



**INCOME ASSET MANAGEMENT GROUP LIMITED
ACN 010 653 862**

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that a General Meeting of shareholders of Income Asset Management Group Limited (**Company**) will be held on 29 December 2023 at 11 a.m. (AEDT) at the Company's offices at Level 6, 141 Flinders Lane, Melbourne, Victoria (**Meeting**).

The Explanatory Notes to this Notice provide additional information on the matters to be considered at the Meeting. The Explanatory Notes and the Proxy Form form part of this notice.

BUSINESS OF THE MEETING

Approval of Placement Securities

Item 1 – Ratification and approval of the issue of Shares under Tranche 1 of Placement

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

“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue and allotment of 31,003,123 fully paid ordinary shares in the Company, on the terms and as outlined in the Explanatory Notes accompanying the Notice.”

Note: A voting exclusion applies to this resolution (see Explanatory Notes for details).

Item 2 – Approval of issue of Shares under Tranche 2 of Placement

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

“That for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue and allotment of 18,746,877 fully paid ordinary shares in the Company, on the terms and as outlined in the Explanatory Notes accompanying the Notice.”

Note: A voting exclusion applies to this resolution (see Explanatory Notes for details).

Item 3 – Approval of issue of Shares to an Associate of Mr John Nantes

To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“That for the purposes of ASX Listing Rule 10.11.1, Shareholders approve the issue of 250,000 fully paid ordinary shares in the Company to De Nantes Investment Co Pty Ltd as trustee for the De Nantes Family, on the terms and as outlined in the Explanatory Notes accompanying the Notice.”

Note: A voting exclusion applies to this resolution (see Explanatory Notes for details).

Item 4 – Approval of issue of Options to Blue Ocean Equities

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

“That for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 1,500,000 options to Blue Ocean Equities Pty Limited, on the terms and conditions set out in the Explanatory Notes accompanying the Notice.”

Note: A voting exclusion applies to this resolution (see Explanatory Notes for details).

ENTITLEMENT TO VOTE

The Directors have determined that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company as at 7.00 p.m. (AEDT) on 27 December 2023 (**Entitlement Time**), subject to any applicable voting exclusion.

This means that if you are not the registered holder of a Share in the Company at the Entitlement Time, you will not be entitled to vote at the Meeting.

VOTING OPTIONS AND PROXIES

Voting

If you do not plan to attend the Meeting in person, you are encouraged to complete and return the Proxy Form, which accompanies this Notice of General Meeting.

Voting by Proxy

A Shareholder who is entitled to attend and vote at this Meeting is entitled to appoint not more than two proxies to attend and vote in place of the Shareholder.

If the Shareholder appoints two proxies, the Shareholder may specify the proportion or number of votes each proxy is entitled to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the Shareholder's votes. If the specified proportion or number of votes exceeds that which the Shareholder is entitled to, each proxy may exercise half of the Shareholder's votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

A proxy need not be a Shareholder of the Company. A body corporate appointed as a Shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Meeting. The representative should bring to the Meeting evidence (in an electronic format capable of distribution by email) of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

Subject to the specific proxy provisions set out in the Explanatory Notes below:

- if a Shareholder has not directed their proxy how to vote, the proxy may vote (or abstain from voting) as the proxy determines, and
- if a Shareholder appoints the Chair of the Meeting as proxy and does not direct the Chair how to vote on an item of business, the Chair will vote in accordance with his voting intention as stated in this Notice of Meeting, namely in favour of the proposed resolution set out in the Notice of Meeting.

Proxy Voting by the Chair

Where the Chair is appointed as a Shareholder's proxy and that shareholder has not specified the way in which the Chair is to vote on those items, the Shareholder is directing the Chair to vote in accordance with the Chair's voting intentions for this Item of business.

The Chair intends to vote all undirected proxies in favour of the resolutions in the Notice of Meeting, including Item 3.

