolution 9 is passed, the Company will be able to proceed with the issue of the Harrison Options to Stephen Harrison within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Harrison Options (because approval is being obtained under Listing Rule 10.14), the issue of the Options will not use up any of the Company's 15% annual placement capacity.

If Resolution 9 is not passed, the Company will not be able to proceed with the issue of the Harrison Options and consideration will need to be given as to remuneration by other means.

## **5.5 Technical information required by ASX Listing Rule 10.15 and section 219 of the Corporations Act**

Pursuant to and in accordance with the requirements of Listing Rule 10.15 and section 219 of the Corporation Act, the following information is provided in relation to Resolution 9:

- (a) the Harrison Options will be issued to Stephen Harrison (or their nominee) whom falls within the category set out in Listing Rule 10.14.1 by virtue of being a Director;
- (b) the maximum number of Harrison Options that may be issued to Stephen Harrison under Resolution 9, is 3,000,000 Options;
- (c) the full terms of the Harrison Options (with exercise terms outlined in Section 5.1 (a)) are set out in Schedule 3 of this Notice of Meeting;
- (d) the Harrison Options will be issued within 1 month of Shareholder approval being obtained by the Company;
- (e) funds raised by the Company upon exercise of the Harrison Options (where applicable) will be used for general working capital;
- (f) the current proposed total remuneration package for Stephen Harrison for the 2022 financial year is set out in Section 4.5.
- (g) the Harrison Options are unquoted Options. The Company has chosen to issue the Harrison Options to the Director for the following reasons:
  - (i) the issue of the Harrison Options to the Director will align the interests of the Director with those of Shareholders;
  - (ii) the issue of the Harrison Options is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater

proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Director;

- (iii) because of the deferred taxation benefit which is available to the Director in respect of an issue of the Harrison Options, the issue of the Harrison Options is also beneficial to the Company as it means the Director is not required to immediately sell the Harrison Options to fund a tax liability (as would be the case in an issue of Shares where the tax liability arises upon issue of the Shares) and will instead, continue to hold an interest in the Company; and
- (iv) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Harrison Options on the terms proposed;
- (h) no loan is being made to Stephen Harrison in connection with the acquisition of the Harrison Options;
- (i) details of any Harrison Options issued under the Incentive Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14;
- (j) any additional persons covered by Listing Rule 10.14 who becomes entitled to participated in an issue of Harrison Options under the Incentive Plan after Resolution 9 is approved and who were not named in this Notice of Meeting, will not participate until approval is obtained under Listing Rule 10.14;
- (k) the relevant interests of Stephen Harrison in the securities of the Company as at the date of this Notice of Meeting is Nil.
- (l) if the Harrison Options issued to Stephen Harrison are exercised, a total of 3,000,000 Shares would be issued. This will increase the number of Shares on issue from 629,446,924 (being the total number of Shares on issue as at the date of this Notice) to 632,446,924 (assuming that no Shares are issued and no convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 0.47%, comprising 0.47% by Stephen Harrison.
- (m) The market price for Shares during the term of the Options would normally determine whether the Options are exercised. If, at any time any of the Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the Options, there may be a perceived cost to the Company.
- (n) the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price	Date
Highest	\$0.047	4 March 2021
Lowest	\$0.014	14 December 2021, 17 -23 December 2021, 30 December 2021, 7-11 January 2022, 19 January 2022, 18 February 2022 to 3 March 2022
Last	\$0.013	11 March 2022

- (o) Stephen Harrison has a material personal interest in the outcome of Resolutions 9 on the basis that as a Director (or his nominee) he is to be issued Options should Resolution 9 be passed. For this reason, Stephen Harrison does not believe that it is appropriate to make a recommendation on Resolutions 9 of this Notice; and
- (p) the Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolutions 9.
- (q) the Company values the Options at \$6,786 (being \$0.002 per Option) based on the Black-Scholes methodology;
- (r) the issue price of the Options will be nil, as such no funds will be raised from the issue of the Options (other than in respect of funds received on exercise of the Options); and

The Options are being issued pursuant to the terms set out in each of the Directors' and the Related Party remuneration agreements. A summary of the material terms and conditions of the Incentive Plan is set out in Schedule 5.

