



ASX Announcement

3 June 2024

ASX: NGL

2024 Annual General Meeting documents

San Francisco, CA – Nightingale Intelligent Systems, Inc. (**Company**) advises that in accordance with ASX Ling Rule 3.17.1, the following documents:

- Notice of Meeting and Explanatory Statement;
- Proxy Card for stockholders; and
- CDI Voting Form for CDI holders,

relating to the Company's 2024 Annual General Meeting have been despatched the stockholders and CDI holders today.

The Annual General Meeting will be held electronically using an online webcast meeting at:

	Australia (AEST)	USA (PDT)
DATE:	Thursday, 20 June 2024	Wednesday, 19 June 2024
TIME:	10.00am	5.00pm
ONLINE PLATFORM:	https://stctransfer.zoom.us/webinar/register/WN_61M1N3_kSF6druiG6tT3vg	

For further information, please contact:

Mike Tschiderer
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Nightingale Intelligent Systems, Inc

ARBN 659 369 221

NOTICE OF 2024 ANNUAL GENERAL MEETING

The 2024 Annual General Meeting of Nightingale Intelligent Systems, Inc (**Nightingale** or **Company**) will be held electronically using an online webcast meeting at:

	Australia (AEST)	USA (PDT)
DATE:	Thursday, 20 June 2024	Wednesday, 19 June 2024
TIME:	10.00am	5.00pm
ONLINE PLATFORM:	https://stctransfer.zoom.us/webinar/register/WN_61M1N3_kSF6druiG6tT3vg	

This Notice of Meeting should be read in its entirety. If Securityholders (being both holders of Shares and holders of CDIs) are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Meeting is being held by way of a virtual meeting which will be held electronically using an online meeting platform (further instructions are enclosed in this Notice of Meeting).

All Securityholders are urged to vote their Shares and CDIs, whether by attending the Meeting electronically or submitting a Proxy Form (in the case of Stockholders) or submitting a CDI Voting Form (in the case of CDI Holders).

30 May 2024

Dear Securityholder,

On behalf of the Directors of Nightingale Intelligent Systems, Inc (**Nightingale** or **Company**), I am pleased to invite you to attend the 2024 Annual General Meeting (**Meeting**).

The Meeting will be held electronically using an online webcast meeting hosted by our US share registrar. To attend and participate at the Meeting online, you will need to register for the meeting at:

https://stctransfer.zoom.us/webinar/register/WN_61M1N3_kSF6druiG6tT3vg

Details as to how Securityholders can register to attend the Meeting can be found in this Notice.

Stockholders and CDI Holders may vote ahead of the Meeting by completing and returning either a Proxy Form (for Stockholders) or a CDI Voting Form (for CDI Holders). The relevant form for each Securityholder accompanies this Notice. Proxy Forms and CDI Voting Forms must be returned to either the US or Australian share registries as instructed on the forms by no later than Monday, 17 June 2024 at 5.00pm (PDT) in the case of Proxy Forms to the US registry or 5.00pm (AEST) in the case of CDI Voting Forms to the Australian registry.

Stockholders may vote online during the Meeting. Unfortunately, CDI Holders will not be able to vote online during the Meeting but will be able to ask questions.

Whether or not you expect to virtually attend the Meeting, we strongly encourage you to submit your Proxy Form or CDI Voting Form as soon as possible so that your applicable Shares and / or CDIs can be voted at the Meeting.

The Directors of Nightingale unanimously recommend that Securityholders vote in favour of all resolutions.

Thank you for your continued support of the Company.

Yours faithfully,

Alan Braverman
Non-Executive Chairman

Nightingale Intelligent Systems, Inc

ARBN 659 369 221

NOTICE OF 2024 ANNUAL GENERAL MEETING

Notice is hereby given that the 2024 Annual General Meeting (**Meeting**) of the Company will be held electronically using an online webcast meeting at:

	Australia (AEST)	USA (PDT)
DATE:	Thursday, 20 June 2024	Wednesday, 19 June 2024
TIME:	10.00am	5.00pm
ONLINE PLATFORM:	https://stctransfer.zoom.us/webinar/register/WN_61M1N3_kSF6druiG6tT3vg	

The Explanatory Statement provides additional information on matters to be considered at the Meeting. The Explanatory Statement, Proxy Form (for Stockholders) or a CDI Voting Form (for CDI Holders) accompany and form part of this Notice.

The Directors have determined pursuant to the Company's Bylaws that the persons eligible to vote at the Meeting are those who are registered Stockholders at 5.00pm (PDT), Thursday, 6 June 2024.

Terms and abbreviations used in this Notice (including the Explanatory Statement) are defined in the Glossary.

ORDINARY BUSINESS

Resolution 1: Re-election of Class II Director – Alan Braverman

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

“That, for the purpose of Section 2.2 of the Company’s Amended and Restated Bylaws, Listing Rule 14.4 and for all other purposes, Alan Braverman retires, and being eligible for re-election, is re-elected as a Class II Director of the Company.”

SPECIAL BUSINESS

Resolution 2: Approval of 10% Placement Facility

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a special resolution:

“That, for the purposes of Listing Rule 7.1A and for all other purposes, the Securityholders approve the issue of Equity Securities of up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 on the terms and conditions set out in the Explanatory Statement.”

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

Resolution 3: Ratification of the issue of USD\$50,000 worth of Convertible Notes together with bonus CDIs and Options to Richard Andreas Odorfer Jr

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

“That approval be given for the purposes of ASX Listing Rule 7.4 and for all other purposes, for the ratification of the prior issue of USD\$50,000 worth of Convertible Notes in the Company together with 15,000 bonus CDIs and 150,000 bonus Options to Richard Andreas Odorfer Jr on the terms and conditions set out in the Explanatory Memorandum.”

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

Resolution 4: Ratification of the issue of USD\$250,000 worth of Convertible Notes together with bonus CDIs and Options to Mark IV Capital Ventures, LLC

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

“That approval be given for the purposes of ASX Listing Rule 7.4 and for all other purposes, for the ratification of the prior issue of USD\$250,000 worth of Convertible Notes in the Company together with 75,000 bonus CDIs and 750,000 bonus Options to Mark IV Capital Ventures, LLC on the terms and conditions set out in the Explanatory Memorandum.”

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

Resolution 5: Ratification of the issue of USD\$250,000 worth of Convertible Notes to Titan Monitoring

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

“That approval be given for the purposes of ASX Listing Rule 7.4 and for all other purposes, for the ratification of the prior issue of USD\$250,000 worth of Convertible Notes in the Company to Titan Monitoring, on the terms and conditions set out in the Explanatory Memorandum.”

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

Resolution 6: Approval to issue up to USD\$150,000 worth of Convertible Notes together with bonus CDIs and Options to Unrelated Parties on an election to convert the Unrelated Party Loans

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

“That approval be given for the purposes of ASX Listing Rule 7.1 and for all other purposes, for the issue of up to USD\$150,000 worth of Convertible Notes in the Company together with 45,000 bonus CDIs and 450,000 bonus Options to Unrelated Parties on an election to convert the Unrelated Party Loans, on the terms and conditions set out in the Explanatory Memorandum.”

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

Resolution 7: Approval to issue up to USD\$50,000 worth of Convertible Notes together with bonus CDIs and Options to Director Alan Braverman on an election to convert his Director Loan

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

“That for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the issue of up to USD\$50,000 worth of Convertible Notes together with 15,000 bonus CDIs and 150,000 bonus Options to Alan Braverman on an election to convert his Director Loan, on the terms and conditions set out in the Explanatory Memorandum.”

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

Resolution 8: Approval to issue up to USD\$50,000 worth of Convertible Notes together with bonus CDIs and Options to Director Tony Zhang on an election to convert his Director Loan

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

“That for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the issue of up to USD\$50,000 worth of Convertible Notes together with 15,000 bonus CDIs and 150,000 bonus Options to Tony Zhang on an election to convert his Director Loan, on the terms and conditions set out in the Explanatory Memorandum.”

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

Resolution 9: Approval of issue of up to 150,000,000 Chess Depositary Interests together with free attaching Options

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

“That approval be given for the purposes of ASX Listing Rule 7.1 and for all other purposes, for the issue of up to 150,000,000 CDIs in the Company together with up to 75,000,000 free attaching Options, on the terms and conditions set out in the Explanatory Memorandum.”

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

Resolution 10: Approval to issue of up to AUD\$500,000 worth of Placement Convertible Notes to existing Securityholders

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

“That approval be given for the purposes of ASX Listing Rule 7.1 and for all other purposes, for the issue of up to AUD\$500,000 worth of Placement Convertible Notes in the Company to certain existing Securityholders on the terms and conditions set out in the Explanatory Memorandum.”

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

Resolution 11: Approval of Nightingale Equity Plan and increase to Authorised Number of Shares

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

“That:

- (a) for the purposes of ASX Listing Rule 7.2, exception 13(b) and for all other purposes, the Nightingale Equity Plan, as amended and described in the Explanatory Statement accompanying and forming part of this Notice, and the issue of securities under the Equity Plan;*
- (b) for the purposes of clause 4.1 of the Nightingale Equity Plan, the total number of authorised shares to be awarded under the Nightingale Equity Plan be increased from 25,000,000 to 35,000,000,*

be approved.”

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

VOTING EXCLUSIONS

Voting Exclusions in accordance with ASX Listing Rules

Resolutions 2, 6, 9 and 10: In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolutions 2, 6, 9 and 10 by or on behalf of the following persons:

- a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the securities; or
- b) any associate of such a person.

However, the above voting exclusion statements under the Listing Rules will not apply, and the Company need not disregard a vote cast in favour of Resolutions 2, 6, 9 and 10 if it is cast by:

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

Resolutions 3, 4 and 5: In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of each of Resolutions 3, 4 and 5 by or on behalf of:

- a) any person who participated in the issue of securities being ratified under Resolutions 3, 4 and 5, being Richard Andreas Odorfer Jr in relation to Resolution 3, Mark IV Capital Ventures, LLC in relation to Resolution 4 and Titan Monitoring in relation to Resolution 5; and
- b) any associate of any of those persons.

