

28 October 2022

Dear Shareholder,

Annual General Meeting –Wednesday 30 November 2022.

Notice is hereby given that an Annual General Meeting for **WT FINANCIAL GROUP LIMITED ABN 87 169 037 058** (the “Company”) will be a physical meeting in the Company’s office at Level 5, 95 Pitt St Sydney NSW 2000 commencing at 10.30am Sydney Time on Wednesday 30 November 2022 (“Meeting”). (**Annual General Meeting**)

On behalf of the Board, it is a pleasure to invite you to attend the Company’s Annual General Meeting.

The Notice of Meeting and accompanying explanatory statement (**Meeting Materials**) are being made available electronically to Shareholders.

The Meeting Materials provide more information on the process to participate in the Annual General Meeting.

This means that:

- You can access the Meeting Materials online at the Company’s website on <https://www.wtfglimited.com/investors/asx-announcements/> or at our share registry’s website www.InvestorServe.com.au by logging in and selecting Company Announcements from the main menu.
- A complete copy of the Meeting Materials has also been posted to the Company’s ASX Market announcements page.
- If you have provided an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Meeting Materials and the proxy form.

If you would like to receive electronic communications from the Company in the future, please update your communication elections online at www.InvestorServe.com.au. If you have not yet registered, you will need your Shareholder information, including SRN/HIN details.

If you are unable to access the Meeting Materials online please contact our share registry, Boardroom Pty Limited, on enquiries@boardroomlimited.com.au or 1300 737 760 (within Australia) or +61 2 9290 9600 (Outside Australia) between 8:30am and 5:30pm (Sydney Time) Monday to Friday, to arrange a copy.

Attached with the Notice is your proxy form. The Company encourages all Shareholders to lodge a directed proxy form prior to the meeting.

Important

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 7:00pm (Sydney Time) on Monday 28 November 2022.

For further information, contact:

Keith Cullen
Managing Director
(02) 9248 0422

Jane Morgan
Investor and Media Relations
+61 (0) 405 555 618
jm@janemorganmanagement.com.au

WT FINANCIAL GROUP LIMITED

ABN 87 169 037 058

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM

For a meeting commencing 10.30am Sydney Time on Wednesday 30 November 2022

NOTICE OF ANNUAL GENERAL MEETING

Dear Shareholder,

Notice is hereby given that an annual general meeting of **WT FINANCIAL GROUP LIMITED ABN 87 169 037 058 (Company)** will be a physical meeting in the Company's office at Level 5, 95 Pitt St Sydney NSW 2000 commencing 10.30am Sydney Time on Wednesday 30 November 2022. **(Annual General Meeting)**

On behalf of the Board, it is a pleasure to invite you to attend the Company's Annual General Meeting.

The Notice of Meeting and accompanying explanatory statement **(Meeting Materials)** are being made available to Shareholders electronically.

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- You can access the Meeting Materials online at the Company's website on <https://www.wtfglimited.com/> or at our share registry's website www.investorserve.com.au by logging in and selecting Company Announcements from the main menu.
- A complete copy of the Meeting Materials has also been posted to the Company's ASX Market announcements page today.
- If you have provided an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Meeting Materials and the proxy form.

If you would like to receive electronic communications from the Company in the future, please update your communication elections online at www.investorserve.com.au. If you have not yet registered, you will need your Shareholder information including SRN/HIN details.

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Attached with the Notice is your proxy form. The Company encourages all Shareholders to lodge a directed proxy form prior to the meeting.

Your right to elect to receive documents electronically or physically

The *Corporations Act 2001* (Cth) includes a new requirement for public companies, including listed companies, to give shareholders notice of their right to elect to be sent documents electronically or physically.

These are new options about how the Company's shareholders may receive communications. The Company will no longer send physical meeting documents unless a Shareholder requests a copy to be mailed. Further details are available on the Company's website www.wtfglimited.com

Important

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 7:00pm (Sydney Time) on Monday 28 November 2022.

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Refer to the Explanatory Memorandum for further information on the proposed Resolutions.