---

## **6. RESOLUTION 11 - APPROVAL OF ISSUE OF SHARES AND OPTIONS TO AS CONSIDERATION FOR THE PARTNERHSIP WITH AI-DRIVEN PTY LTD**

### **6.1 General**

Resolution 11 seeks Shareholder approval to issue 2,000,000 Shares and 9,000,000 Options (**AI Options**) to Ai-Driven Pty Limited (or their nominees) in satisfaction of the commercial arrangement.

This Resolution seeks Shareholder approval to issue and allot 2,000,000 Shares and 9,000,000 Options to Ai-Driven Pty Limited, in consideration for the Partnership agreement announced 10 February 2022 (**Partnership**). Aumake will develop an artificial intelligence (AI)-based live consumer bank and retail tool that aggregates buyers and sellers in Australia. The proprietary system will add a significant software asset and enhanced capability to Aumake's technical portfolio.

To facilitate the development of the Platform, the Company has partnered with AI specialist Ai-Driven Pty Limited (Ai-Driven). Ai-Driven is a technology company with offices in Australia and in Asia that provides cutting-edge AI solutions to small and medium enterprises globally.

### **6.2 Terms and Conditions of the Options**

The key terms and conditions of the AI Options, including the vesting conditions, are set out below. For the full terms and conditions of the AI Options, refer to Schedule 4.

- (a) Exercise Price: The amount payable upon exercise of each AI Option is as follows:
  - (i) 3,000,000 Options each at \$0.02 exercisable within 12 months from commencement, with an expiry date of 1 February 2025;
  - (ii) 3,000,000 Options each at \$0.04 exercisable within 24 months from commencement, with an expiry date of 1 February 2025; and

- (iii) 3,000,000 Options each at \$0.08 exercisable within 36 months from commencement, with an expiry date of 1 February 2025.

### **6.3 Listing Rule 7.1**

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

The proposed issue of the Shares and AI Options does not fall within any of these exceptions and may exceed the 15% limit in Listing Rule 7.1. Accordingly, the Company is seeking Shareholder approval under Listing Rule 7.1 for the issue of the Shares and AI Options to Ai-Driven Pty Limited.

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

If Resolution 11 is passed, the Company will be able to proceed with the issue of Shares and AI Options to Ai-Driven Pty Limited. In addition, the Shares and AI Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 11 is not passed, the Company will not be able to proceed with the issue of the Shares and Options to Ai-Driven Pty Limited and will not be able to proceed with the Partnership arrangement. Resolution 11 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of Shares and AI Options to Ai-Driven Pty Limited.

### **6.5 Technical information required by Listing Rule 7.1**

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 11:

- (a) Shares and AI Options will be issued to Ai-Driven Pty Limited, which is not a related party of the Company;
- (b) The maximum number of Shares to be issued to Ai-Driven Pty Limited is 2,000,000. The Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) The maximum number of AI Options to be issued to Ai-Driven Pty Limited is 9,000,000;
- (d) The full terms of the AI Options including the exercise price (where applicable) are set out in Schedule 4;
- (e) Shares and AI Options will be issued no later than 3 months after the date of the Meeting;
- (f) Shares and AI Options will be issued for nil cash consideration to Ai-Driven Pty Limited they are being issued as part consideration for the partnership arrangement;
- (g) The Shares and AI Options are being issued to Ai-Driven Pty Limited under the partnership arrangement, a summary of which is set out in Section 6.1;



- (h) the Shares and AI Options are not being issued under, or to fund, a reverse takeover; and
- (i) a voting exclusion statement is included in Resolution 11 of the Notice of Meeting.

