



Notice of 2022 Annual General Meeting

NOTICE is hereby given that the 2022 annual general meeting (**Annual General Meeting**) of Fintech Chain Limited ARBN 158 702 400 (**Company**) will be held at 9:00am (China time), 11:00am (Sydney time) on Wednesday 28 September 2022, at 1701, Block B2, No. 15 Ke Yuan Road, Ke Xing Science Park, Nan Shan District, Shenzhen, China (**Meeting**).

In the interests of public health and the safety of our Shareholders and CDI Holders (the Company, being a foreign-registered entity trades CDIs whereby CDI Holders hold the beneficial interest in the underlying shares and not the legal interest), and staff, the Annual General Meeting will be broadcasted live online for our Shareholders and CDI Holders in addition to the traditional physical meeting (**AGM online**), which will allow Shareholders and CDI Holders to listen and observe the meeting (but not vote online). Shareholders and CDI Holders who wish to attend the Annual General Meeting via the live webinar must email ir@ttg.cn no later than at 9:00am (China time), 11:00am (Sydney time, on Sunday, 25 September 2022 to register. Upon successful registration, you will be emailed a link to join the AGM online with the meeting ID. The AGM online can be accessed from any location with access to the internet via smart phone, tablet device or computer.

It is the preference of the Company for questions to be submitted to ir@ttg.cn prior to the commencement of the meeting as those Shareholders and CDI Holders who attend AGM online may listen, observe and ask questions however they will not be able to vote online.

All resolutions will be decided on a poll based on proxy votes by returning the completed CDI Voting Instruction Form at the address shown on the CDI Voting Instruction Form not less than 72 hours before the time fixed for the Meeting or an adjournment thereof, being no later than 9:00am (China time), 11:00am (Sydney time) on Sunday, 25 September 2022.

ORDINARY BUSINESS

1. 2022 Financial Statements

To receive and consider the financial statements, the reports of the Directors and Auditors and other documents required to be annexed to the financial statements for the year ended on 31 March 2022 and as lodged with Australian Securities Exchange (**ASX**).

No resolution is required by law in respect of this agenda item. However, it will provide Shareholders and CDI Holders with the opportunity to ask the directors of the Company (**Directors**) any questions in relation to the financial statements.

2. Resolution 1 - Remuneration of Directors

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

"Subject to not increasing the total amount of Director fees payable to the non-executive Directors (previously approved at the 2021 Annual General Meeting), that for the purpose of Article 70 (e) of the Articles of Association and Listing Rule 10.17, the Directors, with the advice from the remuneration committee, be authorised to fix the remuneration of the Directors for the year ending 31 March 2023."

3. Resolution 2 - Re-election of Director – Mr. RYAN, Christopher

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

"That RYAN, Christopher (Non-Executive Director) retires as a director in accordance with Article 104 of the Company's Articles of Association and the ASX Listing Rules, and, being eligible, is re-elected as a director of the Company."

4. Resolution 3 - Re-appointment of Auditors

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

"That Asian Alliance (HK) CPA Limited, being the auditors of the Company, be re-appointed as the Company's registered auditors and that the directors be authorised to fix their remuneration."

