



ASX Announcement

23 October 2023

Notice of 2023 Annual General Meeting & Voting Form

This document attaches copies of:

- Notice of Felix Group Holdings Ltd's 2023 Annual General Meeting; and
- A sample of the shareholder proxy form.

Authorised for release by:

James Frayne
Company Secretary
Felix Group Holdings Ltd

For further information please contact:

Company	Investors
James Frayne Company Secretary Mobile: +61 401 663 177 Email: investors@felix.net	Harry Halstead Vesparum Capital Phone: +61 3 8582 4800 Email: felix@vesparum.com

About Felix – see more at felix.net

Felix operates a cloud-based enterprise Software as a Service (SaaS) procurement management platform and vendor marketplace. Felix connects contractors and third-party vendors by digitising, automating, and streamlining a range of critical procurement-related business processes – reducing supply chain risk and improving transparency and governance.



Notice of Annual General Meeting & Explanatory Statement

Felix Group Holdings Limited ACN 159 858 509

To be held at: Virtually - online (including to listen, vote and ask questions online during the meeting): <https://meetnow.global/MQJFVPP>

In person – Thomson Geer, Level 28, 1 Eagle Street, Brisbane, Queensland 4000

To be held on: 23 November 2023
Commencing: 9:00 a.m. AEST (Brisbane time)

More information regarding online participation at the Annual General Meeting (including how to vote and ask questions online during the Annual General Meeting) is available in Section C of this Notice of Annual General Meeting.

Important Information

This Notice of Annual General 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 advisors prior to voting.

Important dates

Deadline for lodgement of Proxy Forms for the Annual General Meeting	9:00 a.m. AEST (Brisbane time) 21 November 2023
Annual General Meeting	9:00 a.m. AEST (Brisbane time) 23 November 2023

Letter from the Chair

Dear Shareholders,

We are pleased to invite you to the Annual General Meeting of Felix Group Holdings Limited ACN 159 858 509 (**Company**).

We are holding the 2023 Annual General Meeting both in person and via a virtual platform. In order to attend, ask questions and vote virtually via the online platform at <https://meetnow.global/MQJFVPP> please use the following details:

- Your username is your SRN/HIN.
- Select your country and if you are an Australian Shareholder, also enter your postcode.
- Overseas Shareholders should refer to the user guide at <https://www.computershare.com.au/virtualmeetingguide>.

Participating in the Annual General Meeting online enables Shareholders to ask questions and cast direct votes at the appropriate times during the Annual General Meeting.

Shareholders may only ask questions online once they have been verified. It may not be possible to respond to all questions. Shareholders are encouraged to lodge questions prior to the Annual General Meeting by submitting your question to the Company Secretary, Mr James Frayne, by email at james.frayne@felix.net.

Background to the Resolutions

In addition to customary resolutions, this Annual General Meeting seeks the approval of Shareholders for:

- the re-election of non-executive Directors, Mr George Rolleston and Mr Michael Bushby;
 - the additional 10% Placement Facility under ASX Listing Rule 7.1A; and
 - the approval for the appointment of a new auditor,
- (together, the **Resolutions**).

All of the Directors entitled to make a recommendation in respect of a particular Resolution recommend that you vote in favour of adopting that Resolution.

With respect to the Annual General Meeting, this booklet contains the following:

- The Notice of Meeting for the Annual General Meeting which contains information about the business to be conducted at the Annual General Meeting, including the Resolutions to be put to the Annual General Meeting (see Section B).
- Information explaining the business to be conducted at the Annual General Meeting (see the Explanatory Statement at Section D).
- Information on how to vote, how to attend the Annual General Meeting electronically and how to appoint a proxy to vote on the Resolutions to be passed at the Annual General Meeting (see Section C).

Please read the whole of this booklet carefully as it provides important information on the Annual General Meeting, items of business and the Resolutions that you, as a Shareholder, are being asked to vote on.

Should you wish to discuss the matters in this Notice of Annual General Meeting, please do not hesitate to contact the Company Secretary, Mr James Frayne, on +61 401 663 177 or by email at james.frayne@felix.net.