---

## GLOSSARY

---

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

**AI Options** means the Options proposed to be issued to AI Direct Pty Ltd in accordance with Resolution 11.

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

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

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

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

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

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

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

**Company** means Aumake Limited (ACN 150 110 017).

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

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

**Director Options** means the Options proposed to be issued in accordance with Resolutions 5, 6, 7, 8, 10 and 12.

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

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

**Harrison Options** means the Options proposed to be issued to Stephen Harrison in accordance with Resolution 9.

**Incentive Plan** has the meaning given in Section 4.

**Lead Manager** means Novus Capital Limited (ACN 006 711 995).

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

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

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

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

**Placement** means the placement of Shares described in Section 1.1.

**Placement Participants** means participants in the Placement.

**Proxy Form** means the proxy form accompanying the Notice.

**Related Parties** has the meaning given in Section 4.

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

**Section** means a section of this Explanatory Statement.

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

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

---

## SCHEDULE 1 – TERMS AND CONDITIONS OF BROKER AND PLACEMENT OPTIONS

---

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option is \$0.045 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (AEST) on the date which is three years after the date of issue of the Options (**Expiry Date**).

An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within five Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) **Change in exercise price**

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

(l) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

---

## SCHEDULE 2 – TERMS AND CONDITIONS OF DIRECTOR OPTIONS THE SUBJECT OF RESOLUTIONS 5 TO 8, 10 AND 12

---

(a) **Entitlement**

Each Director Option entitles the holder to subscribe for one Share upon exercise of the Director Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Director Option is Nil (**Exercise Price**).

(c) **Expiry Date**

Each Director Option will expire at 5:00 pm (AEST) on 30 April 2025 (**Expiry Date**).

A Director Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Vesting Period**

(i) One-third of the Director Options will vest upon the recipient having remained a Director for a period of 1 year after the date of issue of the Director Options, unless otherwise determined by the Board;

(ii) One-third of the Director Options will vest upon the recipient having remained a Director for a period of 2 years after the date of issue of the Director Options, unless otherwise determined by the Board; and

(iii) One-third of the Director Options will vest upon the recipient having remained a Director for a period of 3 years after the date of issue of the Director Options, unless otherwise determined by the Board,

(**Vesting Period**).

(e) **Exercise Period**

The Director Options are exercisable at any time between the date on which they have vested (or have their Vesting Period waived by the Board) and the Expiry Date (Exercise Period).

Director Options which do not vest or have their Vesting Period waived by the Board cannot be exercised.

(f) **Notice of Exercise**

The Director Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Director Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(g) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Director Option being exercised in cleared funds (**Exercise Date**).

(h) **Timing of issue of Shares on exercise**

Within five Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Director Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Director Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(i) **Shares issued on exercise**

Shares issued on exercise of the Director Options rank equally with the then issued shares of the Company.

(j) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(k) **Participation in new issues**

There are no participation rights or entitlements inherent in the Director Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Director Options without exercising the Director Options.

(l) **Change in exercise price**

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

(m) **Transferability**

The Director Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

---

## SCHEDULE 3 – TERMS AND CONDITIONS OF STEPHEN HARRISON DIRECTOR OPTIONS

---

(a) **Entitlement**

Each Harrison Option entitles Stephen Harrison to subscribe for one Share upon exercise of the Harrison Option.

(b) **Exercise Price**

Subject to paragraph (j), the amount payable upon exercise of each Harrison Option is:

- (i) 1,000,000 Harrison Options each exercisable at \$0.03 with an expiry date of 30 April 2025;
- (ii) 1,000,000 Harrison Options each exercisable at \$0.06 with an expiry date of 30 April 2025; and
- (iii) 1,000,000 Harrison Options each exercisable at \$0.09 with an expiry date of 30 April 2025,

**(Exercise Price).**

(c) **Vesting Period**

- (iv) One-third of the Harrison Options will vest upon Stephen Harrison having remained a Director for a period of 1 year after the date of issue of the Harrison Options, unless otherwise determined by the Board;
- (v) One-third of the Harrison Options will vest upon Stephen Harrison having remained a Director for a period of 2 years after the date of issue of the Harrison Options, unless otherwise determined by the Board; and
- (vi) One-third of the Harrison Options will vest upon Stephen Harrison having remained a Director for a period of 3 years after the date of issue of the Harrison Options, unless otherwise determined by the Board,

**(Vesting Period).**

(d) **Expiry Date**

Each Harrison Option will expire at 5:00 pm (AEST) on 30 April 2025 (**Expiry Date**).