However, the Company need not disregard a vote cast on any of Resolutions 3, 4 and 5 if it is cast by:

- a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way;
- b) the Chairman as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- c) a Securityholder acting solely in a nominee, trustee, custodian or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - i. the beneficiary provides written confirmation to the Securityholder 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 Securityholder votes on the Resolution in accordance with the directions given by the beneficiary to the Securityholder to vote in that way.

Resolutions 7 and 8: In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of each of Resolutions 7 and 8 by or on behalf of:

- a) any person who is to receive the securities in question under Resolutions 7 and 8 and any other person who will obtain a material benefit as a result of the issue of these securities (except a benefit solely by reason of being a holder of ordinary securities in the Company), being Alan Braverman in relation to Resolution 7 and Tony Zhang in relation to Resolution 8; or
- b) any associate of any of those persons.

However, the Company need not disregard a vote cast on any of Resolutions 7 and 8 if it is cast by:

- a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way;
- b) the Chairman as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- c) a Securityholder acting solely in a nominee, trustee, custodian or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - i. the beneficiary provides written confirmation to the Securityholder 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 Securityholder votes on the Resolution in accordance with the directions given by the beneficiary to the Securityholder to vote in that way.

Resolution 11: In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 11 by or on behalf of:

- a) any person who is eligible to participate in the Nightingale Equity Plan; and
- b) any associate of any of those persons.

However, the Company need not disregard a vote cast on any of Resolution 11 if it is cast by:

- a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way;
- b) the Chairman as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- c) a Securityholder acting solely in a nominee, trustee, custodian or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - i. the beneficiary provides written confirmation to the Securityholder 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 Securityholder votes on the Resolution in accordance with the directions given by the beneficiary to the Securityholder to vote in that way.

By order of the Board

Mike Tschiderer
Company Secretary

Dated: 30 May 2024

IMPORTANT INFORMATION FOR SECURITYHOLDERS

Action to be taken by Securityholders

Stockholders and CDI Holders should read this Notice including the Explanatory Statement carefully before deciding how to vote on the Resolutions.

Voting

A. Voting by Stockholders at the Virtual Meeting

The Company is pleased to provide Stockholders with the opportunity to attend and participate in the virtual Meeting at:

https://stctransfer.zoom.us/webinar/register/WN_61M1N3_kSF6druiG6tT3vg

Once registered, Stockholders will be able to vote on each resolution during the Meeting by going to:

<https://onlineproxyvote.com/ASX/2024>

Stockholders can login by using the control number located in the top left-hand corner of their Proxy Form and then access the voting link for the Meeting.

B. Stockholders voting by proxy

Completed Proxy Forms must be delivered to the Company's US Share Registry, Security Transfer Corporation by 5.00pm (PTD) Monday, 17 June 2024 in any of the following ways:

i. By mail:

Securities Transfer Corporation
2901 N. Dallas Parkway, Suite 380
Plano, Texas 75093
Attention: Proxy Department

ii. By email to Security Transfer Corporation at: proxyvote@stctransfer.com

iii. By facsimile to Security Transfer Corporation at: +1 (469) 633-0088

Stockholders may also vote their proxy online prior to the meeting by following the directions for online voting on the Proxy Form.

Stockholders are strongly urged to appoint the Chairperson as their proxy. Stockholders can complete the proxy form to provide specific instructions on how a Stockholder's vote is to be cast on each item of business, and the Chairperson must follow your instructions.

C. Voting by CDI Holders

CDI Holders will be able to attend the virtual Meeting and ask questions but will not be able to vote at the Meeting.

In order to vote, CDI Holders must instruct CHESS Depositary Nominees Pty Ltd (**CDN**) as the holder of the underlying Shares to vote the Shares underlying the CDIs pursuant to instructions in the CDI Holder's CDI Voting Form which accompanies this Notice of Meeting or can otherwise be obtained online following the instructions below.

Completed CDI Voting Instruction forms must be delivered to the Company's Australian Share Registry by 5.00pm (AEST) Monday, 17 June 2024 in any of the following ways:

i. Online:

CDI Holders are able to vote online at <https://investor.automic.com.au/#/loginsah>, by logging in, clicking on 'Meetings' and using the holder number as shown at the top of the CDI Voting Form.

ii. By mail to:

Automic
GPO Box 5193
Sydney NSW 2001

iii. By email to: meetings@automicgroup.com.au

iv. In person to:

Automic
Level 5, 126 Phillip Street
Sydney NSW

D. How do CDI Holders attend the Virtual Meeting

CDI Holders wishing to attend the Meeting, must log in online and register to participate in (but not vote) the virtual Meeting by registering for the meeting at:

https://stctransfer.zoom.us/webinar/register/WN_61M1N3_kSF6druiG6tT3vg

Either a Proxy Form or a CDI Voting Form are enclosed with this Notice of Meeting. The Directors strongly encourage all Stockholders and CDI Holders to sign and return the Proxy Form or complete the CDI Voting Form (as appropriate) in accordance with the instructions thereon or alternatively complete the online Proxy Form and CDI Voting Form in accordance with the instructions set out above.

Chairperson's voting intention

The Chairperson intends to vote all available proxies in favour of all Resolutions, unless the Securityholder has expressly indicated a different voting intention.

Submitting questions

Stockholders and CDI Holders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary, Michael Tschiderer at:

E: mike@nightingalesecurity.com

by 17 June 2024.

Stockholders and CDI Holders will also have the opportunity to submit questions during the Meeting in respect of the formal items of business. In order to ask a question during the Meeting, Securityholders should press on the Q&A icon, which will open a new screen. At the bottom of that screen there is a section for Securityholders to type their question. Securityholders should start their question by typing their SRN or HIN. Securityholders who would like to ask a question verbally, will be required to type their SRN or HIN and then type "I'd like to speak", and hit enter on their keyboard to send.

The Chairperson will attempt to respond to the questions during the Meeting. The Chairperson will request prior to a Stockholder or CDI Holder asking a question that they identify themselves (including the entity name of their security holding and the number of Shares or CDIs they hold).

Voting Eligibility

The Board has determined that a Securityholder's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register of Stockholders or CDI Holders as at 5.00pm (PDT), Tuesday, 28 May 2024. Accordingly, transactions registered after that time will be disregarded in determining a Securityholder's entitlement to attend and vote at this Annual General Meeting.

Enquiries

Securityholders may contact the Company Secretary, Michael Tschiderer at:

E: mike@nightingalesecurity.com

if they have any queries in respect of the matters set out in these documents.

Voting requirements

Recommendation 6.4 of the ASX Corporation Governance Council's Corporate Governance Principles and Recommendations (4th edition) and ASX guidance provide that a listed entity should ensure that all substantive resolutions at a meeting of shareholders are decided by a poll rather than by a show of hands. In accordance with these recommendations, the Chairperson has determined in accordance with the Company's Bylaws and Certificate of Incorporation that all resolutions put to Securityholders at the Meeting will be decided by poll rather than by a show of hands.

In accordance with the Bylaws and the ASX Listing Rules, Resolution 1 put to Securityholders at the Meeting must be passed by a plurality of votes cast by Securityholders present in person, by remote communication or by proxy at the Meeting and entitled to vote thereon. "Plurality" means that the nominees who receive the largest number of votes cast "For" such nominees are elected as directors. As a result, any shares not voted "For" a particular nominee (whether as a result of stockholder abstention or a broker non-vote) will not be counted in such nominee's favour and will have no effect on the outcome of the election. You may vote "For" or "Withhold" on the nominee for election as a Class II Director. Withheld votes and broker non-votes will have no effect on the outcome of Resolution 1.

In accordance with the Bylaws and the ASX Listing Rules, Resolution 2 put to Securityholders at the Meeting must be passed by way of a special resolution which requires Resolution 2 be approved by a 75% majority of votes cast by Securityholders entitled to vote on Resolution 2. Abstentions and broker non-votes will not be counted as a vote "For" or "Against" for Resolution 2, though in certain cases abstentions will have the same effect as votes against Resolution 2 as they will be counted toward the tabulation of votes present or represented on the matter. Broker non-votes will not be counted as shares entitled to vote and accordingly will not affect the outcome with respect to Resolution 2.

Resolutions 3 to 11 put to Securityholders at the Meeting will otherwise be passed by way of an ordinary resolution, which requires each of Resolutions 3 to 11 to be passed by a simple majority of Securityholders.

Nightingale Intelligent Systems, Inc

ARBN 659 369 221

EXPLANATORY STATEMENT

This Explanatory Statement forms part of this Notice of Annual General Meeting and should be read in conjunction with it and in its entirety.

Stockholders and CDI Holders are specifically referred to in the Glossary in the Explanatory Statement which contains definitions of capitalised terms used in this Notice of Annual General Meeting and the Explanatory Statement.

Resolution 1 – Re-election of Class II Director – Alan Braverman

Clause 2.2 of the Company's Bylaws, provides that the office of each director other than the CEO shall not extend beyond the latest of:

- a) the date of the Company's third annual meeting following the date of appointment of the relevant director; or
- b) the date falling three years after the date of appointment of the relevant director.

The Bylaws provide for the re-appointment of any such Director following the expiration of their term in accordance with clause 2.2.

Further to this, ASX Listing Rule 14.4 provides that a director of an ASX listed entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer. However, this does not apply to the managing director. Even if no director is required to stand for election by rotation under ASX Listing Rule 14.4, the Company is still required to hold an election of directors at each annual general meeting under ASX Listing Rule 14.5.

There are five directors currently on the Board. Based on the above requirements, Alan Braverman's term as a Director shall expire at the Meeting and being eligible for re-election, Alan Braverman wishes to stand for re-election as a Director at the Meeting.