SPECIAL BUSINESS

5. Resolution 4 - General Mandate to Issue and Allot New Shares

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

- "(A) That, subject to any Shareholder approval requirements of the ASX Listing Rules in relation to issuing new securities (including without limitation ASX Listing Rules 7.1 and 10.11), general and unconditional approval for the purposes of section 141 of the Hong Kong Companies Ordinance be and is hereby given for the Directors to exercise any power of the Company during the Relevant Period (as defined below) to issue, allot, offer or otherwise deal with or dispose of shares in the Company, and to make or grant offers, agreements or options (including but not limited to the convertible notes, warrants, options, bonds, debentures, notes, and other securities which carry rights to subscribe for or are convertible into shares in the Company) which would or might require the exercise of such powers, to any persons, and on and subject to such terms as the Directors may determine, including to persons other than the existing Shareholder(s), or to the Shareholder(s) otherwise than in proportion to their existing shareholdings in the Company, during the Relevant Period (as defined below);*
- (B) the approval in paragraph (A) above shall authorise the Directors to make or grant offers, agreements or options (including but not limited to convertible notes, warrants, options, bonds, debentures, notes, and other securities which carry rights to subscribe for or are convertible into shares in the Company) during the Relevant Period, which would or might require the exercise of such powers after the end of the Relevant Period, in accordance with section 141(5) of the Hong Kong Companies Ordinance; and*
- (C) For the purposes of this resolution, "Relevant Period" means the period from passing of this resolution until whichever is the earliest of:*
- (i) the conclusion of the next Annual General Meeting of the Company;*
 - (ii) the expiration of the period within which the next Annual General Meeting of the Company is required in accordance with the articles of association of the Company, or any applicable law, to be held; or*
 - (iii) the revocation or variation by ordinary resolution of the Shareholder(s) in general meeting."*

Short Explanation: Under this resolution, the Board seeks Shareholder and CDI Holder approval for a general mandate to issue and allot shares in the Company, which would replace the general mandate granted at the 2021 Annual General Meeting of the Company. The current general mandate gives the Company rights to issue securities during the Relevant Period (as defined in the Resolution), including convertible securities such as convertible notes. This resolution is, however, subject to the ASX Listing Rules, including without limitation ASX Listing Rules 7.1 and 10.11.

6. Resolution 5 – General Mandate to Buy Back CDIs

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

"That, subject to any restrictions in the ASX Listing Rules in relation to buy back of CDIs (including ASX Listing Rules 7.29 to 7.36 (inclusive)), the Corporations Act 2001 (Cth), pursuant to Section 239 of the Companies Ordinance, Hong Kong, Cap 622, a general mandate shall be given to Directors to buy back

shares in the capital of the Company at any time from any such persons, and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit be approved, and that such authority will continue to be in force until the conclusion of the next Annual General Meeting of the Company or the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

As at the date of this notice, there are a total of 650,769,591 shares on issue. Assuming there is no issue of shares or any buy back of shares from the date of this notice up to the date of the Annual General Meeting, the number of shares that can be subject to a buy back pursuant to the General Mandate of this resolution 5 to buy back shares will be 65,076,959 shares, representing 10% of the Company's issued share capital as at the date of the Annual General Meeting."

Short Explanation: Under this resolution, the Board seeks Shareholder and CDI Holder approval for a general mandate to buy back shares in the capital of the Company at any time from any such persons, and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit. This resolution is, however, subject to the ASX Listing Rules and, in particular to ASX Listing Rules 7.29 to 7.36 (inclusive) which governs the buy back of securities.

7. Resolution 6 - Approval of the 10% placement facility

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

"That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, shareholders approve the issue of Equity Securities (as defined below) up to 10% of the issued capital of the Company (at the time of issue), calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2, over a 12 month period from the date of the Annual General Meeting, at a price not less than that determined pursuant to Listing Rule 7.1A.3, and on the terms and conditions set out in the Explanatory Statement."

For the purposes of this resolution, 'Equity Securities' and 'Trading Day' have the meaning given to those terms in ASX Listing Rule 19.12.

Short Explanation: This Resolution will enable the Company to issue Equity Securities up to 10% of its issued capital, through placements over a 12 month period, after the Meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1.

Voting Exclusion Statement

In accordance with Listing Rule 14.11, the Company will disregard votes cast in favour of this resolution by or on behalf of:

- a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities or CDIs, if the resolution is passed; and
- an associate of any such person or persons.

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

- a person or 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.

Associate has the meaning given to it by the ASX Listing Rules.

Note: The proposed allottees of any Equity Securities under the 10% Placement Facility are not as yet known or identified. In these circumstances (and in accordance with the note set out in Listing Rule 14.11.1 relating to Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of

this Resolution), CDI Holders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted and there is no reason to exclude their votes.