Proxy Forms

To be effective, the Proxy Form must be completed, signed and lodged (together with the relevant original power of attorney or a certified copy if the proxy is signed by an attorney) with the Company's Share Registry, as an original or by facsimile, **no later than 11 a.m. (AEDT) on 27 December 2023 (Proxy Deadline)**.

Proxy forms may be submitted in one of the following ways:

- (i) By mail to Boardroom Pty Limited, GPO Box 3993 Sydney NSW 2001 Australia. Please allow sufficient time so that it reaches Boardroom Pty Limited by the Proxy Deadline;
- (ii) By fax to Boardroom Pty Limited on +61 2 9290 9655 (within Australia); or
- (iii) Online via <https://www.votingonline.com.au/iamegm2023>;

Proxy Forms and Powers of Attorney must be received by the Proxy Deadline.

CORPORATE REPRESENTATIVES

Where a shareholding is registered in the name of a corporation, the corporate Shareholder may appoint a person to act as its representative to attend the Meeting by providing that person with:

- (i) a letter or certificate authorising him or her as the corporation's representative, executed in accordance with the corporation's constitution; or
- (ii) a copy of the resolution appointing the representative, certified by a secretary or director of the corporation.

BY ORDER OF THE BOARD

Vanessa Chidrawi

Vanessa Chidrawi
Company Secretary
27 November 2023

Explanatory Notes

Items 1 & 2 - Approval and Ratification of issue of Placement Securities

General

On 30 October 2023, the Company announced that it had received commitments to raise \$4 million via a placement of 50,000,000 new placement shares at an issue price of \$0.08 per share (**Shares**) to professional and sophisticated investors or to other persons to whom disclosure is not required under Chapter 6D of the Corporations Act, subject in part to receipt of Shareholder approval (**Placement**).

The Placement Securities were to be issued in two tranches as follows:

- (a) **Tranche 1** – Pursuant to ASX Listing Rule 7.1, 31,003,123 fully paid ordinary Shares were issued at \$0.08 per Share on 7 November 2023 (**Tranche 1 Securities**); and
- (b) **Tranche 2** – Under ASX Listing Rule 7.1, approval is sought from the Meeting for the issue of 18,996,877 fully paid ordinary Shares at \$0.08 per Shares (**Tranche 2 Securities and Director Securities**).

Items 1 & 2 relate to the ratification and approval of the Tranche 1 Securities and Tranche 2 Securities. Item 3 relates to the specific approval of the issue of Director Securities to an associate of a director of the Company, as part of Tranche 2 of the Placement

ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12-month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12-month period.

ASX Listing Rule 7.4

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a Company in general meeting ratifies a previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

Ratification by the Shareholders of the Company is now sought pursuant to ASX Listing Rule 7.4, for Item 1, in order to reinstate the Company's capacity to issue up to 15% of its issued capital, if required, in the next 12 months without Shareholder approval.

If Item 1 is approved, the Company's placement capacity under ASX Listing Rule 7.1 will be refreshed from the date of this Meeting. If Item 1 is not approved, the Company's placement capacity will not be refreshed, and any

further issues of Securities in excess of the Company's remaining issuing capacity under Listing Rule 7.1 will require Shareholder approval.

If Item 2 is approved, the Company will issue the Tranche 2 Securities shortly after the Meeting and in any event no later than three months after the Meeting, to professional and sophisticated investors or to other persons to whom disclosure is not required under Chapter 6D of the Corporations Act, who are clients of Blue Ocean Equities Pty Limited (**BOE**). None of these persons, other than the Director's Associate subscribing for the Director Securities, which are dealt with below, are related parties of the Company.

If Item 2 is not passed, the Directors may nevertheless proceed to issue a portion of the Tranche 2 Securities out of the available issuing capacity under listing Rules 7.1 and 7.1A. If the available capacity is insufficient to allow for the issue of the full number of Tranche 2 Securities, the issue will be scaled back according to the available capacity, with the result that the funds raised by the Company will be reduced, and further fundraising will need to be undertaken in due course to meet ongoing working capital requirements.