Information about Alan Braverman

Mr. Braverman is an entrepreneur and computer programmer most-recently serving as CEO and co-founder of Textline, a Software-as-a-Service (SaaS) text messaging platform specializing in customer service. Prior to Textline, Mr. Braverman was a co-founder of several internet software companies, including genealogy social network Geni (acquired by MyHeritage) and its spin-off enterprise social network, Yammer (acquired by Microsoft). Earlier, he co-founded Mollyguard Corporation, a payment-themed software studio that spun-off both Xoom (NASDAQ IPO 2013, acquired by PayPal in 2015) and Eventbrite (NYSE IPO 2018). Earlier in his career, Mr. Braverman programmed web software at Silicon Graphics, eGroups, and Yahoo!. Alan received his B.S. in Computer Science from the University of Illinois Urbana-Champaign.

Special responsibilities: Chair of the Remuneration and Nomination Committee and Chair of the Audit and Risk Management Committee

Other directorships: Executive Director of Textline, Inc.

Mr. Braverman has been determined by the board to be independent in accordance with the ASX Corporate Governance Council's Corporate Governance Recommendations and Principles.

Board recommendation

The Board (excluding Alan Braverman) recommends that Securityholders vote in favour of Resolution 1.

The Chairperson of the Meeting intends to vote undirected proxies in favour of Resolution 1.

Resolution 2: Approval of 10% Placement Facility

General

ASX Listing Rule 7.1 generally limits the amount of equity securities that a listed entity can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

However, under ASX Listing Rule 7.1A, mid to small cap listed companies may seek shareholder approval by special resolution to issue equity securities equivalent to an additional 10% of the number of ordinary securities on issue by way of placement over the earlier of a 12 month period since last approval under ASX Listing Rule 7.1A, the date and time of the next annual general meeting, or approval by shareholders of a transaction under ASX Listing Rule 11.1.2 or rule 11.2 (**10% Placement Facility**). This is in addition to the existing 15% placement capacity permitted by ASX Listing Rule 7.1 bringing the total combined potential placement capacity for the entity to 25%.

A company is eligible to seek shareholder approval for this additional placement capacity under ASX Listing Rule 7.1A if it satisfies both of the following criteria at the date of the annual general meeting:

- a) it has a market capitalisation of \$300 million or less; and
- b) it is not included in the S&P/ASX 300 Index.

The Company currently satisfies both the above criteria, and it is anticipated that it will satisfy both these criteria at the date of the Meeting. If on the date of the Meeting, the Company no longer meets this eligibility criteria, Resolution 2 will be withdrawn.

Accordingly, Resolution 2 is seeking approval of Securityholders by special resolution for the issue of up to the number of Equity Securities as calculated in accordance with the formula in ASX Listing Rule 7.1A.2, at an issue price permitted by ASX Listing Rule 7.1A.3 to such persons as the Board may determine, on the terms described in this Notice of Meeting.

Approval of Resolution 2 does not oblige the Company to conduct a placement or use the additional 10% capacity. The approval would provide the Company with additional flexibility and an ability to move quickly in the event the Company required the ability to issue further Equity Securities.

At the date of this Notice, the Company has on issue 136,022,854 Shares (where each CDI represents one underlying Share) and a capacity to issue:

- a) 10,292,428 equity securities under ASX Listing Rule 7.1; and
- b) 13,602,285 equity securities under ASX Listing Rule 7.1A.

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.

Resolution 2 is a special resolution and must be approved by 75% majority of votes casts by Securityholders entitled to vote on Resolution 2.

If Securityholders approve Resolution 2, the effect will be to allow the Company to issue Equity Securities under ASX Listing Rule 7.1A up to the combined 25% capacity in ASX Listing Rules 7.1 and 7.1A without further Securityholder approval.

If Securityholders do not approve Resolution 2, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Securityholder approval under ASX Listing Rule 7.1A and will remain subject to the 15% capacity limit on issuing Equity Securities without Securityholder approval under ASX Listing Rule 7.1.

Additional information required under ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the following additional information is provided for the purpose of obtaining Securityholder approval for Resolution 2:

- a) if any of the securities being approved by Resolution 2 are issued, they will be issued during the 10% Placement Period, being the period from the date of the Meeting to the earlier of the following events occurring:
 - i. the date that is 12 months after the date of the Meeting (i.e. by 13 June 2025);
 - ii. the time and date of the Company's next annual general meeting if it is held prior to 13 June 2025; or
 - iii. if Stockholders approve 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) prior to 13 June 2025.
- b) any Equity Securities issued under Resolution 2 must be in the existing quoted class of the Company's Equity Securities (ie. CDIs) and issued for cash consideration per CDI that is not less than 75% of the volume weighted average market price for CDIs calculated over the 15 trading days on which trades are recorded immediately before:
 - i. the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the securities; or
 - ii. if the securities are not issued within 10 trading days of the date in paragraph (i), the date on which the Equity Securities are issued.
- c) the Company may seek to issue the Equity Securities under the 10% Placement Facility to raise cash to be used to facilitate continued development of the Company's products and services and/or general working capital;
- d) if Resolution 2 is approved by Securityholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Securityholders face the risk of economic and voting dilution as a result of the issue of Equity Securities which are the subject of this Resolution 2, to the extent that such Equity Securities are issued, including the risk that:
 - i. the market price of Equity Securities may be significantly lower on the issue date than on the date on which this approval is being sought; and
 - ii. the Equity Securities may be issued at a price that is at a discount to the market price for those Equity Securities on the issue date,

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

- e) the following table gives examples of the potential dilution of existing Securityholders calculated as at the date of this Notice using the last traded market price of CDIs (being 28 March 2024, the last trading day prior to suspension of trading in CDIs) and the current number of Shares and CDIs for variable “A” in the formula in ASX Listing Rule 7.1A.2.

The table also shows:

- i. two examples where variable “A” has increased by 50% and 100%. Variable “A” is based on the number of fully paid Shares/CDIs the Company has on issue. The number of fully paid Shares/CDIs on issue may increase as a result of issues of fully paid Shares/CDIs that do not require Stockholder approval (for example, a pro rata entitlement issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Stockholders’ meeting; and
- ii. two examples of where the issue price of Shares/CDIs has decreased by 50% and increased by 100% as against the current market price.

No. of Shares/CDIs ^[1] on Issue ^[2]	Dilution			
	Issue price (per Share)	50% decrease in Issue Price	Issue Price ^[3]	100% increase in Issue Price
		A\$0.0215	A\$0.043	A\$0.086
136,022,854 (Current)	Shares issued	13,602,285	13,602,285	13,602,285
	Funds raised	\$292,449	\$584,898	\$1,169,797
204,034,281 (50% increase)	Shares issued	20,403,428	20,403,428	20,403,428
	Funds raised	\$438,674	\$877,347	\$1,754,695
272,045,708 (100% increase)	Shares issued	27,204,571	27,204,571	27,204,571
	Funds raised	\$584,898	\$1,169,797	\$2,339,593

Notes:

1. One CDI represents one fully paid Share in the Company.
2. Variable “A” in ASX Listing Rule 7.1A.2.
3. Last traded CDI price on ASX prior to suspension.

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 in ASX Listing Rule 7.1A;
- ii. no unlisted Options over Shares/CDIs are exercised before the date of issue of Shares/CDIs under ASX Listing Rule 7.1A;
- iii. the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%;
- iv. the table does not show an example of dilution that may be caused to a particular Securityholder by reason of placements under the 10% Placement Facility, based on that Securityholder’s holding at the date of the Meeting;

- v. 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;
 - vi. the issue of Equity Securities under the 10% Placement Facility consists only of Shares or CDIs; and
 - vii. the issue price is A\$0.043 per CDI, being the closing price of the CDIs (representing Shares) on ASX on 28 March 2024, the last trading day prior to suspension of trading in CDIs.
- f) the Company will comply with the disclosure obligations under ASX Listing Rule 7.1A.4 upon issue of any Equity Securities;
- g) the Company's allocation policy will be dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of allottees of any equity securities that may be issued (subject to Securityholders approval of Resolution 2) have not been determined as at the date of this Notice, but may include existing Stockholders, CDI Holders and/or parties who are not currently Stockholders or CDI Holders and are not related parties or associates of the Company. Any potential allottees will be determined on a case-by-case basis having regard to factors including, but not limited to, the following:
- i. the methods of raising funds available to the Company (including but not limited to, rights issue or other issues in which existing Securityholders can participate), while balancing interest from potential allottees with the interests of existing Securityholders;
 - ii. the effect of the issue of Equity Securities on the control of the Company and balancing the interests of existing Securityholders;
 - iii. the financial situation and solvency of the Company and its need for working capital at any given time; and
 - iv. advice from corporate, financial and broking advisors (if applicable).
- h) a Voting Exclusion Statement is set out under Resolution 2 in the Notice of Meeting. Potential allottees under the 10% Placement Facility (should it be approved) have not been identified as at the date of this Notice, but may include existing Securityholders and/or parties who are not currently Securityholders and are not related parties or associates of the Company.

Board recommendation

The Board recommends that Securityholders vote in favour of Resolution 2. A voting exclusion statement for Resolution 2 is included in the voting exclusions.

The Chairperson intends to exercise all available proxies in favour of Resolution 2.

Resolutions 3, 4, 5 and 6– Approvals to issue or ratify the issue of Convertible Notes

Background

As previously announced on the ASX, since the beginning of this financial year, the Company has undertaken the following fundraises for the purpose of funding the Company's working capital requirements:

- a) an issue of USD\$50,000 worth of Convertible Notes (together with bonus CDIs and Options) to Richard Andreas Odorfer Jr;
- b) an issue of USD\$250,000 worth of Convertible Notes (together with bonus CDIs and Options) to Mark IV Capital Ventures, LLC;

- c) an issue of USD\$250,000 worth of Convertible Notes to Titan Monitoring; and
- d) USD\$250,000 in loans from directors, key management personnel and unrelated parties.

The Company is now seeking shareholder approval under Resolutions 3 to 6 to approve the issue or prior issue of these securities for the purposes of the ASX Listing Rules so that these issues or prior issues will not be included in calculating the Company's 15% placement capacity under ASX Listing Rule 7.1.