By order of the Board

Dated: 23 October 2023

Michael Bushby – Chair
Felix Group Holdings Limited

Section A – Glossary

\$	Australian dollars.
AEST	Australian Eastern Standard Time.
Annual General Meeting	The Annual General Meeting of Shareholders.
ASIC	The Australian Securities & Investments Commission.
ASX	The Australian Securities Exchange operated by ASX Limited.
ASX Listing Rules	The listing rules of the ASX.
Auditor's Report	Has the meaning given to that term in paragraph 1.1 of the Explanatory Statement.
Board	The board of Directors of the Company.
Chair	The chairman of the Annual General Meeting, Mr Michael Bushby.
Closely Related Party	<p>A "Closely Related Party" of a member of the Key Management Personnel means:</p> <ul style="list-style-type: none"> • a spouse or child of the member; • a child of the member's spouse; • a dependent of the member or the member's spouse; • 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; • a company the member controls; or • a person prescribed by the Corporations Regulations.
Company	Felix Group Holdings Limited ACN 159 858 509.
Constitution	The constitution of the Company.
Corporations Act	The <i>Corporations Act 2001</i> (Cth).
Corporations Regulations	The <i>Corporations Regulations 2001</i> (Cth).
Directors	The directors of the Company and Director means any one of them.
Directors' Report	Has the meaning given to that term in paragraph 1.1 of the Explanatory Statement.
Equity Securities	Any type of security in the Company, including a Share, option, unit, convertible security, and as otherwise defined in the ASX Listing Rules.
Explanatory Statement	The explanatory statement accompanying the Notice of Annual General Meeting and contained in Section D to this booklet.
Financial Report	Has the meaning given to that term in paragraph 1.1 of the Explanatory Statement.
Glossary	The glossary contained in Section A to this booklet.
Key Management Personnel	Has the meaning given in the accounting standards as those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.
Notice of Annual General Meeting	The notice of the Annual General Meeting accompanying the Explanatory Statement for the Annual General Meeting and contained in Section B.
Proxy Form	<p>The online proxy form.</p> <p>If you require a paper proxy form, please contact the Share Registry, Computershare Investor Services Pty Limited, on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) or online at www.investorcentre.com/contact.</p> <p>Proxy forms can be submitted as outlined below:</p> <p>Online by visiting www.investorvote.com.au and quoting the 6-digit control number found on the front of your Proxy Form. Intermediary Online subscribers (Custodians) can lodge a proxy online by visiting www.intermediaryonline.com.</p> <p>By mail to GPO Box 242, Melbourne, Victoria 3001.</p>

	By facsimile to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia). Instructions on how to complete the Proxy Form are on the reverse page of the Proxy Form attached to this Notice.
Remuneration Report	The remuneration report set out in the Directors' Report.
Resolution(s)	The resolution(s) contained in the Notice of Annual General Meeting.
Shareholders	The holders of all Shares issued in the Company and Shareholder means any one of them.
Shares	All of the ordinary shares on issue in the share capital of the Company and Share means any one of them.
Subsidiaries	Has the meaning given in section 9 of the Corporations Act.
Trading Day	Has the meaning given in ASX Listing Rule 19.12.

Section B – Notice of Annual General Meeting

Time and place

Notice is hereby given that the Annual General Meeting will be held as follows:

- **Held:** Virtually at <https://meetnow.global/MQJFVPP>.
In person at Thomson Geer, Level 28, 1 Eagle Street, Brisbane, Queensland 4000
- **Commencing at:** 9:00 a.m. AEST (Brisbane time) on 23 November 2023.

Participate and vote online

In order to attend, ask questions and vote virtually in real time via the online platform, please use the details set out in Section C of this Notice of Annual General Meeting.

Participating in the Annual General Meeting online enables Shareholders to ask questions and cast direct votes at the appropriate times during the Annual General Meeting.

More information regarding virtual participation at the Annual General Meeting (including how to vote and ask questions online during the Annual General Meeting) is available at www.computershare.com.au/virtualmeetingguide.

Shareholders may only ask questions online once they have been verified. It may not be possible to respond to all questions. Shareholders are encouraged to lodge questions prior to the Annual General Meeting by submitting your question to the Company Secretary, Mr James Gregory Forrest Frayne, by email at james.frayne@felix.net.

Explanatory Statement

The Explanatory Statement which accompanies and forms part of this Notice of Annual General Meeting describes the matters to be considered at the Annual General Meeting.

Defined terms

Terms used in this Notice of Annual General Meeting have the meaning given to them in the Glossary in **Section A** of this Notice of Annual General Meeting.

ORDINARY BUSINESS

1. Financial statements and reports

To receive and consider the Company's 2023 Annual Report, which comprises the Directors' Report, the Auditor's Report and the Financial Report for the financial year ending 30 June 2023.

2. Resolution 1: Adoption of Remuneration Report

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

"That, for the purposes of section 250R(2) of the Corporations Act, and for all other purposes, Shareholders adopt the Remuneration Report for the financial year ended 30 June 2023 as disclosed in the Directors' Report for the year ending 30 June 2023."

Please note that the vote on this Resolution is advisory only, and does not bind the Directors or the Company.

Short Explanation: This Resolution is required as a result of section 250R(2) of the Corporations Act, which requires that a resolution that the Remuneration Report of the Company be adopted must be put to a vote. The vote on this Resolution is advisory only and does not bind the Company.