The effect of Shareholders approving Items 1 and 2 is that the Company will have the flexibility to issue further equity securities up to the 15% limit, without obtaining prior Shareholder approval.

Item 1 – Ratification and approval of the issue of Shares under Tranche 1 of the Placement

Item 1 seeks Shareholder approval under ASX Listing rule 7.4 for the ratification of the prior issue and allotment by the Company of 31,003,123 fully paid ordinary shares in the Company (**Tranche 1**), pursuant to the Placement.

Information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Tranche 1 Securities issued under the Placement:

- i) the Shares were issued to professional and sophisticated investors or to other persons to whom disclosure is not required under Chapter 6D of the Corporations Act, who are clients of BOE;
- ii) the total number of Tranche 1 shares issued by the Company in accordance with Listing Rule 7.1 was 31,003,123 fully paid ordinary shares;
- iii) the date of issue of the Shares was 7 November 2023;
- iv) the Shares were issued at \$0.08 per share;
- v) the funds raised by the issue of the Shares are to be utilised to rebalance the cash position, to address the increasing demand in secondary trading, where IAM can use its balance sheet to generate revenue and to buffer the short-term cost increase associated with the appointment of seven highly experienced sales professionals from FIIG Securities and the opening of a Perth office, as well as for general working capital; and
- vi) a voting exclusion statement is included below.

Voting Exclusion Statement

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

- any person who participated in Tranche 1 of the Placement; or
- an associate of that person or those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (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.

Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of the Resolution in Item 1.

Item 2 – Approval of the issue of Shares under Tranche 2 of the Placement

Item 2 seeks Shareholder approval under ASX Listing Rule 7.1 for the issue by the Company of 18,746,877 Shares at a price of \$0.08 per Share, to fulfil the second tranche of the Placement (excluding the issue of shares to a Director's Associate).

Information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Tranche 2 Securities to be issued under the Placement:

- i) the Tranche 2 Securities will be issued to professional and sophisticated investors or to other persons to whom disclosure is not required under Chapter 6D of the Corporations Act, who are clients of BOE, but these persons will not be related parties of the Company;
- ii) the number of shares to be issued by the Company as Tranche 2 Securities is 18,746,877 fully paid ordinary shares (excluding the issues to a Director's Associate);

- iii) the Tranche 2 Securities will be issued soon after the Meeting if Item 2 is approved, and in any event no later than three months after the date of the Meeting;
- iv) the Tranche 2 Securities will be issued at a price of \$0.08 per Share;
- v) the funds raised by the issue of the Shares will be utilised to rebalance the cash position, to address the increasing demand in secondary trading, where IAM can use its balance sheet to generate revenue and to buffer the short-term cost increase associated with the appointment of seven highly experienced sales professionals from FIIG Securities and the opening of a Perth office, as well as for general working capital; and
- vi) a voting exclusion statement is included below.

Voting Exclusion Statement

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

- any person who will participate in Tranche 2 of the Placement (excluding John Nantes and his Associates) or who will obtain a material benefit as a result of the Placement (except a benefit solely by reason of being a holder of ordinary securities in the Company) and any associate of those persons; or
- an associate of that person or those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (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.

Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of the Resolution in Item 2.

Item 3 – Approval of issue of Shares to Director’s Associate

ASX Listing Rule 10.11.1

ASX Listing Rule 10.11.1 requires that an entity must not issue or agree to issue equity securities to a related party without the approval of the holders of its ordinary securities. As an entity controlled by a Director of the Company, De Nantes Investment Co Pty Ltd as trustee for the De Nantes Family (**Director’s Associate**), is a related party for the purposes of ASX Listing Rule 10.11.1.

If Resolution 3 is approved, the Company’s will issue the 250,000 to the Director’s Associate (**Director Securities**). If Resolution 3 is not approved, the Director Securities will not be issued and the Placement funds will be accordingly reduced.