Resolution 3: Ratification of the issue of USD\$50,000 worth of Convertible Notes together with bonus CDIs and Options to Richard Andreas Odorfer Jr

Background

On 29 April 2024, the Company issued Richard Andreas Odorfer Jr (an unrelated party to the Company) with \$50,000 worth of Convertible Notes together with 15,000 bonus CDIs and 150,000 bonus Options.

The Company is now seeking shareholder approval to ratify this prior issue of securities for the purpose of ASX Listing Rule 7.4.

Listing Rule 7.4

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

The Company has issued the Convertible Notes (together with bonus CDIs and Options) which do not fit within any of these exceptions and, as they have not yet been approved by the Company's shareholders, each of these issues uses up part of the 15% limit in ASX Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without shareholder approval under ASX Listing Rule 7.1 for the 12 month period following the issues.

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

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future to finance its working capital requirements without having to obtain shareholder approval for such issues under ASX Listing Rule 7.1.

To this end, Resolution 3 seeks shareholder approval to ratify the issue of the Convertible Notes (together with the bonus CDIs and Options) under and for the purposes of ASX Listing Rule 7.4.

If Resolution 3 is passed, the Convertible Notes (together with the bonus CDIs and Options) will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without shareholder approval over the subsequent 12 month period.

If Resolution 3 is not passed, the Convertible Notes (together with the bonus CDIs and Options) will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the subsequent 12 month period.

Technical information required under Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 3:

- USD\$50,000 worth of Convertible Notes together with 15,000 bonus CDIs and 150,000 bonus Options were issued to Richard Andreas Odorfer Jr;
- the material terms of the Convertible Notes and the agreement under which the Convertible Notes were issued are set out in Schedule 2;
- the material terms of the Options are set out in Schedule 3;
- the Company issued the Convertible Notes together with the bonus CDIs and Options on 29 April 2024;
- the CDIs to be issued to Richard Andreas Odorfer Jr on conversion of any Convertible Notes or exercise of any Options, and as bonus CDIs, will be issued on the same terms as all other fully paid CDIs of the Company (as applicable);
- the Company has received an aggregate of USD\$50,000 from the issue of the Convertible Notes to Richard Andreas Odorfer Jr. The Company has not received any additional funds from the issue of the bonus CDIs and Options issued to Richard Andreas Odorfer Jr as these were issued as bonus securities together with the Convertible Notes;
- the Company issued the Convertible Notes in order to raise funds to be used by the Company for its working capital requirements; and
- a voting exclusion statement is included in the Notice.

Board recommendation

The Board recommends that Securityholders vote in favour of Resolution 3. A voting exclusion statement for Resolution 3 is included in the voting exclusions. The Chairperson intends to exercise all available proxies in favour of Resolution 3.

Resolution 4: Ratification of the issue of USD\$250,000 worth of Convertible Notes together with bonus CDIs and Options to Mark IV Capital Ventures, LLC

Background

On 15 May 2024, the Company issued Mark IV Capital Ventures, LLC (an unrelated party to the Company) with USD\$250,000 worth of Convertible Notes together with an entitlement to 75,000 bonus CDIs and 750,000 bonus Options.

The Company is now seeking shareholder approval to ratify this prior issue of securities for the purpose of ASX Listing Rule 7.4.

Listing Rule 7.4

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

The Company has issued these Convertible Notes (together with bonus CDIs and Options) which do not fit within any of these exceptions and, as they have not yet been approved by the Company's shareholders, each of these issues uses up part of the 15% limit in ASX Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without shareholder approval under ASX Listing Rule 7.1 for the 12 month period following the issues.

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

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future to finance its working capital requirements without having to obtain shareholder approval for such issues under ASX Listing Rule 7.1.

To this end, Resolution 4 seeks shareholder approval to ratify the issue of these Convertible Notes (together with the bonus CDIs and Options) under and for the purposes of ASX Listing Rule 7.4.

If Resolution 4 is passed, the Convertible Notes (together with the bonus CDIs and Options) will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without shareholder approval over the subsequent 12 month period.

If Resolution 4 is not passed, the Convertible Notes (together with the bonus CDIs and Options) will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the subsequent 12 month period.

Technical information required under Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 4:

- USD\$250,000 worth of Convertible Notes together with 75,000 bonus CDIs and 750,000 bonus Options were issued to Mark IV Capital Ventures, LLC;
- the material terms of the Convertible Notes and the agreement under which the Convertible Notes were issued are set out in Schedule 2;
- the material terms of the Options are set out in Schedule 3;
- the Company issued the Convertible Notes together with the bonus CDIs and Options on 15 May 2024;
- the CDIs to be issued to Mark IV Capital Ventures, LLC on conversion of any Convertible Notes or exercise of any Options, and as bonus CDIs, will be issued on the same terms as all other fully paid CDIs of the Company (as applicable);
- the Company has received an aggregate of USD\$250,000 from the issue of the Convertible Notes to Mark IV Capital Ventures, LLC. The Company has not received any additional funds from the issue of the bonus CDIs and Options issued to Mark IV Capital Ventures, LLC as these were issued as bonus securities together with the Convertible Notes;
- the Company issued the Convertible Notes in order to raise funds to be used by the Company for its working capital requirements; and
- a voting exclusion statement is included in the Notice.

Board recommendation

The Board recommends that Securityholders vote in favour of Resolution 4. A voting exclusion statement for Resolution 4 is included in the voting exclusions.

The Chairperson intends to exercise all available proxies in favour of Resolution 4.

Resolution 5: Ratification of the issue of USD\$250,000 worth of Convertible Notes to Titan Monitoring

Background

On 28 February 2024, the Company issued USD\$250,000 worth of Convertible Notes to Titan Monitoring. The funds raised were used by the Company for its working capital requirements.

The Company is now seeking shareholder approval to ratify this prior issue of securities for the purpose of ASX Listing Rule 7.4.

Listing Rule 7.4

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

The Company has issued the Convertible Notes which do not fit within any of these exceptions and, as they have not yet been approved by the Company's shareholders, this issue of Convertible Notes uses up part of the 15% limit in ASX Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without shareholder approval under ASX Listing Rule 7.1 for the 12 month period following the issue.

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

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future to finance its working capital requirements without having to obtain shareholder approval for such issues under ASX Listing Rule 7.1.

To this end, Resolution 5 seeks shareholder approval for the prior issue of the Convertible Notes to Titan Monitoring under and for the purposes of ASX Listing Rule 7.4.

If Resolution 5 is passed, the Convertible Notes will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without shareholder approval over the subsequent 12 month period.

If Resolution 5 is not passed, the Convertible Notes will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the subsequent 12 month period.

Technical information required under Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 5:

- USD\$250,000 worth of Convertible were issued to Titan Monitoring;
- the material terms of the Convertible Notes and the agreement under which the Convertible Notes were issued, are set out in Schedule 2;
- the Company issued the Convertible Notes on 28 February 2024;
- the CDIs to be issued to Titan Monitoring on conversion of any Convertible Notes, will be issued on the same terms as all other fully paid CDIs of the Company;
- the Company has received an aggregate of USD\$250,000 from the issue of the Convertible Notes to Titan Monitoring;
- the Company issued the Convertible Notes in order to raise funds to be used by the Company for its working capital requirements; and
- a voting exclusion statement is included in the Notice.

Board recommendation

The Board recommends that Securityholders vote in favour of Resolution 5. A voting exclusion statement for Resolution 5 is included in the voting exclusions.

The Chairperson intends to exercise all available proxies in favour of Resolution 5.

Resolution 6: Approval to issue up to USD\$150,000 worth of Convertible Notes together with bonus CDIs and Options to Unrelated Parties on an election to convert the Unrelated Party Loans

Background

On 20 April 2024, the Company entered into loan agreements for USD\$50,000 (**Unrelated Party Loans**) with each of:

- Michael Tschiderer, being the Company's chief financial officer;
- Ryan Smith; and
- Bo Hu.

(together, the **Unrelated Parties**).

Under each Unrelated Party Loan, the Unrelated Party has loaned an amount of USD\$50,000 to the Company and subject to shareholder approval being obtained, each Unrelated Party may elect to apply the loan amount to subscribe for Convertible Notes (together with bonus CDIs and Options) in the Company.

The key terms of the Unrelated Party Loans are set out below:

- a financing fee of 10%;
- repayment of the loan amount and financing fee by the later of 30 days following this Meeting or 30 June 2024;

- at the option of the lender and subject to shareholder approval, the loan and financing fee can be used to subscribe for USD\$50,000 worth of Convertible Notes together with 15,000 bonus CDIs and 150,000 bonus Options, with such election to be no later than 10 business days after this Meeting (subject to shareholder approval of this resolution having been obtained); and
- the loan is secured against the assets of the Company.

Listing Rule 7.1

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

An issue of Convertible Notes (together with bonus CDIs and Options) on an election by the Unrelated Parties to convert their Unrelated Party Loans to Convertible Notes, does not fall within any of the exceptions in Listing Rule 7.2. While the issue does not exceed the 15% limit in Listing Rule 7.1 and can therefore be made without breaching that rule, the Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain shareholder approval under Listing Rule 7.1.

To this end, Resolution 6 seeks shareholder approval to issue Convertible Notes (together with bonus CDIs and Options) on an election by the Unrelated Parties to convert their Unrelated Party Loans to Convertible Notes, under and for the purposes of Listing Rule 7.1.

If Resolution 6 is passed, the issue of any Convertible Notes (together with bonus CDIs and Options) can proceed without using any of the Company's 15% limit on issuing Equity Securities without shareholder approval set out in Listing Rule 7.1

If Resolution 6 is not passed, the issue can still proceed but it will reduce, to that extent, the Company's capacity to issue Equity Securities without shareholder approval under Listing Rule 7.1 for 12 months following the issue.