A Harrison Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(e) **Exercise Period**

The Harrison Options are exercisable at any time between the date on which they have vested (or have their Vesting Period waived by the Board) and the Expiry Date (**Exercise Period**).

Harrison Options which do not vest or have their Vesting Period waived by the Board cannot be exercised.



(f) **Notice of Exercise**

The Harrison Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Harrison Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Harrison Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(g) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Harrison Option being exercised in cleared funds (**Exercise Date**).

(h) **Timing of issue of Shares on exercise**

Within ten Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Harrison Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Harrison Options.

If a notice delivered under (h)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(i) **Shares issued on exercise**

Shares issued on exercise of the Harrison Options rank equally with the then issued shares of the Company.

(j) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(k) **Participation in new issues**

There are no participation rights or entitlements inherent in the Harrison Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Harrison Options without exercising the Harrison Options.

(l) **Change in exercise price**

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

(m) **Transferability**

The Harrison Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

---

## SCHEDULE 4 – TERMS AND CONDITIONS OF THE AI DRIVEN OPTIONS

---

(a) **Entitlement**

Each AI Option entitles the holder to subscribe for one Share upon exercise of the AI Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon the exercise of each AI Option is as follows:

- (i) 3,000,000 Options each at \$0.02 exercisable within 12 months from commencement, with an expiry date of 1 February 2025;
- (ii) 3,000,000 Options each at \$0.04 exercisable within 24 months from commencement, with an expiry date of 1 February 2025; and
- (iii) 3,000,000 Options each at \$0.08 exercisable within 36 months from commencement, with an expiry date of 1 February 2025.

(the **Exercise Price**).

(c) **Expiry Date**

Each AI Option will expire at 5:00 pm (AEDT) on 1 February 2025 (**Expiry Date**).

An AI Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Vesting Period**

- (i) One-third of the AI Options will vest upon the recipient within 12 months from commencement;
- (ii) One-third of the AI Options will vest upon the recipient within 24 months from commencement; and
- (iii) One-third of the AI Options will vest upon the recipient within 36 months from commencement,

(**Vesting Period**).

(e) **Exercise Period**

The AI Options are exercisable at any time between the date on which they have vested (or have their Vesting Period waived by the Board) and the Expiry Date (Exercise Period).

AI Options which do not vest or have their Vesting Period waived by the Board cannot be exercised.

(f) **Notice of Exercise**

The AI Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each AI Option being

exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(g) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each AI Option being exercised in cleared funds (**Exercise Date**).

(h) **Timing of issue of Shares on exercise**

Within five Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of AI Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the AI Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(i) **Shares issued on exercise**

Shares issued on exercise of the AI Options rank equally with the then issued shares of the Company.

(j) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(k) **Participation in new issues**

There are no participation rights or entitlements inherent in the AI Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the AI Options without exercising the AI Options.

(l) **Change in exercise price**

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

(m) **Transferability**

The AI Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

---

## SCHEDULE 5 – SUMMARY OF INCENTIVE PLAN

---

The Company's Incentive Plan, was adopted to assist in the reward, retention and motivation of the Company's Directors, senior management, and other key employees.

Under the rules of the Incentive Plan, the Board has a discretion to offer any of the following awards to senior management, directors or other nominated key employees:

- (a) options to acquire Shares;
- (b) performance rights to acquire Shares; and/or
- (c) Shares, including to be acquired under a limited recourse loan funded arrangement,

in each case subject to service-based conditions and/or performance hurdles (collectively, the **Awards**).