NOTES

Voting entitlements

The directors have determined that the shareholding of each shareholder for the purposes of ascertaining the voting entitlements for the Meeting and CHESS Depository Interest (**CDI**) holdings of CDI Holders will be taken to be held by the persons who are registered as members at 9:00am (China time), 11:00am (Sydney time) on Sunday, 25 September 2022. Accordingly transfers registered after that time will be disregarded in determining members entitled to attend and vote at the meeting.

Proxy voting by holder of ordinary shares

Shareholders who are unable to attend the Meeting are requested to complete, sign, date and return the proxy. A proxy will not be valid unless it is deposited by mail or by fax at the office of the Company, 1806 Gala Place, 56 Dundas Street, Kowloon, Hong Kong or fax number (852) 2302 4355 by no later than 9:00am (China time), 11:00am (Sydney time) on Monday, 26 September 2022.

Voting by CDI Holders

CDI Holders are invited to attend the meeting. CDI Holders may complete, sign and return the enclosed CDI Voting Instruction Form to Computershare Investor Services Limited, at GPO Box 242, Melbourne, Victoria, 3001 Australia (free fax number within Australia: 1800 783 447 or outside Australia: +61 3 9473 2555) in order to direct CHESS Depository Nominees Pty Ltd. (**CDN**) to vote the relevant underlying ordinary shares on their behalf or may instruct CDN to appoint such CDI Holder or their nominee as proxy to vote the ordinary shares underlying the CDIs in person at the meeting. In either case, the CDI Voting Instruction Form needs to be received at the address shown on the Form before the time fixed for the Meeting or an adjournment thereof, being no later than 9:00am (China time), 11:00am (Sydney time) on Sunday, 25 September 2022

Online: The CDI voting instruction can be lodged online by visiting: www.investorvote.com.au

Dated: 5 September 2022

By order of the Board

CHOW, Ki Shui Louie
Company Secretary

Explanatory Statement

This explanatory statement accompanies (**Explanatory Statement**) the 2022 Notice of Meeting of Fintech Chain Limited ARBN 158 702 400 ("Notice") (**Company**) to be held at 9:00am (China time), 11:00am (Sydney time), on Wednesday 28 September 2022, at 1701, Block B2, No. 15 Ke Yuan Road, Ke Xing Science Park, Nan Shan District, Shenzhen, China.

In the interests of public health and safety of our Shareholders, CDI Holders and staff, the Annual General Meeting will be broadcasted live online for our Shareholders and CDI Holders in addition to the traditional physical meeting (**AGM online**), which will allow CDI Holders to listen and observe the meeting (but not vote online). Shareholders and CDI Holders who wish to attend the Annual General Meeting via the live webinar must email ir@ttg.cn no later than 9:00am (China time), 11:00am (Sydney time), on Sunday, 25 September 2022 to register and access the AGM online and upon successful registration, you will be emailed a link to join the AGM online with the meeting ID. Our AGM online can be accessed from any location with access to the internet via smart phone, tablet device or computer.

All resolutions will be decided on a poll based on proxy votes by returning the completed CDI Voting Instruction Form at the address shown on the CDI Voting Instruction Form not less than 72 hours before the time fixed for the Meeting or an adjournment thereof, being no later than 9:00am (China time), 11:00am (Sydney time) on Sunday, 25 September 2022.

ITEM 1: 2022 Financial Statements

This item gives Shareholders and CDI Holders an opportunity to ask questions with respect to the financial statements, the reports of the Directors and Auditors and other documents required to be annexed to the financial statements that ended on 31 March 2022 (**Statements and Reports**).

The Statements and Reports have been filed on the ASX electronic filing system for Market Announcements and are available on the Company website www.ttg.hk or by requesting a copy from the Company Office at the postal address, email address, or facsimile number specified above in Note (ii) Proxies.

ITEM 2: RESOLUTIONS

Resolution 1 - Remuneration of Directors

Article 70(e) of the Company's Memorandum and Articles of Association entitles the Company to fix the remuneration for the Directors for the following year.

Listing Rule 10.17 provides that an entity must not revise the total aggregate amount of directors' fees payable to all of its non-executive directors without the prior approval of holders of its ordinary securities.