Date: Friday, 28 October 2022

By order of the Board of WT Financial Group Limited



Ian Morgan
Company Secretary

Business of the Meeting

Agenda

1. ITEMS OF GENERAL BUSINESS

1.1. Financial Statements and Reports

To table and consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2022, which includes the Financial Report, the Directors' Report, the Remuneration Report and the Auditor's Report.

1.2. Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purposes of section 250 R (2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Annual Report for the financial year ended 30 June 2022."

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement: A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

1.3. Resolution 2 – Re-election of Director – Mr Guy Hedley

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

"That, for the purposes of clause 6.7 of the Constitution, and for all other purposes, Mr Guy Hedley, a Director who retires by rotation and being eligible, is re-elected as a Director."

ASX Waiver Extension

The Company applied for an extension to the waiver granted by ASX on 15 July 2021, as detailed in the Explanatory Statement. As that Waiver Extension has not been granted, Resolutions 3 and 4 below will therefore be considered by Shareholders in addition to the approvals given at the meeting held 16 July 2021.

1.4. Resolution 3 – Ratify issue of Upside Shares to Sellers

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

“That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue of 6,105,026 Shares issued under Listing Rule 7.1 at an issue price of \$0.0763 each, on the terms and conditions set out the Explanatory Memorandum.”

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

- (a) a Seller;
- (b) any other person who will obtain a material benefit as a result of the issue of Shares to the Sellers (except a benefit solely by reason of being a holder of Shares); or
- (c) an Associate of that person.

1.5. Resolution 4 – Approval of issue of Upside Shares to Michael Harrison and Lead Out Train Pty Limited

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

“That, for the purposes of Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of 3,368,944 fully paid ordinary shares in the capital of the Company to Mr Michael Harrison, a director of the Company, and Mr Harrison’s controlled entity Lead Out Train Pty Limited, on the terms set out in the Explanatory Memorandum.”

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

- (a) Mr Michael Harrison and his controlled entity Lead Out Train Pty Limited;
- (b) 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 shares in the entity); or
- (c) an Associate of those persons.

2. VOTING EXCLUSION STATEMENTS

Each Voting Exclusion Statement that applies to a Resolution as noted in the Agenda, does not apply to a vote cast in favour of that Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

3. ATTENDANCE AND VOTING IN PERSON

Due to current government guidelines regarding COVID-19, persons proposing to attend the Annual General Meeting in person are requested to contact the Company by email at info@wtfglimited.com at least 5 Business Days prior to the Meeting, so that appropriate arrangements can be made.

4. VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- (a) each Shareholder has a right to appoint a proxy;
- (b) the proxy need not be a Shareholder; and
- (c) a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- (a) if proxy holders vote, they must cast all directed proxies as directed; and
- (b) any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Managing Director on +61 02 9248 0422.

5. VOTING RIGHTS AND PROXIES

- A member entitled to attend and vote at the meeting has a right to appoint a proxy.
- This appointment may specify the proportion or number of votes that the proxy may exercise.
- The proxy need not be a member of the Company.
- A member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise. If the member appoints two proxies and the appointment does not specify the proportion or number of the member's votes that each proxy may exercise, each proxy may exercise half of the votes.

6. HOW THE CHAIRMAN OF THE MEETING WILL VOTE UNDIRECTED PROXIES

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

7. DATE FOR DETERMINING HOLDERS OF SHARES

For the purposes of regulation 7.11.37 of the Corporations Act and ASX Settlement Operating Rule 5.6.1, the Directors have set 7:00pm (Sydney Time) on Monday 28 November 2022 as the time and date to determine holders of the Company's ordinary fully paid shares for the purposes of the Annual General Meeting.

Share transfers registered after that deadline will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

8. EXPLANATORY MEMORANDUM

8.1. Financial Reports

The Financial Statements, Directors' Report and Auditor's Report for the Company for the year ended 30 June 2022 will be laid before the meeting. There is no requirement for Shareholders to approve these

reports. However, the Chairman of the Meeting will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the management of the Company.

Shareholders will be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the content of the Auditor's Report.

8.2. Resolution 1 - Adoption of the Remuneration Report

The Remuneration Report of the Company for the financial year ended 30 June 2022 is set out in the Company's 2022 Annual Report that is available on the Company's website <https://www.wtfglimited.com/>.