Voting exclusion statement: In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

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

However, the above persons may cast a vote on this Resolution if:

- the person does so as a proxy; and
- the vote is not cast on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report or a Closely Related Party of such a member; and
- either:
 - the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
 - the voter is the Chair of the Annual General Meeting and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution and expressly authorises the Chair to vote as the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company or, if the Company is part of a consolidated entity, for the entity.

SPECIAL BUSINESS

3. Resolution 2: Re-election of Mr George Rolleston

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

"That Mr George Rolleston who retires by rotation as a Director of Felix Group Holdings Limited in accordance with ASX Listing Rule 14.5 and rule 64.1 of the Company's Constitution and, being eligible and offering himself for re-election, be re-elected as a Director of the Company."

Short Explanation: This Resolution is required as rule 64.1 of the Constitution provides that where required by the ASX Listing Rules, the Company must hold an election of directors each year. If there would not otherwise be a vacancy on the board, and no director is required to retire, then the director who has been longest in office since their last election must retire.

Further, ASX Listing Rule 14.5 provides that an entity that has directors must hold an election of directors at each annual general meeting.

4. Resolution 3: Re-election of Mr Michael Bushby

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

"That Mr Michael Bushby who retires by rotation as a Director of Felix Group Holdings Limited in accordance with ASX Listing Rule 14.5 and rule 64.1 of the Company's Constitution and, being eligible and offering himself for re-election, be re-elected as a Director of the Company."

Short Explanation: This Resolution is required as rule 64.1 of the Constitution provides that where required by the ASX Listing Rules, the Company must hold an election of directors each year. If there would not otherwise be a vacancy on the board, and no director is required to retire, then the director who has been longest in office since last elected must retire.

Further, ASX Listing Rule 14.5 provides that an entity that has directors must hold an election of directors at each annual general meeting.

5. Resolution 4: Approval of 10% Placement Facility

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

"That, in accordance with ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of equity securities 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 and on the terms and conditions referred to in the Explanatory Statement accompanying this Notice of Annual General Meeting."

Short Explanation: Approval under ASX Listing Rule 7.1A will enable the Company to issue "equity securities" up to a further 10% of its issued share capital through placements over a 12-month period after the Annual General Meeting (**10% Placement Facility**). This is in addition to its 15% placement capacity under ASX Listing Rule 7.1.

Voting exclusion statement: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person (and any associates of such a person) who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company).

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

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- the Chair of the Annual General Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this 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 this Resolution; and
 - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

6. Resolution 5 – Approval for the appointment of auditor

This Resolution will only be put to the Annual General Meeting if ASIC has consented to the resignation of Grant Thornton as the Company's auditor.

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

"That, subject to consent of the Australian Securities and Investments Commission to the Company's current auditor resigning, BDO Audit Pty Ltd, being qualified to act as an auditor of the Company and having consented to act as auditor of the Company and duly nominated, be

appointed as auditor of the Company under section 327B(1) of the Corporations Act on the terms described in the Explanatory Statement accompanying this Notice of Annual General Meeting."

Short explanation: Under section 327B(1) of the Corporations Act, when an auditor resigns with ASIC consent, a company may appoint a new auditor at an Annual General Meeting by special resolution.

OTHER BUSINESS

To transact any other business which may be brought forward in accordance with the Constitution.

Section C – How to vote

1. How to vote

If you are entitled to vote at the Annual General Meeting, you may vote by attending the Annual General Meeting in person, virtually or by attending the meeting by proxy by lodging your online Proxy Form at www.investorvote.com.au outlined in the Notice & Access letter or use the personalised link which was sent to all holders that have elected to receive online communications for Notices of Meeting, or, in the case of corporate Shareholders, corporate representative.

Please note that if you intend to attend the meeting and/or vote at the meeting virtually, you will need your Shareholder number (which can be found on your Proxy Form) for verification purposes.

2. Your vote is important

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

3. Corporations

To vote at the Annual General Meeting, a Shareholder that is a corporation must appoint an individual to act as its representative. The appointment must comply with section 250D of the Corporations Act. Alternatively, a corporation may appoint a proxy.

4. Voting virtually

To vote at the Annual General Meeting virtually, the details are as follows:

- Visit <https://meetnow.global/MQJFVPP> on your smartphone, tablet or computer.
- Your username is your SRN/HIN. Any Shareholders unable to locate their SRN/HIN should contact Computershare Investor Services by phoning 1300 850 505 (within Australia) or +61 3 9415 4024 (outside Australia).
- Select your country and if you are an Australian Shareholder also enter your postcode.
- Overseas Shareholders should refer to the user guide which can be found at: www.computershare.com.au/virtualmeetingguide.