Resolution 1 seeks approval from the shareholders for authorising the Directors with the advice from the remuneration and nomination committee to fix the remuneration of the Directors for the year ending 31 March 2023.

With respect to non-executive director remuneration, this amount will not be fixed above the aggregate amount previously approved at the 2020 Annual General Meeting. As such an increase in non-executive director remuneration will not require shareholder approval under ASX Listing Rule 10.17.

Resolution 2 - Re-election of Directors

Pursuant to both the ASX Listing Rules and the Articles of Association, every Director shall be subject to retirement by rotation at least once every three years. Clause 104(A) of the Articles of Association requires one-third of the Directors to retire at each annual general meeting of the Company. If the total number of Directors is not three, or a multiple of three, then the number nearest to one-third is to retire from office. One-third of the four Directors is one point three, therefore the nearest number is one. Mr Christopher Ryan retires as a director of the Company and offers himself for re-election.

The resume of Mr Christopher Ryan is as follows:

Name and Role	Experience and special responsibilities
Mr Christopher Ryan, Chairman	<p>Chris is an Executive Director of Investorlink Group Limited, a Sydney-based corporate finance and advisory firm.</p> <p>Chris is also a non-executive director of 99 Technology Limited (ASX: NNT).</p> <p>Chris has industry diverse experience and expertise in mergers and acquisitions together with initial public offerings. Chris has advised on ASX listings since 1986.</p> <p>Chris's qualifications include holding a Bachelor of Financial Administration from the University of New England, fellowship of the Chartered Accountants Australia and New Zealand and membership of the Australian Institute of Company Directors.</p>

Resolution 3 - Re-appointment of Auditors

This item gives Shareholders and CDI Holders an opportunity to ask questions with respect to the appointment of external Auditors prior to voting on the re-appointment of the Auditors.

Resolution 4 - General Mandate to Issue and Allot New Shares

(a) Overview

This Resolution allows the Company to issue securities, including convertible securities, in future which may be similar in nature to that as currently on issue.

(b) Resolution

This Resolution is required under Hong Kong law.

Under this Resolution, the Board seeks CDI Holder and Shareholder approval for a general mandate to issue and allot Shares, which would replace the general mandate granted by Shareholders and CDI Holders at the 2021 annual general meeting of the Company. The current general mandate will give the Company broader rights to issue securities during the Relevant Period (as defined in the resolution), including convertible securities such as convertible notes.

(c) The law

According to sections 140 and 141 of the Hong Kong Companies Ordinance, the directors of a Hong Kong company may, with certain exceptions, exercise the power to allot Shares in a company, or to grant rights to subscribe for, or to convert any security into, Shares in a company, only if the company gives approval in advance by resolution of the company. This approval may be general or specific, and conditional or unconditional.

This Resolution is, however, subject to the ASX Listing Rules and, in particular to ASX Listing Rules:

- 7.1 which restricts the Company from issuing new securities in the Company which would dilute the interests of existing Shareholders and CDI Holders, to a maximum of 15% of the issued capital of the Company in any 12 month period without Shareholder and CDI Holder approval;
- 10.11 which restricts the Company from issuing new securities in the Company to a related party (such as a Director or a related entity) without Shareholder and CDI Holder approval; and
- 10.14 which restricts the Company from issuing new securities in the Company under an employee share plan to a Director or an associate of a director without Shareholder and CDI Holder approval.

(d) Directors recommendations

The Directors recommend that Shareholders or CDI Holders vote in favour of Resolution 4.

(e) Voting requirements

Resolution 4 is an ordinary resolution and so requires the approval of more than 50% of the votes cast by Shareholders or CDI Holders.

Resolution 5 - General Mandate to Buy Back Shares

(a) Overview

Pursuant to Section 239 of the Companies Ordinance, Hong Kong, Cap 622, a general mandate must be given to Directors to buy back shares in the capital of a company.

Resolution 5 allows the Directors to buy back shares in the capital of the Company. This resolution is, however, subject to the ASX Listing Rules and, in particular to ASX Listing Rules 7.29 to 7.36 (inclusive) which governs the buy back of securities.