Technical information required under Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the issue of Convertible Notes (together with bonus CDIs and Options) on an election to convert the Unrelated Party Loans:

- a) subject to shareholder approval being obtained under this Resolution 6, on an election by an Unrelated Party to convert their Unrelated Party Loan, the applicable Unrelated Party will be issued with up to USD\$50,000 worth of Convertible Notes together with 15,000 fully paid CDIs and 150,000 Options, noting that the Unrelated Parties are:
 - i. Michael Tschiderer, being the Company's chief financial officer;
 - ii. Ryan Smith; and
 - iii. Bo Hu.
- b) the maximum aggregate amount of securities the Company may issue to the Unrelated Parties is up to USD\$150,000 worth of Convertible Notes, 45,000 CDIs and 450,000 Options;
- c) the material terms of the Convertible Notes and the agreement under which the Convertible Notes will be issued are set out in Schedule 2;
- d) the material terms of the Options are set out in Schedule 3;

- e) the CDIs to be issued to the Unrelated Parties on conversion of any Convertible Notes or exercise of any Options, and as bonus CDIs, will be issued on the same terms as all other fully paid CDIs of the Company (as applicable);
- f) the Company may receive an aggregate of up to USD\$50,000 from each Unrelated Party as subscription fees for the Convertible Notes. The Company will not receive any additional funds from the issue of the bonus CDIs and Options issued to Unrelated Parties as these will be issued as bonus securities together with the Convertible Notes;
- g) the Company intends to use the funds raised from the issue of any Convertible Notes to provide working capital for the Company;
- h) subject to shareholder approval being obtained under this Resolution 6, if any Unrelated Party elects to convert their Unrelated Party Loan to Convertible Notes, the Convertible Notes, bonus CDIs and Options will be issued to the applicable Unrelated Party by no later than 1 month after the date of this Meeting; and
- i) a voting exclusion statement is included in the Notice.

Board recommendation

The Board recommends that Securityholders vote in favour of Resolution 6. A voting exclusion statement for Resolution 6 is included in the voting exclusions.

The Chairperson intends to exercise all available proxies in favour of Resolution 6.

Resolutions 7 and 8: Approval to issue Convertible Notes together with bonus CDIs and Options to Directors Alan Braverman and Tony Zhang on an election to convert their Director Loans

Background

On 20 April 2024, the Company entered into loan agreements with Directors, Alan Braverman and Tony Zhang whereby each Director has provided a loan of USD\$50,000 to the Company (**Director Loans**). Subject to shareholder approval, each Director may elect to apply the loan amount to subscribe for Convertible Notes (together with bonus CDIs and Options).

The key terms of the Loans are set out below:

- a financing fee of 10%;
- repayment of the loan amount and financing fee by the later of 30 days following this Meeting or 30 June 2024; and
- at the option of the lender and subject to shareholder approval, the loan and financing fee can be used to subscribe for Convertible Notes together with bonus CDIs and Options, with such election to be no later than 10 business days after this Meeting (subject to shareholder approval of this resolution having been obtained).

ASX Listing Rules

Listing Rule 10.11

Listing Rule 10.11 provides, that unless one of the exceptions in Listing Rule 10.12 applies, the Company must not issue or agree to issue securities to any of the following persons unless it obtains shareholder approval:

- a) a related party of the Company (LR 10.11.1);

- b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the Company (LR 10.11.2);
- c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the Board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so (LR 10.11.3);
- d) an associate of a person referred to above (LR 10.11.4); or
- e) a person whose relationship with the Company or a person referred to above is such that, in ASX's opinion, the issue or agreement should be approved by shareholders (LR 10.11.5).

Each of Alan Braverman and Tony Zhang are directors of the Company and therefore related parties to the Company and fall within the category of person noted in Listing Rule 10.11.1. As such any issue of Convertible Notes (together with the bonus CDIs and Options) to Alan Braverman or Tony Zhang on an election by them to convert their Director Loans to Convertible Notes, requires shareholder approval under Listing Rule 10.11 as the issue of the Convertible Notes does not fall within any of the exceptions in Listing Rule 10.12.

Resolution 7: Approval to issue up to USD\$50,000 worth of Convertible Notes together with bonus CDIs and Options to Director Alan Braverman on an election to convert his Director Loan

As disclosed to the ASX on 30 April 2024, the Company entered into a Director Loan with Alan Braverman for the amount of USD\$50,000. In accordance with the terms of the Director Loan and subject to shareholder approval, Alan Braverman may apply the loan amount to subscribe for \$50,000 worth of Convertible Notes (together with bonus CDIs and Options) within 10 business days of this Meeting (subject to this Resolution 7 being approved) and failing that, the Company must repay the loan in full by the later of 30 days after this Meeting or 30 June 2024.

Resolution 7 seeks the required shareholder approval to issue up to USD\$50,000 worth of Convertible Notes together with 15,000 bonus CDIs and 150,000 bonus Options to Alan Braverman on an election by Alan Braverman to convert his Director Loan to Convertible Notes, for the purposes of Listing Rule 10.11.

If Resolution 7 is passed, on an election by Alan Braverman to convert his Director Loan to Convertible Notes, the Company will be able to proceed with the issue of up to USD\$50,000 worth of Convertible Notes (together with bonus CDIs and Options) to Alan Braverman and the Company will be able to receive the payment of the subscription price for these Convertible Notes, being a total amount of USD\$50,000 with such funds to be used to fund the Company's working capital requirements.

If Resolution 7 is not passed, Alan Braverman will not be entitled to convert his Director Loan to Convertible Notes and the Company will not be able to proceed with the issue of Convertible Notes or bonus CDIs and Options to Alan Braverman and will not receive the subscription amount for these Convertible Notes which may impact the Company's cashflow and ability to meet its working capital requirements.

In accordance with Listing Rule 10.13, information is provided to Securityholders for the purposes of obtaining shareholder approval under Resolution 7 as follows:

- a) subject to shareholder approval under this Resolution 7 being obtained at this Meeting, on an election by Alan Braverman to convert his Director Loan to Convertible Notes, Alan Braverman will be issued with up to USD\$50,000 worth of Convertible Notes together with 15,000 fully paid CDIs and 150,000 Options will be issued to Alan Braverman;
- b) Alan Braverman falls into a category of persons referred to in Listing Rule 10.11.1 on the basis that Alan Braverman is a Director of the Company;

- c) the material terms of the Convertible Notes and the agreement under which the Convertible Notes will be issued are set out in Schedule 2;
- d) the material terms of the Options are set out in Schedule 3;
- e) the CDIs to be issued to Alan Braverman on conversion of any Convertible Notes or exercise of any Options, and the CDIs to be issued to Alan Braverman as bonus CDIs, will be issued on the same terms as all other fully paid CDIs of the Company (as applicable);
- f) the Company will receive up to USD\$50,000 as subscription funds for the issue of the Convertible Notes to Alan Braverman, with the Company receiving no further funds for the issue of the CDIs and Options which are being issued as bonus securities together with the Convertible Notes;
- g) subject to shareholder approval being obtained under this Resolution 7, if Alan Braverman elects to convert his Director Loan to Convertible Notes, the Convertible Notes will be issued to Alan Braverman no later than 1 month after the date of this Meeting;
- h) the Convertible Notes together with the bonus CDIs and Options will be issued to raise funds to be used by the Company for its working capital requirements; and
- i) a voting exclusion statement is set out in this Notice.

Board recommendation

The Board (excluding Alan Braverman) recommends that Securityholders vote in favour of Resolution 7. A voting exclusion statement for Resolution 7 is included in the voting exclusions.

The Chairperson intends to exercise all available proxies in favour of Resolution 7.

Resolution 8: Approval to issue up to USD\$50,000 worth of Convertible Notes together with bonus CDIs and Options to Director Tony Zhang on an election to convert his Director Loan

As disclosed to the ASX on 30 April 2024, the Company entered into a Director Loan with Tony Zhang for the amount of USD\$50,000. In accordance with the terms of the Director Loan and subject to shareholder approval, Tony Zhang may apply the loan amount to subscribe for \$50,000 worth of Convertible Notes (together with bonus CDIs and Options) within 10 business days of this Meeting (subject to this Resolution 8 being approved) and failing that, the Company must repay the loan in full by the later of 30 days after this Meeting or 30 June 2024.

Resolution 8 seeks the required shareholder approval to issue up to USD\$50,000 worth of Convertible Notes together with 15,000 bonus CDIs and 150,000 bonus Options, to Tony Zhang on an election by Tony Zhang to convert his Director Loan to Convertible Notes, for the purposes of Listing Rule 10.11.

If Resolution 8 is passed, on an election by Tony Zhang to convert his Director Loan to Convertible Notes, the Company will be able to proceed with the issue of up to USD\$50,000 worth of Convertible Notes (together with the bonus CDIs and Options) to Tony Zhang and the Company will be able to receive the payment of the subscription price for these Convertible Notes, being a total amount of USD\$50,000 with such funds to be used to fund the Company's working capital requirements.

If Resolution 8 is not passed, Tony Zhang will not be entitled to elect to convert his Director Loan to Convertible Notes and, the Company will not be able to proceed with the issue of Convertible Notes, CDIs or Options to Tony Zhang and will not receive the subscription amount for these Convertible Notes which may impact the Company's cashflow and ability to meet its working capital requirements.

In accordance with Listing Rule 10.13, information is provided to Securityholders for the purposes of obtaining shareholder approval under Resolution 8 as follows:

- a) subject to shareholder approval under this Resolution 8 being obtained at the Meeting, on an election by Tony Zhang to convert his Director Loan to Convertible Notes, Tony Zhang will be issued with up to USD\$50,000 worth of Convertible Notes together with 15,000 fully paid CDIs and 150,000 Options will be issued to Tony Zhang;
- b) Tony Zhang falls into a category of persons referred to in Listing Rule 10.11.1 on the basis that Tony Zhang is a Director of the Company;
- c) the material terms of the Convertible Notes and the agreement under which the Convertible Notes will be issued are set out in Schedule 2;
- d) the material terms of the Options are set out in Schedule 3;
- e) the CDIs to be issued to Tony Zhang on conversion of any Convertible Notes or exercise of any Options, and the CDIs to be issued to Tony Zhang as bonus CDIs, will be issued on the same terms as all other fully paid CDIs of the Company (as applicable);
- f) the Company will receive up to USD\$50,000 as subscription funds for the issue of the Convertible Notes to Tony Zhang, with the Company receiving no further funds for the issue of the CDIs and Options which are being issued as bonus securities together with the Convertible Notes;
- g) subject to shareholder approval being obtained under this Resolution 8, if Tony Zhang elects to convert his Director Loan to Convertible Notes, the Convertible Notes, bonus CDIs and Options will be issued to Tony Zhang no later than 1 month after the date of this Meeting;
- h) the Convertible Notes together with the bonus CDIs and Options are being issued to raise funds to be used by the Company for its working capital requirements; and
- i) a voting exclusion statement is set out in this Notice.