Participating in the Annual General Meeting online enables Shareholders to ask questions and cast direct votes at the appropriate times during the Annual General Meeting.

You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Please ensure your browser is compatible. For further instructions on how to participate online please view the online meeting user guide which can be found at the end of this document. For more information, please refer to the Virtual Meeting Guide at: www.computershare.com.au/virtualmeetingguide.

Please note, Shareholders may only ask questions online once they have been verified. It may not be possible to respond to all questions. Shareholders are encouraged to lodge questions prior to the meeting by submitting your question to the Company Secretary, Mr James Frayne, by email at james.frayne@felix.net.

5. Voting in person

To vote in person, attend the meeting on the date and at the time and place set out above in this Notice of Annual General Meeting.

6. Voting by proxy

All Shareholders who are entitled to participate in and vote at the Annual General Meeting have the right to appoint a proxy to participate in the Annual General Meeting and vote in their place. A proxy need not be a Shareholder and can be an individual or a body corporate.

A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion, or number, of votes which each proxy is entitled to exercise. If no proportion or number is specified, each proxy may exercise up to half of the Shareholder's votes.

Shareholders and their proxies should be aware that:

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

To vote by proxy, you must complete and lodge the Proxy Form using one of the following methods:

Online	Lodge the Proxy Form online at https://www.investorvote.com.au
By post	Computershare Investor Services Pty Limited GPO Box 242 Melbourne VIC 3001, Australia

For details on how to complete and lodge the Proxy Form, please refer to the instructions on the Proxy Form.

For your proxy appointment to be effective, it must be received by the Company not less than 48 hours before the Annual General Meeting (i.e. by 9:00 a.m. AEST (Brisbane time) on 21 November 2023). Proxy Forms received later than this time will be invalid.

You can direct your proxy on how to vote (i.e. to vote 'for' or 'against', or to 'abstain' from voting on, each Resolution) by following the instructions either online or on the Voting Form. A proxy may decide whether to vote on an item of business, except where the proxy is required by law or the Constitution to vote, or abstain from voting in his or her capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may only vote on the item as directed. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.

If you appoint the Chair as your proxy but do not direct the Chair on how to vote, then by completing and submitting your voting instructions you are expressly authorising the Chair to vote in favour of each item of business, even where an item of business is directly or indirectly connected to the remuneration of a member of the Key Management Personnel of the Company. The Chair intends to vote all available (including undirected) proxies in favour of all Resolutions, subject to the applicable voting exclusions and prohibitions.

You cannot lodge a direct vote and appoint a proxy for the same voting rights. The appointment of one or more duly appointed proxies will not preclude a Shareholder from attending the Meeting and voting personally. If the Shareholder votes on a Resolution, the proxy must not vote as the Shareholder's proxy on that Resolution.

7. Eligibility to vote

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations that the persons eligible to vote at the Annual General Meeting are those that are registered Shareholders at 7:00 p.m. (Brisbane time) on 21 November 2023. If you are not the registered holder of a relevant Share at that time you will not be entitled to vote in respect of that Share.

8. Voting procedure – on a poll

Every question arising at this Annual General Meeting will be decided on a poll. Upon a poll, every person entitled to vote who is present at the virtual meeting or by proxy will have one vote for each voting share held by that person.

9. Enquiries

For all enquiries, please contact the Company Secretary, Mr James Frayne, on +61 401 663 177 or by email at james.frayne@felix.net.

Section D – Explanatory Statement

This Explanatory Statement forms part of the Notice of Annual General Meeting convening the Annual General Meeting of Shareholders of the Company to be held commencing at 9:00 a.m. AEST (Brisbane time) on 23 November 2023 in person at Thomson Geer, Level 28, 1 Eagle Street, Brisbane, Queensland 4000 and via a virtual meeting platform.

Refer to **Section C** for details on how to attend and vote at the Annual General Meeting.

This Explanatory Statement is to be read in conjunction with the Notice of Annual General Meeting.

Purpose

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

The Directors recommend Shareholders read the Notice of Annual General Meeting and this Explanatory Statement in full before making any decisions relating to the Resolutions contained in the Notice of Annual General Meeting.

Defined terms

Terms used in this Explanatory Statement have the meaning given to them in the Glossary in **Section A** of this Notice of Annual General Meeting in which this Explanatory Statement is contained.

GENERAL INFORMATION

1. Agenda Item 1 – Financial statements and reports

1.1 Purpose of Resolution

The Corporations Act requires that the report of the Directors (**Directors' Report**), the auditor's report (**Auditor's Report**) and the financial report (**Financial Report**) be laid before the Annual General Meeting.

The 2023 Annual Report for the year ending 30 June 2023 includes the Directors' Report, the Auditor's Report and the Financial Report (which includes the financial statements and Directors' declaration).

Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Constitution require a vote of Shareholders at the annual general meeting on the 2023 Annual Report.

1.2 Questions to the Chair

Shareholders will be given reasonable opportunity at the meeting to raise questions and make comments on the 2023 Annual Report.

In addition to asking questions at the meeting, Shareholders may address written questions to the Chair about the management of the Company or to the Company's auditor, Tim Jackman of Grant Thornton, if the question is relevant to:

- the content of the Auditor's Report; or
- the conduct of its audit of the Financial Report to be considered at the Annual General Meeting.

Note: Under section 250PA(1) of the Corporations Act a shareholder must submit the question to the Company no later than the fifth business day before the day on which the Annual General Meeting is held.

Written questions for the auditor must be delivered by 5:00 p.m. on 16 November 2023 to:

Felix Group Holdings Limited
 Att: The Company Secretary
 PO Box 2764
 New Farm QLD 4005
 Or via email to: james.frayne@felix.net.

2. Resolution 1: Adoption of Remuneration Report

2.1 Purpose of Resolution

The Remuneration Report of the Company for the financial year ending 30 June 2023 is set out in the Directors' Report contained in the 2023 Annual Report.

The Remuneration Report sets out the Company's remuneration arrangements for the executive and non-executive Directors and executive employees of the Company.

The Corporations Act at section 250R(2) requires that a resolution that the Remuneration Report of the Company be adopted must be put to a vote.

A reasonable opportunity will be given for the discussion of the Remuneration Report at the meeting.

Resolution 1 is an ordinary resolution.

2.2 Voting consequences

In accordance with the Corporations Act, the vote on this Resolution is advisory only and does not bind the Company.

However, Part 2G.2, Division 9 of the Corporations Act provides that if at least 25% of the votes cast on this Resolution are voted against the adoption of the Remuneration Report at the Annual General Meeting, then:

- (a) if comments are made on the Remuneration Report at the Annual General Meeting, the Company's Remuneration Report for the next financial year will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reason for this; and
- (b) if at the next Annual General Meeting, at least 25% of the votes cast on the resolution for adoption of the Remuneration Report are against such adoption, the Company will be required to put to Shareholders a resolution proposing that a general meeting be called to consider the election of Directors of the Company (**Spill Resolution**). If a Spill Resolution is passed, all of the Directors, other than the managing director, will cease to hold office at the subsequent general meeting, unless re-elected at that meeting.

2.3 Voting exclusion and Directors' recommendations

As set out in the notes to Resolution 1, a voting exclusion statement applies with respect to the voting on this Resolution by certain persons connected to the Company.

As the Resolution relates to matter including the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with section 250R(2) of the Corporations Act, makes no recommendations regarding this Resolution.

Resolution 1 of the Annual General Meeting is an ordinary resolution and so requires the approval of more than 50% of the votes cast by Shareholders.

The Chair of the Annual General Meeting intends to vote undirected proxies in favour of Resolution 1, subject to compliance with the Corporations Act.

3. Resolution 2: Re-election of Mr George Rolleston

3.1 Purpose of Resolution

Mr George Rolleston was elected as a Director of the Company at the 2021 Annual General Meeting.

Mr George Rolleston retires from office under ASX Listing Rule 14.5 and rule 64.1 of the Constitution and stands for re-election.

Resolution 2 is an ordinary resolution.

3.2 The law

ASX Listing Rule 14.5 provides that an entity that has directors must hold an election of directors at each annual general meeting.

Rule 64.1 of the Constitution provides that where required by the ASX Listing Rules, the Company must hold an election of directors each year. If there would not otherwise be a vacancy on the Board, and no director is required to retire, then the director who has been longest in office since their last election must retire.

Under rule 64.1 of the Constitution, where Directors were elected on the same day, the Director to retire is (in default of agreement) determined by lot.

Mr Michael Bushby, Mr Michael Trusler, Mr George Rolleston, Mr Rob Phillpot and Ms Joycelyn Morton were elected as Directors of the Company at the 2021 Annual General Meeting. Mr Michael Trusler was re-elected at the 2022 Annual General Meeting.

It has been agreed that Mr George Rolleston will retire and stand for re-election at the 2023 Annual General Meeting.

3.3 Director resume

MAPPFin BBus (Law).

Mr Rolleston is a non-executive Director of the Company and is also a member of both the Audit and Risk Committee and the Nomination and Remuneration Committee.

Mr Rolleston has over 15 years' experience in the financial services industry and as an entrepreneur.

Mr Rolleston is the founder and managing director of Asset Growth Fund Ltd, based in Melbourne. Mr Rolleston is currently a director of MHM Automation Limited (NZX:MHM), Travir Pty Ltd, Matrix Security Group, Suubee Pty Ltd, Asset Growth Fund Pty Ltd and Spaceships Australia Pty Ltd.