ASX Listing Rule 10.13 requires that the following information be provided to Shareholders in relation to the issue of the Director Securities that are the subject of Item 3:

- (a) the Shares are to be issued to De Nantes Investment Co Pty Ltd as trustee for the De Nantes Family Trust;
- (b) the Director’s Associate falls within Listing Rule 10.11.1 as it is an entity controlled by a Director of the Company;
- (c) the total number of fully paid ordinary shares to be issued by the Company to the Director’s Associate is 250,000 Shares;
- (d) the Shares will be issued soon after the Meeting, should Item 3 be approved, and in any event no later than one month after the date of the Meeting;
- (e) the issue price of the Shares is \$0.08 per Share;
- (f) the funds raised by the issue of the Shares will be utilised to rebalance the cash position, to address the increasing demand in secondary trading, where IAM can use its balance sheet to generate revenue and to buffer the short-term cost increase associated with the appointment of seven highly experienced sales professionals from FIIG Securities and the opening of a Perth office, as well as for general working capital; support the scaling of the treasury management services business and drive the global asset management expansion, the investment in TGM Limited, the ongoing development of products, and as working capital;
- (g) the Director’s Associate participated in the Placement as an investor and the issue of the Shares is not intended to remunerate the relevant Director; and
- (h) a voting exclusion statement is set out below.

Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must, pursuant to section 208 of the Corporations Act:

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

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

The issue of the Shares may constitute giving a financial benefit and De Nantes Investment Co Pty Ltd as trustee for the De Nantes Family Trust is a related party of the Company, being an Associate of a Director.

The Directors (other than John Nantes, who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Shares because the terms of issue of the Shares were negotiated on an arm's length basis and therefore fall within the exception contained in section 210 of the Corporations Act.

Voting Exclusion statement

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

- John Nantes, De Nantes Investment Co Pty Ltd as trustee for the De Nantes Family Trust and any other person who will obtain a material benefit as a result of the issue of the Shares (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- an associate of that person.

However, the Company need not disregard a vote if it is cast by:

- a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (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
 - (i) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Directors' Recommendation

The Directors (with John Nantes abstaining) unanimously recommend that Shareholders vote in favour of the Resolution in Item 3.

ITEM 4 – Approval of issue of options to Blue Ocean Equities

General

The Company proposes to grant BOE, as lead manager for the Placement, 1,500,000 options, with an exercise price of \$0.12 per option and a three-year exercise period (**BOE Options**), as part payment of fees in respect of the Placement. Each BOE Option will convert into one fully paid ordinary Share in the Company upon payment of the exercise price of \$0.12 per Option.

The key terms of the BOE engagement to act as lead manager of the offer made under the Placement are as follows:

- BOE will act as lead manager of an offer to raise \$3 million or an agreed amount, at agreed pricing, by way of the issue of equity securities in the Company (**Offer**);
- BOE will provide assistance to the Company in undertaking the Offer, as is customary and appropriate to a transaction of its nature;
- BOE will not act as underwriter to the Offer;
- the Company will pay BOE a management fee equal to 3% of the proceeds of the Offer and a selling fee equal to 2% of the proceeds of the Offer, and reimburse any expenses incurred by BOE in respect of the Offer;
- the Company will further issue the BOE Options, which are priced at a 50% premium to the Offer price, to BOE;
- if the Company does not proceed with the Offer, but undertakes another offer of securities within 12 months, the Company must offer BOE the opportunity to act as lead manager of that offer;
- the Company indemnifies BOE and its directors, employees and related parties against any liabilities incurred in relation to the Offer;
- BOE may terminate the engagement for reasons usual to contracts of this nature, including for events which give rise to a material adverse change in the business;
- the Company provides representations and warranties usual to an engagement of this nature; and
- provision is made for confidentiality and the management of conflicts of interests.