The Remuneration Report sets out the Company's remuneration arrangements for Key Management Personnel. The Chairman of the meeting will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the Remuneration Report at the meeting. In addition, Shareholders will be asked to vote on the Remuneration Report.

8.2.1. Resolution 1 is advisory only

Resolution 1 is advisory only and does not bind the Company or its directors. The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies. Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders would be required to vote at the second of those annual general meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors must go up for re-election.

8.2.2. All Shareholders are encouraged to cast their votes on Resolution 1

The Company encourages all Shareholders to cast their votes on Resolution 1. Shareholders not attending the meeting may use the enclosed Proxy Form to lodge their vote by appointing a Proxy.

8.2.3. Undirected Proxies Cannot be Voted on Resolution 1

Any undirected proxies held by the Chairman of the Meeting, other Directors or other Key Management Personnel or any of their Closely Related Parties will not be voted on Resolution 1, unless the vote is cast by the Chairman of the Meeting pursuant to an express authorization on the Proxy Form made by a Shareholder who is entitled to vote on Resolution 1.

8.2.4. Key management personnel

Key management personnel of the Consolidated Entity are the directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's Key Management Personnel for the financial year to 30 June 2022. Their Closely Related Parties are defined in the Corporations Act, and include certain of their family members, dependants and companies they control.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 1 by marking either "For", "Against" or "Abstain" on the Voting Form for that item of business.

8.2.5. Recommendation

Directors unanimously recommend that Shareholders vote in favour of the Remuneration Report.

8.3. Resolution 2 - Re-election of Director – Mr Guy Hedley

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Under ASX Listing Rule 14.4, a director must not hold office without re-election past the third annual general meeting following the director's appointment or three years, whichever is longer. A director who retires in accordance with these requirements is eligible for re-election.

An election of directors must be held each year. (ASX Listing Rule 14.5)

The Company's constitution requires, excluding the Managing Director:

- (a) At every annual general meeting, one third of the Directors or, if their number is not a multiple of three, then, subject to the ASX Listing Rules, the number nearest to one third, must retire from office and be eligible for re-election. (Rule 6.7 (a))
- (b) The Directors to retire in every year are the Directors longest in office since last being elected or re-elected. (Rule 6.7 (b))
- (c) A Director must not hold office without re-election past the third annual general meeting following the Director's appointment, or three years, whichever is the longer. (Rule 6.7 (c))

The Company may, by resolution at a general meeting, fill an office vacated by a Director by electing or re-electing an eligible person to that office. (Rule 6.3(a))

Mr Guy Hedley is due to retire at the end of the Meeting and offers himself for re-election to the Board.

Guy Hedley was appointed as a Director on 10 April 2014 and was last elected as a Director by Shareholders on 12 November 2020.

In accordance with the Constitution, Mr Hedley will retire in accordance with the Constitution and being eligible, seeks re-election from Shareholders.

8.3.1. Qualifications and other material directorships

Guy Hedley has a track record of success as a corporate executive in financial services.

Guy spent 15 years as head of Macquarie Bank's global private banking unit, and BNP Private Banking, and is now chair at Stoic Asset Management and Atlas Advisors Australia.

He has helped steer the Company through industry upheaval and supported the management team with its transformation to a B2B focussed enterprise.

He holds an MBA (Exec.) from Australian Graduate School of Management and is a Master Stockbroker (SAA).

8.3.2. Independence

Mr Hedley is considered to be an independent director.

8.3.3. Other material information

Mr Hedley is a non-executive director and chairman of the Company.

8.3.4. Board recommendation

The Board (other than Mr Hedley who declines to give a recommendation due to his material personal interest in this Resolution) supports the election of Mr Hedley and recommends that Shareholders vote in favour of Resolution 2 because the Board considers that the experience, expertise and skills of Mr Hedley assist the Board in fulfilling its responsibilities and does and will continue to assist the Company in achieving growth and delivering value to Shareholders.