Board recommendation

The Board (excluding Tony Zhang) recommends that Securityholders vote in favour of Resolution 8. A voting exclusion statement for Resolution 8 is included in the voting exclusions.

The Chairperson intends to exercise all available proxies in favour of Resolution 8.

Resolution 9: Approval to issue up to 150,000,000 CDIs together with free attaching Options within 3 months of the Meeting

Background

As disclosed in the Company's latest Quarterly Report dated 30 April 2024, the Company is continuing to evaluate its debt funding and equity capital raising options to fund future operations, strengthen its balance sheet and fund further growth initiatives. Whilst the Board has not made a decision in relation to any such option, the Company would like to ensure that if an equity capital raising opportunity should arise in the next 3 months, that it has sufficient flexibility and placement capacity under the ASX Listing Rules to be able to conduct such an equity capital raise. The Company is therefore seeking shareholder approval for the purposes of ASX Listing Rule 7.1 to ensure that it has sufficient placement capacity to conduct a capital raising on the following terms:

- issue up to 150,000,000 CDIs together with up to 75,000,000 free attaching unlisted Options;
- an issue price of not less than USD\$0.02 per CDI;
- raise up to USD\$3 million; and
- any free attaching Options would have the material terms set out in Schedule 3, including an exercise price of USD\$0.08,

(Proposed Placement).

If shareholder approval of the Proposed Placement is obtained at the Meeting, such approval will apply for 3 months from the date of the Meeting.

Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period. The Proposed Placement does not fall within any of the exceptions in Listing Rule 7.2 and exceeds the 15% limit in ASX Listing Rule 7.1. It therefore requires the approval of Securityholders under Listing Rule 7.1.

Resolution 9 seeks the required Securityholder approval to the issue of the CDIs and attaching Options under the Proposed Placement and for the purposes of Listing Rule 7.1.

If Resolution 9 is passed, the Company will be able to proceed with the Proposed Placement and raise additional funds, should the Board choose to undertake a capital raise on the terms of the Proposed Placement. In addition, the Proposed Placement will be excluded from the calculation of the number of Equity Securities that the Company can issue without shareholder approval under Listing Rule 7.1.

If Resolution 9 is not passed, the Company will not be able to proceed with the Proposed Placement and will not be able to raise additional funds by way of the Proposed Placement.

Technical information required under Listing Rule 7.3

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

- a) the CDIs and any attaching Options will be issued to institutional investors under the Proposed Placement. The Directors together with any lead manager to the Proposed Placement will determine to whom the CDIs (and any free attaching Options) will be issued, with these persons being institutional investors who will not be related parties of the Company;
- b) the Company proposes to issue up to:
 - i. 150,000,000 CDIs representing underlying fully paid Shares which will be issued on the same terms and conditions as the Company's existing Shares and CDIs; and
 - ii. 75,000,000 Options which will have the terms set out in Schedule 3;
- c) the Company will issue the CDIs together with any attaching Options on the settlement date for the Proposed Placement which will be no later than three (3) months after the date of this Meeting;
- d) the issue price of the CDIs will be not less than USD\$0.02 per CDI with the Company raising up to a maximum of USD\$3 million under the Proposed Placement. The Company will not receive any additional funds from the issue of any Options as these are free attaching Options which may be issued together with the CDIs;

- e) the Company intends to use the funds raised from the Proposed Placement to provide working capital for the Company;
- f) the CDIs will be issued under confirmation letters or subscription letters on standard market terms; and
- g) a voting exclusion statement is included in the Notice.

Board recommendation

The Board recommends that Securityholders vote in favour of Resolution 9. A voting exclusion statement for Resolution 9 is included in the voting exclusions.

The Chairperson intends to exercise all available proxies in favour of Resolution 9.

Resolution 10: Approval to issue up to AUD\$500,000 worth of Placement Convertible Notes to certain existing Securityholders

Background

As disclosed in the Company's latest Quarterly Report dated 30 April 2024, the Company is continuing to evaluate its debt funding and equity capital raising options to fund future operations, strengthen its balance sheet and fund further growth initiatives. One such option the Board is considering is an issue of up to AUD\$500,000 worth of Convertible Placement Notes to existing Securityholders.

Whilst the Board has not made a decision in relation to this option, the Company would like to ensure that it has sufficient flexibility and placement capacity under the ASX Listing Rules to be able to conduct such a convertible note raise. The Company is therefore seeking shareholder approval for the purposes of ASX Listing Rule 7.1 to ensure that it has sufficient placement capacity to conduct a capital raising on the following terms:

- issue up to AUD\$500,000 worth of Placement Convertible Notes to certain existing Securityholders;
- the Placement Convertible Notes will convert to CDIs at the lower of a 20% discount to the 15 day VWAP for CDIs prior to the date of conversion or AUD\$0.06;
- 15% interest rate per annum, to be paid in cash on maturity or converted into CDIs together with principal on conversion; and
- 18 month term with a 3 month non-conversion period,

(Proposed Shareholder Placement).

Given the conversion price for the Placement Convertible Notes is based on a formula being the lower of a 20% discount to the 15 day VWAP of the Company's CDIs or AUD\$0.06, the maximum number of CDIs that may be issued on the conversion date cannot be calculated at this time. As such, the Company provides the following table which gives examples of the potential dilution of existing Securityholders on conversion of the Placement Convertible Notes calculated as at the date of this Notice using the conversion prices set out below.

Potential Dilution Table				
Conversion Price (AUD\$)	CDIs on issue as at the date of this Notice	CDIs issued on conversion of the Placement Convertible Notes	Total CDIs on issue following conversion of Placement Convertible Notes	Dilutionary effect
0.06	136,022,854	8,333,333	144,356,187	5.77%
0.05	136,022,854	10,000,000	146,022,854	6.85%
0.04	136,022,854	12,500,000	148,522,854	8.42%
0.03	136,022,854	16,666,667	152,689,521	10.92%
0.02	136,022,854	25,000,000	161,022,854	15.53%
0.01	136,022,854	50,000,000	186,022,854	26.88%

Note: Table assumes all Shares are held as CDIs

Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period. The Proposed Shareholder Placement does not fall within any of these exceptions and may exceed the 15% limit in ASX Listing Rule 7.1 depending on the conversion price at the time of conversion. It therefore requires the approval of Securityholders under Listing Rule 7.1.

Resolution 10 seeks the required Securityholder approval to the issue of the Placement Convertible Notes under the Proposed Shareholder Placement and for the purposes of Listing Rule 7.1.

If Resolution 10 is passed, the Company will be able to proceed with the Proposed Shareholder Placement and raise additional funds by the issue of the Placement Convertible Notes. In addition, the Proposed Shareholder Placement will be excluded from the calculation of the number of Equity Securities that the Company can issue without shareholder approval under Listing Rule 7.1.

If Resolution 10 is not passed, the Company will not be able to proceed with the Proposed Shareholder Placement and will not be able to raise additional funds by way of the issue of Placement Convertible Notes.

Technical information required under Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the Proposed Shareholder Placement:

- a) subject to shareholder approval being obtained for Resolution 10, the Placement Convertible Notes will be issued to certain existing Securityholders who are institutional investors;
- b) the Company will issue up to AUD\$500,000 worth of Placement Convertible Notes with a summary of the material terms set out below:
 - i. the Placement Convertible Notes will convert to CDIs / Shares at the lower of 20% discount to the 15 day VWAP or A\$0.06;
 - ii. 15% interest rate per annum, to be paid in cash on maturity or converted into CDIs / Shares together with principal on conversion;
 - iii. 18 month term with a 3 month non-conversion period; and
 - iv. otherwise on substantially the same terms as the Convertible Notes that the Company is seeking shareholder approval for at this Meeting.

- c) the Company will issue the Placement Convertible Notes on the settlement date for the Proposed Shareholder Placement which will be no later than three (3) months after the date of this Meeting;
- d) the Company intends to use the funds raised from the Proposed Shareholder Placement to provide working capital for the Company;
- e) the Placement Convertible Notes will be issued under subscription letters on standard market terms; and
- f) a voting exclusion statement is included in the Notice.

Board recommendation

The Board recommends that Securityholders vote in favour of Resolution 10. A voting exclusion statement for Resolution 10 is included in the voting exclusions.

The Chairperson intends to exercise all available proxies in favour of Resolution 10.

Resolution 11: Approval of Nightingale Equity Plan and increase to Authorised Number of Shares

Background – Increase to Authorised Number of Shares

Pursuant to clause 4.1 of the Nightingale Equity Plan, the total number of Shares that may be awarded under the Nightingale Equity Plan must not exceed 25,000,000 (**Authorised Number**).

From time to time, and subject to the Listing Rules, the Board may amend the Nightingale Equity Plan Rules, including the Authorised Number. The Board believes that it needs the flexibility to be able to reward employees and other eligible plan participants to further align their interests with the interests of the Company and its Securityholders. Consequently, the Board has determined that an increase to the total number of authorised Shares that may be awarded under the Nightingale Equity Plan from 25,000,000 to 35,000,000 is necessary.

As such, the Company is seeking shareholder approval of the amended Nightingale Equity Plan for the purposes of the ASX Listing Rules to ensure any securities issued under the amended plan will not take up the Company's 15% placement capacity under Listing Rule 7.1.

Listing Rule 7.1

Listing Rule 7.1 provides that a listed company must not, without prior approval of its shareholders, issue or agree to issue equity securities if the number of equity securities issued or agreed to be issued, or when aggregated with the number of equity securities issued by the company during the 12 months immediately preceding the date of issue or agreement, exceeds 15% of the number of shares on issue at the start of that 12 month period, subject to a number of exceptions under the Listing Rule.