The terms and conditions of the Incentive Plan are set out in comprehensive rules. A summary of the rules of the Incentive Plan is set out below:

- (a) The Incentive Plan is open to Directors, senior management, and any other employees of the Company, as determined by the Board. Participation is voluntary.
- (b) The Board may determine the type and number of Awards to be issued under the Incentive Plan to each participant and other terms of issue of the Awards, including:
  - (i) what service-based conditions and/or performance hurdles must be met by a participant in order for an Award to vest (if any);
  - (ii) the fee payable (if any) to be paid by a participant on the grant of Awards;
  - (iii) the exercise price of any option granted to a participant;
  - (iv) the period during which a vested option can be exercised; and
  - (v) any forfeiture conditions or disposal restrictions applying to the Awards and any Shares that a participant receives upon exercise of their options or performance rights.
- (c) The Board may, in its discretion, also determine that the Company will issue limited recourse loans to participants to use for the purchase of Shares as part of a Share Award under the Incentive Plan.
- (d) The Board may determine in its sole and absolute discretion that a Participant will not be required to provide payment of the Exercise Price of Options by cash, cheque or some other method acceptable to the Company, but that on exercise of the Options the Company will only allot and issue or transfer that number of Plan Shares to the Participant that are equal in value to the difference between the Exercise Price otherwise payable in relation to the Options and the then Market Value of the Plan Shares as at the time of the exercise (rounded down to the nearest whole Plan Share). When any service-based conditions and/or performance hurdles have been satisfied, participants will receive fully vested Shares or their options/performance rights will become vested and will be exercisable over Shares (as applicable).

- (e) Each vested option and performance right enables the participant to be issued or to be transferred one Share upon exercise, subject to the rules governing the Incentive Plan and the terms of any particular offer.
- (f) Participants holding options or performance rights are not permitted to participate in new issues of securities by the Company but adjustments may be made to the number of Shares over which the options or performance rights are granted and/or the exercise price (if any) to take into account changes in the capital structure of the Company that occur by way of pro rata and bonus issues in accordance with the rules of the Incentive Plan and the Listing Rules.
- (g) As at the date on which shareholder approval is obtained to adopt the Incentive Plan, the maximum number of Awards that the Company may grant under the Incentive Plan without shareholder approval is 31,322,984.
- (h) The Board may delegate management and administration of the Incentive Plan, together with any of their powers or discretions under the Incentive Plan, to a committee of the Board or to any one or more persons selected by them as the Board thinks fit.



**Aumake Limited**  
ABN 79 150 110 017

## Need assistance?



**Phone:**  
1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AEST) on Wednesday, 20 April 2022.**

# Proxy Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

**Joint Holding:** Where the holding is in more than one name, all of the securityholders 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 form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

### PARTICIPATING IN THE MEETING

#### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 186633**

**SRN/HIN:**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.



**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

# Proxy Form

Please mark  to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/we being a member/s of Aumake Limited hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Aumake Limited to be held as a virtual meeting on Friday, 22 April 2022 at 10:00am (AEST) and at any adjournment or postponement of that meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 5, 6, 7, 8, 9, 10 and 12 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 5, 6, 7, 8, 9, 10 and 12 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 5, 6, 7, 8, 9, 10 and 12 by marking the appropriate box in step 2.

## Step 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain			For	Against	Abstain
1	Ratification of prior issue of Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10	Approval of issue of Options to Vivian Lin, Related Party	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Ratification of prior issue of Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11	Approval of issue of Equity Consideration to Ai-Driven Pty Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Approval of issue of Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12	Approval of issue of Options to Stratos Karousos, Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Approval of issue of Lead Manager Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
5	Approval of issue of Options to Jiahua (Joshua) Zhou, Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
6	Approval of issue of Options to Keong Chan, Former Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
7	Approval of issue of Options to Jacky Yang, Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
8	Approval of issue of Options to Stephen Harrison, Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
9	Approval of issue of Options to Stephen Harrison, Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