8.4. Background to Resolutions 3 and 4: Sentry Resolutions

8.4.1. Overview

On 16 July 2021, Shareholders approved the Company's acquisition of all of the issued capital of Sentry Group Pty Limited (**Sentry**) for an initial purchase price of \$7 million (**Acquisition**). This acquisition included

deferred consideration subject to revenue performance hurdles over the 12-months following Completion, up to a maximum of a further \$3 million would be payable to the Sentry Sellers (to be satisfied by in Shares (**Upside Shares**) and cash) (**Upside Consideration**).

As detailed in the Company's notice of meeting dated 15 June 2021 (**2021 Notice of Meeting**), the Company applied for a waiver of Listing Rule 7.3.4, which was granted on 15 July 2021 (**Waiver**). The Waiver extended the time available for the Company to issue the Upside Shares to the Sentry Sellers up to 7 September 2022 (**Deadline**), and the Upside Share Consideration was approved by 99.99% of Shareholders at that meeting.

At the time of the Acquisition, it was not foreseeable that the Company would also complete another significant acquisition in March 2022, with associated reporting requirements for financial year 2022.

Due to unexpected delays, the Company was unable to issue the Upside Shares by the Deadline.

All other conditions of the Waiver have been satisfied, however, the Deadline envisaged within the SPA, and correspondingly, the Waiver and the 2021 Notice of Meeting, has now passed for the Upside Shares to be issued under that Waiver. As detailed in the 2021 Notice of Meeting, Mr Michael Harrison also became a Director on 20 July 2021 on completion of the Acquisition, and is now subject to the usual restrictions under Listing Rule 10.11 for a share issue to a Director.

8.4.2. ASX Waiver Extension application and Shareholder approvals

The Company applied to ASX for an extension of the Waiver under Listing Rule 14.7, to enable the issue of the Upside Shares following the Deadline (**Waiver Extension**) without requiring a second round of second shareholder approvals.

ASX has now advised that the Waiver Extension will not be granted, and Shareholders are therefore asked to consider and, if thought fit, approve Resolutions 3 and 4 set out in the Notice and detailed in this Explanatory Memorandum.

Shareholders are asked to consider two resolutions (Resolutions 3 and 4) in connection with the Acquisition. Resolutions 3 and 4:

- ratify the issue of Upside Shares to the Sellers for the purposes of Listing Rule 7.4; and
- approve the issue of Upside Shares to Mr Michael Harrison, a director of the Company, and his controlled entity.

8.5. Resolution 3 - Ratify issue of Upside Shares to Sellers

8.5.1. General

At the general meeting of the Company's Shareholders on 16 July 2021, 99.99% Shareholders approved the issue of the Upside Shares, however the Deadline for issuing Upside Shares under the Waiver has now passed.

As at the date of this Notice, ASX has declined the Waiver Extension application. The Company will therefore issue 6,105,026 Upside Shares to the Sellers at \$0.0763 per Upside Share (**Upside Issue**), by placement under Listing Rule 7.1, no later than 4 November 2022.

8.5.2. Listing Rules 7.1 and 7.4

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

As the Waiver Extension has been declined, the Upside Issue to the Sellers will not fall within any of these exceptions and, as the Shareholder approval Deadline will have passed, it effectively

uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the Issue Date.

Listing Rule 7.4 allows the Shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities into the future 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.

To this end, Resolution 3 seeks shareholder approval for the Upside Issue under and for the purposes of Listing Rule 7.4.

8.5.3. Implications and consequences

If Resolution 3 is passed, the Upside Issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the Issue Date.

If Resolution 3 is not passed, the Upside Issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the Issue Date.

8.5.4. Information required by Listing Rule 7.5

The following information in relation to the Shares the subject of Resolution 3 is provided to Shareholders for the purposes of Listing Rule 7.5:

The names of the persons to whom the Company will issue Shares	Person	% of total No. Shares
	Apostman Superannuation Pty Ltd (ACN 614 327 454)	1,905,215
	Apostman Holdings Pty Ltd (ACN 009 150 690)	1,831,318
	Robert Jones and Jacinta Jones	369,485
	Parkwater Group Pty Ltd (ACN 113 559 550)	329,694
	Hillswest Pty Ltd (ACN 008 821 752)	1,669,314
The number and class of securities issued	6,105,026 ordinary fully paid shares	
The terms of the securities	The Shares are ordinary fully paid shares issued in the capital of the Company. The Shares rank equally in all respects with existing Shares. All Shares issued will be subject to voluntary escrow restrictions until 7 September 2023.	
The date on which the securities were issued	No later than 4 November 2022.	
The price at which the securities were issued	\$0.0763 per Share For clarity, this issue of Shares is not for cash, but instead as part of the consideration for the Acquisition.	
Purpose of the issue	The issue is being undertaken as part of the consideration for the Acquisition.	
Summary of material terms of the agreement under	Please refer to paragraph 8.4.1 above, in addition to the detail set out in the 2021 Notice of Meeting.	

which the Shares were issued

A voting exclusion statement

A voting exclusion is included in the Notice in relation to Resolution 3.

8.5.5. Board recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 3.

8.6. Resolution 4 - Approval of issue of Upside Shares to Michael Harrison and Lead Out Train Pty Limited

8.6.1. Listing Rule 10.11

Listing Rule 10.11 provides that a Company must not issue equity securities to a Related Party without the approval of Shareholders. Upon his appointment to the Board following the Acquisition as detailed in the 2021 Notice of Meeting, Mr Michael Harrison became a related party by virtue of being a director as set out in Listing Rule 10.11.1.

Without the Waiver Extension, the issue of Upside Shares to Mr Harrison and Lead Out Train Pty Limited falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. Without the Waiver Extension, the issue therefore requires the approval of Shareholders. Approval under Listing Rule 10.11 was not initially sought by the Company in connection with the issue of the Upside Shares as at the time of the previous Shareholder approval, Mr Harrison was not a director of the Company.

Pursuant to Listing Rule 7.2 Exception 14, where approval under Listing Rule 10.11 is obtained, approval is not required under Listing Rule 7.1 and the issue of securities will not be included in the Company's 15% limit.

8.6.2. Implications and consequences

If Resolution 4 is passed, the Company will issue Upside Shares to Mr Harrison and his controlled entity.

If Resolution 4 is not passed, the Company may not issue Upside Shares to Mr Harrison (or his controlled entity), and will therefore need to pay them, in aggregate, \$257,050 in cash.

8.6.3. Information required by Listing Rule 10.13

The following information in relation to the Shares the subject of Resolution 4 is provided to Shareholders for the purposes of Listing Rule 10.13:

Name of recipient	Person	No. Shares
	Lead Out Train Pty Limited (ACN 159 732 211) as trustee for the Lead Out of Train Unit Trust	2,999,459
	Michael Harrison and Therese Harrison as trustees for The Harrison Family Super Fund	369,485
Category of recipient	Mr Harrison is a director of the Company and Lead Out Train Pty Limited is a company under his control. Each recipient is therefore a Related Party as contemplated under Listing Rule 10.11.1	
The number and class of securities	3,368,944 ordinary fully paid shares	
The terms of the securities	The Shares are ordinary fully paid shares issued in the capital of the Company. The Shares rank equally in all respects with existing Shares. All Shares issued will be subject to voluntary escrow restrictions until 7 September 2023.	
The date on which the securities were issued	Within one month of Shareholders approving Resolution 4.	

The price at which the securities were issued	<p>\$0.0763 per Share</p> <p>For clarity, this issue of Shares is not for cash, but instead as part of the consideration for the Acquisition.</p>
Purpose of the issue	<p>The issue is being undertaken as part consideration for the Acquisition.</p> <p>For the avoidance of doubt, the issue of Upside Shares is not intended to remunerate or incentivise Mr Harrison.</p>
Summary of material terms of the agreement under which the Shares were issued	<p>Please refer to paragraph 8.4.1 above, in addition to the detail set out in the 2021 Notice of Meeting.</p>
A voting exclusion statement	<p>A voting exclusion is included in the Notice in relation to Resolution 4.</p>

8.6.4. Board recommendation

The Directors (excluding Mr Harrison, who makes no recommendation) recommend that Shareholders vote in favour of Resolution 4.