Listing Rule 7.2, Exception 13 provides an exception to Listing Rule 7.1 such that an issue of equity securities under an employee incentive scheme is excluded from the calculation of the company's 15% limit in Listing Rule 7.1, if, within three years before the issue date one of the following occurred:

- in the case of a scheme established before the entity was listed, a summary of the terms of the scheme and a maximum number of equity securities proposed to be issued under the scheme were set out in the prospectus (LR 7.2, exception 13(a)); or
- ordinary shareholders have approved the issue of equity securities under the scheme as an exception to Listing Rule 7.1 in accordance with the Listing Rules (LR 7.2, exception 13(b)).

Any approval for the purpose of this Listing Rule is only available to the extent that:

- any issue of equity securities under the plan does not exceed the maximum number of securities proposed to be issued as set out in the prospectus or notice of meeting as the case may be; and
- there is no material change to the terms of the approved plan.

A summary of the terms of the Nightingale Equity Plan was set out in the Company's replacement prospectus dated 19 August 2022 (as amended and replaced) that was released to the ASX. The Company listed on the ASX on 18 November 2022 and pursuant to Listing Rule 7.2, exception 13(b) the Company has been relying on the exception under Listing Rule 7.2, exception 13(a) and was not required to seek another approval under Listing Rule 7.2, exception 13 until its Annual General Meeting in 2025. However, given the Company has amended the Authorised Number of Shares under clause 4.1 of the Nightingale Equity Plan, the exception under Listing Rule 7.2, exception 13(b) is no longer available and the Company is now seeking shareholder approval for the first time since the Company's listing on ASX to approve the Nightingale Equity Plan (as amended) for the purpose of Listing Rule 7.2, exception 13.

If Securityholders approve Resolution 11, any issue of securities under the Nightingale Equity Plan during the three year period after the Meeting will not use up any of the Company's 15% capacity on issuing securities without shareholder approval. However, notwithstanding this exception, an issue of securities under the Nightingale Equity Plan to Directors or their associates will require shareholder approval under Listing Rule 10.14, as such persons are deemed related parties of the Company.

If Securityholders do not approve Resolution 11, the issue of securities under the Nightingale Equity Plan will be included in calculating the Company's 15% capacity under Listing Rule 7.1, effectively decreasing the number of securities the Company can issue without shareholder approval over the 12 month period following the issue of the securities.

For the purposes of Listing Rule 7.2, exception 13, the following information is provided:

- a summary of the terms of the Nightingale Equity Plan are set out at Schedule 1;
- a total of 8.33 million securities have been issued under the Nightingale Equity Plan;
- subject to shareholder approval, the maximum number of equity securities proposed to be issued under the Nightingale Equity Plan is 35,000,000 securities; and
- a voting exclusion statement is included in the Notice.

Board recommendation

The Board recommends that Securityholders vote in favour of Resolution 11. A voting exclusion statement for Resolution 11 is included in the voting exclusions.

The Chairperson intends to exercise all available proxies in favour of Resolution 11.

Glossary

In the Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

Annual General Meeting	means the meeting convened by this Notice of Annual General Meeting.
ASX	means ASX Limited (ACN 008 624 691).
Board	means the Board of Directors of the Company.
Bylaws	means the Company's Amended and Restated Bylaws, dated June 2022.
CDI	means a Chess Depositary Interest representing underlying Shares.
CDI Holder	means a registered holder of a CDI.
CDI Voting Form	means the voting form for CDI Holders accompanying this Notice.
Chairperson	means the Chairperson of the Meeting.
Company or Nightingale	means Nightingale Intelligent Systems, Inc (ARBN 659 369 221).
Convertible Notes	means convertible notes issued or to be issued by the Company with the terms set out in Schedule 1.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Director	means a Director of the Company.
Directors Loans	means the loan agreements for USD\$50,000 between the Company and each of Alan Braverman and Tony Zhang (being Directors of the Company).
Equity Security	has the meaning given in the ASX Listing Rules.
Explanatory Statement	means the Explanatory Statement accompanying this Notice of Annual General Meeting.
Listing Rules or ASX Listing Rules	means the listing rules of ASX.
Meeting	means the Annual General Meeting.
Nightingale Equity Plan	means the Company's Amended and Restated 2014 Equity Incentive Plan dated 23 November 2014.
Notice of Annual General Meeting	means this Notice of Annual General Meeting accompanying the Explanatory Statement.
Options	means the options issued or to be issued by the Company with the terms set out in Schedule 3.

Placement Convertible Notes	means convertible notes issued or to be issued by the Company with the terms set out in Resolution 10 of the Explanatory Memorandum.
Proxy Form	means the proxy form for Stockholders accompanying the Notice.
Securityholder	means a Stockholder or CDI Holder.
Share(s)	means fully paid shares of common stock in the capital of the Company.
Stockholder	means a registered holder of a Share.
Unrelated Parties	means Michael Tschiderer, Ryan Smith and Bo Hu.
Unrelated Party Loans	means the loan agreements for USD\$50,000 between the Company and each of the Unrelated Parties.
VWAP	means volume weighted average market price which has the meaning given to that term in Chapter 19 of the Listing Rules.

Schedule 1 - Summary of the Nightingale Equity Plan

The Nightingale Equity Plan provides for the grant of stock options, stock appreciation rights, restricted stock, restricted stock units, unrestricted stock, other stock-based awards and cash awards. Any of these awards may, but need not, be made as performance incentives to reward attainment of performance goals. Stock options granted under the Nightingale Equity Plan may be non-qualified stock options or incentive stock options.

The total number of Shares reserved for issuance under the Nightingale Equity Plan shall not exceed 35,000,000 Shares.

The Nightingale Equity Plan is administered by the Board, who have the power and authority to delegate its responsibilities to the Remuneration and Nomination Committee, provided that, the Board shall retain the right to exercise authority of the Remuneration and Nomination Committee to the extent consistent with applicable law and the applicable requirements of any securities exchange on which the Common Stock or CDIs may then be listed. Subject to the provisions of the Nightingale Equity Plan and the ASX Listing Rules, the Board shall have the full and final authority to, among other things, designate grantees; determine the type or types of awards to be made to a grantee; determine the number of shares of stock to be subject to an award; establish the terms and conditions of each award; prescribe the form of each award agreement; and to amend, modify or supplement the terms of any outstanding award.

In the event of certain corporate events or changes in the Company's capitalization, the administrator will make adjustments to the number and kinds of Shares reserved for issuance under the Nightingale Equity Plan, the exercise prices of and the number of Shares subject to outstanding options and stock appreciation rights, and the purchase prices of and/or number of Shares subject to other outstanding awards, subject to compliance with applicable rules and regulations, including the ASX Listing Rules.

Subject to compliance with applicable law, including the ASX Listing Rules, the Board has the authority to amend, suspend or terminate the Nightingale Equity Plan at any time as to any Awards which have not been made. An amendment shall be contingent on approval of the Company's Stockholders to the extent stated by the Board, required by applicable law or required by applicable stock exchange listing requirements (including the ASX Listing Rules). The applicable terms of the Nightingale Equity Plan, and any terms and conditions applicable to Awards granted prior to the Termination Date shall survive the termination of the Nightingale Equity Plan and continue to apply to such Awards. No amendment, suspension, or termination of the Nightingale Equity Plan shall, without the consent of the grantee, materially impair rights or obligations under any Award that has been awarded.

Unless earlier terminated, the Nightingale Equity Plan will terminate in 2032.

Schedule 2 - Summary of the Convertible Note Terms

Material Term	Description
Term	2 years, other than in relation to the Convertible Notes being approved under Resolution 4 which have a 6 month term)
Maturity Date	The date that is 2 years from the date of issue of the Convertible Notes (other than in relation to the Convertible Notes being approved under Resolution 4 which have a Maturity Date that is 6 months from the date of issue of the applicable Convertible Notes)
Securities	Convertible notes
Face value per Convertible Note	USD\$1.00
Interest	15% per annum, capitalised until the date of conversion or redemption of the Convertible Notes
Payment of Principal and Interest	Principal, together with all accrued and unpaid interest on the Convertible Notes is due and payable on the Maturity Date. Interest on the Convertible Notes is payable, at the option of the Company, in cash or in the Company's CDIs
Redemption	The Company may redeem Convertible Notes at any time prior to the Maturity Date. On redemption the Company will pay the lesser of (a) 105% of the face value of the notes being redeemed plus accrued interest to the date of redemption (b) the amount the Noteholder would have received had the relevant notes been held till the Maturity Date.
Conversion	<p>The Noteholder may at any time convert all outstanding principal and accrued and unpaid interest on the notes at the Conversion Price.</p> <p>The Conversion Price is the higher of (a) USD\$0.03 or (b) 80% of the 10-day volume weighted average price of the CDIs on the ASX for the 10 day trading period immediately preceding the date of conversion expressed in US dollars based on the AUS/US exchange rate at the date of the conversion notice.</p>
Events of Default	<p>If an Event of Default occurs prior to the Maturity Date, a Noteholder may require the Company to redeem its Convertible Notes. Event of Default includes:</p> <ul style="list-style-type: none"> • The Company fails to make a payment of principal or interest when due; • A representation of warranty made by the Company in the note purchase agreement being untrue in any material respect; • The Company having insufficient authorised share capital for any conversion of Convertible Notes; or • An insolvency event occurs.
Security	The Convertible Notes will be unsecured obligations
Participation Rights	The Convertible Notes will not carry any entitlement to participate in any future issuances of securities by the Company

Voting Rights	There are no voting rights attached to the Convertible Notes
Quotation	The Convertible Notes will not be listed on the ASX
Governing Law	Delaware, USA

Schedule 3 - Summary of Option Terms

Material Term	Description
Strike price	USD\$0.08
Entitlement	On exercise of each Bonus Option, the option holder will receive one CDI
Vesting	The Options vest immediately on the date of issue
Expiry	Expire 10 years from the date of issue

Control Number:

Registration:

Number of Shares:

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

**PROXY
FOR THE ANNUAL MEETING OF SHAREHOLDERS OF
NIGHTINGALE INTELLIGENT SYSTEMS, INC.
TO BE HELD JUNE 19, 2024**

The undersigned hereby appoints _____ and _____, and each of them individually, as the lawful agents and Proxies of the undersigned, with full power of substitution, and hereby authorizes each of them to represent and vote, as designated below, all shares of Common Stock of Nightingale Intelligent Systems, Inc. held of record by the undersigned as of June 6, 2024, at the Annual General Meeting of Shareholders to be held on June 19, 2024, or at any adjournment thereof. The undersigned hereby revokes all previous proxies relating to the shares covered hereby and confirms all that said Proxies may do by virtue hereof.