In accordance with Listing Rule 7.1, the Company must not, subject to specified exceptions, issue or agree to issue more securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

Resolution 4 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of the BOE Options. If Resolution 4 is approved, the Company's will issue the BOE Options. If Resolution 4 is not approved, the BOE Options may be issued utilising the Company's future placement capacity.

Information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the issue of options to BOE:

- i) the BOE Options will be issued to Blue Ocean Equities Pty Limited and may be exercised by BOE or their nominee holders at any time between their issue and expiry date;
- ii) the number of BOE Options to be issued is 1,500,000 Options;
- iii) the exercise price of the BOE Options is \$0.12 per option with an expiry date being three years from the date of issue;
- iv) the BOE Options will be issued soon after the Meeting if Item 4 is approved, and in any event no later than three months after the date of the Meeting;
- v) there are no conditions which are required to be met before the BOE Options may be exercised and converted;
- vi) the BOE Options will be issued for nil cash consideration, as part consideration for lead manager services provided for the Placement;
- vii) no funds will be raised by the issue of the BOE Options; and
- viii) a voting exclusion statement is included below.

Voting Exclusion Statement

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

- Blue Ocean Equities Pty Limited and any other person who will obtain a material benefit as a result of the issue of the BOE Options (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- any associate of that person.

However, the Company need not disregard a vote if it is cast by:

- a person as a 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
- the Chair of the Meeting as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

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 the directions given by the beneficiary to the holder to vote in that way.

Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of the Resolution in Item 4.

GLOSSARY

AEDT means Australian Eastern Daylight Savings Time as observed in Sydney, Australia.

BOE means Blue Ocean Equities Pty Limited

Extraordinary General Meeting, General Meeting or Meeting means the meeting convened by the Notice.

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

ASX means ASX Limited ACN 008 624 691.

ASX Listing Rules means the Listing Rules of the ASX, as amended or replaced from time to time except to the extent of any express written waiver by ASX.

ASX Principles means the ASX Corporate Governance Principles and Recommendations (4th edition).

Board means the current board of directors of the Company.

Closely Related Party has the meaning as defined in section 9 of the Corporations Act.

Company means Income Asset Management Group Limited (ACN 010 653 862).

Constitution means the Company's Constitution.

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

Directors means the current directors of the Company.

Eligible Entity means an entity that at the relevant date:

- (a) Is not included in the A&P/ASX 300 Index; and
- (b) Has a market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

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

Explanatory Notes means the Explanatory Notes accompanying the Notice.

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

Notice or Notice of Meeting or Notice of Extraordinary General Meeting means this notice of general meeting and the explanatory notes accompanying the Notice and the Proxy Form.

Proxy Deadline means 11 a.m. (AEDT) on 27 December 2023.

Proxy Form means the proxy form accompanying the Notice.

Related Body Corporate has the meaning set out in in section 50 of the Corporations Act.

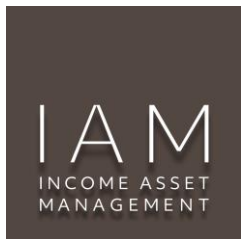
Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

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

Shareholder means a holder of a Share.

Share Registry means Boardroom Pty Limited.

Voting Exclusion means the exclusion of particular Shareholders from voting on a particular Resolution.



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 11:00am (AEDT) on Wednesday, 27 December 2023.**

🖨 TO APPOINT A PROXY ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/iamegm2023>

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

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

📱 BY SMARTPHONE



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 **11:00am on Wednesday, 27 December 2023.** 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/iamegm2023>

📠 **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

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Income Asset Management Group Limited

ACN 010 653 862

☐

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 **Income Asset Management 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 Extraordinary General Meeting of the Company to be held at **Level 6, 141 Flinders Lane, Melbourne, VIC on Friday, 29 December 2023 at 11:00am (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.

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

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	Ratification and approval of the issue of Shares under Tranche 1 of Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of issue of Shares under Tranche 2 of Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of issue of Shares to an Associate of Mr John Nantes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of issue of Options to Blue Ocean Equities	<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 / / 2023