Mr Rolleston does not currently hold any other material directorships, other than as disclosed above.

If elected, Mr Rolleston is considered by the Board (with Mr Rolleston abstaining) to be a non-independent Director as a result of his significant shareholding in the Company.

Mr Rolleston has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

3.4 **Directors' recommendations and interests**

The Board (with Mr George Rolleston abstaining) recommends that Shareholders vote in favour of Resolution 2.

Resolution 2 of the Annual General Meeting is an ordinary resolution and so requires the approval of more than 50% of the votes cast by Shareholders.

The Chair of the Annual General Meeting intends to vote undirected proxies in favour of Resolution 2.

4. **Resolution 3: Re-election of Mr Michael Bushby**

4.1 **Purpose of Resolution**

Mr Michael Bushby was elected as a Director of the Company at the 2021 Annual General Meeting.

Mr Michael Bushby retires from office under ASX Listing Rule 14.5 and rule 64.1 of the Constitution and stands for re-election.

Resolution 3 is an ordinary resolution.

4.2 **The law**

ASX Listing Rule 14.5 provides that an entity that has directors must hold an election of directors at each annual general meeting.

Rule 64.1 of the Constitution provides that where required by the ASX Listing Rules, the Company must hold an election of directors each year. If there would not otherwise be a vacancy on the Board, and no director is required to retire, then the director who has been longest in office since their last election must retire.

Under rule 64.1 of the Constitution, where Directors were elected on the same day, the Director to retire is (in default of agreement) determined by lot.

Mr Michael Bushby, Mr Michael Trusler, Mr George Rolleston, Mr Rob Phillpot and Ms Joycelyn Morton were elected as Directors of the Company at the 2021 Annual General Meeting. Mr Michael Trusler was re-elected at the 2022 Annual General Meeting.

It has been agreed that Mr Michael Bushby will retire and stand for re-election at the 2023 Annual General Meeting.

4.3 **Director resume**

BE, BBus, MEng, FAICD.

Mr Michael Bushby was appointed to the Board as Chair on 17 November 2020.

Michael has over 30 years' experience in the transport sector. He is the former chairman of EROAD Ltd (NZX:ERD), chief executive of Roads & Traffic Authority in NSW and held a senior position at Leighton Contractors.

Michael also Chairs the Nomination and Remuneration Committee.

If elected, Mr Bushby is considered by the Board (with Mr Bushby abstaining) to be an independent Director.

Mr Bushby has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

4.4 **Directors' recommendations and interests**

The Board (with Mr Michael Bushby abstaining) recommends that Shareholders vote in favour of Resolution 3.

Resolution 3 of the Annual General Meeting is an ordinary resolution and so requires the approval of more than 50% of the votes cast by Shareholders.

The Chair of the Annual General Meeting intends to vote undirected proxies in favour of Resolution 3.

5. **Resolution 4: Approval of 10% Placement Facility**

5.1 **Purpose of Resolution**

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

ASX Listing Rule 7.1A, states however that 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% (**10% Placement Facility**).

An eligible entity for the purposes of ASX 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. The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of approximately \$14.00 million.

This Resolution seeks Shareholder approval by way of special resolution for the Company to have the additional 10% Placement Facility provided for in ASX Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

If this Resolution is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in the ASX Listing Rules 7.1 and 7.1A without further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval provided for in ASX Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in ASX Listing Rule 7.1.

5.2 **ASX Listing Rule requirements — Description of ASX Listing Rule 7.1A**

(a) **Shareholder Approval**

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an Annual General Meeting.

(a) **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 this Notice of Annual General Meeting, has ordinary shares on issue, being the "Shares".

(b) **Formula for Calculating the 10% Placement Facility**

ASX 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:

$(A \times D) - E$

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

- (i) plus the number of fully paid ordinary securities issued in the 12 months under an exception to ASX Listing Rule 7.2 other than exception 9, 16 or 17;
- (ii) plus the number of fully paid ordinary securities issued in the 12 months on the conversion of convertible securities within ASX Listing Rule 7.2 exception 9 where:
 - (A) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - (B) the issue of, or agreement to issue the convertible securities was approved, or taken under these rules to have been approved under ASX Listing Rule 7.1 or 7.4;
- (iii) plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within ASX Listing Rule 7.2 exception 16 where:
 - (A) the agreement was entered into before the commencement of the relevant period; or
 - (B) the agreement or issue was approved, or taken under these rules to have been approved under ASX Listing Rule 7.1 or 7.4;
- (iv) plus the number of any other fully paid ordinary securities that became fully paid in the relevant period; and
- (v) less the number of fully paid ordinary securities cancelled in the last 12 months.