1. RE-ELECTION OF CLASS II DIRECTOR – ALAN BRAVERMAN (Resolution 1):

☐ **FOR** ☐ **WITHHOLD AUTHORITY**

2. APPROVAL OF 10% PLACEMENT FACILITY (Resolution 2):

☐ **FOR** ☐ **AGAINST** ☐ **ABSTAIN**

3. RATIFICATION OF THE ISSUE OF USD\$50,000 WORTH OF CONVERTIBLE NOTES TOGETHER WITH BONUS CDIS AND OPTIONS TO RICHARD ODORFER JR (Resolution 3):

☐ **FOR** ☐ **AGAINST** ☐ **ABSTAIN**

4. RATIFICATION OF THE ISSUE OF USD\$250,000 WORTH OF CONVERTIBLE NOTES TO MARK IV CAPITAL VENTURES (Resolution 4):

☐ **FOR** ☐ **AGAINST** ☐ **ABSTAIN**

5. RATIFICATION OF THE ISSUE OF USD\$250,000 WORTH OF CONVERTIBLE NOTES TO TITAN MONITORING (Resolution 5):

☐ **FOR** ☐ **AGAINST** ☐ **ABSTAIN**

6. APPROVAL TO ISSUE UP TO USD\$150,000 WORTH OF CONVERTIBLE NOTES TOGETHER WITH BONUS CDIS AND OPTIONS TO UNRELATED PARTIES ON AN ELECTION TO CONVERT THE UNRELATED PARTY LOANS (Resolution 6):

☐ **FOR** ☐ **AGAINST** ☐ **ABSTAIN**

7. APPROVAL TO ISSUE UP TO USD\$50,000 WORTH OF CONVERTIBLE NOTES TOGETHER WITH BONUS CDIS AND OPTIONS TO DIRECTOR ALAN BRAVERMAN ON AN ELECTION TO CONVERT HIS DIRECTOR LOAN (Resolution 7):

☐ **FOR** ☐ **AGAINST** ☐ **ABSTAIN**

7. APPROVAL TO ISSUE UP TO USD\$50,000 WORTH OF CONVERTIBLE NOTES TOGETHER WITH BONUS CDIS AND OPTIONS TO DIRECTOR TONY ZHANG ON AN ELECTION TO CONVERT HIS DIRECTOR LOAN (Resolution 8):

☐ **FOR** ☐ **AGAINST** ☐ **ABSTAIN**

8. APPROVAL OF ISSUE OF UP TO 150,000,000 CHESS DEPOSITARY INTERESTS TOGETHER WITH FREE ATTACHING OPTIONS (Resolution 9):

☐ **FOR** ☐ **AGAINST** ☐ **ABSTAIN**

9. APPROVAL TO ISSUE OF UP TO AUD\$500,000 WORTH OF PLACEMENT CONVERTIBLE NOTES TO EXISTING SECURITYHOLDERS (Resolution 10):

☐ **FOR**

☐ **AGAINST**

☐ **ABSTAIN**

10. APPROVAL OF NIGHTINGALE EQUITY PLAN AND INCREASE TO AUTHORISED NUMBER OF SHARES (Resolution 11):

☐ **FOR**

☐ **AGAINST**

☐ **ABSTAIN**

When properly executed, this proxy will be voted in the manner directed herein by the undersigned shareholder. IF NO DIRECTION IS SPECIFIED, THIS PROXY WILL BE VOTED **FOR** ALL ITEMS NOTED ABOVE. If you mark the withhold authority for Item 1, you are directing your proxy not to vote on that Item on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

Please sign below exactly as your shares are held of record. When shares are held by joint tenants, both should sign. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such. If a corporation, please sign in full corporate name by President or other authorized officer. If a partnership, please sign in partnership name by authorized person.

Date: _____, 2024

Registered Shareholder Name

Signature

Signature, if held jointly:

PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY FORM PROMPTLY, USING THE ENCLOSED ENVELOPE.

[SEE VOTING INSTRUCTIONS ON REVERSE SIDE]

VOTING INSTRUCTIONS

Your Proxy Form must be returned as directed below by June 17, 2024.

Please sign, date and mail this Proxy Form promptly to the following address in the enclosed postage-paid envelope:

Securities Transfer Corporation
2901 N. Dallas Parkway, Suite 380
Plano, Texas 75093
Attention: Proxy Department

OR

You may sign, date and submit your Proxy Form by facsimile to: + 1 (469) 633-0088.

OR

You may sign, date, scan and email your scanned Proxy Form to: proxyvote@stctransfer.com.

OR

You may vote online through the Internet on or before June 19, 2024:

1. Go to <http://onlineproxyvote.com/ngl/> at any time 24 hours a day.
2. Login using the control number located in the top left-hand corner of this proxy card.
3. Access the proxy voting link within that website to vote your proxy.

If you vote your proxy on the Internet, you do not need to mail back, fax or email your Proxy Form.

The Notice of Meeting and the form of Proxy Form are available at <http://onlineproxyvote.com/ngl/>

CDI Voting Instruction Form

[EntityRegistrationDetailsLine1Envelope]
[EntityRegistrationDetailsLine2Envelope]
[EntityRegistrationDetailsLine3Envelope]
[EntityRegistrationDetailsLine4Envelope]
[EntityRegistrationDetailsLine5Envelope]
[EntityRegistrationDetailsLine6Envelope]

[HolderNumber]

Holder Number:
[HolderNumber]

Your CDI Voting Instruction Form must be received **5.00pm (AEST) on Monday, 17 June 2024**. Any CDI Voting Instruction instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR VOTING INSTRUCTION ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this CDI Voting Instruction Form.



- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.

SUBMIT YOUR VOTING INSTRUCTION BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's security register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Securityholders sponsored by a broker should advise their broker of any changes.

HOW TO VOTE ON ITEMS OF BUSINESS

Each CHESS Depositary Interest (CDI) is equivalent to one share of Company Common Stock, so that every 1 (one) CDI registered in your name entitles you to one vote.

You can vote by completing, signing and returning your CDI Voting Instruction Form. This form gives your voting instructions to CHESS Depositary Nominees Pty Ltd, which will vote the underlying shares on your behalf. You need to return the form no later than the time and date shown above to give CHESS Depositary Nominees Pty Ltd enough time to tabulate all CHESS Depositary Interest votes and to vote on the underlying shares.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct CHESS Depositary Nominees Pty Ltd how to vote by marking one of the boxes opposite each item of business. All your CDI's will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of CDI's you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the CDI holder must sign.

Joint holding: Where the holding is in more than one name, all CDI holder's 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 Voting Instruction Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Voting Instruction Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting an appointment form must be returned to Automic at least 24 hours before the meeting. A form may be obtained from the Company's share registry online at <https://automic.com.au>.



Contac	Return your completed form			All enquiries to Automic	
	BY MAIL Automic GPO Box 5193 Sydney NSW 2001	IN PERSON Automic Level 5, 126 Phillip Street Sydney NSW 2000	BY EMAIL meetings@automicgroup.com.au BY FACSIMILE	WEBSITE https://automic.com.au/ PHONE 1300 288 664 (Within Australia) +61 2 9698 5414 (Overseas)	

STEP 1: Voting

Complete and return this form as instructed only if you do not vote online

Voting Instructions to CHESS Depository Nominees Pty Ltd

I/We being a holder of CHESS Depository Interests of Nightingale Intelligent Systems Inc hereby direct CHESS Depository Nominees Pty Ltd to vote the shares underlying my/our holding at the Annual General Meeting of Nightingale Intelligent Systems Inc to be held virtually at **10:00am (AEST) on Thursday, 20 June 2024**, and at any adjournment or postponement of that meeting.

By execution of this CDI Voting Instruction Form the undersigned hereby authorises CHESS Depository Nominees Pty Ltd to appoint such proxies or their substitutes to vote in their discretion on such business as may properly come before the meeting.

CHESS Depository Nominees Pty Ltd will vote as directed

STEP 2: Your Voting Direction

Resolutions	For	Against	Abstain
1. Re-election of Class II Director – Alan Braverman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. SPECIAL RESOLUTION Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Ratification of the issue of USD\$50,000 worth of Convertible Notes together with bonus CDIs and options to Richard Odorfer Jr	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Ratification of the issue of USD\$250,000 worth of Convertible Notes to Mark IV Capital Ventures	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Ratification of the issue of USD\$250,000 worth of Convertible Notes to Titan Monitoring	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Approval to issue up to USD\$150,000 worth of Convertible Notes together with bonus CDIs and Options to Unrelated Parties on an Election to Convert the Unrelated Party	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Approval to issue up to USD\$50,000 worth of Convertible Notes together with bonus CDIs and Options to Director Alan Braverman on an Election to Convert his Director Loan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Approval to issue up to USD\$50,000 worth of Convertible Notes together with bonus CDIs and Options to Director Tony Zhang on an Election to Convert his Director Loan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Approval of issue of up to 150,000,000 Chess Depository Interests together with free attaching Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Approval to issue of up to AUD\$500,000 worth of Placement Convertible Notes to existing Securityholders	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Approval of Nightingale Equity Plan and increase to Authorised Number of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3: Sign Here + Contact

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<div></div>	<div></div>	<div></div>
Sole Director and Sole Company Secretary Secretary	Director	Director / Company

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY)

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).