(b) Directors recommendations

The Directors recommend that CDI Holders and Shareholders vote in favour of Resolution 5.

(c) Voting requirements

Resolution 5 is an ordinary resolution and so requires the approval of more than 50% of the votes cast by CDI Holders and Shareholders.

Resolution 6 - Approval of 10% Placement Facility

(a) Overview

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 Shareholder and CDI Holders over any 12 month period to 15% of the fully paid ordinary securities on issue at the start of that period.

The purpose of Resolution 6 is to authorise the Directors to issue a further 10% of its issued share capital under Listing Rule 7.1A during the 10% Placement Period (defined in paragraph (c) below) in addition to, and without using the Company's 15% placement capacity under Listing Rule 7.1.

If Resolution 6 is passed, the Company will be able to issue 'Equity Securities' (as defined in Chapter 19 of the ASX Listing Rules and detailed in paragraph (b) below) up to the combined 25% limit in Listing Rule 7.1 and 7.1A without any further Shareholder or CDI Holder approval.

If Resolution 6 is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without Shareholder or CDI Holder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder and CDI Holder approval set out in Listing Rule 7.1.

Resolution 6 is a special resolution and so requires the approval of more than 75% of the votes cast by CDI Holders and Shareholders.

(b) General information

Listing Rule 7.1A enables "eligible entities" to issue Equity Securities of up to 10% of its issued share capital through placements over a 12 month period after the Annual General Meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An "eligible entity" for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less.

"Equity Securities" includes (a) a share, (b) a unit, (c) a right to a share or unit or option, (d) an option over an issued or unissued security and (e) a convertible security.

The Company is an eligible entity.

The Company is seeking Shareholder and CDI Holder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility, without subsequent Shareholder and CDI Holder approval and without using the Company's 15% annual placement capacity granted under Listing Rule 7.1.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Paragraph (c)(i) below).

The Company is seeking approval for the extra 10% Placement Facility to ensure that the business has the ability to raise extra equity when required to maintain the optimal capital structure and provide flexibility to take advantage of future growth opportunity.

(c) Description of Listing Rule 7.1A

(i) General

○ CDI Holder and Shareholder approval

The ability to issue Equity Securities (such as Shares and CDIs) under the 10% Placement Facility is subject to Shareholder and CDI Holder approval by way of a special resolution at an annual general meeting. Hence, at least 75% of votes cast by CDI Holders and Shareholders present and eligible to vote at the Annual General Meeting must be in favour of Resolution 6 for it to be passed.

○ Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice of Annual General Meeting, has on issue one class of quoted Equity Securities, namely CDIs.

○ Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E

A *is the number of shares on issue 12 months before the date of issue or agreement:*

- *plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;*
- *plus the number of partly paid shares that became fully paid in the 12 months;*
- *plus the number of fully paid shares issued in the 12 months with approval of shareholders under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;*
- *less the number of fully paid shares cancelled in the 12 months.*

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

○ Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the volume weighted average market price (“VWAP”) of Equity Securities in the same class calculated over the 15 ASX Trading Days immediately before:

- the date on which the price at which the Equity Securities are to be issued is agreed; or
- if the Equity Securities are not issued within 10 Trading Days of the date in the paragraph above, the date on which the Equity Securities are issued.

(Minimum Issue Price).

○ 10% Placement Period

CDI Holder and Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

- the date that is 12 months after the date of the annual general meeting at which the approval is obtained;
- the time and date of the entity's next annual general meeting; or
- the time and date of the approval by CDI Holders and Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

or such longer period if allowed by the ASX (**10% Placement Period**).

(ii) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice of Annual General Meeting, the Company has on issue 650,769,588 CDIs on issue and therefore has a capacity to issue:

- 97,615,438 Equity Securities under Listing Rule 7.1; and
- subject to CDI Holder and Shareholder approval being sought under Resolution 6, 65,076,958 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities, or the agreement date, in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to paragraph (c)(i) (above)).