Note that A has the same meaning in ASX 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 ASX Listing Rule 7.1A.2 in the 12 months immediately preceding the date of issue of the shares where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under ASX Listing Rule 7.4.

(c) ASX Listing Rule 7.1 and ASX Listing Rule 7.1A

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

In accordance with ASX Listing Rule 7.1, as at the date of this Notice, the Company currently has on issue 204,499,713 Shares and the capacity to issue 30,674,957 Equity Securities.

Under ASX Listing Rule 7.1A the additional 10% capacity will increase the total number of Equity Securities that can be placed without Shareholder approval to 51,124,928 for the next 12 months.

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

(d) Minimum Issue Price

The Equity Securities issued must be issued for a cash consideration only which must not be less than 75% of the volume weighted average price of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

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

(e) **10% Placement Period**

Shareholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the Annual General Meeting at which the approval is obtained and expires on the earliest to occur of:

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

(10% Placement Period).

5.3 **Effect of ASX Listing Rule 7.1A**

The effect of this Resolution will be to allow the Directors to issue the Equity Securities under ASX Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under ASX Listing Rule 7.1.

5.4 **Specific information required by ASX Listing Rule 7.3A**

In accordance with ASX Listing Rule 7.3A, information is provided as follows:

- (a) **Minimum price** - The issue price per Equity Securities must not be less than 75% of the volume weighted average price of Equity Securities in that class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:
 - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) **Risk** - If this Resolution is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted. The potential dilution effect is illustrated in the table below.

There is a risk that:

- (i) the market price for the Company's Equity Securities in that class may be significantly lower on the date of the issue than on the date of the approval under ASX Listing Rule 7.1A; and
- (ii) 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 under ASX Listing Rule 7.1A.

- (c) **Dilution** - The table below sets out the potential dilution of existing Shareholders calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at the date of the Notice.

The table shows:

- (i) two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of:
- (A) issues of ordinary securities that do not require Shareholder approval (for example, a pro-rata entitlements issue or scrip issued under a takeover offer); or
 - (B) future issues of ordinary securities that are made with approval by Shareholders under ASX Listing Rule 7.1; or
 - (C) future issues of ordinary securities that are made without approval and within the ASX Listing Rule 7.1 15% issue capacity; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

Number of Shares on issue (Variable "A" in Listing Rule 7.1A.2)	Dilution			
	No. of Shares issued under 10% placement capacity (10% voting dilution)	Issue price		
		\$0.04	\$0.08	\$0.12
		Issue price at 50% decrease to current price	Issue price at current price	Issue price at 50% increase in current price
		Funds raised		
Current Shares 204,499,713	20,449,971	\$817,999	\$1,635,998	\$2,453,997
50% increase to the current Shares 306,749,570	30,674,957	\$1,226,998	\$2,453,997	\$3,680,995
100% increase to the current Shares 408,999,426	40,899,942	\$1,635,998	\$3,271,995	\$4,907,993

* The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under ASX Listing Rule 7.1 or without approval under the ASX Listing Rule 7.1 15% issue capacity.

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- (ii) No convertible securities (including any convertible securities issued under the 10% Placement Facility) are converted into Shares before the date of the issue of the Equity Securities.
- (iii) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Annual General Meeting.

- (iv) The table shows only the effect of issues of Equity Securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1.
- (v) The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
- (vi) The issue price is \$0.08, being the closing price of Shares on the ASX on 5 October 2023.
- (d) **Period of approval** - The Company will only issue the Equity Securities during the 10% Placement Period. The approval of this Resolution for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change of the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of main undertaking).
- (a) **Purpose of issue** - The Company may seek to issue the Equity Securities in consideration for cash only. In such circumstances, the Company intends to use the funds raised towards funding growth initiatives, as cash consideration for the acquisition of new assets and/or other investments, or as cash for general working capital purposes.
- (e) **Disclosure obligations** - The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4. Namely, upon issue of any Equity Securities:
 - (i) it will state in its announcement of the proposed issue under ASX Listing Rule 3.10.3 or in its application for quotation of the securities under ASX Listing Rule 2.7 that the securities are being issued under ASX Listing Rule 7.1A; and
 - (ii) 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 the Equity Securities issued to each.
- (f) **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:
 - (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issues in which existing security holders can participate;
 - (ii) the effect of the issue of the Equity Securities on the control of the Company;
 - (iii) the financial situation and solvency of the Company; and
 - (iv) 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 the Notice but may include existing substantial Shareholders and/or new Shareholders who are not a related party or an associate of a related party of the Company.
- (g) **Issues in prior 12 months** - The Company did obtain Shareholder approval under ASX Listing Rule 7.1A at the 2022 Annual General Meeting and confirms that no Shares were issued or agreed to be issued under ASX Listing Rule 7.1A following the 2022 Annual General Meeting.
- (h) **Voting Exclusion statement** - A voting exclusion statement is included in the Notice of Annual General Meeting. As at the date of the Notice of Annual General Meeting, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice of Annual General Meeting.