9. INTERPRETATION

For the purposes of interpreting the Explanatory Memorandum and the Notice:

- (a) the singular includes the plural and vice versa;
- (b) words importing any gender include the other genders;
- (c) reference to any statute, ordinance, regulation, rule or other law includes all regulations and other instruments and all consolidations, amendments, re-enactments or replacements for the time being in force;
- (d) all headings, bold typing and italics (if any) have been inserted for convenience of reference only and do not define limit or affect the meaning or interpretation of the Explanatory Memorandum and the Notice;
- (e) reference to persons includes bodies corporate and government authorities and in each and every case, includes a reference to the person's executors, administrators, successors, substitutes (including without limitation persons taking by novation and assignment); and
- (f) reference to cents, \$, A\$, Australian Dollars or dollars is a reference to the lawful tender for the time being and from time to time of the Commonwealth of Australia.

10. GLOSSARY

2021 Notice of Meeting means the notice of meeting dated 15 June 2021 and its explanatory memorandum.

AEDT means Australian Eastern Daylight Time.

AGM or **Annual General Meeting** means the annual general meeting to commence at 10.30am on 30 November 2022 and notified to the Company's Shareholders by this Notice.

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

ASX means ASX Limited ABN 98 008 624 691.

ASX Listing Rules means the official listing rules issued and enforced by the ASX and **Listing Rules** has a corresponding meaning.

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

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth).

Company means WT Financial Group Limited ABN 87 169 037 058.

Completion means completion of the Acquisition in accordance with the SPA.

Consolidated Entity means the Company together with all the entities it is required by the accounting standards to include in consolidated financial statements.

Constitution means the constitution of the Company.

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

Director means a director of the Company and **Directors** has a corresponding meaning.

End of Day means on any Trading Day, 7.00pm Sydney Time or such other time as ASX Settlement may from time to time determine.

Explanatory Memorandum means the notes included in the Notice which convened this meeting.

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Consolidated Entity, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Meeting means the AGM.

Notice means this notice of Annual General Meeting.

Remuneration Report means the remuneration report which forms part of the Directors' Report of the Company for the financial year ended 30 June 2022 and which is set out in the 2022 Annual Report.

Sellers means the shareholders of Sentry as at the date of the SPA Sentry Sellers, excluding Michael Harrison and Lead Out Train Pty Limited (ACN 159 792 211).

Sentry means Sentry Group Pty Limited (ACN 125 343 384) and, where the context requires, each of its controlled entities.

Sentry Sellers means the shareholders of Sentry as at the date of the SPA.

Share means a fully paid ordinary share in the issued capital of the Company and **Shares** has a corresponding meaning.

Shareholder means shareholder of the Company and **Shareholders** has a corresponding meaning.

SPA means the share purchase agreement between the Company and the Sellers dated 14 June 2021.

Sydney Time means the time observed in Sydney, NSW Australia.

Trading Day means a day determined by the ASX to be a trading day, notified to market participants, and otherwise as defined by the ASX Listing Rules.

11. REGISTERED OFFICE

Level 5, 95 Pitt St Sydney NSW 2000

Telephone: 02 9248 0422

www.wtfglimited.com

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10.30am (AEDT) on Monday, 28 November 2022.**

🖨 TO VOTE ONLINE

📱 BY SMARTPHONE

STEP 1: VISIT <https://www.votingonline.com.au/wtlagm2022>

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

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



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

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

Appointment of a Second Proxy

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

To appoint a second proxy you must:

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

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

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

STEP 3 SIGN THE FORM

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

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

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

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

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

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10.30am (AEDT) on Monday, 28 November 2022..** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

💻 **Online** <https://www.votingonline.com.au/wtlagm2022>

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited
Level 8, 210 George Street,
Sydney NSW 2000 Australia

☐

Your Address

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

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

PROXY FORM

STEP 1 APPOINT A PROXY

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

☐

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

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the **Level 5, 95 Pitt Street, Sydney, NSW, 2000 on Wednesday 30 November 2022 at 10:30am (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this item even though resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the Against or Abstain box opposite that resolution.

STEP 2 VOTING DIRECTIONS

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

		For	Against	Abstain*
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-Election of Director – Mr Guy Hedley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratify Issue of Upside Shares to Sellers	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of issue of Upside Shares to Michael Harrison and Lead Out Train Pty Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2022