(d) Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, the below information is provided in relation to the approval of the 10% Placement Facility:

(i) Minimum Issue Price

The Equity Securities will be issued at an issue price of not less than the Minimum Issue Price detailed in paragraph (c)(i) above.

(ii) Risk of economic and voting dilution

If Resolution 6 is approved by CDI Holders and Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing CDI Holders' and Shareholders' voting power in the Company will be diluted as shown in the below table.

There is a risk that:

- the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and
- the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The below table shows the dilution of existing CDI Holders on the basis of the current market price of CDIs and the current number of CDIs for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice of Annual General Meeting.

The table also shows:

- two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of CDIs the Company has on issue. The number of CDIs on issue may increase as a result of issues of ordinary securities that do not require CDI Holder and Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future CDI Holders' or Shareholders' meeting; and
- two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

		Dilution		
Variable "A" in ASX Listing Rule 7.1A.2 (subject to the assumptions below)		50% decrease in Issue Price	Issue Price	50% increase in Issue Price
		\$0.0125	\$0.025	\$0.0375
Current Variable A 650,769,588 CDIs	10% voting dilution	65,076,958 CDIs	65,076,958 CDIs	65,076,958 CDIs
	Funds raised	\$813,462	\$1,626,924	\$2,440,386
50% increase in current Variable A 976,154,382 CDIs	10% voting dilution	97,615,438 CDIs	97,615,438 CDIs	97,615,438 CDIs
	Funds raised	\$1,220,193	\$2,440,386	\$3,660,579
100% increase in current Variable A 1,301,539,176 CDIs	10% voting dilution	130,153,918 CDIs	130,153,918 CDIs	130,153,918 CDIs
	Funds raised	\$1,626,924	\$3,253,848	\$4,880,772

The table has been prepared on the following assumptions:

- The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- No convertible securities are exercised into CDIs before the date of the issue of the Equity Securities.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The table does not show an example of dilution that may be caused to a particular CDI Holder by reason of placements under the 10% Placement Facility, based on that CDI holder's holding at the date of the Meeting.
- The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- The issue of Equity Securities under the 10% Placement Facility consists only of CDIs.
- The assumed issue price is \$0.025, being the closing price of CDIs on ASX on 24 August 2022.

(iii) Expiry of approval

The Company will only issue and allot the Equity Securities during the 10% Placement Period detailed in paragraph (c)(i) above.

(iv) Purpose of new issues

The Company may seek to issue the Equity Securities to raise capital for the acquisition of assets, businesses or investments (including expenses associated with such acquisition), debt repayment and general working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 upon issue of any Equity Securities. In the event Resolution 6 is approved, when the Company issues Equity Securities pursuant to the 10% Placement Facility, the Company must:

- state in its announcement of the proposed issue under Listing Rule 3.10.3 or its application for quotation of the securities under Listing Rule 2.7 that the securities are being issued under Listing Rule 7.1A; and
- give to the ASX immediately after the issue, a list of names of the persons to whom the entity issued the Equity Securities and the number of Equity Securities issued to each. This list is not for release to the market.

(v) Allocation policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- the effect of the issue of the Equity Securities on the control of the Company;
- the financial situation and solvency of the Company; and
- advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice of Annual General Meeting but may include existing substantial CDI Holders and/or new CDI Holders who are not related parties or associates of a related party of the Company.

(vi) Detail of new issues under Listing Rule 7.1A for previous year

The Company previously obtained approval from its CDI Holders and Shareholders pursuant to ASX Listing Rule 7.1A at its Annual General Meeting held on 28 September 2021 ("**Previous Approval**").

The Company has not issued any Equity Securities pursuant to the Previous Approval. During the 12 month period preceding the date of this Annual General Meeting, the subject of this Notice, the Company has not issued any CDIs.

(vii) Voting exclusion statement

A voting exclusion statement is included in the Notice of Annual General Meeting. However, as at the date of dispatch of the Notice of Annual General Meeting, the Company is not proposing to make an issue of equity securities under ASX Listing Rule 7.1A.2 and, as such, has not identified any proposed allottees.