5.5 **Directors' recommendations and interests**

The Board recommends that Shareholders vote in favour of Resolution 4.

Resolution 4 is a special resolution and so requires the approval of 75% or more of the votes cast by Shareholders.

The Chair of the Annual General Meeting intends to vote undirected proxies in favour of Resolution 4.

6. Resolution 5: Approval for the appointment of auditor

6.1 **The Resolution**

This Resolution seeks the approval for the appointment of BDO Audit Pty Ltd as the new auditor of the Company.

This Resolution is a special resolution and so requires the approval of 75% or more of the votes cast by Shareholders.

6.2 **Resignation of Grant Thornton**

Grant Thornton Audit Pty Ltd (Grant Thornton) has been the auditor of the Company since 2015. The Board thanks Grant Thornton for its services provided as auditor.

The Company has received notice from Grant Thornton of its decision to resign as auditor of the Company. Grant Thornton has applied to ASIC under subsection 329(5) of the Corporations Act for consent to resign as auditor of the Company effective from the end of the Annual General Meeting. If ASIC consents to Grant Thornton's resignation, Grant Thornton will give its notice of resignation to the Company with effect from the end of the Annual General Meeting.

6.3 **Notice of Nomination and consent to act**

The Company has received a notice from Mr Mike Davis, being a Shareholder, nominating BDO Audit Pty Ltd as the new auditor of the Company. In accordance with section 328B of the Corporations Act, a copy of the notice of nomination of BDO Audit Pty Ltd from Mr Mike Davis is attached at **Schedule 1**.

BDO Audit Pty Ltd has consented to act as auditor of the Company in accordance with section 328A(1) of the Corporations Act. The Company is not aware of any matter or circumstances that would give rise to a 'conflict of interest situation' as defined in section 324CD of the Corporations Act, in relation to the Company.

The Company notes that BDO Audit Pty Ltd is registered as an auditor under section 1280 of the Corporations Act, is a well-established firm with the necessary expertise in auditing technology companies and has the resources to meet the Company's requirements.

Consequently, subject to the Company receiving all necessary approvals from ASIC and Shareholder approval at the Annual General Meeting, BDO Audit Pty Ltd has been nominated and selected to become the new auditor of the Company.

6.4 **Effective date**

If this Resolution is passed and, subject to ASIC consenting to the resignation of Grant Thornton, the appointment of BDO Audit Pty Ltd as the Company's auditor will take effect at the close of this Annual General Meeting.

If ASIC does not consent to Grant Thornton's resignation, Grant Thornton will continue as the Company's auditor and this Resolution will not be put to Shareholders.

6.5 **Directors' recommendations and interests**

The Board recommends that Shareholders vote in favour of Resolution 5.

Resolution 5 is a special resolution and so requires the approval of 75% or more of the votes cast by Shareholders.

The Chair of the Annual General Meeting intends to vote undirected proxies in favour of Resolution 5.

Schedule 1 - Auditor Nomination



www.felix.net
Unit 1F, 24 Macquarie Street, Teneriffe 4005
QLD
Felix Group Holdings Ltd (ACN: 159 858 509)

Nomination of Incoming Auditor as auditors

The Directors
Felix Group Holdings Limited
Unit 1F, 24 Macquarie Street
TENERIFFE QLD 4005

6 October 2023

Dear Directors

The undersigned being a member of Felix Group Holdings Limited hereby nominates BDO Audit Pty Ltd for appointment as auditor of the company at the forthcoming annual general meeting.

Yours sincerely

A handwritten signature in black ink, appearing to read "Mike Davis".

Mike Davis

CEO & Director



Felix Group Holdings Limited
ABN 65 159 858 509

FLX

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



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



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:00 a.m. AEST (Brisbane time)** on **Tuesday, 21 November 2023**.

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 and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at 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: 999999
SRN/HIN: I999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to 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.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

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.



I 9999999999

I ND

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 Felix Group Holdings 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 Annual General Meeting of Felix Group Holdings Limited to be held at Thomson Geer, Level 28, 1 Eagle Street, Brisbane, Queensland 4000 and virtually via <https://meetnow.global/MQJFVPP> on Thursday, 23 November 2023 at 9:00 a.m. AEST (Brisbane time) 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 Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is 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 Resolution 1 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.

Ordinary Resolutions		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr George Rolleston	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr Michael Bushby	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Resolutions				
Resolution 4	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval for the appointment of auditor	<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